

BANK BRADESCO  
Form 6-K  
February 07, 2017

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of February, 2017  
Commission File Number 1-15250**

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**BANCO BRADESCO S.A.**  
(Exact name of registrant as specified in its charter)

**BANK BRADESCO**  
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara  
06029-900 - Osasco - SP  
Federative Republic of Brazil**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.  
Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby  
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of  
1934.

Yes  No

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# MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS AND FROM THE CHIEF EXECUTIVE OFFICER

Cidade de Deus, Osasco, SP, February 6, 2017

Dear shareholders,

We are pleased to invite you to the Special and Annual Shareholders' that we will hold cumulatively at 4 p.m. on March 10, at our headquarters in Osasco, SP, Núcleo Cidade de Deus, Prédio Vermelho, at the Salão Nobre of the 5<sup>th</sup> floor, Vila Yara, in order to examine, discuss and vote on the matters of the **Call Notice** that we will publish in the official newspapers from tomorrow, February 7.

We must inform you that, pursuant to the laws in force, if it is not possible to attend the Meetings, from this year on Bradesco will adopt the remote voting system, a mechanism that will allow the shareholders through the simple remittance of the "Remote Voting Form", to exercise the right to vote without the need to be physically present or to previously grant a proxy for that purpose.

So, in this Manual we are making available to you, we highlight a chapter to discuss, in detail, this new system. In the other chapters, we seek to consolidate the largest number of possible information and the guidance to enable a thorough assessment for the decision-making process regarding the matters in our Agenda.

Registering our thanks for the support, preference and trust placed in Bradesco, we make ourselves available to you to provide further information.

Sincerely,

*Lázaro de Mello Brandão  
Chairman of the Board of  
Directors*

*Luiz Carlos Trabuco Cappi  
CEO and*

*Vice Chairman of the Board of  
Directors*

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## INFORMATION ON GENERAL MEETINGS

According to Article 132 of Law No. 6,404/76, Corporations should hold their Annual Shareholders' Meeting in 4 (four) months following the end of the fiscal year, in order to deal with the following matters:

- I. to analyze the management accounts, examine, discuss and vote on the financial statements;
- II. to resolve on the allocation of the net income for the year and the distribution of dividends; and
- III. to elect the management and the fiscal council's members.

Other matters that are interesting to the Company, when provided by law, bylaws or listed in the Call Notice, will be discussed and resolved at the Special Shareholders' Meeting.

According to the Sole Paragraph of Article 131 of Law No. 6,404/76, the Special and Annual Shareholders' Meetings may be cumulatively called and held at the same place, date and time, as well as drawn up in single minutes.

Using that power, we convene the cumulative Shareholders' Meetings to be held on March 10, 2016, at 4:00 p.m., whose Call Notice, contained in this Manual, lists, segregated and expressly, on the agenda, all matters to be discussed in the respective Shareholders' Meetings, and no other matter pending approval by the shareholders' meeting shall be included.

The documents mentioned in Article 133 of Law No. 6,404/76, related to the fiscal year ended on December 31, 2016, were made available to national and foreign investors (BM&FBOVESPA, CVM, SEC, NYSE and LATIBEX) on February 2, 2017 and can also be visualized on the *websites* of BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), as well as in Bradesco's website ([www.bradesco.com.br/ri](http://www.bradesco.com.br/ri)).

On February 8, 2017, the following documents shall be published in the newspapers “Diário Oficial do Estado de São Paulo” and “Valor Econômico”:

- I. Management Report on the business and main administrative facts of the fiscal year ended;
- II. Financial Statements;
- III. Independent Auditors’ Report;
- IV. Fiscal Council’s Opinion; and
- V. Summary of the Audit Committee's Report.

All the other documents referring to the Shareholders’ Meetings are part of this Manual and are at the disposal of the shareholders at the Market Relations Department, in Núcleo Cidade de Deus, Prédio Vermelho, 3º andar, Vila Yara, Osasco, São Paulo, which may also be viewed on Bradesco, BM&FBOVESPA and CVM websites.

## QUORUM

Pursuant to Article 125 of Law No. 6,404/76, save the exceptions provided for by law, the Shareholders’ Meeting will be installed, on first call, with the attendance of shareholders representing at least  $\frac{1}{4}$  (one quarter) of the voting capital stock and, on second call, it shall be installed with any number of shareholders.

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The Special Shareholders' Meeting resolving on the amendment to the Bylaws, pursuant to Article 135 of Law No. 6,404/76, will be instated on first call with the attendance of shareholders representing at least 2/3 (two thirds) of the voting capital stock, and it may be installed with any number of shareholders on second call.

## QUORUM FOR THE RESOLUTIONS

According to Article 129 of Law No. 6,404/76, the resolutions shall be taken by the absolute majority of votes, not computing the blank votes.

## EXERCISE OF VOTING RIGHTS

### Common Shareholders

Pursuant the Brazilian legislation and Bradesco's Bylaws, common shareholders shall be entitled to vote on all matters listed in the Agenda, Except for the separate election of members of the Board of Directors and/or Fiscal Council that may be appointed exclusively by the minority shareholders, pursuant to the following items.

### Preferred shareholders and non-controlling common shareholder

In relation to the election of members to compose the Board of Directors and the Fiscal Council, Law No. 6,404/76 – items 4 and 5 of the Annual Shareholders' Meeting Agenda - establishes the possibility of preferred shareholders and common shareholders, not part of the controlling group, elect their candidates, in a separate vote, as follows:

- ***Board of Directors (item 4 of the Annual Shareholders' Meeting Agenda)***

Pursuant to the provisions of Article 141, Paragraphs Four to Six of Law No. 6,404/76, will be entitled to elect and dismiss a Board of Director's member, in a separate voting process, except the controlling shareholder, the majority of holders:

- I. of common shares that represent, at least, 15% (fifteen percent) of the total of common shares;
- II. of preferred shares that represent, at least, 10% (ten percent) of the capital stock; and
- III. verifying that neither the holders of common nor the holders of preferred shares comprise the quantity required in the items above, they will be entitled to combine their shares to elect jointly a member for the Board of Directors, taking into consideration the quorum of 10% (ten percent) of the capital stock.

Only shareholders that prove the uninterrupted ownership of shares required during the period of at least 3 (three) months immediately preceding the Shareholders' Meeting will be entitled to elect or dismiss Board of Director's members by means of separate voting process.

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- ***Fiscal Council (item 5 of the Annual Shareholders' Meeting Agenda)***

In the establishment of the Fiscal Council the following standards will be observed:

- a) the holders of preferred shares will be entitled to elect, in a separate voting process, 1 (one) member and his/her respective alternate; non-controlling common shareholders will have the same right, since there is in the market at least 10% (ten percent) or more of common shares issued by the Company;
  
- b) except for the provisions in the previous item, other common shareholders may elect the effective and alternate members that, in any case, shall be equal to the number of the elected members in accordance with subparagraph "a", plus one.

## **HOLDERS OF AMERICAN DEPOSITARY RECEIPTS (ADRS)**

Will be given to holders of *American Depositary Receipts* (ADRs) the right to vote on matters listed in the Agenda, subject to the same criteria applicable to domestic investors, according to the types of shares (common or preferred) their ADRs represent.



The ADR holders will be properly instructed by The Bank of New York Mellon, the depository financial institution of ADRs backed by Bradesco's shares.

## **MULTIPLE VOTING PROCESS**

Pursuant to CVM Instructions No. 165, of December 11, 1991, and No. 282 of June 26, 1998, to request the adoption of the multiple voting process in the election of the members of the Board of Directors, the requesting shareholders shall represent the minimum of 5% (five percent) of the Company's voting capital.

As provided for in Paragraph One of Article 141 of Law No. 6,404/76, this right shall be exercised by shareholders within 48 (forty-eight) hours before the Shareholders' Meeting, being the Presiding Board chairing the Meeting responsible for informing the shareholders in advance, in view of the "Attendance Book", the number of votes necessary to elect each member of the Board of Directors.

The multiple voting process shall occur by assigning to each share as many votes as the members of the Board of Directors to be elected through the said system. The shareholder may accumulate votes in one

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candidate or distribute them among several candidates. In this process, candidates will be nominated and elected individually, with their names registered before the Board of the Meeting.

## **PARTICIPATION IN THE SHAREHOLDERS' MEETINGS**

### **Attendance**

The Company's shareholders may take part in the Shareholders' Meetings by attending the meetings at the place they are held and by casting their vote, according to the class of shares held by them (common and/or preferred) and the matters to be voted on.

Pursuant to the provisions in Article 126 of Law No. 6,404/76, shareholders must attend the Shareholders' Meetings providing, in addition to their identification document, a certificate of ownership of the Company's shares, issued by the depository and/or custodian financial institution. The management recommends that referred certificate of ownership be sent within 2 (two) business days before the date of mentioned Shareholders' Meetings.

Legal entities shareholders, such as Companies and Investment Funds, must be represented in accordance with their Bylaws, Articles of Incorporation or Charters, delivering the documents that evidence the good standing of the representation, having with them the Minutes of the election of Management, as the case may be, at the place and time indicated in item below.

Before the Meetings are installed, shareholders will sign the Attendance Book.

Shareholders without voting rights may attend the Shareholders' Meeting and discuss all the matters submitted for resolution, in addition to the ones contained in items 4 and 5 of the Annual Shareholders' Meeting.

## **Attorneys-in-fact**

Shareholders may also be represented by an attorney-in-fact appointed not more than one year, provided that he/she is a shareholder, manager of Banco Bradesco S.A., lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members, pursuant to Paragraph One of Article 126, of Law No. 6,404/76, and the power of attorney shall mandatorily bear a notarized signature of the grantor at the Notary. We also observe that the legal entities shareholders may be represented as their bylaws/articles of incorporation.

In order to help shareholders, the Power of Attorney Samples contained in this Manual may be used , in which case the attorney-in-fact shall vote in strict compliance with the instructions

contained in the respective powers of attorney.

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Optionally, the shareholders may also grant powers of attorney with different texts from those suggested herein, provided that they comply with the provisions of Law No. 6,404/76 and the Brazilian Civil Code.

When the shareholder is represented by an attorney-in-fact, the good standing of the power of attorney will be verified before the beginning of the Shareholders' Meetings, as well as the ownership of shares.

In order to speed up the process and facilitate the works in the Meetings, the certificate of ownership of the shares and the power of attorney may, at the shareholder's criteria, be sent to the Company's headquarters, preferably, within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. – Secretaria Geral – Área Societária – Núcleo Cidade de Deus – 4 andar of Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. Copy of the documentation may also be sent by email to [governancacorp@bradesco.com.br](mailto:governancacorp@bradesco.com.br).

Before being sent to Bradesco, the corporate and representation documents of legal entities and investment funds written in a foreign language must be translated into Portuguese. The said translations must be registered in the Titles and Documents Registry.

## Participation by Remote Vote

As provided for in Article 21-A and pursuant to CVM Instruction No. 481/2009, the Company's shareholders may also exercise their right to vote in shareholders' meetings through the remote voting process, to be formalized in an electronic document named as "remote voting form" (Form), whose sample is available on the Corporate Governance area of Bradesco's Investor Relations website ([www.bradesco.com.br](http://www.bradesco.com.br)) or on CVM - Brazilian Exchange Commission's website (<http://sistemas.cvm.gov.br/?CiaDoc>).

Bradesco informs that:

ü **Common shareholders** with positions held up to the date of the Meetings will be entitled to vote on all matters, except to the separate vote for the election of a member of the Fiscal

Council appointed by the minority shareholders who are holders of preferred shares;

ü **The minority shareholders who are holders of preferred shares** with positions held up to the date of the Meetings are entitled to vote only in the separate vote process to elect member of the Fiscal Council appointed by the shareholder(s) holder of such type of shares;

ü If the shareholder decides for the adoption of the multiple voting process, it essentially must complete item 7 and 8, regardless of completing item 6 of the Form. In this case, the sum of the percentage of the votes among the candidates for the Board of Directors shall amount to 100% of the shares used. In order to make the understanding easier, as an example, if the shareholder wishes to distribute its votes in an equitable manner, the percentage allocated to each of the 8 candidates will be 12.5%.

The shareholder who decide to exercise his/her remote voting right must do so **by one of the options described below:**

I. **By delivering the Form, completed and signed, to one of Bradesco's Branches**

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**This option is intended exclusively to the shareholders with shares backed by Bradesco, as the registrar of shares issued by itself:**

In order to offer a greater convenience to shareholders with a position in our Record Book of Shares, the entire Bradesco's Network of Branches in Brazil is available, **during the business hours of the local bank**, to take measures for the shareholder to exercise its remote voting right.

To do so, the shareholder must take the following measures:

- ü Access the  Corporate Governance area of Bradesco's Investor Relations website ([www.bradescori.com.br](http://www.bradescori.com.br)) or the website of the Brazilian Securities and Exchange Commission - CVM (<http://sistemas.cvm.gov.br/?CiaDoc>), **print the form, fill it out, initial each page and sign it.**
- ü With the Form **completed, initialed and signed** and the documents listed in the table below, the shareholder must go to any of the 5,300 Bradesco's Branches in up to seven (7) days before the Meeting date, i.e. up until March 3, 2017 (including this date), during the local bank's business hours, in order for the information in his/her Form to be transferred to Bradesco systems. Thus, the shareholder may monitor the transfer of its vote online.
- ü After voting, the shareholder will receive a proof of the completion of the transaction.

Individual Taxpayers' ID and Identity card with photo of the shareholder or its legal representative <sup>1</sup>	X	X	X
Articles of Incorporation or Bylaws consolidated and updated <sup>2</sup>	-	X	X
Document proving the powers of attorney <sup>2</sup>	-	X	X
Consolidated and updated fund regulation	-	-	X

(1) Identity cards accepted: Identity Card, Identity Card of Foreigner, National Driving License, Passport and professional registration officially recognized

(2) For investment funds, documents of the manager and/or administrator, pursuant to the voting policy.

Before being forwarded to Bradesco, corporate and representation documents of the legal entity and the investment fund drawn up in a foreign language must be translated into Portuguese. The said translations must be registered in the Titles and Documents Registry (a certified translation is not required).

**Important: Forms received by the Company after the end of the bank's business hours, on March 3, 2017, will be disregarded.**

The Management highlights that the procedures above cannot be adopted for the holders of shares in custody at BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros and/or with any other custodian agent. In this case, the provisions of item II below must be observed.

**II. By vote instructions conveyed by the shareholders to its respective custody agents**

**This option is intended exclusively for the shareholders who own shares held in custody at BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros (BM&FBOVESPA). In this case, the remote voting shall be exercised by the shareholders in accordance with the procedures adopted by the Institutions and/or Brokers holding their positions in custody;**

The holder of shares deposited at BM&FBOVESPA that chooses to exercise their remote voting right must do so by forwarding their voting instructions to the Institution and/or Broker (Custody Agent) holding their shares in custody, subject to the rules set forth by the latter, which, as a result, shall forward such vote statements to the Central Depository of BM&FBOVESPA.

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Given that the services to receive and convey the instructions to complete the remote voting form is optional for Custody Agents, we recommend that the shareholders verify if their custodian is entitled to provide such services and also check the procedures set forth by them to issue the voting instructions, as well as the documents and information required by them.

Under Article 21-B of CVM Instruction 481/2009, the shareholder must send the instructions to complete the Form to their custodians within 7 days before the date of the Meeting, i.e. until March 3, 2017 (including this date), unless there is a different term established by their custodians.

Bradesco informs that, if your Custody Agent does not provide the remote voting service, the shareholder will have the option to send its Form and applicable documents directly to the Company itself, pursuant to item III below.

**III. By forwarding its vote instruction directly to the Company**

If the shareholders wish to submit their voting instructions directly to the Company, they should access the  Corporate Governance area of Bradesco's Investor Relations website ([www.bradeskori.com.br](http://www.bradeskori.com.br)) or the website of the Brazilian Securities and Exchange Commission - CVM (<http://sistemas.cvm.gov.br/?CiaDoc>), **print the form, fill it out, initial each page and sign it.**

After this, they should forward the Form duly **completed, initialed and signed**, along with certified copies of the documents listed in the table below, to the following address: Banco Bradesco S.A., Secretaria Geral – Área Societária, Núcleo Cidade de Deus, Prédio Vermelho, **4** andar, CEP 06029-900, Osasco, SP, Brasil.

Individual Taxpayers' ID and Identity card with photo of the shareholder or its legal representative <sup>1</sup>	X	X	X
	-	X	X

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Articles of Incorporation or Bylaws consolidated and updated<sup>2</sup>

- X X

Document proving the powers of attorney <sup>2</sup>

- - X

Consolidated and updated fund regulation

(1) Identity cards accepted: Identity Card, Identity Card of Foreigner, National Driving License, Passport and professional registration officially recognized

(2) For investment funds, documents of the manager and/or administrator, pursuant to the voting policy.

We note that, before being sent to Bradesco, the corporate and representation documents of legal entities and investment funds written in a foreign language must be translated into Portuguese. The said translations must be registered in the Titles and Documents Registry (a certified translation is not required).

The shareholder may also, if it wishes, to anticipate the forwarding of documents to the Company, by sending scanned copies of the Form and the above documents to the email address **governancacorp@bradesco.com.br**. In any case, Bradesco must receive, up until March 3, 2017 (including this date), in the Núcleo Cidade de Deus - 4º andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900, the original Form and the certified copy of the other documents send by e-mail by the shareholder.

In up to three (3) days after the receipt of such documents, the Company will notify the shareholders, through the electronic address informed by the shareholder in the Form<sup>(\*)</sup>, regarding the receipt of the documents and their acceptance.

(\*) The shareholder must appoint his/her e-mail in the third box of the Form (Instructions to complete the form).

The Form received by Bradesco which is not fully and regularly completed and/or is not accompanied by the supporting documents listed above will be disregarded.

The information on any Form and relevant documents disregarded will be sent by Bradesco through the electronic address provided by the shareholder in the Form, together with the necessary guidance for its rectification. In any case, the Form eventually rectified by the shareholder, as well as the documentation, must also be received by Bradesco until March 3, 2017 (including this date).

## **General Information**

The Company highlights that:

ü as established by Article 21-S of CVM Instruction 481, the Central Depository of BM&FBOVESPA, when it receives voting instructions by the shareholders through their respective custodian agents, will disregard any divergent instructions in relation to the same resolution that may have been issued by the same Individual or Corporate Taxpayer's ID.

ü after the period for remote voting ends, i.e. up until March 3, 2017 (including this date), the shareholder may not change the voting instructions already sent, unless he is present at the General Meeting or represented by proxy, through an explicit request to disregard the voting instructions sent through the Form, before casting the respective matter(s) to vote.



# CALL NOTICE

## **Banco Bradesco S.A.**

**Corporate Taxpayer's ID No. 60.746.948/0001-12 - State Registry 35.300.027.795**

## **Publicly-Held Company**

## **Special and Annual Shareholders' Meetings**

### **CALL NOTICE**

We invite the shareholders of this Company to meet at the cumulative Special and Annual Shareholders' Meetings, on March 10, 2017, at 4 p.m., at the Company's headquarters, Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, at Salão Nobre do 5º andar, Prédio Vermelho, in order to:

### **Special Shareholders' Meeting**

- 1) resolve on the Board of Directors' proposal to increase the capital stock in R\$8,000,000,000.00, increasing it from R\$51,100,000,000.00 to R\$ 59,100,000,000.00, with bonus stock, by means of capitalization of part of the balance of the "Profit Reserves – Statutory Reserve", according to the provisions of Article 169 of Law No. 6,404/76, by issuing 555,360,173 book-entry, registered shares, with no par value, of which 277,680,101 are common shares and 277,680,072 are preferred shares, to be attributed free of charge to shareholders at the ratio of 1 new share to each 10 shares of the same type they hold on the record-date, with the consequent amendment to the "caput" of Article 6 of the Bylaws; and
  
- 2) resolve on the Board of Directors' proposal to partially amend the Bylaws, (i) in item "p" of Article 9, regarding the Board of Directors' duties to establish the compensation for the Audit Committee's members; (ii) in Paragraph Two of Articles 12 and 13, in the "caput" of Article 17 and in the Section III of Article 27, improving their wording; (iii) in Article 21, due to the change to the term of office and to formalize the criteria for the appointment and dismissal of the members of the Audit Committee; and (iv) in item "a" of Article 24, adjusting the minimum

period to convene the Shareholders' Meetings of the Company to comply with the provisions of Article 8 of CVM Instruction No. 559, of March 27, 2015.