BRASKEM SA
Form 6-K
March 12, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2015
(Commission File No. 1-14862)

BRASKEM S.A.
(Exact Name as Specified in its Charter)

N/A
(Translation of registrant's name into English)

Rua Eteno, 1561, Polo Petroquimico de Camacari
Camacari, Bahia - CEP 42810-000 Brazil
(Address of principal executive offices)

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 ___X___ Form 40-F ______

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1). _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7). _____

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 ___X___

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____.

Management's Proposal for the Annual Shareholders Meeting to be held on April 9, 2015

Pursuant to Item I, Paragraph 1 of Article 9, Article 10 and Article 12, items I and II of CVM Instruction 481, dated December 17, 2009 ("CVMI 481"), the Management of the Company hereby presents items 10, 12.6 to 12.10 and 13 of the Reference Form (Appendix 24 of CVM Instruction 480 dated December 7, 2009) of Braskem S.A. and the Proposal for Management Compensation.

The Management Report, Financial Statements, Report of the Independent Auditors, Report of the Audit Board and Declaration by the Officers regarding the Financial Statements and the Report of the Independent Auditor on the Financial Statements (parent company and consolidated), as well as the Annual Financial Statements (DFP) (parent company and consolidated) were lodged at the CVM on February 13, 2015, and are available for consultation on the Investor Relations website of the Company (www.braskem.com.br/ir).

To go directly to the documents cited above, click here.

Management’s comments on the Company’s financial situation

(required by article 9, III of ICVM No. 481 – items 10 of the Reference Form)

10.1 Officer’s comments on the financial matters of the Company

(a) Comments on the general financial and equity conditions of the Company

The officers of the Company believe that the financial condition and assets of the Company are compatible with its operating segment and sufficient for implementing its plan for growth and sustainable development and meeting all of its obligations as it works proactively to identify better opportunities, create shareholder value and increase the competitiveness of the petrochemical and plastics production chain.

The table below shows the evolution of the key financial indicators of the Company

	2014	**2013**	**2012**
Current Liquidity	1.05	1.10	0.9
General Liquidity	1.14	1.19	1.27
Leverage (net debt/EBITDA in US$)	2.58	2.87	3.25

The recovery in the U.S. economy and the good performance of other developed markets, such as the United Kingdom, had a positive impact on the world economy in 2014. On the other hand, lower growth was observed in emerging economies and in the euro zone. In the case of the Brazilian economy, the expectation is of GDP growth in the year of less than 1% p.a.

For Brazil's industrial sector, the year 2014 remained a challenging one. The lack of cost competitiveness due to the high tax burden, energy prices and infrastructure issues, among other factors, led the industry to post a record trade deficit of US$109 billion.

Despite this challenging situation, Braskem posted EBITDA of R$5,620 million. The weaker Brazilian real and the recovery in petrochemical spreads in the international market were the main factors responsible for this performance. Braskem recorded net income of R$726 million. Braskem's leverage, as measured by the ratio of net debt to EBITDA in U.S. dollar, stood at 2.58x, down 10% from the previous year.

In line with its strategy to maintain high liquidity and its financial health, the Company also maintains two stand-by credit facilities in the amounts of US$750 million and R$500 million both of which mature in 2019. Note that these facilities do not include any restrictive covenants on withdrawals during times of Material Adverse Change (MAC Clause). Only prime banks with low default rates (credit default swap) and high creditratings participated in the transactions.

In 2013, the improvement in the global economy, which positively influenced the profitability of the global petrochemical industry, and 8% growth in the Brazilian market for resins, made Braskem register an EBITDA 22% higher than the previous year. The result was also positively influenced by the exemption of PIS and COFINS in the purchase of raw material. Net debt was recorded in December 2013 7% lower than presented in 2012, reflecting the higher EBITDA and the reimbursement to Braskem SA of the bridge loan granted to the Mexico project, with funds from the first withdrawal of the project finance, closing the year with a financial leverage ratio of 2.87x, as shown in the table above.

In 2012, the worsening international economic crisis continued to affect the global petrochemical industry and the Brazilian industry. In this scenario, Braskem opted to divestment of assets that were not related to their core business and acknowledged receipt of an indemnity of supply contracts in the U.S., which made his present EBITDA growth of 6% compared to 2011 to R$ 4.0 billion. The Company's net debt was US$ 6,859 million, an increase of 7%, mainly explained by the advance of funds via bridge loan to Mexico project.

The other liquidity indicators presented above, which were analyzed in the last three years, also varied as a result of economic / financial results discussed above.

Although the Company has experienced some volatility in their financial ratios and leverage this behavior is normal for a company that operates in the petrochemical sector, then presents a cyclical market and has a consistent investment plan. This investment plan, the Company is expanding its operational performance and its business and therefore its cash flow.

The Company holds net exposure to the U.S. dollar (more dollar-denominated liabilities than dollar-denominated assets).

(b) Comments on the capital structure and possibility of redemption of shares or interests

In the following table, the officers show the evolution in the Company's capital structure over the last three fiscal years:

	2014	**2013**	**2012**
Share Capital	12%	16%	21%
Loan Capital	88%	84%	79%

Loan capital is composed as follows:

	2014	**2013**	**2012**
Capital Markets	57%	56%	53%
Brazilian Government Agents	21%	19%	20%
Foreign Government Agents	2%	2%	0%
Structured Transactions	8%	9%	13%
Acquisition of Investments	0%	0%	0%
Working Capital	12%	14%	14%

The Company seeks to diversify its funding sources by obtaining funds in the capital market and through government agents, working capital and other structured operations.

In 2014, capital markets represented 57% of the Company's total exposure, an increase of 1 p.p. compared to 2013 and 4 p.p. compared to 2012. This growth is in line with the Company's strategy to strengthen its relationships with capital markets, taking advantage of the opportunity cost of these lines, while also maintaining bank credit lines available for working capital operations.

On December 31, 2014, Braskem's consolidated gross debt stood at US$10.5 billion. This amount consists of the financing for the Mexico project in the amount of US$2,879 million that was received by the subsidiary Braskem-Idesa as of 4Q14, which includes the third and fourth drawdowns received on April 8 and August 11, in the amounts of US$465 million and US$383 million, respectively. Since this investment is made through a project finance structure (70% debt and 30% equity) in which the project's debt will be repaid using its own cash flow, for the purpose of analyzing the Company's debt this project is not included.

In this context, Braskem's consolidated gross debt stood at US$7,656 million, down 2% from the balance on September 30, 2014. A total of 68% of gross debt was denominated in U.S. dollar.

Cash and cash equivalents amounted to US$1,427 million, increasing US$76 million from the prior quarter. As a result, Braskem's net debt decreased by 3% to US$6,229 million. In Brazilian real, net debt increased by 5% from 3Q14, influenced by the 8% appreciation in the U.S. dollar in the period. The percentage of net debt denominated in dollar was 74%.

On December 31, 2013, Braskem's consolidated gross debt stood at US$10.0 billion. The amount includes the financing for the Mexico project of US$2.0 billion that was received by the subsidiary Braskem-Idesa. The first installment of US$1.5 million was received on July 24, 2013, and the second installment of US$547 million was received on November 6, 2013. Since this investment was made through a project finance structure (70% debt and 30% equity) in which the project's debt will be repaid using its own cash flow, the amount was not included in order to ensure a more accurate analysis of the Company's debt position.

A large part of our debt is denominated in U.S. dollar, and at the close of 2013 this percentage stood at 70%, compared to 68% in 2012. Therefore, the Company's total debt, expressed in Brazilian real, can vary from one year to another due to variations in exchange rates.

Net debt at the end of 2013 was R$15.0 billion, representing a 7% increase from R$14.0 billion in 2012, and a 17% increase from our nominal net debt in 2011 (R$12 billion). The increase in 2013 was mainly driven by the 9% appreciation in the U.S. dollar against the Brazilian real, which increased the amount of foreign-denominated debt when expressed in Brazilian real. Note that only 7% of this debt matures in 2014.

Expressed in U.S. dollar, the Company's net debt stood at US$6.3 billion on December 31, 2013, decreasing 7% from US$6.8 billion on December 31, 2012.

There is no provision in the Company´s bylaws with regards to stock redemption, in which case the Company shall follow what is provided for in the prevailing legislation, in accordance with article 44 of Federal Law 6,404/76, in case it decides on this transaction. Currently the Company has no intention to redeem shares.

(c) Comments on the capacity to pay the financial commitments undertaken

The officers believe that the Company's levels of liquidity and financial leverage are adequate to enable it to meet its present and future obligations and to take advantage of business opportunities as they arise.

The Company assumed commitments amounting to (i) R$2,348 million in 2012, (ii) R$5,822 million in 2013, and (iii) R$4,580 million in 2014, including the project finance. The strategy behind assuming commitments is to lengthen the debt profile. In the three fiscal years, the Company aimed to improve its payment capacity through generation of operating cash and standby credit lines, thereby ensuring coverage for up to 47 months.

However, the Company's payment capacity could be affected by various risk factors, as indicated in Item 4 of the Reference Form.

In summary, the Company's main cash requirements include: (i) working capital needs, (ii) debt service, (iii) capital investments related to investments in the operations, maintenance and expansion of its industrial facilities, and (iv) payment of stock dividends and/or interest on equity. To meet these cash requirements, the Company has traditionally relied on cash flow from its operating activities, on short-and long-term loans and on the issue of debt securities in the local and international capital markets.

In 2012, despite two of the three rating agencies revising their outlooks to negative due to the Company's lower cash generation, which was influenced by the international scenario, the opinion of the officers is supported by the risk-rating agencies, which maintained investment grade credit ratings for the Company.

The following table shows the ratings assigned to the Company by the main agencies:

	2014	**2013**	**2012**
Fitch	BBB- Stable	BBB- Negative	BBB- Negative
Standard & Poor's	BBB- Stable	BBB- Stable	BBB- Stable
Moody’s	Baa3 Negative	Baa3 Negative	Baa3 Negative

In 2014, Braskem maintained the investment-grade ratings assigned to it by the three major global credit risk rating agencies.

In August, Standard & Poor’s reaffirmed Braskem's “BBB-” rating on the global scale with a “stable” outlook. The agency expects the Company to continue posting improved credit metrics. The “stable” outlook is based mainly on the expectation that the Company will reduce its leverage as a result of better operating indicators and the maintenance of its financial liquidity.

Moody’s, in a report also published in August, reaffirmed Braskem's “Baa3” rating with a “negative” outlook. In the agency’s assessment, the reaffirmation of Braskem’s rating is due to its size as the largest petrochemical company in the Americas and its dominant position in Brazil, its capacity to produce with operating margins above the industry average thanks to high capacity utilization rates and its longstanding relationships with clients. A change in the company’s outlook to “stable” would occur if the Company’s profitability indicators were to return to historical levels on a sustainable basis accompanied by a gradual reduction in its leverage indicators.

Lastly, in October, Fitch Ratings published a report that reaffirmed Braskem’s “BBB-” rating and changed its outlook from "negative" to "stable." The change in outlook to "stable" was supported by the Company's firm commitment to maintain its robust financial profile, its leadership position in the Americas and its strategy to diversify its feedstock profile with more competitive costs via the Mexico project.

At the end of October 2012, Fitch Ratings affirmed its global rating of “BBB-” for Braskem and changed the outlook to negative. The change in outlook was mainly due to the lower operating cash flow in 2012, due to deterioration in petrochemical spreads, which increased the Company's relative leverage. However, the maintenance of an investment grade rating reflected Braskem’s leadership in the domestic market, the management of its financial profile and the strong support from its main shareholders.

In early November 2012, Standard & Poor’s affirmed its “BBB-” rating and “stable” outlook for Braskem. Despite the weaker operating cash flow in the first half of the year, the agency remained confident that Braskem will maintain its leadership in the domestic petrochemical market due to its competitive advantages, diversified feedstock matrix, operating efficiency and strong shareholder base that ensures the stability needed to enable the Company to support any economic downturn.

Lastly, Moody’s released a report in late November 2012 that affirmed Braskem’s rating of “Baa3” and changed the outlook to negative. The change in outlook was due to the Company’s weaker operating performance caused by the deterioration in the fundamentals of the global petrochemical industry. However, Moody’s highlighted the Company’s capacity to improve its profitability and reduce its debt level over the medium term through its permanent commitment to growth and financial health.

Note also that the Company limits its exposure to credit risk by selling its products to a broad customer base in the domestic and international markets and by regularly conducting credit analyses of its customers. In both markets, the Company uses credit scoring and when necessary requests personal/corporate guarantees. In the international market, the Company uses trade credit insurance companies, sales guaranteed by letters of credit and other forms of guarantees. Lastly, it should also be noted that the Company records a provision for doubtful accounts, which historically has proven sufficient to cover losses on uncollectible receivables.

(d) Comments on sources of funding used for working capital and investments in non-current assets

The Company’s financing needs are met through the use of traditional funding instruments, especially for financing operations contracted through various Brazilian and international institutions. The Company also has an excellent relationship with the capital markets, having carried out issuances in both the Brazilian and international markets. The Company’s diverse funding sources include bonds, medium-term notes, perpetual bonds, debentures; receivables-backed investment funds (FIDCs), advances on exchange contracts, export pre-payments, letters of credit and export credit notes. The good relationship that the Company has maintained with certain financial institutions and its transparency and due diligence with regard to the capital markets have assured it prices and terms that are compatible with its operations and even advantageous relative to the market in certain cases.

(e) Comments on sources of funding for working capital and investments in non-current assets to be used to cover liquidity shortfalls

The officers believe they can overcome any deficiencies in the Company's liquidity through a combination of: (i) funds generated by the Company's general operations; (ii) funds generated by financing, including new financing operations and the refinancing of existing debt; and (iii) funds generated by shortening the cash conversion cycle and the resulting reduction in working capital requirements.

To ensure the financial health of the Company and avoid liquidity shortfalls in the short term, the Company maintains a minimum cash level sufficient to meet its short-term obligations, in addition to two standby credit lines, in the amounts of US$700 million and R$500 million, both maturing in 2019. The company's stand-by credit facilities are not subject to Material Adverse Change (MAC) clauses. The institutions participating in this operation are prime banks with low default rates (credit default swap) and high ratings.

(f) Comments on indebtedness levels and the characteristics of such liabilities

The table below shows the evolution in the Company's financial leverage over the past three fiscal years as measured by the "Net Debt/EBITDA" ratio:

	2014		**2013**		**2012**	
	(R$)	**(US$)**	**(R$)**	**(US$)**	**(R$)**	**(US$)**
Net Debt	16.5 bi	6.2 bi	15.0 bi	6.3 bi	14.0 bi	6.8 bi
EBITDA	5.6 bi	2.4 bi	4.8 bi	2.2 bi	4.0 bi	2.0 bi
Net Debt / EBITDA	2.92 x	2.58 x	3.09 x	2.87 x	3.36 x	3.25 x

The Company's financial leverage, as measured by the "Net Debt/EBITDA" ratio, decreased between 2013 and 2014. The Net Debt/EBITDA ratio measured in U.S. dollar decreased from 2.87x at the end of 2013 to 2.58x, reflecting the higher cash flow and recovery in international resin and petrochemical spreads.

In in 2014, in Brazilian real, the leverage ratio stood at 2.92x, decreasing 6% from the previous year, positively influenced by the improved EBITDA in the year and by the depreciation in the Brazilian currency between the periods. The officers believe the Company's debt profile can be summarized by the following table:

	2014	**2013**	**2012**
Short-term debt	R$ 1,419 million	R$ 1,260 million	R$ 1,836 million
Long-term debt	R$ 18,918 million	R$ 17,342 million	R$ 15,676 million
Debt in Brazilian real	32%	32%	