

BRASKEM SA
Form 424B2
January 17, 2014
Table of Contents

CALCULATION OF REGISTRATION FEE

	Class of securities offered	Aggregate offering price	Amount of registration fee
Debt securities		US\$500,000,000	US\$64,400(1)

(1) The registration fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Table of Contents

Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-192883
333-192883-03

PROSPECTUS SUPPLEMENT

(To prospectus dated December 16, 2013)

US\$500,000,000

Braskem Finance Limited

(Incorporated in the Cayman Islands)

6.450% Notes due 2024

Unconditionally Guaranteed by

Braskem S.A.

(Incorporated in the Federative Republic of Brazil)

The notes will bear interest at the rate of 6.450% per year. Interest on the notes is payable on February 3 and August 3 of each year, beginning on August 3, 2014. The notes will mature on February 3, 2024.

Braskem Finance Limited, or Braskem Finance, or Braskem S.A., or Braskem, may, at its option, redeem the notes, in whole or in part, at any time, by paying 100% of the principal amount of the notes plus the applicable make-whole amount and accrued interest and additional amounts, if any. The notes may also be redeemed, in whole but not in part, at 100% of their principal amount plus accrued interest and additional amounts, if any, at any time upon the occurrence of specified events relating to Brazilian or Cayman Islands tax law, as set forth in this prospectus supplement. See Description of the Notes Redemption.

If a specified Change of Control event as described herein occurs, unless Braskem Finance or Braskem has exercised its option to redeem the notes, Braskem will be required to offer to purchase the notes at the price described in this prospectus supplement.

The notes will be senior unsecured obligations of Braskem Finance, ranking equal in right of payment with all of its other existing and future senior unsecured debt. The guarantees will be senior unsecured obligations of Braskem, ranking equal in right of payment with all of its other existing and future senior unsecured debt.

Investing in the notes involves risks. See Risk Factors beginning on page 14 of our annual report on Form 20-F for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement, and Risk Factors beginning on page 11 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	100.00%	US\$ 500,000,000.00
Underwriting discount	0.31%	US\$ 1,550,000.00
Proceeds before expenses to Braskem	99.69%	US\$ 498,450,000.00

(1) Plus accrued interest from February 3, 2014, if settlement occurs after that date.

Neither the U.S. Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes are being offered pursuant to an exemption from prospectus requirements under the Directive 2003/71/EC (as amended) of the European Union, and this prospectus supplement has not been approved by a competent authority within the meaning of that Directive.

Price: 100% plus accrued interest from February 3, 2014.

The underwriters expect to deliver the notes to purchasers on or about February 3, 2014 in book-entry form only through the facilities of The Depository Trust Company, or DTC, for the accounts of its direct and indirect participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*, or Clearstream.

Joint Book-Running Managers

Bradesco BBI

Citigroup

Credit Agricole CIB

Deutsche Bank Securities

HSBC

Co-manager

Standard Chartered Bank

The date of this prospectus supplement is January 16, 2014.

Table of Contents**TABLE OF CONTENTS****Prospectus Supplement**

	Page
<u>About this Prospectus Supplement</u>	S-ii
<u>Incorporation by Reference</u>	S-iii
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	S-iv
<u>Summary</u>	S-1
<u>Risk Factors</u>	S-14
<u>Exchange Rates</u>	S-19
<u>Use of Proceeds</u>	S-20
<u>Capitalization</u>	S-21
<u>Recent Developments</u>	S-23
<u>Description of the Notes</u>	S-28
<u>Clearance and Settlement</u>	S-37
<u>Taxation</u>	S-40
<u>Certain Employee Benefit Plan Investor Considerations</u>	S-46
<u>Underwriting</u>	S-47
<u>Expenses</u>	S-54
<u>Enforceability of Civil Liabilities</u>	S-55
<u>Legal Matters</u>	S-57
<u>Experts</u>	S-58

Prospectus

	Page
<u>About this Prospectus</u>	1
<u>Forward-Looking Statements</u>	2
<u>Braskem S.A.</u>	3
<u>Braskem Finance Limited</u>	4
<u>Braskem America Finance Company</u>	4
<u>Braskem Austria Finance GmbH</u>	4
<u>Use of Proceeds</u>	5
<u>Legal Ownership of Debt Securities</u>	6
<u>Description of the Debt Securities</u>	8
<u>Description of the Guarantees</u>	27
<u>Experts</u>	28
<u>Validity of Securities</u>	28
<u>Enforceability of Civil Liabilities</u>	29
<u>Where You Can Find More Information</u>	31
<u>Incorporation by Reference</u>	32

You should rely only on the information contained in this prospectus supplement. We have not authorized anyone to provide you with different information. None of Braskem, Braskem Finance or the underwriters is making an offer of the notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement is accurate as of any date other than the date on the front of this prospectus supplement.

S-i

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of notes by Braskem Finance. The second part, the accompanying prospectus, represents more general information about this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined and when we refer to the accompanying prospectus, we are referring to the base prospectus. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

We are responsible for the information contained and incorporated by reference in this prospectus supplement and in any related free-writing prospectus we prepare or authorize. Braskem and Braskem Finance have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. Neither Braskem nor Braskem Finance is making an offer to sell the notes in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date of the relevant document.

Unless otherwise indicated or the context otherwise requires, all references in this prospectus supplement to our company, we, our, ours, us or similar terms are to Braskem and its consolidated subsidiaries and jointly controlled companies.

Table of Contents

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document filed by us separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus, except for any information superseded by information that is included directly in this prospectus supplement or incorporated by reference subsequent to the date of this prospectus supplement. We incorporate by reference the following documents:

our annual report on Form 20-F for the year ended December 31, 2012, filed with the SEC on April 8, 2013, containing our audited consolidated financial statements as of December 31, 2012 and 2011 and for the three years ended December 31, 2012, 2011 and 2010, which we refer to herein as the Braskem Annual Report;

any future annual reports on Form 20-F filed with the SEC after the date of this prospectus and prior to the termination of the offering of the securities offered by this prospectus;

our current report on Form 6-K furnished to the SEC on November 12, 2013 containing our unaudited condensed consolidated interim financial information as of September 30, 2013 and for the nine-month periods ended September 30, 2013 and 2012;

our current report on Form 6-K furnished to the SEC on December 16, 2013 containing (1) our Management's Discussion and Analysis of Financial Condition and Results of Operations for the nine months ended September 30, 2013 and (2) a statement regarding the computation of our ratio of earnings to fixed charges; and

any future reports on Form 6-K that we furnish to the SEC after the date of this prospectus that are identified in such reports as being incorporated by reference in this prospectus.

We will provide without charge to each person to whom a copy of this prospectus supplement has been delivered, upon the written or oral request of any such person to us, a copy of any or all of the documents referred to above which have been or may be incorporated herein by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents). Requests for such copies should be directed to:

Braskem S.A.

Attn: Investor Relations Department

Rua Lemos Monteiro, 120

Butantã - São Paulo - SP

CEP 05501-050

Any statement contained in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, will be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this prospectus.

S-iii

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and our reports filed with the SEC that are incorporated by reference in this prospectus contain forward-looking statements, within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act.

Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as expects, anticipates, intends, plans, believes, estimates and similar expressions are forward-looking statements. Although we believe that these forward-looking statements are based upon reasonable assumptions, these statements are subject to several risks and uncertainties and are made in light of information currently available to us.

Our forward-looking statements may be influenced by numerous factors, including the following:

general economic, political and business conditions in our company's markets, both in Brazil and abroad, including demand and prices for petrochemical products;

interest rate fluctuations, inflation and exchange rate movements of the *real* in relation to the U.S. dollar;

the cyclical nature of the global petrochemical industry;

competition in the Brazilian and global petrochemical industries;

prices of naphtha, natural gas, propylene and other raw materials;

actions taken by our major shareholders;

the payment of dividends or interest on shareholders' equity;

our ability to implement our financing strategy and to obtain financing on satisfactory terms;

the implementation of our principal operating strategies, including our potential participation in acquisition, divestiture or joint venture transactions or other investment opportunities;

our progress in integrating the operations of companies or assets that we may acquire in the future, so as to achieve the anticipated benefits of these acquisitions;

changes in laws and regulations, including, among others, laws and regulations affecting tax and environmental matters and import tariffs in other markets in which we operate or to which we export our products;

future changes in Brazilian policy and related actions undertaken by the Brazilian government;

decisions rendered in major pending or future tax, labor and other legal proceedings; and

other factors identified under **Risk Factors** herein and in the reports filed with the SEC that are incorporated by reference in this prospectus.

Our forward-looking statements are not guarantees of future performance, and our actual results or other developments may differ materially from the expectations expressed in the forward-looking statements. As for forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections. Because of these uncertainties, potential investors should not rely on these forward-looking statements.

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

Table of Contents

SUMMARY

*This summary highlights information presented in greater detail elsewhere in this prospectus supplement and in the documents incorporated by reference herein. This summary is not complete and may not contain all the information that may be important to you in considering an investment in the notes. Before investing in the notes, you should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein for a more complete understanding of our business and this offering, including our consolidated financial statements and the related notes incorporated by reference into this prospectus supplement, and the sections entitled *Risk Factors* included elsewhere or incorporated by reference in this prospectus supplement.*

Braskem

We are the largest producer of thermoplastic resins in the Americas, based on the annual production capacity of our 29 plants in Brazil, five plants in the United States and two plants in Germany as of September 30, 2013. We are the only producer of ethylene, polyethylene and polypropylene in Brazil. We produce a diversified portfolio of petrochemical and thermoplastic products and have a strategic focus on thermoplastic resins, including polyethylene, polypropylene and polyvinyl chloride, or PVC. We are also the sixth largest global producer by thermoplastic resin capacity and the largest producer of biopolymers worldwide. We recorded net sales revenue of R\$29,523.6 million and a net profit of R\$492.4 million during the nine-month period ended September 30, 2013, and net sales revenue of R\$35,513.4 million and a net loss of R\$738.3 million during the year ended December 31, 2012.

Our business operations are organized into four production business units, which correspond to our principal production processes, products and services. Our business units are as follows:

Basic Petrochemicals, which accounted for net sales revenue of R\$18,882.3 million, or 49.5% of the net sales revenue of all segments, including net sales to our other business units, and had an operating margin of 7.4% during the nine-month period ended September 30, 2013;

Polyolefins, which accounted for net sales revenue of R\$12,435.8 million, or 32.6% of the net sales revenue of all segments, including net sales to our other business units, and had an operating margin of 8.9% during the nine-month period ended September 30, 2013;

USA and Europe Unit, which accounted for net sales revenue of R\$4,902.6 million, or 12.9% of the net sales revenue of all segments, including net sales to our other business units, and had an operating margin of 1.0% during the nine-month period ended September 30, 2013; and

Vinyls, which accounted for net sales revenue of R\$1,903.4 million, or 5.0% of the net sales revenue of all segments, including net sales to our other business units, and had an operating margin of 2.1% during the nine-month period ended September 30, 2013.

Basic Petrochemicals Unit

Our Basic Petrochemicals Unit owns and operates the basic petrochemicals production facilities located in each of the petrochemical complexes in Brazil. Our Basic Petrochemicals Unit had one of the largest annual production capacities

of all first generation producers in Latin America as of September 30, 2013. This unit owns and operates the raw materials centers serving:

the petrochemical complex located in Camaçari in the State of Bahia, or the Northeastern Complex, which had an annual ethylene production capacity of 1,280,000 tons as of September 30, 2013;

the petrochemical complex located in Triunfo in the State of Rio Grande do Sul, or the Southern Complex, which had an annual ethylene production capacity of 1,452,000 tons, including green ethylene, as of September 30, 2013;

S-1

Table of Contents

the petrochemical complex located in Capuava in the State of São Paulo, which had an annual ethylene production capacity of 700,000 tons as of September 30, 2013; and

the petrochemical complex located in Duque de Caxias in the State of Rio de Janeiro, which had an annual ethylene production capacity of 520,000 tons as of September 30, 2013.

Our raw materials centers produce:

olefins, such as ethylene, polymer and chemical grade propylene, butadiene, isoprene and butene-1;

aromatics, such as benzene, toluene, and xylenes (including para-xylene, ortho-xylene and mixed xylene);

fuels, such as automotive gasoline and liquefied petroleum gas;

intermediates, such as cumene; and

other basic petrochemicals, such as ethyl tertiary butyl ether, solvent C9 and pyrolysis C9.

The basic petrochemicals products of our Basic Petrochemicals Unit are used primarily in the manufacture of intermediate second generation petrochemical products, including those manufactured by our Polyolefins Unit and our Vinyls Unit.

Polyolefins Unit

As of September 30, 2013, our Polyolefins Unit had polyolefins production facilities located in each of the petrochemicals complexes in Brazil, and had an annual polyethylene production capacity of 3,031,000 tons and an annual polypropylene production capacity of 1,965,000 tons, the largest annual production capacities of all second generation producers in Latin America at that date.

Our Polyolefins Unit produces:

polyethylene, including low density polyethylene, or LDPE, linear low density polyethylene, or LLDPE (including LLDPE produced using green ethylene), high density polyethylene, or HDPE (including HDPE produced using green ethylene), and ultra-high molecular weight polyethylene, or UHMWPE;

polypropylene; and

ethyl vinyl acetate copolymer.

USA and Europe Unit

As of September 30, 2013, our USA and Europe Unit had an annual polypropylene production capacity of 1,970,000 tons and had the largest annual polypropylene production capacity in the United States. Our USA and Europe Unit includes the operations of: (1) Braskem America Inc., or Braskem America, which consists of three polypropylene plants in the United States that it acquired from Sunoco Inc. (R&M) in April 2010 and two additional polypropylene plants in the United States that it acquired from Dow Chemical Company, or Dow, in September 2011; and (2) two polypropylene plants in Germany that it acquired from Dow in September 2011.

Vinyls Unit

We are the leading producer of PVC in Brazil, based on sales volumes during the nine-month period ended September 30, 2013. As of September 30, 2013, our PVC production facilities had an annual PVC production capacity of 710,000 tons and an annual caustic soda production capacity of 539,000 tons. Our Vinyls Unit owns and operates plants located in the Northeastern Complex, and in Marechal Deodoro and Maceió in the State of Alagoas.

Table of Contents

Our Vinyls Unit is the only vertically integrated producer of PVC in Brazil. Our PVC production is integrated through our production of chlorine, ethylene and other raw materials. Our Vinyls Unit also manufactures caustic soda, which is used by producers of aluminum and paper.

In 2012, we had an approximate 50.1% share of the Brazilian PVC market, based on sales volumes of our Vinyls Unit.

Strategy

Our strategic goal is to be the world leader in the production of chemicals from renewable resources and/or using production processes that generate fewer emissions, which we refer to as sustainable chemistry, by 2020.

The key elements of our strategy include:

Differentiation of Our Business we seek to establish close, long-term relationships with our customers, in order to foster customer loyalty during periods of lower demand, by providing technological support and solutions to our customers, and developing new products and applications and, consequently, new business opportunities for them.

Acquisition of Traditional and Renewable Feedstocks at Competitive Prices we have ongoing programs to reduce operating costs by diversifying our sources of feedstocks and energy and negotiating more competitive terms for these raw materials in our production processes.

Expansion in Selected International Markets we plan to expand the production capacity of our business units during the next several years through the acquisition of petrochemical producers outside Brazil that currently compete with us or produce complementary products and by constructing new facilities outside Brazil (greenfield projects) with access to competitive raw material sources independently or in conjunction with third parties.

New Business Opportunities we pursue new business opportunities by developing new and specialized products, such as green polyethylene and polypropylene, specialized production processes for LLDPE and LDPE, and new applications for UHMWPE.

Technological Development to Support Our Growth and Vision we seek to build a strong position in the technological development of chemicals from renewable resources and/or using production processes that generate fewer emissions by investing in research, development and technological innovation focused on transformative, emerging and conventional technologies.

Principal Shareholder

Our controlling shareholder is Odebrecht Serviços e Participações S.A., or OSP, which is wholly-owned, directly or indirectly, by Odebrecht S.A., or Odebrecht. Odebrecht, directly or through its subsidiary OSP, owns 38.3% of our outstanding share capital, including 50.1% of our voting share capital.

Odebrecht is a member of a group of companies controlled by the Odebrecht family, which we refer to as the Odebrecht Group. The Odebrecht Group is one of the five largest Brazilian-owned private sector conglomerates based on net sales revenue in 2012 (the latest year for which this information is available).

Our other principal shareholder is Petróleo Brasileiro S.A. Petrobras, or Petrobras, which owns 36.2% of our outstanding share capital, including 47.0% of our voting share capital. Petrobras is a government-owned integrated oil and gas company that is the largest corporation in Brazil and one of the largest companies in Latin America in terms of revenues. Petrobras operates most of Brazil's producing oil and gas fields, holds a large base of proved reserves and a fully developed operational infrastructure, operates substantially all the refining capacity in Brazil, participates in most aspects of the Brazilian natural gas market and is active in 21 countries.

Table of Contents

Petrobras and the Odebrecht Group are parties to our primary shareholders' agreement, dated February 8, 2010, relating to, among other matters, the voting and transfer of our shares. The Odebrecht Group is also party to other shareholders' agreements and related contracts, as discussed in Item 7. Major Shareholders and Related Party Transactions Shareholders' Agreements in the Braskem Annual Report.

Our Corporate Structure

The following chart presents our ownership structure and the corporate structure of our principal subsidiaries on the date of this prospectus supplement. The percentages in bold italics represent the direct or indirect percentage of the voting share capital owned by each entity, and the percentages not in bold italics represent the direct or indirect percentage of the total share capital owned by each entity.

- (1) Braskem America is wholly owned by Braskem Europe GmbH, which is wholly owned by Braskem Netherlands B.V.

Braskem Finance

Braskem Finance is a direct wholly-owned subsidiary of Braskem. Braskem Finance is an exempted company which was incorporated with limited liability under the laws of the Cayman Islands on December 28, 2007. The address of the registered office of Braskem Finance is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

As of January 14, 2014, Braskem Finance's authorized share capital consisted of 10,000 ordinary shares, par value US\$1.00 per share. One share has been issued as fully paid and non-assessable and is owned by Braskem.

The memorandum and articles of association of Braskem Finance provide for a board of directors composed of not less than one member. All directors of Braskem Finance are appointed by Braskem. The directors of Braskem Finance are Mario Augusto da Silva, Marcelo de Oliveira Cerqueira and Gustavo Sampaio Valverde, each an executive officers of Braskem. As directors of Braskem Finance, subject to compliance with customary fiduciary duties of directors of Cayman Islands companies, they act in accordance with the interests of Braskem, the sole shareholder of Braskem Finance.

Table of Contents

Under Braskem Finance's memorandum and articles of association, Braskem Finance is permitted to engage in any act or activity that is not prohibited under any law for the time being in force in the Cayman Islands. However, Braskem Finance's ability to incur indebtedness (other than the notes and other indebtedness ranking equally with the notes), make investments, pay dividends or distributions on its capital stock, redeem its capital stock or incur liens on its property and assets are substantially limited.

Braskem Finance is not required by Cayman Islands law to publish, and does not publish, financial statements for any period. However, if it publishes any financial statements in the future, these financial statements will be sent to you upon request of Braskem Finance or the trustee. Braskem Finance does not have subsidiaries or hold any equity investments.

Table of Contents

The Offering

*The following summary contains basic information about the notes and the guarantees and is not intended to be complete. It does not contain all of the information that is important to you. For a more complete understanding of the notes, please refer to the section entitled *Description of the Notes* of this prospectus supplement and the sections entitled *Description of the Debt Securities* and *Description of the Guarantees* in the accompanying prospectus.*

Issuer	Braskem Finance Limited.
Guarantor	Braskem S.A.
Notes offered	US\$500.0 million aggregate principal amount of 6.450% Notes due 2024.
Issue price	100%.
Maturity date	February 3, 2024.
Interest payment dates	February 3 and August 3, beginning on August 3, 2014.
Interest	The notes will bear interest from February 3, 2014 at the annual rate of 6.450%, payable semi-annually in arrears on each interest payment date.
Ranking	<p>The notes will be senior unsecured obligations of Braskem Finance. As of September 30, 2013, Braskem Finance had outstanding debt in the aggregate amount of US\$3,637.6 million.</p> <p>Braskem's guarantees will be senior unsecured obligations of Braskem ranking:</p> <p>equal in right of payment to other existing and future senior unsecured debt of Braskem;</p> <p>senior in right of payment to Braskem's subordinated debt; and</p>

effectively subordinated to debt and other liabilities (including subordinated debt and trade payables) of Braskem's subsidiaries (other than Braskem Finance) and to secured debt of Braskem to the extent of such security.

As of September 30, 2013, Braskem had (1) consolidated corporate debt, net of transaction costs, of R\$18,163.4 million (US\$8,145.0 million), and (2) consolidated project debt of R\$3,300.1 million (US\$1,479.9 million). Of the consolidated corporate debt, R\$4,077.7 million (US\$1,828.6 million) was unsecured debt of Braskem, R\$2,792.1 million (US\$1,252.1 million) was secured debt of Braskem, R\$3,181.6 million (US\$1,426.7 million) was debt of Braskem's subsidiaries and special purpose entities (other than Braskem Finance and Braskem Idesa S.A.P.I.).

Optional redemption

Braskem Finance or Braskem may, at its option, redeem the notes, in whole or in part, at any time, by paying 100% of the principal amount of the notes plus the applicable make-whole amount and accrued and unpaid interest and additional amounts, if any, to the redemption date as described under Description of the Notes Redemption Optional Redemption.

Table of Contents

Tax redemption

Braskem Finance or Braskem may, at its option, redeem the notes, in whole but not in part, at 100% of their principal amount, plus accrued and unpaid interest and additional amounts, if any, to the redemption date, upon the occurrence of specified events relating to Brazilian or Cayman Islands tax law. See Description of the Notes Redemption Tax Redemption.

Purchase of the notes upon Change of Control event

If a specified Change of Control event occurs as described in this prospectus supplement, unless Braskem Finance or Braskem has exercised its option to redeem the notes, Braskem will be required to offer to purchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest and additional amounts, if any, to the purchase date. See Description of the Notes Purchase of Notes Upon Change of Control Event.

Additional amounts

Payments of interest on the notes or payments on the guarantees will be made after withholding and deduction for any Brazilian or Cayman Islands taxes as set forth under Taxation. Braskem Finance or Braskem will pay such additional amounts as will result in receipt by the holders of notes of such amounts as would have been received by them had no such withholding or deduction for Brazilian or Cayman Islands taxes been required, subject to certain exceptions described under Description of the Notes Additional Amounts.

All references to principal, premium, if any, and interest in respect of the notes will be deemed to refer to any additional amounts which may be payable as set forth in the indenture or the notes.

Covenants of Braskem Finance

The supplemental indenture governing the notes will prohibit the incurrence of debt (other than the notes and other indebtedness ranking equally with or subordinated to the notes) by Braskem Finance and will impose certain other limitations and restrictions on Braskem Finance as described under Description of the Notes Additional Limitations on Braskem Finance and Braskem.

Covenants of Braskem

The indenture will limit the creation of liens by Braskem and its subsidiaries and will permit Braskem to consolidate or merge with, or transfer all or substantially all of its assets to, another person only if it complies with certain requirements. However, these covenants are subject to a number of important exceptions. See Description of the Notes Covenants.

Events of default

The indenture will set forth the events of default applicable to the notes, including an event of default triggered by cross-acceleration of other debt of Braskem and its subsidiaries in a total amount of US\$100.0 million or more.

Substitution of issuer

Braskem Finance may, without the consent of the holders of the notes and subject to certain conditions, be replaced and substituted by Braskem or any wholly-owned subsidiary of Braskem as principal debtor in respect of the notes. See Description of the Debt

S-7

Table of Contents

Securities Substitution of Braskem Finance, Braskem America Finance or Braskem Austria Finance as Issuer of the Debt Securities in the accompanying prospectus.

Further issuances

We may from time to time, without the consent of the holders of the notes, issue additional notes on terms and conditions identical to those of the notes, which additional notes shall increase the aggregate principal amount of, and shall form a single series and vote together with the notes.

Form and denomination

The notes will be issued in the form of global notes in fully registered form without interest coupons. The global notes will be exchangeable or transferable, as the case may be, for definitive certificated notes in fully registered form without interest coupons only in limited circumstances. The notes will be issued in registered form in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. See Description of the Notes Form, Denomination and Title.

Use of proceeds

We expect the net proceeds to Braskem Finance from the sale of the notes to be approximately US\$498.0 million, after deducting the fees and estimated expenses of the offering. We intend to use the net proceeds of this offering to purchase from HSBC Securities (USA) Inc. notes acquired by HSBC Securities (USA) Inc. in a tender offer that it will commence immediately following the pricing of this offering and, in the event that there are any remaining net proceeds, to apply those proceeds to reduce debt and for other corporate purposes.

Settlement

The notes will be delivered in book-entry form only through the facilities of DTC for the accounts of its direct and indirect participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, and Clearstream, and will trade in DTC's Same-Day Funds Settlement System. See Clearance and Settlement.

The underwriters expect to deliver the notes against payment for the notes on or about the date specified in the last paragraph of the cover page of this offering memorandum, which will be the eleventh business day following the date of the pricing of the notes. Because trades in the secondary market generally settle in three business days, purchasers who wish to trade bonds on the date of pricing or the next succeeding seven business days will be required, by virtue of the fact that the bonds initially will settle in T+11, to specify alternative settlement arrangements to prevent a failed settlement.

Governing law

The indenture, the notes and the guarantees will be governed by, and construed in accordance with, the laws of the State of New York.

Trustee, registrar, paying agent and transfer agent

The Bank of New York Mellon.

S-8

Table of Contents

Risk factors

Prospective investors should carefully consider all of the information contained, or incorporated by reference, in this prospectus supplement prior to investing in the notes. In particular, we urge prospective investors to carefully consider the information set forth under **Risk Factors** for a discussion of risks and uncertainties relating to us, our subsidiaries, our business, our equity holders and an investment in the notes.

Conflicts of interest

As described in **Use of Proceeds**, some of the net proceeds of this offering may be used to fund our purchase of certain outstanding notes of Braskem Finance acquired by HSBC Securities (USA) Inc. in a tender offer that it will commence immediately following the pricing of this offering. As a result of that tender offer, an affiliate of HSBC Securities (USA) Inc. may be a holder of certain outstanding notes of Braskem Finance and may receive 5% or more of the proceeds from this offering. Because of the manner in which the net proceeds are being used, this offering will be conducted in accordance with Financial Industry Regulatory Authority, or FINRA, Rule 5121.

Table of Contents

Summary Historical and Other Information

Summary Historical Financial and Other Information

The following summary financial information as of December 31, 2012 and 2011 and for the three years ended December 31, 2012, 2011 and 2010 have been derived from our audited consolidated financial statements, prepared in accordance with International Financial Reporting Standards, or IFRS, and included in the Braskem Annual Report, except for the financial information as of December 31, 2012 that has been restated to reflect the impacts of the adoption of IAS 19 Employee Benefit and has been derived from our unaudited condensed consolidated interim financial information as of September 30, 2013 and for the nine-month periods ended September 30, 2013 and 2012. The following summary financial data as of December 31, 2010 and 2009 and for the year ended December 31, 2009 have been derived from our audited consolidated financial statements, prepared in accordance with IFRS, which are not included or incorporated into this prospectus supplement or the accompanying prospectus. The consolidated financial statements as of and for the years ended December 31, 2010 and 2009 were our first annual consolidated financial statements to be prepared in accordance with IFRS. Therefore, we are only presenting information related to the years ended December 31, 2012, 2011, 2010 and 2009.

The following summary financial information as of September 30, 2013 and for the nine-month periods ended September 30, 2013 and 2012 has been derived from our unaudited consolidated financial statements included in the Braskem Third Quarter Interim Report. The results for the nine-month period ended September 30, 2013 are not necessarily indicative of the results to be expected for the entire year ended December 31, 2013.

This financial information should be read in conjunction with (1) Management's Discussion and Analysis of Financial Condition and Results of Operations and our unaudited consolidated interim financial information as of September 30, 2013 and for the nine-month periods ended September 30, 2013 and 2012 and the related notes thereto, which are included in the Braskem Third Quarter Interim Report, and (2) Item 5: Operating and Financial

Table of Contents

Review and Prospects, Item 11: Quantitative and Qualitative Disclosures about Market Risk, and our audited financial statements and the related notes thereto, each of which is included in the Braskem Annual Report.

	For the Nine-Month Period Ended			For the Year Ended December 31,				
	2013(1)	September 30, 2013	2012	2012(1)	2012	2011(2)	2010(2)(3)	2009(4)
	(in millions of US\$)	(in millions of reais)		(in millions of US\$)		(in millions of reais)		
Statement of Operations Data:								
Sales revenue	US\$ 13,239.3	R\$ 29,523.6	R\$ 26,281.9	US\$ 15,925.3	R\$ 35,513.4	R\$ 32,497.1	R\$ 25,025.7	R\$ 16,136.0
Cost of products sold	(11,566.1)	(25,792.3)	(23,900.9)	(14,443.9)	(32,210.0)	(28,819.4)	(21,028.9)	(13,529.0)
Gross profit	1,673.2	3,731.3	2,381.0	1,481.4	3,303.4	3,677.7	3,996.8	2,606.0
Marketing and distribution expenses	(326.8)	(728.7)	(692.6)	(434.3)	(968.4)	(799.7)	(689.1)	599.0
General and administrative expenses	(330.4)	(736.8)	(743.1)	(447.7)	(998.3)	(934.8)	(931.1)	(648.0)
Research and development expenses	(35.5)	(79.1)	(79.7)	(47.6)	(106.2)	(99.1)	(78.8)	(63.0)
Results from equity investments	(0.8)	(1.7)	(32.7)	(11.6)	(25.8)	(1.7)	18.2	3.0
Results from business combinations						30.0	975.3	102.0
Other operating income (expenses), net	(44.9)	(100.1)	288.2	149.7	333.9	(3.6)	(96.6)	3.0
Operating profit	934.8	2,084.9	1,121.1	689.9	1,538.6	1,868.8	3,194.7	1,404.0
Financial expenses	(807.0)	(1,799.5)	(3,129.5)	(1,750.0)	(3,902.5)	(3,551.7)	(1,692.0)	685.0
Financial income	220.1	490.9	353.1	237.8	530.2	765.0	364.9	(331.0)
	347.9	776.3	(1,655.3)	(822.3)	(1,833.7)	(917.9)	1,867.6	1,758.0

Table of Contents

	As of September 30, 2013(1)		2012(1)		As of December 31, 2012(3)		2011(4)		2010(4)(5)		2009(5)
	(in millions of US\$)	(in millions of reais)	(in millions of US\$)	2012(2)	(in millions of reais)	(in millions of reais)	(in millions of reais)	(in millions of reais)	(in millions of reais)	(in millions of reais)	(in millions of reais)
Balance Sheet Data:											
Cash and cash equivalents	US\$ 1,728.7	R\$ 3,854.9	US\$ 1,474.3	R\$ 3,287.6	R\$3,287.6	R\$ 2,986.8	R\$ 2,624.3	R\$ 2,990.0	R\$ 2,624.3	R\$ 2,990.0	R\$ 2,990.0
Short-term trade accounts payable	1,181.1	2,633.8	1,043.3	2,326.5	2,326.5	1,843.8	1,894.6	1,660.0	1,894.6	1,660.0	1,660.0
Prepaid expenses and other assets	2,196.1	4,897.3	1,839.5	4,102.1	4,102.1	3,623.5	3,015.7	1,770.0	3,015.7	1,770.0	1,770.0
Property, plant and equipment	10,679.5	23,815.3	9,496.3	21,176.8	21,176.8	20,662.7	19,366.3	10,900.0	19,366.3	10,900.0	10,900.0
Intangible assets	20,531.6	45,785.4	18,461.9	41,170.0	41,163.6	37,397.2	34,477.5	23,300.0	34,477.5	23,300.0	23,300.0
Long-term borrowings including current portion (including long-term borrowings)	1,117.5	2,492.0	823.3	1,836.0	1,836.0	1,391.8	1,206.4	1,800.0	1,206.4	1,800.0	1,800.0
Long-term debentures including current portion (including long-term debentures)							517.7	300.0	517.7	300.0	300.0
Long-term borrowings	7,027.5	15,671.3	7,029.4	15,675.6	15,675.6	13,753.0	11,004.3	7,400.0	11,004.3	7,400.0	7,400.0
Long-term debentures						19.1		500.0		500.0	500.0
Financial assets	3,606.8	8,043.2	3,606.8	8,043.2	8,043.2	8,043.2	8,043.2	5,400.0	8,043.2	5,400.0	5,400.0
Shareholders' equity including controlling interest)	3,665.8	8,174.8	3,879.8	8,652.0	8,663.8	9,979.9	10,408.3	4,900.0	10,408.3	4,900.0	4,900.0

- (1) Translated for convenience only using the selling rate as reported by the Central Bank as of September 30, 2013 for *reais* into U.S. dollars of R\$2.2300=US\$1.00.
- (2) The financial information for 2012 has been restated to reflect the impacts of the adoption of IAS 19 Employee Benefits and has been derived from our unaudited condensed consolidated interim financial information as of September 30, 2013 and for the nine-month periods ended September 30, 2013 and 2012.
- (3) We are including the financial information for 2012 prepared on the same basis as 2011, 2010 and 2009 for comparative purposes.
- (4) The financial information for 2011, 2010 and 2009 has not been restated to reflect the impacts of the IAS 19 Employee Benefits because such impacts did not have a material effect in such periods.
- (5) Includes Braskem America as from April 1, 2010, Quattor and its subsidiaries, Unipar Comercial and Polibutenos as from May 1, 2010.

Table of Contents

	At and For the Nine-Month Period Ended September 30,			At and For the Year Ended December 31,				
	2013(1)	2013 (in millions of reais, except as indicated)	2012 (in millions of reais, except as indicated)	2012(1) (in millions of US\$, except as indicated)	2012 (in millions of reais, except as indicated)	2011	2010(2)	2009
Other Financial and Operating Information:								
Cash Flow Information:								
Net cash generated by (used in):								
Operating activities	US\$ 660.3	R\$ 1,472.5	R\$ 2,018.6	US\$ 1,153.3	R\$ 2,571.8	R\$ 2,777.5	R\$ 2,720.4	R\$ 598.7
Investing activities	(1,585.4)	(3,535.4)	(1,859.4)	(1,271.0)	(2,834.3)	(2,866.5)	(2,387.6)	(824.7)
Financing activities	1,161.1	2,589.2	491.5	284.3	633.9	494.7	(388.3)	495.3
Other Information:								
Capital expenditures:								
Property, plant and equipment	US\$ (1,758.7)	R\$ (3,921.9)	R\$ (1,850.7)	US\$ (1,252.4)	R\$ (2,792.9)	R\$ (2,252.5)	R\$ (1,689.0)	R\$ (811.7)
Investments in other companies						(619.2)	(939.4)	(1.5)
Domestic Sales Volume Data (in thousands of tons):(3)								
Ethylene		2,546.6	2,561.2		3,329.3	3,097.4	2,949.9	2,253.2
Propylene		1,023.0	1,004.3		1,170.4	1,123.1	1,212.1	994.6
Polyethylene		1,330.1	1,258.2		1,668.2	1,524.9	1,546.8	1,048.4
Polypropylene		964.1	920.1		1,233.3	1,149.8	1,086.9	698.5
Polyvinyl chloride (PVC)		457.8	404.7		560.9	484.0	504.9	457.4

- (1) Translated for convenience only using the selling rate as reported by the Central Bank as of September 30, 2013 for *reais* into U.S. dollars of R\$2.2300=US\$1.00.
- (2) Includes Braskem America as from April 1, 2010, Quattor and its subsidiaries, Unipar Comercial and Polibutenos as from May 1, 2010.
- (3) Including intra-company sales within our company. Intra-company sales of ethylene totaled approximately 2,147,382 tons in the nine-month period ended September 30, 2013, 2,160,127 tons in the nine-month period ended September 30, 2012, 2,805,500 tons in 2011, 2,606,100 tons in 2010 and 1,928,300 tons in 2009. Intra-company sales of propylene totaled approximately 753,144 tons in the nine-month period ended September 30, 2013, 735,930 tons in the nine-month period ended September 30, 2012, 950,000 tons in 2011, 905,400 tons in 2010 and 628,800 tons in 2009.

Table of Contents

RISK FACTORS

The Braskem Annual Report, which is incorporated by reference in this prospectus supplement, includes extensive risk factors relating to our company, the petrochemical industry and Brazil. Prospective purchasers of notes should carefully consider the risks discussed below and in the Braskem Annual Report, as well as the other information included in or incorporated by reference into this prospectus supplement, before deciding to purchase any notes. Our business, results of operations, financial condition or prospects could be negatively affected if any of these risks occurs, and as a result, the trading price of the notes could decline and you could lose all or part of your investment.

The risk factors discussed below and in the Braskem Annual Report are not the only risks that we face, but are the risks that we currently consider to be material. There may be additional risks that we currently consider immaterial or of which we are currently unaware, and any of these risks could have similar effects to those set forth below and in the Braskem Annual Report.

Risks Relating to the Notes and the Guarantees

Because Braskem Finance has no operations of its own, holders of the notes must depend on Braskem to provide Braskem Finance with sufficient funds to make payments on the notes when due.

Braskem Finance, a wholly-owned subsidiary of Braskem incorporated in the Cayman Islands, has no operations other than the issuing and making payments on the notes and other indebtedness ranking equally with the notes, and using the proceeds therefrom as permitted by the documents governing these issuances, including lending the net proceeds of the notes and other indebtedness incurred by Braskem Finance to Braskem and subsidiaries of Braskem. Accordingly, the ability of Braskem Finance to pay principal, interest and other amounts due on the notes and other indebtedness will depend upon the financial condition and results of operations of Braskem and its subsidiaries that are creditors of Braskem Finance. In the event of an adverse change in the financial condition or results of operations of Braskem and its subsidiaries that are creditors of Braskem Finance, these entities may be unable to service their indebtedness to Braskem Finance, which would result in the failure of Braskem Finance to have sufficient funds to repay all amounts due on or with respect to the notes.

Payments on Braskem's guarantees will be junior to Braskem's secured debt obligations and effectively junior to debt obligations of Braskem's subsidiaries and jointly controlled companies.

The notes will be fully guaranteed by Braskem on an unsecured basis. The Braskem guarantees will constitute senior unsecured obligations of Braskem. The guarantees will rank equal in right of payment with all of Braskem's other existing and future senior unsecured indebtedness. Although the guarantees will provide the holders of the notes with a direct, but unsecured claim on Braskem's assets and property, payment on the guarantees will be subordinated to secured debt of Braskem to the extent of the assets and property securing such debt. Payment on the guarantees will also be structurally subordinated to the payment of secured and unsecured debt and other creditors of Braskem's subsidiaries and jointly controlled companies.

Upon any liquidation or reorganization of Braskem, any right of the holders of the notes, through enforcement of the guarantees, to participate in the assets of Braskem, including the capital stock of its subsidiaries and jointly controlled entities, will be subject to the prior claims of Braskem's secured creditors, and to participate in the assets of Braskem's subsidiaries and jointly controlled entities will be subject to the prior claims of the creditors of its subsidiaries and jointly controlled entities. The indenture relating to the notes includes a covenant limiting the ability of Braskem and its subsidiaries to create or suffer to exist liens, although this limitation is subject to significant exceptions.

Edgar Filing: BRASKEM SA - Form 424B2

As of September 30, 2013, Braskem had (1) consolidated corporate debt, net of transaction costs, of R\$18,163.4 million (US\$8,145.0 million), and (2) consolidated project debt of R\$3,300.1 million

S-14

Table of Contents

(US\$1,479.9 million). Of the consolidated corporate debt, R\$4,077.7 million (US\$1,828.6 million) was unsecured debt of Braskem, R\$2,792.1 million (US\$1,252.1 million) was secured debt of Braskem, R\$3,181.6 million (US\$1,426.7 million) was debt of Braskem's subsidiaries and special purpose entities (other than Braskem Finance and Braskem Idesa S.A.P.I.).

Braskem conducts a portion of its business operations through subsidiaries and jointly controlled companies, including Braskem Qpar S.A. (formerly known as Quattor Participações S.A.), Braskem Petroquímica (formerly Quattor Petroquímica S.A.), Braskem America and QuantiQ. In servicing payments to be made on its guarantees of the notes, Braskem will rely, in part, on cash flows from these subsidiaries and jointly controlled companies, mainly in the form of dividend payments and interest on shareholders' equity. The ability of these subsidiaries and jointly controlled entities to make dividend payments to Braskem will be affected by, among other factors, the obligations of these entities to their creditors, requirements of Brazilian corporate and other law, and restrictions contained in agreements entered into by or relating to these entities.

Braskem's obligations under the guarantees are subordinated to certain statutory preferences.

Under Brazilian law, Braskem's obligations under the guarantees are subordinated to certain statutory preferences. In the event of a liquidation, bankruptcy or judicial reorganization of Braskem, such statutory preferences, including post-petition claims, claims for salaries, wages, social security, taxes and court fees and expenses and claims secured by collateral, among others, will have preference over any other claims, including claims by any investor in respect of the guarantees. In such event, enforcement of the guarantees may be unsuccessful, and noteholders may be unable to collect amounts that they are due under the notes.

Braskem may not be able to purchase the notes upon a specified Change of Control event.

Upon the occurrence of a specified Change of Control event, Braskem will be required to offer to purchase each holder's notes at a price equal to 101% of their principal amount plus accrued and unpaid interest. At the time of any specified Change of Control event, Braskem may not have sufficient financial resources to purchase all of the notes that holders may tender in connection with any such change of control offer.

Braskem may incur additional indebtedness ranking equal to the notes and the guarantees, and secured indebtedness which would give such secured creditors a prior claim on our assets covered by their liens.

The indenture will permit Braskem and its subsidiaries, including Braskem Finance, to incur additional debt, including debt that ranks on an equal and ratable basis with the notes and the guarantees. If Braskem or any of its subsidiaries incur additional debt or provide guarantees that rank on an equal and ratable basis with the notes or the guarantees, as the case may be, the holders of that debt (and beneficiaries of those guarantees) would be entitled to share ratably with the holders of the notes in any proceeds that may be distributed upon Braskem's insolvency, liquidation, reorganization, dissolution or other winding up. This would likely reduce the amount of any liquidation proceeds that would be available to be paid to you.

In addition, Braskem may, in the future, grant additional liens to secure indebtedness without equally and ratably securing the notes or the guarantees, in the circumstances provided for in the indenture. See Description of the Notes for more information. If we become insolvent, liquidated, reorganized, dissolved, wound-up or default in the payment of these obligations, these secured creditors will be entitled to exercise the remedies available to them under applicable law.

Developments in the international capital markets may adversely affect the market value of the notes.

The market price of the notes may be adversely affected by declines in the international financial markets and world economic conditions. Brazilian securities markets are influenced, to varying degrees, by economic and market conditions in other countries, especially those in Latin America. Although economic conditions are

S-15

Table of Contents

different in each country, investors' reaction to developments in one country may affect the securities markets and the securities of issuers in other countries, including Brazil. The recent global economic and financial crisis has had a significant negative impact on the economies of countries around the world. Developed economies like the United States have sustained some of the most direct effects while some emerging economies like that of China and Brazil have suffered substantial but comparatively milder effects. More recently, several European economies have revealed significant macroeconomic imbalances. We cannot assure you that the market for Brazilian securities will not continue to be affected negatively by events elsewhere, or that such developments will not have a negative impact on the market value of the notes.

Restrictions on the movement of currency out of Brazil may impair the ability of holders of the notes to receive interest and other payments on the notes.

The Brazilian government may impose temporary restrictions on the conversion of Brazilian currency into foreign currencies and on the remittance to foreign investors of proceeds of their investments in Brazil. Brazilian law permits the government to impose these restrictions whenever there is a serious imbalance in Brazil's balance of payments or there are reasons to foresee a serious imbalance.

The Brazilian government imposed remittance restrictions for approximately six months in 1990. Similar restrictions, if imposed in the future, would impair or prevent the conversion of interest payments on the notes from *reais* into U.S. dollars and the remittance of U.S. dollars abroad to holders of the notes. The Brazilian government may take similar measures in the future.

The foreign exchange policy of Brazil may affect the ability of Braskem to make money remittances outside Brazil in respect of the guarantees.

Under current Brazilian regulations, Brazilian companies are not required to obtain authorization from the Central Bank in order to make payments under guarantees in favor of foreign persons, such as the holders of the notes. We cannot assure you that these regulations will continue to be in force at the time Braskem is required to perform its payment obligations under the guarantees. If these regulations or their interpretation are modified and an authorization from the Central Bank is required, Braskem would need to seek an authorization from the Central Bank to transfer the amounts under the guarantees out of Brazil or, alternatively, make such payments with funds held by Braskem outside Brazil. We cannot assure you that such an authorization will be obtained or that such funds will be available. If such authorization is not obtained, we may be unable to make payments to noteholders in U.S. dollars. If we are unable to obtain the required approvals, if needed for the payment of amounts owed by Braskem through remittances from Brazil, we may have to seek other lawful mechanisms to effect payment of amounts due under the notes. However, we cannot assure you that other remittance mechanisms will be available in the future, and even if they are available in the future, we cannot assure you that payment on the notes would be possible through such mechanism.

Judgments of Brazilian courts enforcing Braskem's obligations under the guarantees would be payable only in reais.

If proceedings are brought in the courts of Brazil seeking to enforce Braskem's obligations under the guarantees, Braskem would not be required to discharge its obligations in a currency other than *reais*. Any judgment obtained against Braskem in Brazilian courts in respect of any payment obligations under the guarantees would be expressed in *reais*. We cannot assure you that this amount in *reais* will afford you full compensation of the amount sought in any such litigation.

Table of Contents

We cannot assure you that a judgment of a U.S. court for liabilities under U.S. securities laws would be enforceable in Brazil or the Cayman Islands, or that an original action can be brought in Brazil or the Cayman Islands against Braskem or Braskem Finance or their respective officers and directors for liabilities under U.S. securities laws, among others.

Braskem Finance is an exempted company incorporated with limited liability under the laws of the Cayman Islands. Braskem is a corporation organized under the laws of Brazil. All of the directors of Braskem Finance, all of the directors and officers of Braskem and some of the advisors named herein reside in Brazil or elsewhere outside the United States, and all or a significant portion of the assets of such persons may be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States or other jurisdictions outside Brazil upon such persons, or to enforce against such persons judgments predicated upon the civil liability provisions of the U.S. federal securities laws or the laws of such other jurisdictions. In addition, it may not be possible to bring an original action in Brazil against Braskem for liabilities under applicable securities laws. Furthermore, as most of our assets are located in Brazil, any action for enforceability of the guarantees would likely need to be validated by the courts of Brazil. We cannot assure you that such judicial validation would be obtained in a timely manner or at all. See Enforceability of Civil Liabilities.

We cannot assure you that an active trading market for the notes will develop.

The notes constitute a new issue of securities, for which there is no existing market. We cannot provide you with any assurances regarding the future development of a market for the notes, the ability of holders of the notes to sell their notes, or the price at which such holders may be able to sell their notes. If such a market were to develop, the notes could trade at prices that may be higher or lower than the initial offering price depending on many factors, including prevailing interest rates, our results of operations and financial condition, political and economic developments in and affecting Brazil and the market for similar securities. The underwriters have advised us that they currently intend to make a market in the notes. However, the underwriters are not obligated to do so, and any market-making with respect to the notes may be discontinued at any time without notice. Therefore, we cannot assure you as to the development or liquidity of any trading market for the notes. The liquidity of any market for the notes will depend on a number of factors, including:

the number of holders of notes;

our operating performance and financial condition;

the market for similar securities;

the interest of securities dealers in making a market in the notes; and

prevailing interest rates.

Historically, the market for debt securities similar to the notes has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. We cannot assure you that the market, if any, for the notes will be free from similar disruptions or that any such disruptions may not adversely affect the prices at which

you may sell your notes. Therefore, we cannot assure you that you will be able to sell your notes at a particular time or the price that you receive when you sell will be favorable.

Brazilian bankruptcy laws may be less favorable to you than bankruptcy and insolvency laws in other jurisdictions.

If we are unable to pay our indebtedness, including our obligations under the guarantees, then we may become subject to bankruptcy proceedings in Brazil. The bankruptcy laws of Brazil currently in effect are significantly different from, and may be less favorable to creditors than, those of certain other jurisdictions. For example, noteholders may have limited voting rights at creditors' meetings in the context of a court reorganization proceeding. In addition, any judgment obtained against us in Brazilian courts in respect of any

Table of Contents

payment obligations under the guarantees normally would be expressed in the *real* equivalent of the U.S. dollar amount of such sum at the exchange rate in effect (1) on the date of actual payment, (2) on the date on which such judgment is rendered, or (3) on the date on which collection or enforcement proceedings are started against us. Consequently, in the event of our bankruptcy, all of our debt obligations that are denominated in foreign currency, including the guarantees, will be converted into *reais* at the prevailing exchange rate on the date of declaration of our bankruptcy by the court. We cannot assure you that such rate of exchange will afford full compensation of the amount invested in the notes plus accrued interest.

S-18

Table of Contents**EXCHANGE RATES**

The Brazilian foreign exchange system allows the purchase and sale of foreign currency and the international transfer of *reais* by any person or legal entity, regardless of the amount, subject to certain regulatory procedures.

Since 1999, the Central Bank has allowed the U.S. dollar-*real* exchange rate to float freely, and, since then, the U.S. dollar-*real* exchange rate has fluctuated considerably.

In the past, the Central Bank has intervened occasionally to control unstable movements in foreign exchange rates. We cannot predict whether the Central Bank or the Brazilian government will continue to permit the *real* to float freely or will intervene in the exchange rate market through the return of a currency band system or otherwise. The *real* may depreciate or appreciate against the U.S. dollar substantially. Furthermore, Brazilian law provides that, whenever there is a serious imbalance in Brazil's balance of payments or there are serious reasons to foresee a serious imbalance, temporary restrictions may be imposed on remittances of foreign capital abroad. We cannot assure you that such measures will not be taken by the Brazilian government in the future. See Item 3. Key Information Risk Factors Risks Relating to Brazil Brazilian government exchange control policies could increase the cost of servicing our foreign currency-denominated debt, adversely affect our ability to make payments under our foreign currency-denominated debt obligations and impair our liquidity in the Braskem Annual Report, and Risk Factors Risks Relating to the Notes and the Guarantees Restrictions on the movement of currency out of Brazil may impair the ability of holders of the notes to receive interest and other payments on the notes and Risk Factors Risks Relating to the Notes and the Guarantees The foreign exchange policy of Brazil may affect the ability of Braskem to make money remittances outside Brazil in respect of the guarantees.

The following table shows the selling rate for U.S. dollars for the periods and dates indicated. The information in the Average column represents the average of the exchange rates on the last day of each month during the periods presented.

Year	Reais per U.S. Dollar			Period End
	High	Low	Average	
2009	R\$ 2.422	R\$ 1.702	R\$ 1.990	R\$ 1.741
2010	1.881	1.655	1.759	1.666
2011	1.902	1.535	1.675	1.876
2012	2.112	1.702	1.955	2.043
2013	2.446	1.953	2.161	2.343

Month	Reais per U.S. Dollar	
	High	Low
July 2013	R\$ 2.290	R\$ 2.227
August 2013	2.446	2.272
September 2013	2.390	2.203
October 2013	2.212	2.161
November 2013	2.336	2.243
December 2013	2.382	2.310
January 2014 (through January 14)	2.398	2.349

Source: Central Bank

S-19

Table of Contents

USE OF PROCEEDS

We expect the net proceeds to Braskem Finance from the sale of the notes to be approximately US\$498.0 million, after deducting the fees and estimated expenses of the offering.

We intend to use the net proceeds of this offering to purchase from HSBC Securities (USA) Inc. notes acquired by HSBC Securities (USA) Inc. in a tender offer that it will commence immediately following the pricing of this offering and, in the event that there are any remaining net proceeds, to apply those proceeds to reduce debt and for other corporate purposes.

S-20

Table of Contents

CAPITALIZATION

The following table sets forth our consolidated debt and capitalization as of September 30, 2013 derived from our unaudited consolidated interim financial information as of September 30, 2013 prepared in accordance with IFRS:

on an actual historical basis; and

as adjusted for:

disbursements to us in October, November and December 2013 in the amounts of R\$178.0 million, R\$144.1 million and R\$188.7 million, respectively, in connection with a loan from BNDES that we entered into in November 2011 and amended in September 2013;

a disbursement to Braskem Idesa S.A.P.I. in November 2013 in the amount of US\$546.9 million under the financing agreements that it entered into in December 2012 to finance the Ethylene XXI project;

the prepayment in November 2013 of R\$163.5 million of export credit notes, which we entered into with an international financial institution in August 2013;

the prepayment in December 2013 of US\$50.0 million under an export prepayment agreement, which we entered into with a Brazilian financial institution in December 2010; and

a disbursement to us in December 2013 of R\$150.0 million of export credit notes, which we entered into with a Brazilian financial institution in December 2013.

as further adjusted for the sale of the notes in the offering and the receipt of proceeds therefrom before deduction of commissions and expenses we must pay in connection with this offering, but not the application of such proceeds.

You should read this table in conjunction with (1) Use of Proceeds and Summary Historical Financial and Other Information, each of which is included in this prospectus supplement, and (2) Management's

Table of Contents

Discussion and Analysis of Financial Condition and Results of Operations and our unaudited consolidated interim financial information and the related notes thereto, which are included in the Braskem Third Quarter Interim Report.

	Historical		As of September 30, 2013 As Adjusted		As Further Adjusted	
	(in millions of US\$(1))	(in millions of reais)	(in millions of US\$(1))	(in millions of reais)	(in millions of US\$(1))	(in millions of reais)
Short-term corporate debt (including accrued interest and current portion of long-term corporate debt):						
<i>Real</i> -denominated debt (including debentures):						
Secured(2)	US\$ 313.6	R\$ 699.3	US\$ 313.6	R\$ 699.3	US\$ 313.6	R\$ 699.3
Unsecured	548.3	1,222.8	475.0	1,059.3	475.0	1,059.3
	861.9	1,922.1	788.6	1,758.6		