

BANK BRADESCO
Form 6-K
February 21, 2003

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

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, 2003

Commission File Number 1-15250

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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Osasco, São Paulo, Brazil, February 20th, 2003

To
Security and Exchange Commission
Office of International Corporate Finance
Division of Corporate Finance
Washington, DC

Proposals of the Board of Directors to be submitted to the Stockholders of Banco Bradesco S.A., in the Special Stockholders' Meeting of March 10, 2003.

1. Increase the Company Capital by R\$399,000,000, raising it to R\$5,599,000,000, through the capitalization of the balance of the following accounts: "Capital Reserve - Stock Premium " - R\$7,435,082.12 and "Revenue Reserve - Statutory Reserve from 1989 to 1993" - R\$139,699,920.47, and of part of the balance of the account entitled "Revenue Reserve - Statutory Reserve from 1996 to 2000" - R\$251,864,997.41, without issue of stocks, in accordance with the First Paragraph of Article 169 of Law 6404/76, with the consequent amendment of the main provision of Article 6 of the Corporate Bylaws. If this proposal is approved, the main provision of Article 6 of the Corporate Bylaws will read as follows, after the ratification of the process by the Brazilian Central Bank: "Art. 6) The Company Capital is five billion, five hundred and ninety-nine million Brazilian reais (R\$5,599,000,000), consisting of one trillion, four hundred and twenty-seven billion, eight hundred and eighty million, three hundred and one thousand, eight hundred and thirty-seven (1,427,880,301,837) nominative-book-entry stock, with no par value, of which seven hundred and nineteen billion, three hundred and forty-two million, six hundred and ninety thousand, three hundred and eighty-five (719,342,690,385) are common stock and seven hundred and eight billion, five hundred and thirty-seven million, six hundred and eleven thousand, four hundred and fifty-two (708,537,611,452) are preferred stock with no voting rights, but with priority in the redemption of the Company Capital, in the event of the Company's liquidation and with all the rights and advantages granted to common stock, as well as dividends ten percent (10%) higher than those assigned to common stock";
2. Partially amend the Corporate Bylaws in Article 11, altering the periodicity of the meetings of the Board of Directors, from monthly to quarterly, and in the main provision of Article 12, reducing five (5) positions of Regional Director and creating one (1) of Executive Vice-President, one (1) of Managing Director and three (3) of Department Officers. If this proposal is approved, Article 11 and the main provision of Article 12 of the Corporate Bylaws will read as follows, after the ratification of the process by the Brazilian Central Bank: "Art. 11) The Board will meet quarterly, and whenever necessary, extraordinarily, as called by its Chairman, or by half of the other acting members. Minutes will be drawn up for each meeting. Art. 12) The Company's Board of Executive Officers, which is elected by the Board of Directors with a term of office of one (1) year, consists of sixty-two (62) to eighty-six (86) members, whereas the number of Executive Officers ranges from nineteen (19) to twenty-six (26), distributed in the following categories of office: one (1) Chief Executive Officer, from seven (7) to ten (10) Executive Vice Presidents and from eleven (11) to fifteen (15) Managing Directors. The other positions of the Board of Officers will be distributed as follows: from forty-three (43) to sixty (60) Department Officers and Regional Directors, whereas the number of Department Officers will range from twenty-eight (28) to thirty-nine (39) and the number of Regional Directors from fifteen (15) to twenty-one (21).";

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3. In order to comply with the provisions of Brazilian Central Bank Circular # 2824, of June 18, 1998, appoint with validity until the next Annual Stockholders' Meeting the companies APPRAISAL - Avaliações e Engenharia S/C Ltda. - CNPJ 57.182.453/0001-01, CONSULT Consultoria, Engenharia e Avaliações S/C Ltda. - CNPJ 59.039.701/0002-68, EMBRAESP - Empresa Brasileira de Estudos de Patrimônio S/C Ltda. - CNPJ 43.561.836/0001-78, ENGEBANC Engenharia e Serviços Ltda. - CNPJ 69.026.144/0001-13, H.M. Gerenciamento e Supervisão de Engenharia Ltda. - CNPJ 30.903.645/0001-03, and PLANCONSULT S/C Ltda., CNPJ 51.163.798/0001-23, which will proceed with real estate appraisals in possible purchase and sale operations executed in this period between this Institution and its Associated Companies;

Cidade de Deus, Osasco, São Paulo, February 20, 2003

Board of Directors

Lázaro de Mello Brandão - Chairman
Antônio Bornia - Vice Chairman
Dorival Antônio Bianchi
Mário da Silveira Teixeira Júnior
Márcio Artur Laurelli Cypriano
João Aguiar Alvarez
Denise Aguiar Alvarez Valente

We hereby declare that this is a true copy of an excerpt of the Minutes of Extraordinary Meeting # 907, of the Bank's Board of Directors, held on February 20, 2003, entered in a specific book.

Banco Bradesco S.A.
Milton Almícar Silva Vargas
Domingos Figueiredo de Abreu

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 21, 2003

BANCO BRADESCO S.A.

By: /s/ Luiz Carlos Trabuco Cappi

Luiz Carlos Trabuco Cappi
Executive Vice-President
and Investor Relations
Director

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
