

Gafisa S.A.  
Form 20-F  
April 29, 2014

---

---

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

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from                      to                      .

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number: 001-33356

GAFISA S.A.  
(Exact name of Registrant as specified in its charter)

GAFISA S.A.  
(Translation of Registrant's name into English)

The Federative Republic of Brazil  
(Jurisdiction of incorporation or organization)

Edgar Filing: Gafisa S.A. - Form 20-F

Av. Nações Unidas No. 8,501, 19th Floor  
05425-070 – São Paulo, SP – Brazil  
phone: + 55 (11) 3025-9000  
fax: + 55 (11) 3025-9348  
e mail: ri@gafisa.com

Attn: Andre Bergstein – Chief Financial Officer and Investor Relations Officer  
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Shares, without par value*	New York Stock Exchange

\* Traded only in the form of American Depositary Shares (as evidenced by American Depositary Receipts), each representing two common shares which are registered under the Securities Act of 1933.

---

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares as of December 31, 2013 was:

Title of Class	Number of Shares Outstanding
Common Stock	433,559,201

\* Includes 19,099,486 common shares that are held in treasury.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Accelerated Filer

Edgar Filing: Gafisa S.A. - Form 20-F

Large Accelerated  
Filer

Non-accelerated  
Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International  
Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item Item  
17 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

---

---

---

TABLE OF CONTENTS

Page

<u>INTRODUCTION</u>	1
<u>PRESENTATION OF FINANCIAL AND OTHER INFORMATION</u>	1
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	3
<u>PART I</u>	4
<u>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	4
<u>ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u>	4
<u>ITEM 3. KEY INFORMATION</u>	4
<u>ITEM 4. INFORMATION ON THE COMPANY</u>	21
<u>ITEM 4A. UNRESOLVED STAFF COMMENTS</u>	56
<u>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	56
<u>ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	90
<u>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	106
<u>ITEM 8. FINANCIAL INFORMATION</u>	107
<u>ITEM 9. THE OFFER AND LISTING</u>	114
<u>ITEM 10. ADDITIONAL INFORMATION</u>	117
<u>ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	138
<u>ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	140
<u>PART II</u>	141
<u>ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	141
<u>ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	141
<u>ITEM 15. CONTROLS AND PROCEDURES</u>	141
<u>ITEM 16. RESERVED</u>	143
<u>ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT</u>	143
<u>ITEM 16B. CODE OF BUSINESS CONDUCT AND ETHICS</u>	143
<u>ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	144
<u>ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>	144
<u>ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	144
<u>ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u>	144
<u>ITEM 16G. CORPORATE GOVERNANCE</u>	145
<u>ITEM 16H. MINE SAFETY DISCLOSURE</u>	145
<u>PART III</u>	146
<u>ITEM 17. FINANCIAL STATEMENTS</u>	146
<u>ITEM 18. FINANCIAL STATEMENTS</u>	146
<u>ITEM 19. EXHIBITS</u>	146



Table of Contents

INTRODUCTION

In this annual report, references to “Gafisa,” “we,” “our,” “us,” “our company” and “the Company” are to Gafisa S.A. and its consolidated subsidiaries (unless the context otherwise requires). In addition, the term “Brazil” refers to the Federative Republic of Brazil, and the phrase “Brazilian government” refers to the federal government of Brazil. All references to “real,” “reais” or “R\$” are to the Brazilian real, the official currency of Brazil, and all references to “U.S. dollar,” “U.S. dollars” or “US\$” are to U.S. dollars, the official currency of the United States. References to “Brazilian GAAP” or “BR GAAP” are to accounting practices adopted in Brazil and references to “U.S. GAAP” are to generally accepted accounting principles in the United States. Any reference to “financial statement” is related to our consolidated financial statements.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

We maintain our books and records in reais. Our financial statements were prepared in accordance with Brazilian GAAP, which are based on:

- Brazilian Law No. 6,404/76, as amended by Brazilian Law No. 9,457/97, Brazilian Law No. 10,303/01, Brazilian Law No. 11,638/07 and Brazilian Law No. 12,431/11, which we refer to hereinafter as “Brazilian corporate law;”
- the rules and regulations of the Brazilian Securities Commission (Comissão de Valores Mobiliários), or the “CVM;” and
- the accounting standards issued by the Brazilian Federal Accounting Council (Conselho Federal de Contabilidade), or the “CFC” and the Accounting Standards Committee (Comitê de Pronunciamentos Contábeis), or the “CPC.”

Brazilian corporate law was amended by Law No. 11,638 dated December 28, 2007 in order to facilitate the convergence of Brazilian GAAP with International Financial Reporting Standards, or “IFRS,” and thereafter, the CPC issued new accounting standards that generally converged Brazilian GAAP with IFRS. Our Brazilian GAAP financial statements as of and for the year ended December 31, 2008 reflect changes introduced by Law 11,638/07 and the new accounting standards issued by the CPC in 2008, which we retroactively applied beginning on January 1, 2006.

Through December 31, 2009, our financial statements were prepared in accordance with Brazilian GAAP in effect at that time. We elected January 1, 2009 as a transition date to full adoption of the new accounting standards (“new CPCs”). Our financial statements as of and for the year ended December 31, 2009 and as of January 1, 2009 have been restated to reflect these adjustments. In preparing our financial statements, we have applied: (1) Guideline OCPC 04 – Application of the Technical Interpretation of ICPC 02 to the Brazilian Real Estate Development Entities – regarding revenue recognition, and the respective costs and expenses arising from real estate development operations over the course of the construction period (percentage of completion method), and (2) CPC 37 (R1), which requires that an entity develops accounting policies based on the standards and interpretations of the CPC. We have adopted all pronouncements, guidelines and interpretations of the CPC issued through December 31, 2013. As a result, our financial statements are prepared in accordance with Brazilian GAAP, which allows revenue recognition on a percentage of completion basis for construction companies (i.e., revenue is recorded in accordance with the percentage of financial evolution of the construction project), and are therefore not compliant with IFRS as issued by the International Accounting Standards Board (“IASB”), which require revenue recognition on a delivery basis (i.e., revenue is recorded upon transferring the ownership risks and benefits to the purchaser of real estate, usually after the construction is completed and the unit is delivered). We understand that the IASB continues to consider alternatives to its current revenue recognition principles applicable to construction companies and we continue to follow

developments as proposed by the CPC and other accounting standards bodies in other jurisdictions.

Reconciliations and descriptions of the effect of the transition to the newly adopted Brazilian GAAP are provided in Note 2.1.3 to our 2010 audited financial statements not included in this annual report.



## Table of Contents

Brazilian GAAP differs in significant respects from U.S. GAAP and IFRS. The notes to our financial statements included elsewhere in this annual report contain a reconciliation of equity and net income (loss) from Brazilian GAAP to U.S. GAAP. Unless otherwise indicated, all financial information of our company included in this annual report is derived from our Brazilian GAAP financial statements.

Our consolidated financial statements reflect statement of income (loss) and balance sheet information for all of our subsidiaries, and also separately disclose the interest of non-controlling shareholders. Since January 1, 2013 and applicable retrospectively to the comparative periods of 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees previously applied by the Company, is no longer allowed under Brazilian GAAP as a result these jointly controlled investments are now accounted for through the equity method. In accordance with the transition provisions provided by these new accounting standards, we were not required to retrospectively restate our 2010 and 2009 Brazilian GAAP consolidated financial statements. Accordingly, Brazilian GAAP selected financial data for 2010 and 2009 included herein, is not comparable to those for later periods.

As set forth in “Item 4. Information on the Company—A. History and Development of the Company”, we completed the sale of a controlling stake in Alphaville Urbanismo S.A., or “Alphaville”, the leading residential community development company in Brazil, on December 9, 2013. The transaction involved the sale of 50% interest by Gafisa and 20% interest by our subsidiary Construtora Tenda S.A., or “Tenda”, with Gafisa retaining the remaining 30% of Alphaville capital stock. As a result, Alphaville was no longer consolidated in the financial statements of the Company since November 30, 2013. In this annual report, while financial information related to Alphaville is treated as discontinued operations, all operating information related to our business includes full operating information for Alphaville through December 9, 2013.

Effective January 1, 2013, with the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP. Consequently, our jointly controlled investments are now accounted for through the equity method. While our financial statements and the financial information presented in this annual report have been restated to apply this change retrospectively to the comparative periods of December 31, 2012 and 2011, the operating information presented in this annual report has not been restated and reflects our percentage interest in such jointly-controlled investees as management believes it provides a better view of our operating performance.

## Market Information

Certain industry, demographic, market and competitive data, including market forecasts, used in this annual report were obtained from internal surveys, market research, publicly available information and industry publications. We have made these statements on the basis of information from third-party sources that we believe are reliable, such as the Brazilian Property Studies Company (Empresa Brasileira de Estudos de Patrimônio), or the “EMBRAESP,” the Association of Managers of Real Estate Companies (Associação de Dirigentes de Empresas do Mercado Imobiliário), or the “ADEMI,” the Getulio Vargas Foundation (Fundação Getulio Vargas), or the “FGV,” the National Bank of Economic and Social Development (Banco Nacional de Desenvolvimento Econômico e Social), or “BNDES,” the Real Estate Companies’ Union (Sindicato das Empresas de Compra, Venda, Locação e Administração de Imóveis Residenciais e Comerciais), or the “SECOVI,” the Brazilian Institute of Geography and Statistics (Instituto Brasileiro de Geografia e Estatística), or the “IBGE” and the Brazilian Central Bank (Banco Central do Brasil), or the “Central Bank,” among others. Industry and government publications, including those referenced here, generally state that the information presented therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Although we have no reason to believe that any of this information or these reports are inaccurate in any material respect, such information has not been independently verified by us. Accordingly, we do not make any representation as to the accuracy of such information.

## Rounding and Other Information

Some percentages and certain figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables in this annual report may not be an arithmetic aggregation of the figures that precede them.

In this annual report, all references to “contracted sales” are to the aggregate amount of sales resulting from all agreements for the sale of units (including residential communities and land subdivisions) entered into during a certain period, including new units and units in inventory. Further, in this annual report we use the term “value of

## Table of Contents

launches” as a measure of our performance. Value of launches is not a GAAP measurement. Value of launches, as used in this annual report, is calculated by multiplying the total numbers of units in a real estate development by the average unit sales price.

All references to “potential sales value” are to our estimates of the total amount obtained or that can be obtained from the sale of all launched units of a certain real estate development, calculated by multiplying the number of units in a development by the sale price of the unit. Investors should be aware that our potential sales value may not be realized or may significantly differ from the amount of contracted sales, since the total number of units actually sold may be lower than the number of units launched and/or the contracted sales price of each unit may be lower than the launching price.

In addition, we present information in square meters in this annual report. One square meter is equal to approximately 10.76 square feet.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in this annual report in relation to our plans, forecasts, expectations regarding future events, strategies, and projections, are forward-looking statements which involve risks and uncertainties and which are therefore not guarantees of future results. Our estimates and forward-looking statements are mainly based on our current expectations and estimates on projections of future events and trends, which affect or may affect our businesses and results of operations. Although we believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several uncertainties and are made in light of information currently available to us. Our estimates and forward-looking statements may be influenced by the following factors, among others:

- changes in the overall economic conditions, including employment levels, population growth and consumer confidence;
- changes in real estate market prices and demand, estimated budgeted costs and the preferences and financial condition of our customers;
  - demographic factors and available income;
- our ability to repay our indebtedness and comply with our financial obligations;
  - our ability to arrange financing and implement our expansion plan;
  - our ability to compete and conduct our businesses in the future;
    - changes in our business;
  - inflation and interest rate fluctuations;
- changes in the laws and regulations applicable to the real estate market;
- government interventions, resulting in changes in the economy, taxes, rates or regulatory environment;
- other factors that may affect our financial condition, liquidity and results of our operations; and

- other risk factors discussed under “Item 3. Key Information—D. Risk Factors.”

The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect” and similar words are intended to describe estimates and forward-looking statements. Estimates and forward-looking statements speak only as of the date they were made, and we undertake no obligation to update or to review any estimate and/or forward-looking statement because of new information, future events or other factors. Estimates and forward-looking statements involve risks and uncertainties and are not guarantees of future performance. Our future results may differ materially from those expressed in these estimates and forward-looking statements. In light of the risks and uncertainties described above, the estimates and forward-looking statements discussed in this annual report might not occur and our future results and our performance may differ materially from those expressed in these forward-looking statements due to, inclusive of, but not limited to, the factors mentioned above.

Table of Contents

## PART I

## ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

## ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3. KEY INFORMATION

## A. Selected Financial Data

The following selected financial data for 2013, 2012 and 2011 has been derived from our audited consolidated financial statements presented herein. As explained in footnote 9 below, our selected Brazilian GAAP financial data for 2010 and 2009 was derived from our previously issued consolidated financial statement for such years, not presented herein, after adjusting such previously reported amounts for certain recently issued Brazilian GAAP accounting standards.

Our financial statements are prepared in accordance with Brazilian GAAP, which differs in significant respects from U.S. GAAP. For a discussion of the significant differences relating to these consolidated financial statements and a reconciliation of net income (loss) and equity from Brazilian GAAP to U.S. GAAP, see notes to our consolidated financial statements included elsewhere in this annual report. See also “Presentation of Financial and Other Information.”

This financial information should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report.

The following table sets forth financial information as of and for the years ended December 31, 2013, 2012, and 2011, which has been prepared in accordance with Brazilian GAAP in effect as of December 31, 2013. Certain information below is presented in accordance with U.S. GAAP.

	2013	As of and for the year ended December 31,						
		2012	2011	(10)	2010	(8)(9)	2009	(8)(9)
		(restated)	(restated)					
		(in thousands except per share, per ADS and operating data)						
Consolidated Income Statement Data:								
Brazilian GAAP:								
Net operating revenue	2,481,211	2,805,086	1,846,902		2,956,087		2,745,638	
Operating costs	(1,863,766)	(2,276,804)	(1,927,874)		(2,209,742)		(1,968,665)	
Gross profit (loss)	617,445	528,282	(80,972)	)	746,345		776,973	
Operating expenses, net	(215,574)	(609,604)	(719,232)	)	(469,448)	)	(541,255)	)
Financial expenses, net	(162,503)	(180,263)	(166,728)	)	(68,038)	)	(102,617)	)
Income (loss) before income and social	239,368	(261,585)	(966,932)	)	208,859		133,101	

contribution taxes					
Income and social contribution taxes	(2,812 )	(20,222 )	(105,850 )	(7,102 )	(29,749 )
Net income (loss) from continuing operations	236,556	(281,807 )	(1,072,782)	201,757	103,352
Net income from discontinued operations	631,122	204,128	167,759	86,727	39,610
Net income for the year attributable to non-controlling interest	235	49,364	39,845	23,919	41,222
Net income (loss) for the year attributable to owners of Gafisa	R\$867,443	R\$(127,043 )	R\$(944,868 )	R\$264,565	R\$101,740
Share and ADS data(1):					
Per common share data—R\$ per share:					
Earnings (loss) per share—Basic	2.0348	(0.2939 )	(2.1893 )	0.6415	0.3808
From continuing operations	0.7358	(0.6717 )	(2.5003 )	0.4732	0.2918
From discontinued operations .	1.2990	0.3778	0.3110	0.1682	0.0890
Earnings (loss) per share—Diluted	2.0226	(0.2939 )	(2.1893 )	0.6109	0.3242

Table of Contents

	2013	As of and for the year ended December 31,			
		2012	2011	2010(8)(9)	2009(8)(9)
		(restated)	(restated)		
		(in thousands except per share, per ADS and operating data)			
From continuing operations	0.7315	(0.6717 )	(2.5003 )	0.4658	0.3294
From discontinued operations	1.2911	0.3778	0.3110	0.1602	0.0757
Weighted average number of shares outstanding—in thousands	426,300	432,246	431,586	412,434	267,174
Dividends and interest on shareholders' equity declared—in thousands of reais	163,112	-	-	98,812	50,716
Earnings (loss) per share—R\$ per share	2.0829	(0.2937 )	(2.1867 )	0.6140	0.6100
Number of common shares outstanding as at end of period—in thousands*	416,460	432,630	432,099	430,915	166,778
Earnings (loss) per ADS—R\$ per ADS(2)	4.1658	(0.5873 )	(4.3734 )	1.2279	1.2200
U.S. GAAP:					
Net operating revenue	2,565,988	3,930,729	3,250,227	1,929,130	1,700,940
Operating costs	(1,955,158)	(3,008,345)	(2,743,144)	(1,472,085)	(1,256,317)
Gross profit	570,830	922,384	507,083	457,045	444,623
Operating expenses, net	(202,025 )	(859,657 )	(862,975 )	(575,776 )	(575,024 )
Financial expenses, net	(187,298 )	(191,414 )	(97,370 )	(97,810 )	(102,925 )
Income from disposal on controlling interests	1,228,429	-	-	-	-
Income (loss) before income and social contribution taxes and income from equity method investments	1,409,936	(128,687 )	(453,262 )	(216,541 )	(233,326 )
Income and social contribution taxes	(52,211 )	(68,733 )	(334,410 )	100,811	40,367
Equity pick-up	(21,795 )	108,265	59,687	42,161	88,913
Net income (loss) for the year	1,335,930	(89,155 )	(727,985 )	(73,569 )	(104,046 )
Net income attributable to non-controlling interests	13,462	32,048	27,784	21,214	30,333
Net income (loss) attributable to owners of Gafisa	1,322,468	(121,203 )	(755,769 )	(94,783 )	(134,379 )
Per share and ADS data(1):					
Per common share data—R\$ per share:					
Earnings (loss) per share—Basic	3.1022	(0.2804 )	(1.7511 )	(0.2298 )	(0.5030 )
Earnings (loss) per share—Diluted	3.0835	(0.2804 )	(1.7511 )	(0.2298 )	(0.5030 )
Weighted average number of shares outstanding — in thousands	426,300	432,246	431,586	412,434	267,174
Dividends declared and interest on equity	163,112	-	-	98,812	50,716
Per ADS data—R\$ per ADS(2):					
Profit (loss) per ADS —Basic(2)	6.2044	(0.5608 )	(3.5023 )	(0.4596 )	(1.006 )
Profit (loss) per ADS —Diluted(2)	6.1670	(0.5608 )	(3.5023 )	(0.4596 )	(1.006 )
Weighted average number of ADSs outstanding—in thousands	213,150	216,123	215,793	206,217	133,587
Dividends and interest on equity declared	163,112	-	-	98,812	50,716
Consolidated Balance Sheet Data:					
Brazilian GAAP:					
	2,024,163	1,567,755	858,351	1,201,148	1,424,053

## Cash, cash equivalents and short-term investments

Current and non-current properties for sale	2,094,414	2,166,424	2,463,374	2,206,072	1,748,457
Working capital(3)	2,996,884	3,764,756	1,848,311	4,808,337	3,195,413
Total assets	8,183,030	8,712,569	9,164,783	9,040,791	7,455,421
Total debt(4)	3,059,528	3,640,437	3,437,929	3,290,109	3,122,132
Total equity	3,214,483	2,685,829	2,743,576	3,632,172	2,384,181

## U.S. GAAP:

## Cash and cash equivalents, short-term investments and restricted short-term investments

Current and non-current properties for sale	2,024,163	1,566,042	858,351	1,127,382	1,395,668
Working capital(3)	2,816,204	3,260,711	3,847,858	3,690,328	3,068,738
Total assets	2,755,836	3,419,171	3,353,108	3,940,576	2,762,165
Total debt(4)	8,477,587	8,694,612	8,861,145	8,482,267	7,320,057
Total Gafisa equity	3,067,703	3,642,920	3,444,478	3,081,276	3,057,792
Equity of non-controlling interests	2,799,171	1,619,276	1,719,948	2,611,844	1,679,418
Total equity	23,074	53,222	21,174	20,833	18,426
Total equity	2,822,245	1,672,498	1,741,122	2,632,677	1,697,844



Table of Contents

	2013	As of and for the year ended December 31, 2012      2011      2010      (8)(9)      2009      (8)(9) (restated)      (restated) (in thousands except per share, per ADS and operating data)				
Consolidated cash flow provided by (used in):						
Brazilian GAAP						
Operating activities	297,652	644,288	(790,145 )	(1,079,643)	(692,084 )	
Investing activities	53,464	(287,960 )	(31,641 )	122,888	(762,164 )	
Financing activities	(568,124 )	162,080	634,952	920,197	1,555,745	
Operating data (10):						
Number of new developments	37	35	49	127	69	
Potential sales value(5)	2,886,204	2,951,961	3,526,298	4,491,835	2,301,224	
Number of units launched(6)	11,072	8,947	12,224	22,233	10,810	
Launched usable area (m2)(7)	2,893,541	3,153,251	2,250,725	3,008,648	1,415,110	
Units sold	10,187	7,157	9,844	20,744	21,952	

\* Common shares held in Treasury are not included.

- (1) On February 22, 2010, a stock split of our common shares was approved, giving effect to the split of one existing share into two new issued shares, increasing the number of shares from 167,077,137 to 334,154,274. All Brazilian GAAP and U.S. GAAP information relating to the numbers of shares and ADSs have been adjusted retroactively to reflect the share split on February 22, 2010. All Brazilian GAAP and U.S. GAAP earnings per share and ADS amounts have been adjusted retroactively to reflect the share split on February 22, 2010.
- (2) Earnings (loss) per ADS is calculated based on each ADS representing two common shares.
- (3) Working capital equals current assets less current liabilities.
- (4) Total debt comprises short-term and long-term of loans, financings and debentures.
- (5) Potential sales value is calculated by multiplying the number of units in a development by the sales price of the unit.
- (6) The units delivered in exchange for land pursuant to swap agreements are not included.
- (7) One square meter is equal to approximately 10.76 square feet.
- (8) The financial information as of and for the years ended December 31, 2010 and 2009 have been prepared in accordance with Brazilian GAAP in effect at such time. Since January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, previously applied by the Company is no longer allowed under Brazilian GAAP. Considering the unreasonable timing and expense effort to restate 2010 and 2009 Brazilian GAAP consolidated financial statements and consistent with the transition provisions provided by these new accounting standards we were not required to retrospectively restate our 2010 and our 2009 Brazilian GAAP consolidated financial statements for these new accounting standards. As a result, these jointly controlled investments are now accounted for through the equity method and, therefore, results for the years ended December 31, 2010 and 2009 are not comparable to those for subsequent periods.

- (9) As explained in Note 8.2 to our consolidated financial statements for the year ended December 31, 2013, the results of operations of Alphaville have been presented as discontinued operations under Brazilian GAAP in the Company's 2013, 2012 and 2011 consolidated statements of operations given its disposal during 2013. Under Brazilian GAAP, previous period balance sheet information is not retrospectively adjusted. Brazilian GAAP selected consolidated statement of operations financial data for the years ended December 31, 2010 and 2009 has also been retrospectively adjusted to also reflect discontinued operations for comparability purposes. Previously reported U.S. GAAP selected financial information is not impacted by this matter as Alphaville is reflected as a component of continuing operations for all periods presented, given the Company's significant continuing involvement in those operations via its 30% retained ownership interest.
- (10) While our financial statements and the financial information presented in this annual report have been restated to apply this change retrospectively to the comparative periods of December 31, 2012 and 2011, the operating information presented in this annual report has not been restated and reflects our percentage interest in such jointly-controlled investees as management believes it provides a better view of our operating performance.

#### Exchange Rates

All transactions involving foreign currency in the Brazilian market, whether carried out by investors resident or domiciled in Brazil or investors resident or domiciled abroad, must now be conducted on the consolidated exchange market through institutions authorized by the Central Bank and subject to the rules of the Central Bank.

Table of Contents

The Central Bank has allowed the real to float freely against the U.S. dollar since January 15, 1999. Since the beginning of 2001, the Brazilian exchange market has been increasingly volatile, and, until early 2003, the value of the real declined relative to the U.S. dollar, primarily due to financial and political instability in Brazil and Argentina. According to the Central Bank, in 2005, 2006 and 2007, however, the period-end value of the real appreciated in relation to the U.S. dollar 13.4%, 9.5% and 20.7%, respectively. In 2008, the period-end value of the real depreciated in relation to the U.S. dollar by 24.2%. In 2009 and 2010, the period-end value of the real appreciated in relation to the U.S. dollar by 34.2% and 4.3%. In 2011, the real depreciated against the U.S. dollar by 11.2%. In 2013 and 2012, the real depreciated by 13.2% and 8.9% against the U.S. dollar, respectively. On December 31, 2012, the period-end real/U.S. dollar exchange rate was R\$2.0435 per U.S. \$1.00, and on December 31, 2013 it was R\$2.3420 per U.S.\$1.00. Although the Central Bank has intervened occasionally to control unstable movements in the foreign exchange rates, the exchange market may continue to be volatile as a result of this instability or other factors, and, therefore, the real may substantially decline or appreciate in value in relation to the U.S. dollar in the future.

The following table shows the selling rate, expressed in reais per U.S. dollar (R\$/US\$), for the periods and dates indicated.

	Period-end	Average for period(1) (per U.S. dollar)	Low	High
Year Ended:				
December 31, 2009	1.741	2.062	1.702	2.422
December 31, 2010	1.665	1.759	1.655	1.880
December 31, 2011	1.876	1.718	1.535	1.902
December 31, 2012	2.044	1.907	1.702	2.112
December 31, 2013	2.362	2.199	1.925	2.445
Month Ended:				
October 2013	2.202	2.186	2.161	2.212
November 2013	2.325	2.289	2.242	2.336
December 2013	2.342	2.345	2.310	2.381
January 2014	2.426	2.386	2.333	2.439
February 2014	2.333	2.378	2.333	2.423
March 2014	2.263	2.313	2.260	2.365
April 2014 (through April 24, 2014)	2.223	2.239	2.197	2.281

(1) Average of the lowest and highest rates in the periods presented.

Source: Central Bank.

On April 24, 2014, the selling rate was R\$2.223 to US\$1.00. The real/dollar exchange rate fluctuates and, therefore, the selling rate at April 24, 2014 may not be indicative of future exchange rates.

Brazilian law provides that, whenever there is a serious imbalance in Brazil's balance of payments or serious reasons to foresee such imbalance, temporary restrictions may be imposed on remittances of foreign capital abroad. For approximately six months in 1989, and early 1990, for example, the Federal Government froze all dividend and capital repatriations that were owed to foreign equity investors. These amounts were subsequently released in accordance with Federal Government directives. There can be no assurance that similar measures will not be taken by the Federal Government in the future.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

This section is intended to be a summary of the more detailed discussion included elsewhere in this annual report. Our business, results of operations, financial condition or prospects could be adversely affected if any of

7

---

Table of Contents

these risks occurs, and as a result, the trading price of our common shares and ADSs could decline. The risks described below are those known to us and those that we currently believe may materially affect us.

Risks Relating to Our Business and to the Brazilian Real Estate Industry

Our business, results of operations, financial condition and the market price of our common shares or the ADSs may be adversely affected by weaknesses in general economic, real estate and other conditions.

The residential homebuilding and land development industry is cyclical and is significantly affected by changes in general and local economic conditions, such as:

- employment levels;
- population growth;
- consumer demand, confidence, stability of income levels and interest rates;
- availability of financing for land home site acquisitions and the availability of construction and permanent mortgages;
  - inventory levels of both new and existing homes;
  - supply of rental properties; and
  - conditions in the housing resale market.

Furthermore, the market value of undeveloped land, buildable lots and housing inventories held by us can fluctuate significantly as a result of changing economic and real estate market conditions. If there are significant adverse changes in economic or real estate market conditions, we will have to sell homes at a loss or hold land in inventory longer than planned.

For example, in 2008, the global financial crisis adversely impacted Brazil's gross domestic product, or "GDP," resulting in a decrease in both the number of developments launched and the rate of sales of our units. Worldwide financial market volatility may also adversely impact government plans for the Brazilian real estate industry, which may have a material adverse effect on our business, our financial condition and results of operations.

We operate in a highly competitive industry and our failure to compete effectively could adversely affect our business.

The Brazilian real estate industry is highly competitive and fragmented. We compete with several developers on the basis of land availability and location, price, funding, design, quality, and reputation as well as for partnerships with other developers. Because our industry does not have high barriers to entry, new competitors, including international companies working in partnership with Brazilian developers, may enter into the industry, further intensifying this competition. Some of our current potential competitors may have greater financial and other resources than we do. Furthermore, a significant portion of our real estate development and construction activity is conducted in the states of São Paulo, Rio de Janeiro, Minas Gerais and Bahia, areas where the real estate market is highly competitive due to a scarcity of properties in desirable locations and the relatively large number of local competitors. If we are not able to compete effectively, our business, our financial condition and the results of our operations could be adversely affected.

Problems with the construction and timely completion of our real estate projects, as well as third party projects for which we have been hired as a contractor, may damage our reputation, expose us to civil liability and decrease our profitability.

The quality of work in the construction of our real estate projects and the timely completion of these projects are major factors that affect our reputation, and therefore our sales and growth. We may experience delays in the construction of our projects or there may be defects in materials and/or workmanship. Any defects could delay the completion of our real estate projects, or, if such defects are discovered after completion, expose us to civil lawsuits by purchasers or tenants. These factors may also adversely affect our reputation as a contractor for third party projects, since we are responsible for our construction services and the building itself for five years. Construction projects often involve delays in obtaining, or the inability to obtain, permits or approvals from the relevant

## Table of Contents

authorities. In addition, construction projects may also encounter delays due to adverse weather conditions, natural disasters, fires, delays in the provision of materials or labor, accidents, labor disputes, unforeseen engineering, environmental or geological problems, disputes with contractors and subcontractors, unforeseen conditions at construction sites, disputes with surrounding landowners, or other events. In addition, we may encounter previously unknown conditions at or near our construction sites that may delay or prevent construction of a particular project. If we encounter a previously unknown condition at or near a site, we may be required to correct the condition prior to continuing construction and there may be a delay in the construction of a particular project. The occurrence of any one or more of these problems in our real estate projects could adversely affect our reputation and our future sales.

We may incur construction and other development costs for a project that exceeds our original estimates due to increases over time in interest rates, real estate taxes or costs associated with materials and labor, among others. We may not be able to pass these increased costs on to purchasers. Construction delays, scarcity of skilled workers, default and or bankruptcy of third party contractors, cost overruns and adverse conditions may also increase project development costs. In addition, delays in the completion of a project may result in a delay in the commencement of cash flow, which would increase our capital needs.

Our inability to acquire adequate capital to finance our projects could delay the launch of new projects and adversely affect our business.

We expect that the continued expansion and development of our business will require significant capital, including working capital, which we may be unable to obtain on acceptable terms, or at all, to fund our capital expenditures and operating expenses, including working capital needs. We may fail to generate sufficient cash flow from our operations to meet our cash requirements. Furthermore, our capital requirements may vary materially from those currently planned if, for example, our revenues do not reach expected levels or we have to incur unforeseen capital expenditures and make investments to maintain our competitive position. If this is the case, we may require additional financing sooner than anticipated, or we may have to delay some of our new development and expansion plans or otherwise forgo market opportunities. Future borrowing instruments such as credit facilities are likely to contain restrictive covenants, particularly in light of the recent economic downturn and unavailability of credit, and/or may require us to pledge assets as security for borrowings under those facilities. Our inability to obtain additional capital on satisfactory terms may delay or prevent the expansion of our business, which would have an adverse effect on our business. As of December 31, 2013, our net debt plus payable to venture partners (indebtedness from debentures, loans and financing, project financing and payables to venture partners balance, net of our cash and short term investments position) was R\$1,159 million: our cash and cash equivalents and short-term investments were R\$2,024 million and our total debt was R\$3,183 million including obligations to venture partners of R\$124 million.

Changing market conditions may adversely affect our ability to sell our property inventories at expected prices, which could reduce our margins and adversely affect the market price of our common shares or the ADSs.

We must constantly locate and acquire new tracts of land for development and development home sites to support our homebuilding operations. There is a lag between the time we acquire land for development or development home sites and the time that we can bring the properties to market and sell homes. As a result, we face the risk that demand for housing may decline, costs of labor or materials may increase, interest rates may increase, currencies may fluctuate and political uncertainties may occur during this period and that we will not be able to dispose of developed properties at expected prices or profit margins or within anticipated time frames or at all. Significant expenditures associated with investments in real estate, such as maintenance costs, construction costs and debt payments, cannot generally be reduced if changes in the economy cause a decrease in revenues from our properties. The market value of property inventories, undeveloped tracts of land and desirable locations can fluctuate significantly because of changing market conditions. In addition, inventory carrying costs (including interest on funds unused to acquire land or build homes) can be significant and can adversely affect our performance. Because of these factors, we may be forced to sell homes

and other real properties at a loss or for prices that generate lower profit margins than we anticipate. We may also be required to make material write-downs of the book value of our real estate assets in accordance with Brazilian and U.S. GAAP if values decline. The occurrence of any of these factors may adversely affect our business and results of operations.



## Table of Contents

We are subject to risks normally associated with permitting our purchasers to make payments in installments; if there are higher than anticipated defaults or if our costs of providing such financing increase, then our profitability could be adversely affected.

As is common in our industry, we and the special purpose entities, or “SPEs,” in which we participate permit some purchasers of the units in our projects to make payments in installments. As a result, we are subject to the risks associated with this financing, including the risk of default in the payment of principal or interest on the loans we make as well as the risk of increased costs for the funds raised by us. In addition, our term sales agreements usually bear interest and provide for an inflation adjustment. If the rate of inflation increases, the loan payments under these term sales agreements may increase, which may lead to a higher rate of payment default. If the default rate among our purchasers increases, our cash generation and, therefore, our profitability could be adversely affected.

In the case of a payment default after the delivery of financed units, Brazilian law provides for the filing of a collection claim to recover the amount owed or to repossess the unit following specified procedures. The collection of overdue amounts or the repossession of the property is a lengthy process and involves additional costs. It is uncertain that we can recover the full amount owed to us or that if we repossess a unit, we can re-sell the unit at favorable terms or at all.

The affordable entry-level segment is strongly dependent on the availability of financing, including from the Minha Casa, Minha Vida program and from Caixa Econômica Federal, or the “CEF.” The scarcity of financing, the increase in interest rates, the reduction in financing terms, share of financing per unit and subsidies or any other modification in other financing terms and conditions may adversely affect the performance of the affordable entry-level segment.

If we or the SPEs in which we participate fail to comply with or become subject to more onerous government regulations, our business could be adversely affected.

We and the SPEs in which we participate are subject to various federal, state and municipal laws and regulations, including those relating to construction, zoning, soil use, urban regulations, environmental protection, historical sites, consumer protection and antitrust. We are required to obtain, maintain and renew on a regular basis permits, licenses and authorizations from various governmental authorities in order to carry out our projects. We strive to maintain compliance with these laws and regulations, as well as with conditions of permits, licenses and authorizations. If we are unable to achieve or maintain compliance with these laws, regulations and conditions, we could be subject to fines, project shutdowns, cancellation of licenses and revocation of authorizations or other restrictions on our ability to develop our projects, which could have an adverse impact on our business, financial condition and results of operations. In addition, our contractors and subcontractors are required to comply with various labor and environmental regulations and tax and other regulatory obligations. Because we are secondary obligors to these contractors and subcontractors, if they fail to comply with these regulations or obligations, we may be subject to penalties by the relevant regulatory bodies, and to indemnification claims from affected third parties.

Regulations governing the Brazilian real estate industry as well as environmental laws have tended to become more restrictive over time. We cannot assure that new and stricter standards will not be passed or become applicable to us, or that stricter interpretations of existing laws and regulations will not be adopted. Furthermore, we cannot assure that any such more onerous regulations would not cause delays in our projects or that we would be able to secure the relevant permits and licenses. Any such event may require us to spend additional funds to achieve compliance with such new rules and therefore make the development of our projects more costly, which can adversely affect our business and the market price of our common shares or the ADSs.

Scarcity of financing and/or increased interest rates could cause a decrease in the demand for real estate properties, which could negatively affect our results of operations, financial condition and the market price of our common shares

or the ADSs.

The scarcity of financing and/or an increase in interest rates or in other indirect financing costs may adversely affect the ability or willingness of prospective buyers to purchase our products and services, especially prospective low income buyers. A majority of the bank financing obtained by prospective buyers comes from the Housing Financial System (Sistema Financeiro de Habitação), or the “SFH,” which is financed by funds raised from savings account deposits. The Brazilian Monetary Council (Conselho Monetário Nacional), or the “CMN,” often changes the amount of such funds that banks are required to make available for real estate financing. If the CMN restricts the amount of available funds that can be used to finance the purchase of real estate properties, or if there is an increase in interest rates, there may be a decrease in the demand for our residential and commercial properties and for the development of lots of land, which may adversely affect our business, financial condition and results of operations.

10

---

## Table of Contents

We and other companies in the real estate industry frequently extend credit to our clients. As a result, we are subject to risks associated with providing financing, including the risk of default on amounts owed to us, as well as the risk of increased costs of funding our operations. An increase in inflation would raise the nominal amounts due from our clients, pursuant to their sales agreements, which may increase their rates of default. If this were to occur, our cash generation and, therefore, our operating results may be adversely affected. In addition, we obtain financings from financial institutions at different rates and subject to different indexes and may be unable to match our debt service requirements with the terms of the financings we grant to our clients. The mismatch of rates and terms between the funds we obtain and the financings we grant may adversely affect us.

Some of our subsidiaries use significant funding from the home financing programs of the CEF, including the Minha Casa, Minha Vida program, and, as a result, are subject to institutional and operating changes in the CEF and enhance customer risk profiles associated with clients eligible for these programs.

The CEF has several home financing programs for the low-income segment, which are used by Construtora Tenda S.A., or “Tenda,” to fund its activities. The CEF is a state-owned financial institution and is subject to political influence, which may change the availability or the terms of the home financing programs. The cancellation, suspension, interruption or a significant change in such programs may affect our growth estimates and our business. Furthermore, the suspension, interruption or slowdown in the CEF’s activities to approve projects, grant financing to our clients and evaluate construction process, among other activities, may adversely impact our business, financial position, results of operations and the market price of our common shares and ADSs.

Also, in March 2009, the Brazilian government announced the creation of a public housing program called “Minha Casa, Minha Vida,” with an announcement in 2010 of a second phase of the program from 2011 until 2014, that aims to finance two million houses, twice as much as was financed in the first phase of the program. The program aims to reduce the housing deficit in Brazil, which as of 2010 was estimated to be 5.5 million houses. The program calls for government investment of more than R\$30 billion in the first phase and more than R\$72 billion during the second phase, to be made available through financing from the “CEF,” and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage. During the second phase of this program, 800 thousand houses will be built for families with monthly incomes of three to ten times the minimum wage, which make up our target clients under our Tenda brand. This program offers, among other things, long-term financing, lower interest rates, greater share of the property financed to the client, subsidies based on income level, lower insurance costs and the creation of a guarantor fund to refinance debt in case of unemployment. Financing to the affordable entry-level segment is primarily made available through the CEF. Any changes in such financing would force us to seek new sources of financing and the availability of funds under similar conditions is limited, which would have an adverse effect on our results of operations.

We may sell portions of our landbank located in nonstrategic regions, which is in line with our future strategies. As a result, we will prepare an annual analysis for impairment of our landbank.

As part of our strategy to focus our future operations on regions where our developments have historically been successful, and where we believe there is homebuilding potential based on market opportunities, we may sell portions of our landbank located outside of these regions. As a result, we will prepare an annual impairment analysis of our landbank based on the acquisition cost of the land in our portfolio. Starting in 2011, we have decided to sell a portion of our landbank and our evaluation of impairment on landbank and properties for sale resulted in provisions for impairment in the amount of R\$68.5 million in 2013, R\$53.8 million in 2012 and R\$92.1 million in 2011.

The real estate industry is dependent on the availability of credit, especially in the affordable entry-level segment.

One of our main strategies is to expand our operations to the affordable entry-level segment in which clients are strongly dependent on bank financing to purchase homes. This financing may not be available on favorable terms to our clients, or at all. Changes in the Real Estate Financing System (Sistema de Financiamento Imobiliário), or the “SFI,” and in the SFH rules, the scarcity of available resources or an increase in interest rates may affect the ability or desire of such clients to purchase homes, consequently affecting the demand for homes. These factors would have a material adverse effect on our business, financial condition and results of operations.

## Table of Contents

Because we recognize sales revenue from our real estate properties under the percentage of completion method of accounting under Brazilian GAAP as generally adopted by construction companies and under U.S. GAAP, when we meet the conditions specified by the respective accounting standards, an adjustment in the cost of a development project may reduce or eliminate previously reported revenue and income.

We recognize revenue from the sale of units in our properties based on the percentage of completion method of accounting, which requires us to recognize revenue as we incur the cost of construction. Total cost estimates are revised on a regular basis as the work progresses, and adjustments based upon such revisions are reflected in our results of operations in accordance with the method of accounting used. To the extent that these adjustments result in an increase, a reduction or an elimination of previously reported income, we will recognize a credit to or a charge against income, which could have an adverse effect on our previously reported revenue and income.

Our participation in SPEs creates additional risks, including potential problems in our financial and business relationships with our partners.

We invest in SPEs with other real estate developers and construction companies in Brazil. The risks involved with SPEs include the potential bankruptcy of our SPE partners and the possibility of diverging or inconsistent economic or business interests between us and our partners. If an SPE partner fails to perform or is financially unable to bear its portion of the required capital contributions, we could be required to make additional investments and provide additional services in order to make up for our partner's shortfall. In addition, under Brazilian law, the partners of an SPE may be liable for certain obligations of an SPE, including with respect to tax, labor, environmental and consumer protection laws and regulations. These risks could have an adverse effect on us.

We may experience difficulties in finding desirable land tracts and increases in the price of land may increase our cost of sales and decrease our earnings.

Our continued growth depends in large part on our ability to continue to acquire land and to do so at a reasonable cost. As more developers enter or expand their operations in the Brazilian home building industry, land prices could rise significantly and suitable land could become scarce due to increased demand, decreased supply or both. A resulting rise in land prices may increase our cost of sales and decrease our earnings. We may not be able to continue to acquire suitable land at reasonable prices in the future, which could adversely affect our business.

The market value of our inventory of undeveloped land may decrease, thus adversely affecting our results of operations.

We own tracts of undeveloped land that are part of our inventory for future developments. We also intend to increase our inventory and acquire larger tracts of land. The market value of these properties may significantly decrease from the acquisition date to the development of the project as a result of economic downturns or market conditions, which would have an adverse effect on our results of operations.

Increases in the price of raw materials and fixtures may increase our cost of sales and reduce our earnings.

The basic raw materials and fixtures used in the construction of our homes include concrete, concrete block, steel, aluminum, bricks, windows, doors, roof tiles and plumbing fixtures. Increases in the price of these and other raw materials, including increases that may occur as a result of shortages, duties, restrictions, or fluctuations in exchange rates, could increase our cost of sales. Any such cost increases could reduce our earnings and adversely affect our business.

If we are not able to implement our growth strategy as planned, or at all, our business, financial condition and results of operations could be adversely affected.

We plan to grow our business by selectively expanding to meet the growth potential of the Brazilian residential market. We believe that there is increasing competition for suitable real estate development sites. We may not find suitable additional sites for development of new projects or other suitable expansion opportunities.

We anticipate that we will need additional financing to implement our expansion strategy and we may not have access to the funding required for the expansion of our business or such funding may not be available to us on acceptable terms. We may finance the expansion of our business with additional indebtedness or by issuing additional debt or equity securities. For example, in 2012, we issued R\$360.0 million in subordinated indebtedness, including: (1) R\$150 million in bank credit certificates, or CCBs, on September 5, 2012, (2) R\$80 million in our third restricted public issuance of commercial paper in a single series in December 2012 and (3) R\$130 million in

## Table of Contents

CCBs issued by Alphaville secured by a pledge of sales receivables and certain ventures. In addition, on October 31, 2012, we amended the terms of certain CCBs in the amount of R\$100 million to provide additional security, including a first-priority mortgage of certain real estate ventures, a pledge of sales receivables and to adjust the payment terms of the CCB.

The SFH financing is used for covering costs related to the development of real estate ventures of the Company and its subsidiaries, and count on secured guarantee by the first-grade mortgage of real estate ventures and the fiduciary assignment of receivables.

On October 7, 2013, we entered into a loan of the Real Estate Finance System (SFI) in the amount of R\$300 million and final maturity in July 2017, guaranteed by first-grade mortgage of select real estate ventures of the Company and fiduciary assignment of real estate receivables of these ventures to provide funds for housing projects only. This contract has restrictive covenants which trigger early redemption upon the occurrence of certain events of default. As of December 31, 2013, the Company is compliant with all of its contractual obligations.

We could face financial risks, covenant restrictions and restrictions on our ability to employ assets associated with incurring additional indebtedness, such as reducing our liquidity and access to financial markets and increasing the amount of cash flow required to service such indebtedness, or associated with issuing additional stock, such as dilution of ownership and earnings.

There are risks for which we do not have insurance coverage or the insurance coverage we have in place may not be sufficient to cover damages that we may suffer.

We maintain insurance policies with coverage for certain risks, including damages arising from engineering defects, fire, landslides, storms, gas explosions and civil liabilities stemming from construction errors. We believe that the level of insurance we have contracted for accidents is consistent with market practice. However, there can be no assurance that such policies will always be available or provide sufficient coverage for certain damages. In addition, there are certain risks that may not be covered by such policies, such as damages resulting from war, force majeure or the interruption of certain activities and, therefore any requirement to pay amounts not covered by our insurance may have a negative impact on our business and our results of operations. Furthermore, we are required to pay penalties and other fines whenever there is delay in the delivery of our units, and such penalties and fines are not covered by our insurance policies.

Moreover, we cannot guarantee that we will be able to renew our current insurance policies under favorable terms, or at all. As a result, insufficient insurance coverage or our inability to renew existing insurance policies could have an adverse effect on our financial condition and results of operations.

Our level of indebtedness could have an adverse effect on our financial health, diminish our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or the real estate industry.

As of December 31, 2013, our total debt (loans, financing and debentures) and payables to venture partners was R\$3,183 million and our short-term debt and payables to venture partners was R\$1,267 million. In addition, as of December 31, 2013 our cash and cash equivalents and short-term investments available was R\$2,024 million and our net debt represented 36.1% of our shareholders' equity including the non-controlling interest. Our indebtedness has variable interest rates. Our level of indebtedness could have important negative consequences for us. For example, it could:

- require us to dedicate a large portion of our cash flow from operations to fund payments on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate

purposes;

- increase our vulnerability to adverse general economic or industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate;
- limit our ability to raise additional debt or equity capital in the future or increase the cost of such funding;
- restrict us from making strategic acquisitions or exploring business opportunities; and



Table of Contents

- place us at a competitive disadvantage compared to our competitors that have less debt.

Certain of our debt agreements contain financial and other covenants and any default under such debt agreements may have a material adverse effect on our financial condition and cash flows.

Certain of our existing debt agreements contain restrictions and covenants and require the maintenance or satisfaction of specified financial ratios, ratings and tests. Our ability to meet these financial ratios, ratings and tests can be affected by events beyond our control and we cannot assure that we will meet those tests, especially given the lower yield environment in which the industry currently operates. Failure to meet or satisfy any of these covenants, financial ratios or financial tests could result in an event of default under these and other agreements, as a result of cross-default provisions. If we are unable to comply with our debt covenants, we could be forced to seek waivers.

If we are unable to obtain waivers, a large portion of our debt could be subject to acceleration. We do not believe such occurrence to be likely; however, if it were to happen, we could be required to renegotiate, restructure or refinance our indebtedness, seek additional equity capital or sell assets, which could materially and adversely affect us.

We cannot guarantee that we will be successful in obtaining any waivers. As of December 31, 2013, the Company and its subsidiaries were in compliance with the contractual covenants provided for in our debentures and other credit instruments.

We may not be successful in managing and integrating the businesses and activities Cipesa and Tenda.

We have acquired controlling stakes in two Brazilian real estate companies: (1) Cipesa Empreendimentos Imobiliários S.A., one of the leading homebuilders in the State of Alagoas; and (2) Construtora Tenda S.A., a residential homebuilder with a focus on the affordable entry-level segment. However, we may not be successful in managing and integrating these companies, which could adversely affect our business.

Failures or delays by our third party contractors may adversely affect our reputation and business and expose us to civil liability.

We engage third party contractors to provide services for our projects. Therefore, the quality of work in the construction of our real estate projects and the timely completion of these projects may depend on factors that are beyond our control, including the quality and timely delivery of building materials and the technical skills of the outsourced professionals. Such outsourcing may delay the identification of construction problems and, as a result, the correction of such problems. Any failures, delays or defects in the services provided by our third party contractors may adversely affect our reputation and relationship with our clients, which would adversely affect our business and results of operations.

We may be unable to successfully implement our strategy of reorganizing our operational organization and performance.

We intend to carry out a strategy seeking to reorganize our operational organization and promote performance. This strategy includes the implementation of a new management structure that, among other things, assigns each brand manager direct responsibility for the operating performance of each brand, and implementing a corporate culture shift within our Tenda brand focused on aligning incentives to improve project execution. As a result, we established a new operating structure organized by brand (Gafisa and Tenda) and appointed divisional executive officers responsible for the profit and loss of each business unit. This strategy is intended to pursue the goal of helping to produce more stable cash flow and contributing toward a return to sustainable growth. However, there can be no assurance that we will be able to successfully implement such strategy, and therefore we may also be unsuccessful in achieving such goals

behind such strategy, which could result in a material adverse effect with respect to our business, financial condition or results of operations.

Unfavorable judicial, administrative or arbitration decisions may adversely affect us.

We currently are, and may be in the future, defendants in several judicial, administrative proceedings related to civil, labor and tax matters. We cannot assure you that we will obtain favorable decisions in such proceedings, that such proceedings will be dismissed, or that our provisions for such proceedings are sufficient in the event of an unfavorable decision. Unfavorable decisions that impede our operations, as initially planned, or that result in a claim amount that is not adequately covered by provisions in our balance sheet, may adversely affect our business and financial condition.

## Table of Contents

We may be held responsible for labor liabilities of our third party contractors.

We may be held responsible for the labor liabilities of our third party contractors and obligated to pay for fines imposed by the relevant authorities in the event that our third party contractors do not comply with applicable legislation. As of December 31, 2013, R\$55.6 million of our R\$193.3 million of total labor liabilities and provisions were for such liabilities. Approximately 65% of the labor claims were commenced by employees of our third party contractors. An adverse result in such claims would cause an adverse effect on our business.

Failure to keep members of our senior management and/or our ability to recruit and retain qualified professionals may have a material adverse effect on our business, financial condition and results of operations.

Our future success depends on the continued service and performance of our senior management and our ability to recruit and retain qualified professionals. None of the members of our senior management are bound to long-term labor contracts or non-compete agreements and there can be no assurance that we will successfully recruit and retain qualified professionals to our management as our business grows. The loss of any key professionals or our inability to recruit or retain qualified professionals may have an adverse effect on our business, financial condition and results of operations.

Changes in Brazilian GAAP due to its migration towards IFRS may adversely affect our results.

Brazilian corporate law was amended by Law No. 11,638 dated December 28, 2007 in order to facilitate the convergence of Brazilian GAAP with IFRS, and thereafter, the CPC issued new accounting standards that generally converged Brazilian GAAP to IFRS.

Through December 31, 2009, our financial statements were prepared in accordance with Brazilian GAAP in effect at the time. We elected January 1, 2009 as a transition date for full adoption of the new Brazilian GAAP as generally adopted by construction companies in Brazil, and amended certain accounting practices in the Brazilian GAAP financial statements. Our financial statements as of and for the year ended December 31, 2009 have been restated to reflect these adjustments.

With the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), since January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP. Consequently these jointly-controlled investments are now accounted for through the equity method.

Under U.S. GAAP, because such investments provide substantive voting rights granted to minority shareholders, they preclude the Company from consolidating these entities. Accordingly, for purposes of U.S. GAAP these investments are also accounted for based on the equity method of accounting.

### Risks Relating to Brazil

Brazilian economic, political and other conditions, and Brazilian government policies or actions in response to these conditions, may negatively affect our business and results of operations and the market price of our common shares or the ADSs.

The Brazilian economy has been characterized by frequent and occasionally extensive intervention by the Brazilian government and unstable economic cycles. The Brazilian government has often changed monetary, taxation, credit, tariff and other policies to influence the course of the Brazilian economy. For example, the government's actions to control inflation have at times involved setting wage and price controls, blocking access to bank accounts, imposing

exchange controls and limiting imports into Brazil. We have no control over, and cannot predict, what policies or actions the Brazilian government may take in the future.

Our business, results of operations, financial condition and prospects, as well as the market prices of our common shares or the ADSs, may be adversely affected by, among others, the following factors:

- exchange rate movements;
- exchange control policies;
- expansion or contraction of the Brazilian economy, as measured by rates of GDP;

Table of Contents

- inflation;
- tax policies;
- other economic, political, diplomatic and social developments in or affecting Brazil;
- interest rates;
- energy shortages;
- liquidity of domestic capital and lending markets; and
- social and political instability.

Uncertainty over whether the Brazilian government may implement changes in policy or regulations may contribute to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets as well as securities issued abroad by Brazilian issuers. As a result, these uncertainties and other future developments in the Brazilian economy may adversely affect us and our business and results of operations and the market price of our common shares and the ADSs.

Inflation, and government measures to curb inflation, may adversely affect the Brazilian economy, the Brazilian securities market, our business and operations and the market prices of our common shares or the ADSs.

At times in the past, Brazil has experienced high rates of inflation. According to the General Market Price Index (Índice Geral de Preços—Mercado), or “IGP-M”, inflation rates in Brazil were 3.8% in 2006, 7.8% in 2007, 9.8% in 2008, (1.7)% in 2009, 11.3% in 2010, 5.1% in 2011, 7.8% in 2012, 5.5% in 2013 and 0.9% in the two month period ended February 28, 2014. In addition, according to the Expanded Consumer Price Index (Índice de Preços ao Consumidor Ampliado), or “IPCA,” Brazilian consumer price inflation rates were 3.1% in 2006, 4.5% in 2007, 5.9% in 2008, 4.3% in 2009, 5.9% in 2010, 6.5% in 2011, 5.8% in 2012, 5.9% in 2013 and 0.55% in the one month period ended January 31, 2014. Our term sales agreements usually provide for an inflation adjustment linked to the National Construction Cost Index (Índice Nacional de Custo de Construção), or “INCC”. The INCC increased by 6.2% in 2007, 11.9% in 2008, 3.14% in 2009, 7.77% in 2010, 7.49% in 2011, 7.12% in 2012 and 8.1% in 2013. The Brazilian government’s measures to control inflation have often included maintaining a tight monetary policy with high interest rates, thereby restricting availability of credit and reducing economic growth. Inflation, actions to combat inflation and public speculation about possible additional actions have also contributed materially to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets.

Brazil may experience high levels of inflation in future periods. Periods of higher inflation may slow the rate of growth of the Brazilian economy, which could lead to reduced demand for our products in Brazil and decreased net sales. Inflation is also likely to increase some of our costs and expenses, which we may not be able to pass on to our customers and, as a result, may reduce our profit margins and net income. In addition, high inflation generally leads to higher domestic interest rates, and, as a result, the costs of servicing our reais-denominated debt may increase, resulting in lower net income. Inflation and its effect on domestic interest rates can, in addition, lead to reduced liquidity in the domestic capital and lending markets, which could affect our ability to refinance our indebtedness in those markets. In addition, increases in inflation rates would increase the outstanding debt of our customers, which could increase default levels and affect our cash flows. Any decline in our net operating revenue or net income and any deterioration in our financial condition would also likely lead to a decline in the market price of our common shares and the ADSs.

Social, political and economic events and the perception of risks, especially in other emerging economies, may adversely affect the Brazilian economy, and consequently, our business, financial condition, results of operations and the market price of our securities.

The Brazilian capital markets are influenced by the Brazilian market and economic conditions and, to a certain extent, by the conditions in other Latin American countries and other emerging market countries. Investors' reactions to developments in certain countries may have an adverse effect on the market value of the securities of Brazilian issuers. Crises in other Latin American and emerging market countries normally trigger a significant outflow of funds and the reduction of foreign investment in Brazil. For example, in 2001 Argentina announced a moratorium on its public debt after a recession and a period of political instability, which affected investor perceptions towards the Brazilian capital markets for many years. Crises in other Latin American and emerging

## Table of Contents

market countries may diminish investor interest in the securities of Brazilian issuers, including ours, which could negatively affect the market price of our common shares.

The market for securities issued by Brazilian companies is influenced, to a varying degree, by international economic and market conditions generally, especially in the United States. The prices of shares traded on the São Paulo Stock Exchange (BM&F Bovespa S.A. — Bolsa de Valores Mercadorias e Futuros), or the “BM&FBOVESPA,” have been historically affected by the fluctuation of interest rates and stock exchange indexes in the United States. Events in other countries or capital markets could have an adverse effect on the price of our shares, which could make it more difficult for us to access the capital markets and obtain financing on acceptable terms in the future, or at all.

Fluctuations in interest rates may have an adverse effect on our business and the market prices of our common shares and the ADSs.

The Central Bank establishes the basic interest rate target for the Brazilian financial system by reference to the level of economic growth of the Brazilian economy, the level of inflation and other economic indicators. Debts of companies in the real estate industry, including ours, are subject to the fluctuation of market interest rates, as established by the Central Bank. Should such interest rates increase, the costs relating to the service of our debt obligations would also increase.

As of December 31, 2013, our indebtedness was denominated in reais and subject to Brazilian floating interest rates, such as the Reference Interest Rate (Taxa Referencial), or “TR,” and the Interbank Deposit Certificate Rate (Certificado de Depósito Interbancário), or “CDI rate.” Any increase in the TR rate or the CDI rate may have an adverse impact on our financial expenses, our results of operations and on the market price of our common shares or the ADSs. We are not a party to any hedging instruments with respect to our indebtedness.

Restrictions on the movement of capital out of Brazil may adversely affect your ability to receive dividends and distributions on the ADSs and on our common shares, or the proceeds of any sale of our common shares.

Brazilian law permits the Brazilian government to impose temporary restrictions on conversions of Brazilian currency into foreign currencies and on remittances to foreign investors of proceeds from their investments in Brazil whenever there is a serious imbalance in Brazil’s balance of payments or there are reasons to expect a pending serious imbalance. The Brazilian government last imposed remittance restrictions for approximately six months in 1989 and early 1990. The Brazilian government may take similar measures in the future. Any imposition of restrictions on conversions and remittances could hinder or prevent holders of our common shares or the ADSs from converting into U.S. dollars or other foreign currencies and remitting abroad dividends, distributions or the proceeds from any sale in Brazil of our common shares. Exchange controls could also prevent us from making payments on our U.S. dollar-denominated debt obligations and hinder our ability to access the international capital markets. As a result, exchange controls restrictions could reduce the market prices of our common shares and the ADSs.

Changes in tax laws may increase our tax burden and, as a result, adversely affect our profitability.

The Brazilian government regularly implements changes to tax regimes that may increase our and our customers’ tax burdens. These changes include modifications in the rate of assessments and, on occasion, enactment of temporary taxes, the proceeds of which are earmarked for designated governmental purposes. In April 2003, the Brazilian government presented a tax reform proposal, which was mainly designed to simplify tax assessments, to avoid internal disputes within and between the Brazilian states and municipalities, and to redistribute tax revenues. The tax reform proposal provided for changes in the rules governing the federal Social Integration Program (Programa de Integração Social), or “PIS,” the federal Contribution for Social Security Financing (Contribuição para Financiamento da Seguridade Social), or “COFINS,” the state Tax on the Circulation of Merchandise and Services (Imposto Sobre a

Circulação de Mercadorias e Serviços), or “ICMS,” and other taxes. The effects of these proposed tax reform measures and any other changes that result from enactment of additional tax reforms have not been, and cannot be, quantified. However, some of these measures, if enacted, may result in increases in our overall tax burden, which could negatively affect our overall financial performance.



Table of Contents

Risks Relating to Our Common Shares and the ADSs

International economic and market conditions, especially in the United States, may adversely affect the market price of the ADSs.

The market for securities issued by Brazilian companies is influenced, to a varying degree, by international economic and market conditions generally. Because our ADSs are listed on the New York Stock Exchange, or the “NYSE,” adverse market conditions and economic and/or political crises, especially in the United States, such as the subprime mortgage lending crisis in 2007 and 2008 and the financial and credit crises in 2008, have at times resulted in significant negative impacts on the market price of our ADSs. Despite the fact that our clients, whether financed by us or by Brazilian banks through resources obtained in the local market, are not directly exposed to the mortgage lending crisis in the United States, there are still uncertainties as to whether such crisis may indirectly affect homebuilders worldwide. The uncertainties generated by the subprime crisis may affect the market prices of our ADSs and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms or at all.

Developments and the perception of risks in other countries, especially emerging market countries, may adversely affect the market prices of our common shares and the ADSs.

The market for securities issued by Brazilian companies is influenced, to varying degrees, by economic and market conditions in other emerging market countries, especially other Latin American countries. Although economic conditions are different in each country, the reaction of investors to developments in one country may cause the capital markets in other countries to fluctuate. Developments or adverse economic conditions in other emerging market countries have at times resulted in significant outflows of funds from, and declines in the amount of foreign currency invested in, Brazil. For example, in 2001, after a prolonged recession, followed by political instability, Argentina announced that it would no longer continue to service its public debt. The economic crisis in Argentina negatively affected investors’ perceptions of Brazilian securities for several years. Economic or political crises in Latin America or other emerging markets may significantly affect perceptions of the risk inherent in investing in the region, including Brazil.

The Brazilian economy is also affected by international economic and general market conditions, especially economic and market conditions in the United States. Share prices on the BM&FBOVESPA, for example, have historically been sensitive to fluctuations in U.S. interest rates as well as movements of the major U.S. stock indexes, particularly in the current worldwide economic downturn. Developments in other countries and securities markets could adversely affect the market prices of our common shares and the ADSs and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms or at all.

The relative volatility and the lack of liquidity of the Brazilian securities market may adversely affect you.

The Brazilian securities market is substantially smaller, less liquid, more concentrated and more volatile than major securities markets in the United States. This may limit your ability to sell our common shares and the common shares underlying your ADSs at the price and time at which you wish to do so. The BM&FBOVESPA, the only Brazilian stock exchange, had a market capitalization of US\$1.04 trillion as of December 31, 2013 and an average daily trading volume of US\$2.26 billion for 2013. In comparison, the NYSE had a domestic market capitalization of US\$16,613 trillion (excluding funds and non-U.S. companies) as of February, 2014 and an average daily trading volume of approximately US\$169 billion for 2013.

There is also a large concentration in the Brazilian securities market. The ten largest companies in terms of market capitalization represented 21,2% of the aggregate market capitalization of the BM&FBOVESPA as of December 31,

2013. The top ten stocks in terms of trading volume accounted for 60% of all shares traded on the BM&FBOVESPA in 2013. Gafisa's average daily trading volume on the BM&FBOVESPA and in the NYSE in 2013 was US\$39.0 million and US\$6.5 million, respectively.

Shares eligible for future sale may adversely affect the market value of our common shares and the ADSs.

Certain of our shareholders have the ability, subject to applicable Brazilian laws and regulations and applicable securities laws in the relevant jurisdictions, to sell our shares and the ADSs. We cannot predict what effect future sales of our shares or ADSs may have on the market price of our shares or the ADSs. Future sales of substantial amounts of such shares or the ADSs, or the perception that such sales could occur, could adversely affect the market prices of our shares or the ADSs.

## Table of Contents

The economic value of your investment in our company may be diluted.

We may need additional funds in the future, in order to expand more rapidly, develop new markets, respond to competitive pressures or make acquisitions. Any necessary additional financing may not be available on terms favorable to us. If adequate funds are not available on acceptable terms, we may be unable to meet our business or strategic objectives or compete effectively. If additional funds are raised by our issuing new equity securities existing shareholders may be diluted. See “Item 4. Information on the Company—A. History and Development of the Company.”

Holders of our common shares or the ADSs may not receive any dividends or interest on shareholders’ equity.

According to our bylaws, we must generally pay our shareholders at least 25% of our annual net profit as dividends or interest on shareholders’ equity, as calculated and adjusted under the Brazilian corporate law method. This adjusted net profit may be used to absorb losses or for the payment of statutory participation on profits to debenture holders, employees or members of our management, which would ultimately reduce the amount available to be paid as dividends or interest on shareholders’ equity. Additionally, the Brazilian corporate law allows a publicly traded company like us to suspend the mandatory distribution of dividends in any particular year if our board of directors informs our shareholders that such distributions would be inadvisable in view of our financial condition or cash availability. For 2003, 2004 and 2005, we did not distribute dividends. We distributed dividends in each of 2007, 2008, 2009 and 2010 with respect to the prior respective fiscal year. Based on the negative results of the fiscal year 2012, on April 19, 2013, our shareholders did not approve any distribution of dividends. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy.

On December 20, 2013, with the completion of the sale of the Alphaville interest, as fully detailed in item “4. Information on the Company—A. History and Development of the Company”, our shareholders approved the payment of interest on equity in the amount of R\$130.2 million, representing R\$0.31112217224 per share. Such payment was effective February 12, 2014.

Holders of ADSs may find it difficult to exercise voting rights at our shareholders’ meetings.

Holders of ADSs may exercise voting rights with respect to our common shares represented by ADSs only in accordance with the terms of the deposit agreement governing the ADSs. Holders of ADSs will face practical limitations in exercising their voting rights because of the additional steps involved in our communications with ADS holders. For example, we are required to publish a notice of our shareholders’ meetings in specified newspapers in Brazil. Holders of our common shares will be able to exercise their voting rights by attending a shareholders’ meeting in person or voting by proxy. By contrast, holders of ADSs will receive notice of a shareholders’ meeting from the ADR depositary following our notice to the depositary requesting the depositary to do so. To exercise their voting rights, holders of ADSs must instruct the ADR depositary on a timely basis. This voting process necessarily will take longer for holders of ADSs than for holders of our common shares. Common shares represented by ADSs for which no timely voting instructions are received by the ADR depositary from the holders of ADSs shall not be voted.

Holders of ADSs also may not receive the voting materials in time to instruct the depositary to vote the common shares underlying their ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions of the holders of ADSs or for the manner of carrying out those voting instructions. Accordingly, holders of ADSs may not be able to exercise voting rights, and they will have little, if any, recourse if the common shares underlying their ADSs are not voted as requested.

No single shareholder or group of shareholders holds more than 50% of our capital stock, which may increase the opportunity for alliances between shareholders as well as conflicts between them.

No single shareholder or group of shareholders holds more than 50% of our capital stock. There is no guidance in Brazilian corporate law for publicly-held companies without an identified controlling shareholder. Due to the absence of a controlling shareholder, we may be subject to future alliances or agreements between our shareholders, which may result in the exercise of a controlling power over our company by them. In the event a controlling group is formed and decides to exercise its controlling power over our company, we may be subject to unexpected changes in our corporate governance and strategies, including the replacement of key executive officers. Additionally, we may be more vulnerable to a hostile takeover bid. The absence of a controlling group may also jeopardize our decision-making process as the minimum quorum required by law for certain decisions by shareholders may not be reached and, as a result, we cannot guarantee that our business plan will be affected. Any unexpected change in our

Table of Contents

management team, business policy or strategy, any dispute between our shareholders, or any attempt to acquire control of our company may have an adverse impact on our business and result of operations.

Holders of ADSs will not be able to enforce the rights of shareholders under our bylaws and Brazilian corporate law and may face difficulties in protecting their interests because we are subject to different corporate rules and regulations as a Brazilian company.

Holders of ADSs are not direct shareholders of our company and are unable to enforce the rights of shareholders under our bylaws and Brazilian corporate law.

Our corporate affairs are governed by our bylaws and Brazilian corporate law, which differ from the legal principles that would apply if we were incorporated in a jurisdiction in the United States, such as the State of Delaware or New York, or elsewhere outside Brazil. Although insider trading and price manipulation are crimes under Brazilian law, the Brazilian securities markets are not as highly regulated and supervised as the U.S. securities markets or the markets in some other jurisdictions. In addition, rules and policies against self-dealing or for preserving shareholder interests may be less well-defined and enforced in Brazil than in the United States and certain other countries, which may put holders of the ADSs at a potential disadvantage. Corporate disclosures also may be less complete or informative than for a public company in the United States or in certain other countries.

Holders of ADSs may face difficulties in serving process on or enforcing judgments against us and other persons.

We are a corporation organized under the laws of Brazil, and all of our directors and executive officers and our independent public accountants reside or are based in Brazil. Most of the assets of our company and of these other persons are located in Brazil. As a result, it may not be possible for holders of ADSs to effect service of process upon us or these other persons within the United States or other jurisdictions outside Brazil or to enforce against us or these other persons judgments obtained in the United States or other jurisdictions outside Brazil. Because judgments of U.S. courts for civil liabilities based upon the U.S. federal securities laws may be enforced in Brazil only if certain conditions are met, holders may face greater difficulties in protecting their interests in the case of actions by us or our directors or executive officers than would shareholders of a U.S. corporation.

Changes in Brazilian tax laws may have an adverse impact on the taxes applicable to a disposition of the ADSs.

According to Law No. 10,833 of December 29, 2003, the disposition of assets located in Brazil by a non-resident to either a Brazilian resident or a non-resident is subject to taxation in Brazil, regardless of whether the disposition occurs outside or within Brazil. Thus, gains arising from a disposition of our common shares by a non-resident of Brazil to another non-resident of Brazil are subject to income tax.

Our interpretation of Law No. 10,833 is that ADSs should not be regarded as assets located in Brazil. Accordingly, the disposition of our ADSs by a non-resident to either a Brazilian resident or a non-resident should not be subject to taxation in Brazil. However, in the event that a disposition of our ADSs is considered a disposition of assets located in Brazil, this tax law could result in the imposition of withholding taxes on the disposition of our ADSs by a non-resident of Brazil. We are not aware of precedents on the application of Law No. 10,833 to ADSs and, accordingly, we are unable to predict whether Brazilian courts would apply it to a disposition of our ADSs by a non-resident of Brazil. See “Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations—Gains.”

Any gain or loss recognized by a U.S. Holder (as defined in “Item 10. Additional Information—E. Taxation—U.S. Federal Income Tax Considerations”) would be treated as U.S. source gain or loss for all foreign tax credit purposes. U.S. Holders should consult their tax advisers as to whether the Brazilian tax on gain would be creditable against the holder’s U.S. federal income tax on foreign-source income from other sources.

Judgments of Brazilian courts with respect to our common shares will be payable only in reais.

If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of the common shares, we will not be required to discharge our obligations in a currency other than reais. Under Brazilian exchange control limitations, an obligation in Brazil to pay amounts denominated in a currency other than reais may be satisfied in Brazilian currency only at the exchange rate, as determined by the Central Bank, in effect on the date of payment. The exchange rate may not afford non-Brazilian investors with full compensation for any claim arising out of or related to our obligations under our common shares or the ADSs.

## Table of Contents

Holders of ADSs may be unable to exercise preemptive rights with respect to our common shares underlying the ADSs.

Holders of ADSs will be unable to exercise the preemptive rights relating to our common shares underlying ADSs unless a registration statement under the U.S. Securities Act of 1933, as amended, or the “Securities Act,” is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of ADSs. We may decide, in our discretion, not to file any such registration statement. If we do not file a registration statement or if we, after consultation with the ADR depository, decide not to make preemptive rights available to holders of ADSs, those holders may receive only the net proceeds from the sale of their preemptive rights by the depository, or if they are not sold, their preemptive rights will be allowed to lapse.

An exchange of ADSs for common shares risks loss of certain foreign currency remittance and Brazilian tax advantages.

The ADSs benefit from the certificate of foreign capital registration, which permits Citibank N.A., as depository, to convert dividends and other distributions with respect to our common shares into foreign currency, and to remit the proceeds abroad. Holders of ADSs who exchange their ADSs for common shares will then be entitled to rely on the depository’s certificate of foreign capital registration for five business days from the date of exchange. Thereafter, they will not be able to remit the proceeds abroad unless they obtain their own certificate of foreign capital registration under the terms of Law No. 4,131/62, or unless they qualify under Resolution CMN 2,689, which entitles certain investors to buy and sell shares on Brazilian stock exchanges or organized over-the-counter market and benefit from the certificate of foreign capital registration managed by their authorized representatives in Brazil. See “Item 9. The Offering and Listing—C. Markets—Investment in Our Common Shares by Non-Residents of Brazil.”

If holders of ADSs do not qualify under Resolution CMN 2,689, they will generally be subject to less favorable tax treatment on distributions with respect to our common shares. There can be no assurance that the depository’s certificate of registration or any certificate of foreign capital registration obtained by holders of ADSs will not be affected by future legislative or regulatory changes, or that additional Brazilian law restrictions applicable to their investment in the ADSs may not be imposed in the future.

A portion of the compensation of our officers and members of the senior management is paid in form of stock options, which could tie their interest to the market price of our shares and ADSs.

We have established stock option plans for our officers and members of our senior management. Potential benefits under the stock option plans are tied to the appreciation of the market price of our shares and ADSs.

As a result, our compensation policy may influence our officers and members of the senior management and their interest to the market price of our shares and ADSs, which may conflict with the interests of our shareholders. Our officers and members of the senior management may be influenced to focus on short-term rather than long-term results because a significant portion of their compensation is tied to our results and the market price of our shares and ADSs. See “Item 6. Directors, Senior Management and Employees—E. Share Ownership—Stock Option Plans” in this annual report.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

General

Gafisa S.A. is a corporation organized under the laws of Brazil. We were incorporated on November 12, 1996 for an indefinite term. Our registered and principal executive offices are located at Av. Nações Unidas No. 8.501, 19th floor, 05425-070, São Paulo, SP, Brazil, and our general telephone and fax numbers are + 55 (11) 3025-9000 and + 55 (11) 3025-9242, respectively.

We are a leading diversified national homebuilder serving all demographic segments of the Brazilian market. Established over 60 years ago, we have completed and sold more than 1,000 developments and constructed over 12 million square meters of housing under the Gafisa brand, which we believe is more than any other homebuilder in Brazil. Recognized as one of the foremost professionally-managed homebuilders, we are also one of the best-known



Table of Contents

brands in the real estate development market, enjoying a reputation among potential homebuyers, brokers, lenders, landowners, and competitors for quality, consistency and professionalism. Our brands include Tenda, which serves the affordable entry-level housing segments, Gafisa, which offers a variety of residential options to the mid to higher income segments and Alphaville (equity method investment), which focuses on the identification, development and sale of high quality residential communities. In addition, we provide construction services to third parties.

Our core business is the development of high-quality residential units in attractive locations. For the year ended December 31, 2013, approximately 38% of the value of our launches was derived from high and mid high-level residential developments under the Gafisa brand. We are also engaged in the development of land subdivisions, also known as residential communities, representing approximately 51% of the value of our launches under the Alphaville brand. As fully detailed below, in 2013 we sold 70% of our controlling interest in Alphaville and retained the remaining 30% interest.

In addition, we provide construction services to third parties. In 2013, total units in our affordable entry-level housing brand, Tenda represented 12% of the value of our launches.

We currently operate in several cities, including São Paulo, Rio de Janeiro, Salvador, Fortaleza, Natal, Curitiba, Belo Horizonte, Manaus, Porto Alegre and Belém. Many of these developments are located in markets where few large competitors currently operate. For the year ended December 31, 2013, approximately 37.4% of the value of our launches was derived from our operations outside the states of São Paulo and Rio de Janeiro.

In the fourth quarter of 2011, we conducted an extensive review of our operations and the operations of our subsidiaries, and our combined business strategy. As a result of this review, the following changes were made: temporary reductions of the activities of the Tenda segment, increase in investments in the Alphaville segment and focus the Gafisa segment on the markets of Sao Paulo and Rio de Janeiro.

The closing of 2013 marks the completion of Gafisa's strategic repositioning, which commenced in early 2012. Our goal at the time was clear: we needed to reduce the level of debt and restrict the Company's exposure to unprofitable businesses and markets. This process evolved positively throughout the last two years in several fronts - including improvement in margins and cash generation, and culminated with the sale of a 70% interest in Alphaville, which unlocked significant value and contributed to a reduction in the Company's leverage, adjusting its capital structure. At the end of 2013 we finalized the development of our five-year business plan for the period from 2014 to 2018. During the planning process, we set guidelines for the development of our business for the upcoming years, including the expected size of Gafisa and Tenda operations, appropriate leverage, profitability guidelines, and more importantly, our commitment to capital discipline and shareholder value generation, which are reflected in the guidance released to the market at the end of 2013. Gafisa S.A. completed the sale of a majority interest in Alphaville Urbanismo S.A. ("Alphaville"), the leading residential community development company in Brazil, to Private Equity AE Investimentos e Participações ("Fundo AE"), which has as shareholders Pátria Investimentos and Blackstone Real Estate Advisor, which was announced on June 7, 2013. The transaction values Alphaville at an equity value of R\$2.0 billion. The cash sale to Pátria and Blackstone resulted in Fundo AE owning 70% of Alphaville, with Gafisa retaining the remaining 30%. All precedent conditions were met including governmental approval, to the completion of the transaction. The transaction was concluded with a sale of 50% interest by Gafisa and 20% interest by Construtora Tenda S.A. ("Tenda"), with Gafisa retaining the remaining 30% of Alphaville capital stock. After this transaction Alphaville was no longer consolidated in the financial statements of the Company since November 2013.

The Company's results of operations reflect the results of operations of Alphaville for the period January 1 to November, 30 2013 which are presented in the line item "Results from discontinued operations".

For the year ended December 31, 2013, the Company held two business combination transactions, as follows:

On February 27, 2013, the Company implemented a business combination through an asset swap in which the Company swapped its 50% interest in the jointly-controlled entity SPE Reserva Ecoville in exchange for a 50% controlling interest in SPE Parque Ecoville at a R\$59.9 million fair value. As a result, we recorded an adjustment to inventory of R\$22.6 million.

On September 12, 2013, the company implemented a business combination through which it obtained control of Manhattan Square Empreendimentos Imobiliarios Comercial 02 (“MC 02”) and Manhattan Square Empreendimentos Imobiliarios Residencial 02 (“MR 02”). These two entities were previously jointly controlled and the Company held a 50% interest in both entities. As a result of this acquisition, the company now holds a 100%

## Table of Contents

interest. The combined purchase price was R\$64.7 million and was paid on September 12, 2013. As a result of this transaction, the Company allocated the amount of R\$62.3 million recorded as fair value adjustment to inventory.

Our common shares are listed on the BM&FBOVESPA under the symbol “GFSA3” and the ADSs are listed on the NYSE under the symbol “GFA.”

Our agent for service of process in the United States is National Corporate Research, Ltd. located at 10 East 40th Street, 10th floor, New York, NY 10016.

## Historical Background and Recent Developments

Gomes de Almeida Fernandes Ltda., or “GAF,” was established in 1954 in the city of Rio de Janeiro with operations in the real estate markets in the cities of Rio de Janeiro and São Paulo. In December 1997, GP Investimentos S.A. and its affiliates, or “GP,” entered into a partnership with the shareholders of GAF to create Gafisa S.A. In 2004, as a result of a corporate restructuring, GP assumed a controlling position in our company. In 2005, an affiliate of Equity International Management, LLC, or “Equity International,” acquired approximately 32% of our company through a capital contribution. In February 2006, we concluded our initial public offering in Brazil, resulting in a public float of approximately 47% of our total share capital at the conclusion of the offering.

In September 2006, we created Gafisa Vendas Intermediação Imobiliária Ltda., or “Gafisa Vendas,” to function as our internal sales division in the state of São Paulo and in February 2007, we created a branch of Gafisa Vendas in Rio de Janeiro, or “Gafisa Vendas Rio,” to function as our internal sales division in the metropolitan region of Rio de Janeiro.

In October 2006, we entered into an agreement with Alphaville Participações S.A. to acquire 100% of Alphaville, one of the largest residential community development companies in Brazil in terms of units and square meters, focused on the identification, development and sale of high quality residential communities in the metropolitan regions throughout Brazil targeted at upper and upper-middle income families. On January 8, 2007, we successfully completed the acquisition of 60% of Alphaville’s shares for R\$198.4 million, of which R\$20 million was paid in cash and the remaining R\$178.4 million was paid in exchange for R\$6.4 million common shares of Gafisa. On May 27, 2010, the shareholders of Gafisa approved the acquisition of 20% of Alphaville’s shares for the total amount of R\$126.5 million, through the merger of Shertis Empreendimentos e Participações S.A. or “Shertis”, which main asset were 20% of Alphaville’s shares. As a consequence of such merger, Gafisa issued 9,797,792 common shares, paid to the former shareholders of Shertis.

On March 17, 2007, we concluded our initial public offering of common shares in the United States, resulting in a public float of 78.6% of our total share capital at the conclusion of the offering. Upon completion of the offering, entities related to Equity International and GP controlled 14.2% and 7.3% of our total capital stock, respectively. In June 2007, Brazil Development Equity Investments, LLC, a company affiliated with GP, sold its remaining interest in our company (7.1% of our capital stock at the time).

On March 15, 2007, we created a new wholly-owned subsidiary, Fit Residencial Empreendimentos Imobiliários Ltda., or “FIT,” for the development, construction and management of lower and lower-middle income residential projects. On October 21, 2008, Gafisa and Tenda concluded a business combination in which FIT was merged into Tenda. The purpose of the merger was to consolidate the activities of FIT and Tenda in the lower-income segment in Brazil focused on developing real estate units with an average price of less than R\$200.0 thousand. As a result of the business combination, Gafisa became the owner of 60.0% of the total and voting capital stock of Tenda. On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa’s non-controlling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares. As a result of the restructuring, Tenda became a wholly-owned

subsidiary of Gafisa. On October 26, 2007, Gafisa acquired 70% of Cipesa Engenharia S.A., a leading homebuilder in the State of Alagoas at the time.

On October 1, 2010, Equity International sold its remaining interest in our company. As of December 31, 2013, Fundação dos Economizadores Federais (“FUNCEF”), Polo and Skagen, were the shareholders holding more than 5.0% of our shares.

On June 8, 2012, according to the material fact then disclosed, the third phase of the Investment Agreement and Other Covenants entered into on October 2, 2006 (“Investment Agreement”), established the rules and conditions for Gafisa related to the acquisition of the remaining 20% interest in the capital stock of Alphaville not held by the Company. While the valuation of the capital stock has been agreed by both parties, the number of shares that shall

## Table of Contents

be issued by the Company to settle this transaction is being decided in arbitration proceedings initiated by the minority shareholders of Alphaville, according to the material fact we released on July 3, 2012. There is an embedded derivative component to the Investment Agreement, relating to the Company's obligation to purchase the Alphaville shares held by the non-controlling interest. As the fair value of this embedded derivative for all reporting periods has no significant value, since the future settlement of the derivative will be based on the fair value of Alphaville's capital stock, no derivative asset or liability has been recorded. The future settlement to be made in cash or shares represented an amount of R\$359.0 million as at December 31, 2012 and 2011. If 70,251,551 common shares of Gafisa are issued to the other shareholders of Alphaville, these shareholders will receive 13.96% of Gafisa's total capital stock. On June 7, 2013, according to the material fact then disclosed, Gafisa entered into an agreement to sell a 70% interest in Alphaville to Blackstone and Patria and also agreed to complete the purchase of the outstanding 20% interest in Alphaville, finalizing the arbitration process.

On July 3, 2013, Gafisa completed the purchase of the outstanding 20% interest in Alphaville, belonging to Alphapar, resulting in the Company holding 100% of Alphaville's capital stock. This transaction resulted in a temporary increase in the Company's leverage to 126% (Net Debt/Equity) and it was financed partially through Company's cash in addition to funding of R\$250 million in June. The total disbursement was made in July in the amount of R\$366.6 million.

On December 9, 2013, Gafisa announced the completion of the agreement to sell a 70% interest in Alphaville to private equity firms Blackstone and Pátria. Gafisa retained a 30% interest. The sale valued Alphaville at R\$2.0 billion. The proceeds from the transaction totaled R\$1.54 billion, of which R\$1.25 billion was received through the sale of shares, and R\$290 million was received as a dividend distributed by Alphaville.

On February 2, 2014, according to the material fact then disclosed, Gafisa's board of directors authorized management to initiate studies for a potential spin-off of Gafisa and Tenda business units into two independent publicly traded companies.

## Capital Expenditures

In 2011, we invested R\$95.6 million in machinery and equipment, information technology equipment, software, project planning, technology information projects, and the refurbishment of new office facilities in Minas Gerais. Our main investments during the period were related to software and hardware acquisitions, which amounted to R\$33.2 million and R\$7.9 million, respectively.

In 2012, we invested R\$97.0 million in machinery and equipment, information technology equipment, software, project planning and information technology projects. Our main investments during the period were related to software and hardware acquisitions, which amounted to R\$30.7 million and R\$2.6 million, respectively.

In 2013, we invested R\$81.0 million in machinery and equipment, information technology equipment, software, project planning and information technology projects. Our main investments during the period were related to software and hardware acquisitions, which amounted to R\$34.1 million and R\$9.8 million, respectively.

Our capital expenditures are all made in Brazil and are usually funded by financings through local debt capital markets. We currently do not have any significant capital expenditures in progress.

## B. Business Overview

### General Overview

We believe we are one of Brazil's leading homebuilders. For over more than 50 years, Gafisa has been recognized as one of the foremost professionally-managed homebuilders, having completed and sold more than 1,000 developments and constructed over 12 million square meters of housing, which we believe is more than any other residential development company in Brazil. We believe our brands "Gafisa," "and "Tenda" are well-known brands in the Brazilian real estate development market, enjoying a reputation among potential homebuyers, brokers, lenders, landowners and competitors for quality, consistency and professionalism.

Our core business is the development of high-quality residential units in attractive locations. For the year ended December 31, 2013, approximately 38% of the value of our launches was derived from high and mid high-level residential developments under the Gafisa brand, and 4.6% of our launches were derived from commercial developments under the Gafisa brand. We are also engaged in the development of land subdivisions, also known as residential communities, representing approximately 51% of the value of our launches under the Alphaville brand

Table of Contents

(an equity method investment). In addition, we provide construction services to third parties. In 2013, approximately 11.7% of our launches were derived from our affordable entry-level brand, Tenda, under the new business model concept. We are currently operating in several cities, including São Paulo, Rio de Janeiro, Salvador, Fortaleza, Natal, Curitiba, Belo Horizonte, Manaus, Porto Alegre and Belém which represents approximately 70% of the national population and approximately 77% of the gross domestic product as of December 31, 2013. Many of these developments are located in markets where few large competitors currently operate. For the year ended December 31, 2013, approximately 37.4% of our launches were derived from our operations outside the states of São Paulo and Rio de Janeiro.

Our Markets

We are present in 113 municipalities throughout Brazil, including Abatia, Águas Lindas de Goias, Ananindeua, Anápolis, Aparecida de Goiânia, Aracajú, Barbacena, Barra dos Coqueiros, Barreiro, Barueri, Belém, Belford Roxo, Belo Horizonte, Betim, Brasília, Cabo Frio, Cachoeirinha, Cajamar, Camaçari, Campinas, Campo Grande, Campos dos Goytacazes, Canoas, Caruaru, Caxias, Contagem, Cotia, Cuiabá, Curitiba, Diadema, Duque de Caxias, Eusébio, Feira de Santana, Ferraz de Vasconcelos, Fortaleza, Foz do Iguaçu, Goiânia, Governador Valadares, Gramado, Gravataí, Guarujá, Guarulhos, Iguaraçu, Itaboraí, Itanhaém, Itapevi, Itaquaquecetuba, Itu, Jabotão dos Guararapes, Jandira, Jardim Primavera, João Pessoa, Juiz de Fora, Jundiaí, Lauro de Freitas, Londrina, Macaé, Maceió, Manaus, Maricá, Mauá, Mirante Campina Grande, Mogi das Cruzes, Montes Claros, Mossoró, Natal, Niterói, Nova Iguaçu, Nova Lima, Novo Gama, Novo Hamburgo, Osasco, Paço do Lumiar, Parnamirim, Petrolina, Pinhais, Piracicaba, Poá, Porto Alegre, Porto Velho, Recife, Resende, Ribeirão das Neves, Ribeirão Preto, Rio das Ostras, Rio de Janeiro, Salvador, Samambaia, Santa Luzia, Santana de Parnaíba, Santo André, Santos, São Bernardo do Campo, São Caetano do Sul, São Gonçalo, São José dos Campos, São Leopoldo, São Luis, São Paulo, São Vicente, Sapucaia do Sul, Serra, Sete Lagoas, Sorocaba, Suzano, Taboão da Serra, Teresina, Valência, Valparaíso, Vespasiano, Vitória da Conquista and Volta Redonda.

Our Real Estate Activities

Our real estate business includes the following activities:

- developments for sale of;
- residential units;
- land subdivisions (also known as residential communities);
- commercial buildings;
- construction services to third parties; and
- sale of units through our brokerage subsidiaries, Gafisa Vendas and Gafisa Vendas Rio, jointly referred to as “Gafisa Vendas.”

The table below sets forth our potential sales value, generated from new developments for each of our real estate activities and as a percentage of total real estate amount generated during the periods presented:

For year ended December 31,		
2013	2012	2011
(% of total)	(% of total)	(% of total)

Edgar Filing: Gafisa S.A. - Form 20-F

	(in thousands of reais)		(in thousands of reais)		(in thousands of reais)	
Residential buildings	1,292,271	44.8	1,314,041	44.5	1,401,666	39.7
Land subdivisions	1,462,087	50.6	1,343,313	45.5	1,040,071	29.5
Commercial	131,846	4.6	294,607	10.0	1,085,099	30.8
Potential sales	2,886,204	100.0	2,951,961	100.0	3,526,836	100.0



Table of Contents

The table below sets forth our actual sales value from new developments generated for each of our real estate activities and as a percentage of total real estate amount generated during the periods presented:

	For year ended December 31,					
	2013		2012		2011	
	(in thousands of reais)	(% of total)	(in thousands of reais)	(% of total)	(in thousands of reais)	(% of total)
Residential buildings	603,809	40.2	753,733	43.7	885,124	40.0
Land subdivisions	857,330	57.0	894,176	51.9	706,573	32.0
Commercial	41,728	2.8	75,976	4.4	618,538	28.0
Actual sales	1,502,867	100.0	1,723,885	100.0	2,210,235	100.0

## Developments for Sale

The table below provides information on our developments for sale activities during the periods presented:

	As of and for the year ended December 31,		
	2013	2012 (8)	2011(8)
	(in thousands of reais, unless otherwise stated)		
São Paulo			
Potential sales value of units launched(1)	1,054,359	1,338,281	1,611,510
Developments launched(2)	10	13	16
Usable area (m2)(3)	154,959	203,636	298,133
Units launched(4)	1,935	2,361	3,808
Average sales price (R\$/m2)(3)	6,804	6,572	5,405
Rio de Janeiro			
Potential sales value of units launched(1)	30,982	270,367	557,562
Developments launched(2)	1	2	4
Usable area (m2)(3)	4,101	33,987	134,968
Units launched(4)	63	260	1,742
Average sales price (R\$/m2)(3)(5)	7,554	7,955	4,131
Other States(6)			
Potential sales value of units launched(1)	-	-	(12,354 )
Developments launched(2)	-	-	1
Usable area (m2)(3)	-	-	(2,898 )
Units launched(4)	-	-	(70 )
Average sales price (R\$/m2)(3)(5)	-	-	1,716
Total Gafisa			
Potential sales value of units launched(1)	1,085,341	1,608,648	2,156,718
Developments launched(2)	11	15	21
Usable area (m2)(3)	159,060	237,624	430,203
Units launched(4)	1,998	2,621	5,479
Average sales price (R\$/m2)(3)(5)	6,820	6,770	5,013
Alphaville (7)			

Potential sales value of units launched(1)	1,462,087	1,343,313	972,385
Developments launched(2)	18	20	12
Usable area (m2)(3)	2,620,224	2,915,627	1,655,927
Units launched(4)	6,414	6,326	3,714
Average sales price (R\$/m2)(3)(5)	558	460	526
Tenda			
Potential sales value of units launched(1)	338,776	-	397,733
Developments launched(2)	8	-	16
Usable area (m2)(3)	114,197	-	164,595
Units launched(4)	2,660	-	3,030
Average sales price (R\$/m2)(3)(5)	2,996	-	2,416

(1) Potential sales value is calculated by multiplying the number of units in a development by the expected sales price of the unit.

(2) Does not consider acquisitions of additional ownership interests in projects or cancelled projects.

(3) One square meter is equal to approximately 10.76 square feet. For Gafisa, it includes the usable area of the projects acquired in 2010, Anauá and Igloo Alphaville.

(4) The units delivered in exchange for land pursuant to barter transactions are not included.

(5) Average sales price per square meter excludes the land subdivisions. Average sales price per square meter (including land subdivisions and excluding Tenda's ventures) was R\$916, R\$936 and R\$1,373 in 2013, 2012 and 2011, respectively.

Table of Contents

- (6) In 2011, Gafisa launched one project outside São Paulo and Rio de Janeiro and cancelled another which had higher potential sales value, usable area and number of units than the new launch.
- (7) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.
- (8) Operating information has not been restated to reflect the consolidation method in jointly-controlled investees pursuant to CPCs 19 (R2) (or IFRS 11) and 36 (R3).

Our developments for sale are divided into three broad categories: (1) residential buildings, (2) land subdivisions, and (3) commercial buildings.

## Overview of Residential Buildings

In the residential buildings category, we develop three main types of products: (1) luxury buildings targeted at upper-income customers; (2) buildings targeted at middle-income customers; and (3) affordable entry-level housing targeted at lower-income customers. Quality residential buildings for middle- and upper-income customers are our core products and we have developed them since our inception. A significant portion of our residential developments is located in São Paulo and Rio de Janeiro where we have held a leading position over the past five years based upon area of total construction. In 2006, we began our national expansion to pursue opportunities in residential buildings outside these cities. However in 2012, as a result of the difficulties to manage these projects and to achieve reasonable profits, we focused our efforts back to São Paulo and Rio de Janeiro

## Luxury Buildings

Luxury buildings are a high margin niche. Units usually have over 180 square meters of private area, at least four bedrooms and three parking spaces. Typically, this product is fitted with modern, top-quality materials designed by brand-name manufacturers. The development usually includes swimming pools, gyms, visitor parking, and other amenities. Average price per square meter generally is higher than approximately R\$8,000. Luxury building developments are targeted to families with monthly household incomes in excess of approximately R\$30,000.

The table below sets forth our luxury building developments launched between January 1, 2011 and December 31, 2013:

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m <sup>2</sup> ) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (As of December 31, 2013)
Delux	2013	100	9,751	2016	44	34
Follow	2013	100	15,800	2016	240	79
Duquesa-Lorian Qd2B	2012	100	34,429	2015	130	86
Like Brooklin	2012	100	13,298	2015	146	95
ECLAT (Ferreira de Araujo)	2012	100	13,017	2015	49	76
Energy	2012	100	9,666	2015	156	94
Scena Laguna	2012	80	13,728	2015	62.5	52
Like Saúde	2012	100	14,850	2015	144	74
Scena Santana	2012	100	17,548	2015	76	48

Edgar Filing: Gafisa S.A. - Form 20-F

Alpha Land	2012	100	23,005	2015	210	60
Easy Vila Romana	2011	100	61,100	2014	73	94
Riservatto	2011	100	32,553	2014	174	92

---

- (1) One square meter is equal to approximately 10.76 square feet.
- (2) Values for 100% of the building development, except on projects with partial interest.

Table of Contents

## Middle Income Buildings

Buildings targeted at middle-income customers have accounted for the majority of our sales since our inception. Units usually have between 90 and 180 square meters of private area, three or four bedrooms and two to three underground parking spaces. Buildings are usually developed in large tracts of land as part of multi-building developments and, to a lesser extent, in smaller lots in attractive neighborhoods. Average price per square meter ranges from approximately R\$4,500 to R\$8,000. Developments in Rio de Janeiro tend to be larger due to the large tracts of land available in Barra da Tijuca. Middle-income building developments are tailored to customers with monthly household incomes between approximately R\$10,000 and R\$30,000.

The table below sets forth our middle-income building developments launched between January 1, 2011 and December 31, 2013:

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m <sup>2</sup> ) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (As of December 31, 2012)
Today Santana	2013	100	11,290	2015	165	27
Go Maracá	2013	100	11,274	2016	129	47
Axis	2013	100	12,616	2016	215	31
Easy Tatuapé	2013	100	9,142	2017	144	63
Laguna Mall	2013	100	4,161	2015	63	67
Square Santo Amaro	2013	100	27,330	2016	362	31
Wide Cambuí	2013	100	19,833	2016	244	30
EQ Jardim Prudência	2013	100	10,525	2016	97	20
Square Osasco	2013	100	27,397	2017	295	75
Maraville (Ana Maria Lote A)	2012	100	16,956	2015	280	88
Colorato	2012	100	19,731	2015	192	75
Mistral	2012	100	6,837	2014	112	83
Smart Santana	2012	100	7,619	2015	84	73
Easy Maracá	2012	100	17,113	2015	147	98
Fantastique (Angá - F1)	2011	100	26,248	2014	378	79
Avant Garde	2011	100	21,020	2015	168	84
Alegria - Fase 4	2011	100	14,599	2014	139	100
Smart Vila Mascote – Lacedemonia	2011	100	10,200	2014	156	96
Alegria - Fase 5	2011	100	14,599	2014	139	99
Smart Maracá	2011	100	11,071	2014	156	100
Royal - Vila Nova São José QC1	2011	100	10,075	2013	68	89
Vision Anália Franco	2011	100	12,280	2014	200	87
Station Parada Inglesa (André Campale)	2011	100	13,224	2014	173	98
Mundi - Residencial Ceramica - Fase I	2011	100	28,749	2014	192	76

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development, except on projects with partial interest.

### Affordable Entry-Level Developments

Affordable entry-level housing consists of building and house units. Units usually have between 42 to 60 square meters of indoor private area and two to three bedrooms. Average price per square meter ranges from approximately R\$2,400 to R\$4,500. Affordable entry-level housing developments are tailored to families with monthly household incomes between approximately R\$1,600 and R\$5,000.

As part of our strategy of expanding our foothold in the affordable entry-level residential market, on March 15, 2007 we incorporated a wholly-owned subsidiary, FIT, to focus exclusively on this market. The principal emphasis of FIT was on five standardized residential developments in the peripheries of large metropolitan regions. Financing for FIT's developments primarily came from the CEF, and such financing was structured so that customers paid low monthly installments without increasing our credit risk.

On October 21, 2008, Gafisa and Tenda concluded a business combination in which Gafisa's wholly-owned subsidiary FIT was merged into Tenda. The purpose of the merger was to consolidate the activities of FIT and Tenda in the lower-income sector in Brazil and to develop real estate units with an average value of less than R\$200,000. As a result of the business combination, Gafisa received 60.0% of the total and voting capital stock of Tenda and FIT was merged into Tenda. Because Tenda launched very few units in 2008, we believe the full impact of the merger was not reflected in Gafisa's results of operations until 2009.

Table of Contents

On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's non-controlling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares. As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

As a result of Tenda's and Gafisa's underperformance in 2011 due to high cost overruns and customer dissolutions, our management and the board of directors have undertaken widespread structural and operational changes to avert future losses and strains on the business. Tenda is now operating under a new strategy whereby pre-sales recognition and the remuneration of the sales force is based on the ability to immediately pass mortgages on to financial institutions and the number of third party construction partners has been reduced to a group that has been thoroughly vetted for quality and sustainability. The strategy also consists of a reduction in the number of launches, and in 2012, we suspended the launch of additional Tenda units. Moreover, our management has decided to focus its low- to middle-income businesses in São Paulo, Rio de Janeiro, Minas Gerais and Bahia, where it has historically, had a better supply chain structure and stronger customer demand. As part of our new organizational strategy to manage further risks, our management has assigned a chief executive for each segment pursuant to which, our former CFO, Rodrigo Osmo assumed the position as Tenda CEO during the second half of 2011.

The table below sets forth our affordable entry-level housing developments launched by us between January 1, 2011 and December 31, 2013:

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m <sup>2</sup> ) (1) (2)	Completion Year	Number of Units (2)	Units Sold (%) (As of December 31, 2013)
<b>Novo Horizonte – Turbio</b>	2013	100	25,732	2014	580	99
<b>Vila Cantuária Itaim Paulista</b>	2013	100	17,085	2014	440	60
<b>Itaim Paulista Life I</b>	2013	100	9,293	2015	240	70
<b>Residencial Germania Life - Fase 2</b>	2013	100	12,367	2014	200	62
<b>Verde Vida - Fase 1</b>	2013	100	13,617	2015	340	80
<b>Jaguará Life</b>	2013	100	11,371	2015	260	75
<b>Viva Mais Campo Grande (b)</b>	2013	100	13,116	2015	300	28
<b>Chacara Campo Limpo (c)</b>	2013	100	11,616	2015	300	8
<b>Parque Lumier</b>	2011	100	4,521	2012	100	99
<b>Araçagy F3</b>	2011	50	19,292	2014	372	99
<b>Parama Life</b>	2011	100	3,876	2013	60	67
<b>Parque Arvoredo F3</b>	2011	100	15,490	2013	210	97
<b>Vale Verde Cotia - Fase 7</b>	2011	100	3,509	2013	80	76
<b>Residencial Atenas</b>	2011	100	10,829	2014	260	90
<b>Vista Flamboyant F2</b>	2011	100	7,268	2013	132	96
<b>Cheverny F4 + F5 (a)</b>	2011	100	14,107	2014	192	77

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development, except on projects with partial interest acquisition.

(a) Phases 4 and 5 of this project were launched in 2011, however, during 2012 its project sales were suspended by the Company until phases 1 to 3 are 100% sold (as of December 31, 2012, it presents 71% of units sold). We expect to resume sales for this project in 2014.

(b) Project was launched in November 2013.

(c) Project was launched in December 2013.

#### Land Subdivisions under our Gafisa Brand

In 2001, we started developing residential land subdivisions for sale upon which residential buildings can be developed. Land subdivisions under our Gafisa brand are usually smaller than Alphaville residential communities and do not include some of the facilities available in Alphaville residential communities, such as various amenities, shopping centers and schools. We usually provide the infrastructure for a given land subdivision planning such as the electric, water and sewage systems, paved streets, and common recreational areas. Our land subdivisions are typically located in affluent suburban areas close to major highways leading to the states of São Paulo and Rio de Janeiro. A typical lot has between 250 and 1,500 square meters. Average price per square meter ranges from approximately R\$150 to R\$800. We target clients with monthly household incomes in excess of approximately



Table of Contents

R\$5,000 for these land subdivisions. Since 2011, our only land subdivisions project was the development project of Barra da Tijuca, in partnership with Alphaville, for which our share is 65%.

The table below sets forth our finished entry-level housing developments under Gafisa's Brand, launched between January 1, 2011 and December 31, 2013 with percentage of units sold less than 90%.

Project Description	As of December 31,
	2013
	Units Sold (%)
Beach Park Living (1)	81
Riv. Ponta Negra Ed. Nice (2)	87
Pontal Beach Resort (3)	85
VP F.1 - Amadryas - Thamyris (4)	89
Fit Maceio (5)	88
Verdemar - Fase 1 (6)	83
Reserva do Bosque (7)	79
Canto dos Passaros (8)	87
Alta Vista Maceio (9)	82
Gafisa SPE-72 Emp. Imob.Ltda/PA 11 Quadra de t�nis (10)	83
Jatiuca Trade Residence (11)	88
Canto dos Passaros Fase 2 (12)	44
Royal VNSJ QC1 (13)	89
API SPE 29 - Plan. e Desen/CWB 34 - Parque Ecoville Fase1 (14)	84
Manhattan Square - Soho (16)	81
Manhattan Square - Wall Street (17)	67

(1)Beach Park Living This development was 100% completed at December 31, 2012 at which time 81% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

(2)Riv. Ponta Negra Ed. Nice This development was 100% completed at December 31, 2012 at which time 87% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

(3)Pontal Beach Resort This development was 100% completed at December 31, 2012 at which time 85% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

(4)VP F.1 - Amadryas - Thamyris This development was 100% completed at December 31, 2012 at which time 89% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

(5)Fit Maceio This development was 100% completed at December 31, 2010 at which time 88% of the units had been sold. The sales speed for inventory outside of core markets remains lower than that of sales within core markets. The sale of this inventory and the run-off of legacy projects are on schedule and expected to be concluded in 2014.

- (6)Verdemar - Fase 1 This development was 100% completed at December 31, 2012 at which time 83% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (7)Reserva do Bosque This development was 100% completed at December 31, 2012 at which time 79% of the units had been sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (8)Canto dos Passaros This development was 100% completed at December 31, 2011 at which time 87% of the units had been sold. The sales speed for inventory outside of core markets remains lower than that of sales within core markets. The sale of this inventory and the run-off of legacy projects are on schedule and expected to be concluded in 2014.
- (9)Alta Vista Maceio This development was 100% completed at December 31, 2011 at which time 82% of the units had been sold. The sales speed for inventory outside of core markets remains lower than that of sales within core markets. The sale of this inventory and the run-off of legacy projects are on schedule and expected to be concluded in 2014.

Table of Contents

- (10)Gafisa SPE-72 Emp. Imob.Ltda/PA 11 Quadra de t nis This development was 100% completed at December 31, 2012 at which time 83% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.
- (11)Jatiuca Trade Residence This development was 100% completed at December 31, 2011 at which time 88% of the units had been sold. The sales speed for inventory outside of core markets remains lower than that of sales within core markets. The sale of this inventory and the run-off of legacy projects are on schedule and expected to be concluded in 2014. The remaining units would be sold
- (12)Canto dos Passaros Fase 2 This development was 100% completed at December 31, 2013 at which time only 44% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.
- (13)Royal VNSJ QC1 This development was 100% completed at December 31, 2013 at which time 89% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.
- (14)API SPE 29 - Plan. e Desen/CWB 34 - Parque Ecoville Fase1 This development was 100% completed at December 31, 2013 at which time 84% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.
- (16)Manhattan Square - Soho This development was 100% completed at December 31, 2013 at which time 81% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.
- (17)Manhattan Square - Wall Street This development was 100% completed at December 31, 2013 at which time 67% of the units had been sold. According to the Company’s existing business plan, this development’s selling forecast indicates the remaining units will be sold within a short time period.

We have evaluated all of our developments for impairment and we identified cases of impairment for Espa o Alpha, Parque Barueri Condominio Club, Verdemar Fase 2, Secret Garden, Quintas do Pontal and Altavista Fase 2 and impairment provisions have been recorded.

Land Subdivisions under Alphaville Brand

As set forth in item “4. Information on the Company—A.History and Development of the Company”, we completed the sale of a controlling interest in Alphaville, on December 9, 2013. As a result, Alphaville was no longer consolidated in the financial statements of the Company since then. In this annual report, while financial information related to Alphaville is treated as discontinued operations, all operating information related to our business includes full operating information for Alphaville through December 9, 2013.

The Alphaville brand was created in the 1970s when the first Alphaville community was developed in the cities of Barueri and Santana do Parana ba in the metropolitan region of S o Paulo. Beginning in the 1990s, Alphaville developed residential communities in several other cities in Brazil, such as Campinas, Goi nia, Curitiba, Londrina, Maring , Salvador, Fortaleza, Belo Horizonte, Natal, Gramado, Manaus, Cuiab , Campo Grande, S o Luis and Rio de Janeiro.

Whenever Alphaville develops a new community, it is provided all the basic civil works for supporting the construction on the lots, such as electrical, telephone and data communications cabling, hydraulic (water and sewer)

mains and treatment facilities, landscaping and gardening, lighting and paving of the streets and driveways and security fencing. In most Alphaville communities, there is also the building of a social and sports club for the residents, with soccer, golf and tennis fields, jogging and bicycle tracks, saunas, swimming pools, ballrooms, restaurants and bars, and other facilities. In addition, most Alphaville projects have a shopping center where residents can shop for clothes and groceries. Additionally, whenever Alphaville develops a new community far from large urban centers, it seeks to assist in establishing schools near the community by forming partnerships with renowned educational institutions. Throughout Alphaville communities, it also seeks to stimulate the local economy by drawing new businesses to that area.

Alphaville believes that the maintenance of a development's quality is essential. For this reason, it is imposed on every Alphaville community a series of building and occupancy standards that are more rigorous than those required by applicable local legislation. Every Alphaville community has an Alphaville association formed by us before delivery of the community starts, and is funded by maintenance fees paid by the residents. The purpose of the association is to allow community involvement in the management and maintenance of the premises and to ensure orderly and harmonious relationships among the residents.

Table of Contents

Upon completion of a sale, a purchaser of an Alphaville property will receive, along with the purchase and sale contract, documentation that sets out the regulations on land use and occupancy, and these will serve as private zoning regulations that are binding on the resident. These regulations set forth, among other things, the maximum number of floors allowed in an Alphaville building, the minimum number of meters between buildings and land coverage limits, thereby maintaining the uniformity and quality of the Alphaville properties.

The table below sets forth our residential communities launched between January 1, 2011 and December 31, 2013:

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m <sup>2</sup> ) (1)(2)	Completion Year	Number of Units(2)	As of
						December 31, 2013
						Units Sold (%)
Alphaville Castello	2013	69	80,475	2015	222	92%
Terras Alphaville Maricá 2	2013	47	107,594	2014	596	68%
Terras Alphaville Ponta Grossa	2013	77	183,413	2014	742	91%
Terras Alphaville Vitória da Conquista F2	2013	75	158,001	2014	565	27%
Terras Alphaville Sergipe F2	2013	88	168,129	2014	614	40%
Alphaville Feira de Santana F2	2013	72	172,713	2015	545	8%
Alphaville Ribeirão Preto F3	2013	60	193,058	2015	584	17%
Terras Alphaville Camaçari F2	2013	74	141,955	2015	616	85%
Alphaville Volta Redonda	2013	72	133,286	2015	427	97%
Terras Alphaville Dourados	2013	74	152,007	2015	604	54%
Alphaville Anápolis	2013	67	106,165	2015	336	93%
Terras Alphaville Linhares	2013	46	111,547	2015	576	24%
Terras Alphaville Belém 3	2013	71	251,819	2015	976	15%
Alphaville Dias Branco	2013	59	293,897	2015	1020	74%
Alphaville Litoral Norte 3	2013	68	145,443	2015	434	58%
Alphaville Nova Esplanada F4	2013	30	68,216	2015	473	71%
Alphaville D. Pedro 2	2013	58	75,803	2015	265	91%
Alphaville D. Pedro 3	2013	58	76,704	2015	233	91%
Alphaville Juiz de Fora (i)	2012	65	350,649	2014	564	69%
Alphaville Sergipe	2012	74	257,565	2014	693	97%
Alphaville Mossoró F2 (a)	2012	52	33,764	2013	170	62%
Terras Alphaville Anápolis	2012	73	169,15	2013	601	100%
Alphaville Minas Gerais	2012	61	186,336	2014	557	96%
Alphaville Brasília Residencial 2 (b)	2012	47	95,044	2014	426	15%
Brasília Alpha Mall(h)	2012	50	5,740	2014	26	4%
Terras Alphaville Sergipe	2012	88	151,033	2014	546	98%
Nova Esplanada 3	2012	30	94,806	2014	660	99%
Terras Alphaville Teresina (c)	2012	79	296,627	2014	1075	94%
Alphaville Pelotas (d)	2012	74	183,370	2014	577	22%
Alphaville Porto Velho (e)	2012	76	73,126	2013	215	41%
Terras Alphaville Vitória da Conquista	2012	75	160,195	2014	547	95%
Terras Alphaville Resende F2	2012	76	129,818	2014	414	100%

Edgar Filing: Gafisa S.A. - Form 20-F

Alphaville Juiz de Fora 2 (g)	2012	65	99,646	2014	305	64%
Alphaville Campo Grande 3	2012	64	152,549	2014	608	98%
Alphaville Araçatuba (e)	2012	42	92,722	2014	427	48%
Alphaville Bauru	2012	65	155,335	2014	467	97%

Table of Contents

Project Description	Year Launched	Gafisa Participation (%)	Usable Area (m2) (1)(2)	Completion Year	Number of Units(2)	As of December 31, 2013
						Units Sold (%)
Terras Alphaville Camaçari	2012	74	139,819	2014	634	99%
Alphaville Pernambuco F2	2011	70	340,288	2013	602	92%
Alphaville Manaus F3	2011	100	120,242	2013	249	99%
Alphaville Feira de Santana	2011	72	211,820	2013	422	93%
Alphaville Campina Grande F2	2011	53	68,941	2011	158	54%
Barra da Tijuca	2011	35	51,360	2012(h)	75	100%
Petrolina F2(f)	2011	76	117,365	2012(h)	377	47%
São José dos Campos F1 + F2	2011	57	559,766	2014	1,009	99%
Terras Alpha Maricá	2011	48	243,213	2013	615	98%
Terras Alpha Resende	2011	77	183,093	2013	419	100%
Alphaville Campo Grande F2	2011	66	233,539	2012(h)	594	100%
Alphaville Pernambuco	2011	83	323,525	2013	551	96%

(1) One square meter is equal to approximately 10.76 square feet.

(2) Values for 100% of the building development.

(a) Project launched in June 2012. Our selling forecasts indicate the remaining units will be sold within a short period of time (within two years).

(b) Project launched in August 2012. It refers to the 2nd phase of the development in a new market. We are developing other projects in this area to strengthen this market region and therefore to increase this project demand.

(c) Project launched in October 2012. Our selling forecasts indicate the remaining units will be sold within a short period of time (within two years).

(d) Project launched in November 2012. This project is located in a new market area with a lower sales velocity.

(e) Project launched in December 2012. Our selling forecasts indicate the remaining units will be sold within a short period of time (within two years).

(f) Project launched in September 2011, its low % of units sold is mainly due to a lower sales velocity in this market. Our selling forecasts indicate the remaining units will be sold within a short period of time (within two years).

(g) Project launched in September 2012. It refers to a pilot project of small retail stores. Our selling forecasts indicate the remaining units will be sold within a short period of time (within two years).

(h) Project delivered.

(i) Project launched in September 2012, its low % of units sold is mainly due to a lower sales velocity in this market. The sale of this inventory units are on schedule.

We have evaluated impairment for all of our residential community developments and have identified no impairment for any of our properties for sale and no impairment provisions have been recorded.

The table below sets forth our finished entry-level housing developments under Tenda's Brand, launched between January 1, 2011 and December 31, 2013 with less than 90% of units sold.

Project Description	As of December 31, 2013
	Units Sold (%)
Residencial Cordoba (1)	62
Residencial Portal de Valenca (2)	36
Res Figueiredo II (3)	86
Res Parque das Aroeiras Life (4)	89



Table of Contents

As of December 31, 2013

Project Description	Units Sold (%)
Residencial Morada de Ferraz (5)	78
Arsenal Life II (6)	87
Res Santo Andre Life I (7)	87
Res Parque Lousa (8)	79
Aeroclube B (9)	83
Fit 16 SPE Emp. Imob./Mirante do Lago F1 (10)	75
Fit 16 SPE Emp. Imob./Mirante do Lago F2 (11)	47
Res Napoli I (12)	65
Parque Baviera Life F3 (13)	80
Residencial Villaggio do Jockey (14)	50
Fit SPE 10 Emp. Imob./Fit Mirante do Parque. (15)	83
Fit 25 SPE Emp. Imob./Icoaraci (16)	79
Fit 31 SPE Emp. Imob./Fit Giardino (17)	28
Fit 32 SPE Emp. Imob./Vista Flamboyant (18)	73
Fit 32 SPE Emp. Imob./Vista Flamboyant F2 (19)	77
Fit 26 SPE Emp. Imob./Parque Arvoredo - F1 (20)	88
Fit 26 SPE Emp. Imob./Cassol F2 A (21)	87
Fit 26 SPE Emp. Imob./Cassol F2 B (22)	83
Res Brisa do Parque III (23)	86
Citta Ville SPE e Im Ltda/Vila Allegro (24)	78
Bosque dos Pinheiros Life (25)	88
Residencial Michelangelo (26)	88
Positano Garden II (27)	75
Positano Garden IV (28)	75
Fit Roland Garros Emp./Fit Jacana (29)	81

- (1)Residencial Cordoba This development was previously completed and has 62% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold until 2015.
- (2)Residencial Portal de Valenca This development was previously completed and has 36% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold until 2015.
- (3)Residencial Figueiredo II This development was previously completed and has 86% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (4)Residencial Parque das Aroeiras Life This development was previously completed and has 89% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (5)Residencial Morada de Ferraz This development was previously completed and has 78% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

- (6) Arsenal Life II This development was previously completed and has 87% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (7) Res Santo Andre Life I This development was previously completed and has 87% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

Table of Contents

- (8)Res Parque Lousa This development was previously completed and has 79% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (9)Aeroclube B This development was previously completed and has 83% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (10)Fit 16 SPE Emp. Imob./Mirante do Lago F1 This development was previously completed and has 75% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (11)Fit 16 SPE Emp. Imob./Mirante do Lago F2 This development was previously completed and has 47% of its units sold. The sales speed for inventory outside of core markets remains lower than that of sales within core markets. The sale of this inventory and the run-off of legacy projects are on schedule and the remaining units will be sold within a short time of period.
- (12)Res Napoli I This development was previously completed and has 65% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold units in 2014.
- (13)Pq Baviera Life F3 This development was previously completed and has 80% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (14)Residencial Villaggio do Jockey This development was previously completed and has 50% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold units in 2014.
- (15)Fit SPE 10 Emp. Imob./Fit Mirante do Pq. This development was previously completed and has 83% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (16)Fit 25 SPE Emp. Imob./Icoaraci This development was previously completed and has 79% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (17)Fit 31 SPE Emp. Imob./Fit Giardino This development was previously completed and has 28% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold units until 2015.
- (18)Fit 32 SPE Emp. Imob./Vista Flamboyant This development was previously completed and has 73% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (19)Fit 32 SPE Emp. Imob./Vista Flamboyant F2 This development was previously completed and has 77% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

- (20) Fit 26 SPE Emp. Imob./Parque Arvoredo - F1 This development was previously completed and has 88% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (21) Fit 26 Spe Emp. Imob./Cassol F2 A This development was previously completed and has 87% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (22) Fit 26 SPE Emp. Imob./Cassol F2 B This development was previously completed and has 83% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (23) Res Brisa do Parque III This development was previously completed and has 86% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (24) Citta Ville SPE e Im Ltda/Vila Allegro This development was previously completed and has 78% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

Table of Contents

- (25) Bosque dos Pinheiros Life This development was previously completed and has 88% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (26) Residencial Michelangelo This development was previously completed and has 88% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (27) Positano Garden II This development was previously completed and has 75% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (28) Positano Garden IV This development was previously completed and has 75% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.
- (29) Fit Roland Garros Emp./Fit Jacana This development was previously completed and has 81% of its units sold. According to the Company's existing business plan, this development's selling forecast indicates the remaining units will be sold within a short time period.

We have evaluated all of our developments for impairment and we identified cases of impairment for these projects and impairment provisions have been recorded:

- Res Pedra Bela
- Novo Horizonte - cond
- Res Reserva dos Passaros f2
- Arsenal Life ii
- Pendotiba Life
- Res Villa Esplendore
- Duo Valverde
- Res Villa Verde.
- Portal do Sol Life I
- Res Jardim Girassol ii F1
- Res Santa Luzia Life
- Res Jardim Girassol ii F2
- Res Betim Life
- Res Portal de Valenca
- Res Engenhos de NovaGarden Cintra F1
- Fit Coqueiro ii
- Res Curuca F1
- Icoaraci
- Cond Res Cube Garden.
- Res Santa Luzia Life
- Bairro Novo Cotia ii
- Fit Jacanã

- Lago dos Patos

### Commercial Buildings

In 2011, we launched seven commercial buildings: Comercial Icon, Target – Comercial Capenha, Network Business Tower Phase 1, Network Business Tower Phase 2, Americas Avenue Consolidado, Golden Office and AlphaGreen.

In 2012, we launched two commercial buildings: SAO Square - Way and SAO Square – Gafisa.

In 2013, we launched two commercial buildings: Axis Business Tower and Laguna Mall.

### Construction Service

We provide construction services to third parties, building residential and commercial projects for some of the most well-known developers in Brazil. This practice allows us to benchmark our construction costs, facilitates our access to new constructions materials, techniques and service providers such as architects and sub-contractors, and provides larger economies of scale. Third-party construction services are a significant, less volatile source of revenues, which does not require us to allocate capital. Our main construction services clients are large companies, many of them developers that do not build their own projects. As of December 31, 2013, our main construction

Table of Contents

services clients were Fibra Empreendimentos Imobiliários S.A., Helbor LM Investimentos Imobiliários Ltda., Incons Champagnat Empreendimento Imobiliário SPE Ltda., Incons Curitiba Empreendimento Imobiliário SPE Ltda., MBigucci Villa Reggio Empreendimentos Imobiliários Ltda., SDI Desenvolvimento Imobiliário Ltda., Tanguá Patrimonial Ltda., Concivil Construtora e Incorporadora Ltda., STAN Portugal Empreendimento Imobiliário SPE Ltda., PP II SPE Empreendimentos Imobiliários Ltda. Reitzfeld Empreendimento Imobiliário Botânico SPE Ltda and KINO Empreendimento Imobiliário SPE S.A. We also provide construction services on certain developments where we retain an equity interest.

The table below sets forth the real estate building developments we have constructed exclusively for third parties between January 1, 2011 and December 31, 2013:

Project	First Year of Construction	Client	Type of Project
Viverde	2012	Reitzfeld Empreendimento Imobiliário Botânico SPE Ltda	Residencial
One	2011	Portugal Empreendimentos Imobiliário SPE Ltda.	Residencial
Veranda	2011	Concivl Construtora e Incorporadora Ltda.	Residencial/ Commercial
Status	2011	Villa Reggio Empreendimentos Imobiliários Ltda.	Residencial
Panamérica Green Park	2011	PP II SPE Empreendimentos Imobiliários Ltda.	Commercial
Kino	2011	Kino Empreendimento Imobiliário SPE S.A.	Commercial

The table below sets forth the real estate developments we have constructed for third parties, in which we also have an equity interest, between January 1, 2011 and December 31, 2013:

Project	G a f i s a		Partner	Type of Project
	First Year of Construction	(%)		
Adamas	2013	50	GTIS Partners	Residencial
Costa Araçagy	2011	60	Franere	Residencial
Target	2011	60	Comasa/Polo	Commercial

#### Sale of Units Through Our Brokerage Subsidiaries

In September 2006, we created a new subsidiary, Gafisa Vendas, to function as our internal sales division in the state of São Paulo. In February 2007, we created another new subsidiary, Gafisa Vendas Rio, to function as our internal sales division in the metropolitan region of Rio de Janeiro. These wholly-owned subsidiaries promote sales of our projects in the states of São Paulo and Rio de Janeiro and focus their efforts on: (1) launches — our internal sales force focuses on promoting launches of our developments; however, we also use outside brokers, thus creating what we believe to be a healthy competition between our sales force and outside brokers; (2) inventory — Gafisa Vendas and Gafisa Vendas Rio each have a team focused on selling units launched in prior years; and (3) web sales — Gafisa

Vendas and Gafisa Vendas Rio each have a sales team dedicated to internet sales as an alternative source of revenues with lower costs.

#### Our Clients

Our clients consist of development and construction service clients. Development clients are those who purchase units in our developments. As of December 31, 2013, our development-client database was comprised of more than 125,500 individuals. We currently have approximately 75,000 active clients.

Our construction-services clients are large companies, many of them developers that do not build their own projects. As of December 31, 2012 our main construction services clients were Fibra Empreendimentos Imobiliários S.A., Helbor LM Investimentos Imobiliários Ltda., Incons Champagnat Empreendimento Imobiliário SPE Ltda., Incons Curitiba Empreendimento Imobiliário SPE Ltda., MBigucci Villa Reggio Empreendimentos Imobiliários Ltda., SDI Desenvolvimento Imobiliário Ltda., Tanguá Patrimonial Ltda., Concivil Construtora e Incorporadora Ltda., STAN Portugal Empreendimento Imobiliário SPE Ltda., PP II SPE Empreendimentos Imobiliários Ltda. Reitzfeld Empreendimento Imobiliário Botânico SPE Ltda and KINO Empreendimento Imobiliário SPE S.A. We also provide construction services to certain developments where we retain an equity interest. No individual client represents more than 5% of our revenues from residential developments or construction services.

#### Our Operations

The stages of our development process are summarized in the diagrams below:



Table of Contents

## Land Acquisition

We use results from our extensive market research to guide our land reserves strategy and process. Our marketing and development teams monitor market fundamentals and trends. We have developed a sophisticated database to support our search for and analysis of new investment opportunities. Key decision factors used by our management for land acquisition and new developments include location, type of product to be developed, expected demand for the new developments, current inventory of units in the region and acquisition cost of the land.

Whenever we identify an attractive tract of land, we first conduct a study of the project to define the most appropriate use of the space. Afterwards, the basic design of the project enters the economic feasibility study stage, where we consider preliminary revenues and expenses associated with the project. This study will determine project profitability. We collect and analyze information on demand, competition, construction budget, sales policy and funding structure to ensure economic viability of the new development. We then initiate a legal due diligence of the property to identify liens, encumbrances and restrictions, potential solutions to such issues and the relevant costs. Before acquiring the land, we conduct a thorough due diligence process including an environmental review. Each decision to acquire land is analyzed and approved by our investment committee. See “Item 6. Directors, Senior Management and Employees—C. Board Practices” elsewhere in this annual report for further information on the activities of our committees and boards.

We seek to finance land acquisition through barter transactions, in which we grant the seller a certain number of units to be built on the land or a percentage of the proceeds from the sale of units in such development. As a result, we reduce our cash requirements and increase our returns. In the event we cannot do so or in order to obtain better terms or prices, we acquire land for cash, alone or in partnership with other developers. We purchase land both for immediate development and for inventory.

As a new strategy defined by the end of 2011, the Company is selling landbank located in cities and places where there is no intention to run operations with new developments.

As of December 31, 2013, we had an inventory of 153 land parcels in which we estimate we could develop a total of 121,404 residential units with a sales value of R\$25.8 billion, of which 37.0% represents land acquired through barter transactions. The table below sets forth the breakdown of our land reserves by location and by the type of development.

	Gafisa		Alphaville (2)			Tenda		
	Future Sales (% Gafisa)(1) (in thousands of reais)	% Bartered	Future Sales (% Alphaville) (in thousands of reais)	% Bartered		Future Sales (% Gafisa) (in thousands of reais)	% Bartered	
São Paulo	4,867,242	27.4 %	2,291,833	100 %		310,942	14.7 %	
Rio de Janeiro	1,610,940	69.5 %	1,478,282	100 %		83,660	-	
Other states	-	-	13,151,151	100 %		2,033,002	29.3 %	
Total	6,478,182	38.5 %	16,921,266	100 %		2,427,604	25.8 %	

(1) Information reflects our interest.

(2) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.



## Table of Contents

### Project Design

In order to meet evolving preferences of our customers, we invest considerable resources in creating an appropriate design and marketing strategy for each new development, which includes determining the size, style and price range of units. Our staff, including engineers and marketing and sales professionals, works with recognized independent architects on the planning and design of our developments. Their activities include designing the interior and exterior, drafting plans for the execution of the project, and choosing the finishing construction materials. A team responsible for preparing the business plan and budget and assessing the financial viability for each of our projects is also involved. Simultaneously with the planning and design of our developments, we seek to obtain all the necessary licenses and regulatory approvals from local authorities, which usually take three to twelve months in the case of our residential buildings and three years in the case of our residential communities.

### Marketing and Sales

Our marketing efforts are coordinated by our internal staff of approximately 16 professionals. Our specialized team generally coordinates with several outsourced brokerage companies with a combined sales force of more than 80 representatives, monitoring such sales representatives in order to promote loyalty and ensure performance. Our marketing intelligence team is also responsible for gathering information on the needs and preferences of potential customers to provide guidance on our land acquisition and project design activities. Gafisa Vendas was created as our internal sales division and it currently consists of 583 independent Gafisa Vendas brokers, 32 sales consultants and 7 sales managers.

The creation of Gafisa Vendas was intended to establish a strategic channel for us to access our clients and to reduce our dependence on outside brokers for marketing. Because the sales force at Gafisa Vendas is trained to sell our products exclusively, we believe that it is able to focus on the sale of our developments, articulate the unique features of our development, manage our current customers and capture new customers more effectively. Gafisa Vendas was initially established in São Paulo in 2006 and opened a branch in Rio de Janeiro in 2007. In 2008 and 2009, Gafisa Vendas was our most successful sales team, responsible for approximately 34% and 40% of our sales in the states of São Paulo and Rio de Janeiro, respectively. In 2010, Gafisa Vendas was responsible for approximately 37% and 53% of our sales in the states of São Paulo and Rio de Janeiro, respectively. In 2011, Gafisa Vendas was responsible for approximately 34% and 52% of our sales in the states of São Paulo and Rio de Janeiro, respectively. In 2012, Gafisa Vendas was responsible for approximately 47% and 52% of our sales in the states of São Paulo and Rio de Janeiro, respectively. In 2013, Gafisa Vendas was responsible for approximately 51% and 45% of our sales in the states of São Paulo and Rio de Janeiro, respectively.

We will continue to utilize independent real estate brokerage firms as we believe this provides a healthy competition between our internal sales force and outside brokers. Independent brokers provide us with a broad reach, access to a specialized and rich database of prospective customers, and flexibility to accommodate the needs of our diverse offering and clientele. In line with our results-oriented culture, we compensate brokers based on their profit contribution rather than on sales. Brokers are required to attend periodic specialized training sessions where they are updated on customer service and marketing techniques, competing developments, construction schedules, and marketing and advertising plans. We emphasize a highly transparent sales approach, as opposed to the traditional high-pressure techniques, in order to build customer loyalty and to develop a sense of trust between customers and us. At our showrooms, brokers explain the project and financing plans, answer questions and encourage customers to purchase or sign on to receive a visit or additional information.

We typically initiate our marketing efforts 30 days before the launch of a development. We normally have a showroom on or near the construction site, which includes a model unit furnished with appliances and furniture. We leverage our reputation for quality, consistency, on-time delivery and professionalism to increase sales velocity. We

have been successful with this strategy, usually selling approximately 60% of the units before construction starts.

Alphaville has also been successful in its sales and marketing efforts. For example, in Campinas, Alphaville D. Pedro II & III development sold all the 498 lots in just a few hours on the first day; in Volta Redonda, Rio de Janeiro, the sales team needed only three hours to sell all of its residential lots; in Fortaleza, Ceará, 90% of the Alphaville lots were sold during the first day of launch, and Alphaville Anápolis in Goiás, 100% were sold in just a few hours in the same day of their launch.

We market our developments through newspapers, direct mail advertising and by distributing leaflets in neighboring areas, as well as through telemarketing and websites. In addition, on a quarterly basis, we publish the magazine “Gafisa Way” which is distributed to our customers and offers news on our most recent developments and

## Table of Contents

progress updates on buildings under construction. The Alphaville developments also publish special magazines geared to their specific communities.

Tenda's sales and marketing efforts are coordinated through 15 store fronts located across the principal metropolitan areas of the country. A direct sales force is trained to offer advice to first-time home buyers and to assist these buyers in finding the best financing solution. In addition, this sales force provides information on the benefits under the public housing program "Minha Casa, Minha Vida", including the process of obtaining a mortgage through the CEF and BB. Because the Tenda sales force is specially trained to provide information on the affordable entry-level segment, we believe that they are uniquely positioned to provide us with an advantage in this segment.

In addition to direct sales, Tenda markets its developments through telemarketing, which generates more than 28,000 calls and 15,000 chats per month and results in over 4,000 visits per month to its store fronts. Tenda also gathers information on its customers' preferences to better tailor its marketing efforts and has implemented a customer relationship management department in order to improve its client satisfaction. Finally, Tenda focuses on improving its sales during the launch of a development using a specific strategy for each type of development. For example, with large developments, Tenda has successfully combined its direct sales force with independent real estate brokerage firms, and the increase in cost associated with such combined efforts was offset by the significant increase in sales during the initial months after launch.

Under Brazilian law, we may establish a term within and the conditions under which we are entitled to cancel the development. According to our regular purchase contracts, if we are not able to sell at least 60% of the units within 180 days of launching, we can cancel the development. In the low income segment we need to have the project with at least 60% of the units sold (sales includes customers who are eligible for mortgages and that can be immediately transferred to financial institutions) and the project needs to be contracted with financial institutions prior to the launching phase, or we can cancel the development. Under those circumstances, we usually consider changing the project or selling the land, but, in any of those cases, we have to return the cash payment made by our customers adjusted for inflation but with no interest. Customers, however, are not entitled to other remedies.

## Construction

Gafisa has been engaged in the construction business for over 50 years. Our experience spans across the entire construction chain. Before engaging in each new project, we develop sketches and research and develop projects and plans to create the most appropriate product possible. Our standardized construction techniques and unique control system are designed to optimize productivity and minimize raw material losses. Our monitoring tools are available on our intranet where all employees regularly review costs and key performance indicators of each development such as actual versus budget comparisons, volume consumption for each raw material, and construction schedule.

We use strict quality control methods. We have developed proprietary procedure manuals that describe in significant detail each task of each stage of the construction project. These manuals are also used for the training sessions that we require all of our workers to attend. In addition, we keep quarterly records of projects delivered.

The reviews focus on identifying problems in order to take corrective and preventive actions in projects underway and thus avoid costly repetition. We have adopted a quality management system that was certified for ISO 9002 by Fundação Bureau Veritas, from Universidade de São Paulo. In 2007, we received a certification from Programa Brasileiro de Qualidade e Produtividade do Habitat (PBQP-H), which is part of the Ministry of Cities. In addition, the Eldorado Business Tower building was certified as a Green Building, category Platinum, by the U.S. Green Building Council, which attests that it is environmentally sustainable, through the rational use of energy, natural lighting and pollution control and recycling. Eldorado Business Tower was the first building in Latin America to achieve this category.

We invest in technology. Our research and development costs amounted to R\$1.0 million in each of 2013 and 2012 and R\$2.9 million in 2011. We believe that we have pioneered the adoption of advanced construction techniques in Brazil such as dry wall and plane pre-stressed slabs, which present numerous advantages over traditional techniques. We also optimize costs by synchronizing our projects' progress so as to coordinate the purchase of raw material and benefit from economies of scale. We have long-term arrangements with a number of suppliers which allow us to build our developments with quality, using brand name construction materials and equipment, and advanced technology. Moreover, our centralized procurement center enables us to achieve significant economies of scale in the purchase of materials and retention of services.

Table of Contents

We do not own heavy construction equipment and we employ directly only a small fraction of the labor working on our sites. We generally act as a contractor, supervising construction while subcontracting more labor-intensive activities. Substantially all on-site construction is performed for a fixed price by independent subcontractors. We have policies in place in order to hire reputable, cost-oriented and reliable service providers that are in compliance with labor laws and have performed their work diligently and on time in the past. Hiring subcontractors instead of employing workers directly has some financial and logistical advantages. For instance, we do not need to incur fixed costs to maintain a specialized labor force even when they are not actively working at a construction site and we do not need to pay for frequent transfers of labor to different construction locations.

Our construction engineering group coordinates the activities of service providers and suppliers, monitors compliance with safety and zoning codes, and monitors completion of the project on a timely basis. We provide a five-year limited warranty covering structural defects in all our developments.

**Risk Control**

Our risk control procedures require that all of our projects be approved by our investment committee, which meets on a monthly basis, or more frequently on an as-needed basis, and consists of our chief executive officer and two members of our board of directors. Our investment committee carefully reviews the various studies conducted by us and described above. In addition, we have a board of officers, which meets monthly, and is in charge of overseeing and approving major decisions. See “Item 6. Directors, Senior Management and Employees—E. Share Ownership” in this annual report.

**Customer Financing**

The table below sets forth the percentage of each type of customer financing we provide for each type of our developments as of December 31, 2013:

Sales Term	Luxury	Middle Income	Affordable Entry-Level(1)	Land Subdivisions (2)
Mortgage lending (delivery)	77 %	84 %	-	-
Caixa Econômica Federal	-	-	100 %	-
Gafisa 36 months	22 %	15 %	-	45 %
Gafisa 60 months	-	-	-	-
Gafisa 120 months	1 %	1 %	-	55 %

(1) Includes Tenda developments. We do not provide any customer financing for these developments.

(2) Includes both Gafisa and Alphaville land subdivisions.

Mortgages. In 2013, 84% of our sales value was financed by bank mortgages, where the customer paid us approximately 25% to 60% of the sales price of the property during the period of construction, and upon delivery of the property paid the balance of the sales price through a bank mortgage. We analyze the credit history of each customer at the time of sale to see if the customer would qualify for a bank mortgage based on banks’ standard credit rating policies. Although there is no assurance that the customer will qualify for a mortgage at the time of delivery, our analyses have been fairly successful in predicting whether the customer would qualify for a mortgage. The following table sets forth the credit limits established by mortgage sources available in Brazil:

Credit Lines	Typical Interest rate	Maximum Home Value	Maximum Loan Value
Mortgage portfolio (Carteira Hipotecária) or CH	% annually + TR(1)	No limit	No limit
Housing Finance System (Sistema Financeiro da Habitação) or SFH	% annually + TR	R\$ 500,000	R\$ 450,000
Government Severance Indemnity Fund for Employees (Fundo de Garantia do Tempo de Serviços) or FGTS	16% annually + TR	R\$ 130,000	R\$ 130,000

(1) TR refers to the daily reference rate.

Mortgage financing for Tenda’s developments primarily comes from CEF. The financing is structured so that customers with monthly income of up to ten times the Brazilian minimum wage pay low monthly installments without increasing our credit risk because CEF assumes the credit risk of each customer. Additionally, Tenda is currently working with certain private banks in addition to the CEF to provide financing for homebuyers with



## Table of Contents

monthly income between three and seven times the Brazilian minimum wage which was approximately R\$678,00 as of December 31, 2013 with similar terms as the financing provided by the CEF.

Financing by Gafisa during construction. We finance some of our own sales during the construction period, with a down payment of 20-30% and financing of the balance through monthly installments up to the delivery of the unit.

Financing by Gafisa after delivery. In addition, we offer financing plans to prospective customers using our own capital, where we finance purchases for up to 120 months after the completion of the construction. For completed units we require a down payment of 30% and financing of the remaining balance with up to 120 monthly installments. For units under construction we require a down payment of 10% and provide financing of 25-35% with up to 30 monthly installments until the delivery of the unit and financing of the remaining 75-65%, respectively, with up to 120 additional monthly installments. All of our financing plans are guaranteed by a conditional sale of the unit, with the transfer of the full property rights of the unit to the customer upon the full payment of the outstanding installments.

We have developed a strict credit policy in order to minimize risks. We take the following steps whenever we conduct a credit review process:

- trained independent brokers interview each potential customer to collect personal and financial information and fill out a registration form;
- registration forms are delivered, along with a copy of the property deed, to us and, if the bank providing the financing requests, to an independent company specialized in real estate credit scoring;
- credit is automatically extended by us to the customer if his or her credit analysis is favorable. However, if the credit analysis report raises concerns, we will carefully review the issues and accept or reject the customer's application depending on the degree of risk. To the extent financing is provided by a bank, such financial institution will follow their own credit review procedures; and
- after approving the application, our staff accepts the down payment which is given as a deposit on the purchase of the unit.

Sales contracts. Our sales contracts generally provide for adjustment of the sales price according to the INCC during construction and at an annual interest rate of 12% plus IGP-M over the receivables balance after a stated date in our sales contracts. We have historically experienced a low rate of customer default on our sales. On February 28, 2014, our clients' default level was 6.73% of our accounts receivable for Gafisa, 12.52% for Tenda and 2.76% for Alphaville.

We attribute our low default rate to the fact that: (1) we conduct database research on the socio-economic background of our prospective customers; (2) our agreements discourage default and cancellation of the purchase by imposing immediate penalty fees, interest and liquidated damages which are adjusted for inflation, and we retain approximately 60-65% (Gafisa), 20% (Tenda) and 20% (Alphaville) of the total purchase price plus expenses incurred by us, which in general represents all or a substantial portion of the amount that the defaulted clients have already paid us; and (3) we offer several options to our customers if they experience financial difficulties, such as offering them a greater number of installment payments or exchanging the unit bought for a less expensive one. When a default occurs, we endeavor to renegotiate the outstanding loan with our customers before taking any legal action.

We will only transfer title of the unit to a buyer after the release of the certificate of acceptance of occupancy by local authority and the full payment of all outstanding installments. We have increased the percentage of mortgages that our customers obtain from commercial banks from approximately 33% in 2006 to 56% in February, 2014. This increase reflects the growing interest of commercial banks in financing the Brazilian housing industry. See "Item 5".

Operating and Financial Review and Prospects—A. “Operating Results—Launches and Contracted Sales—Contracted Sales” for a discussion of the sales value of contracts cancelled by our customers and penalties paid in connection with such cancellations.

The table below sets forth the client’s default level breakdown by segment, as of December 31, 2013:

42

---

Table of Contents

	Gafisa		Alphaville(1)		Tenda	
Default level by segment	5.13	%	2.24	%	15.57	%

(1) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.

Cancelation of sales contracts. Gafisa and Tenda sales contracts are irrevocable under Brazilian law. That means that a customer does not have the unilateral ability to terminate a contract once it is executed, nor does the customer have an ability to require a refund of amounts previously paid unless we agree. To the extent that a customer is not in compliance with its obligations under a contract, we may at our option either force compliance through the Brazilian courts, or agree to a “default” by the customer. Should we agree at our sole discretion to refund part of the amounts paid to the defaulting party, we will normally apply the penalty set forth in the contract.

In the event either we or the customer do not agree to enter into a commercial negotiation following a customer default there are two courses of action available:

(1) the first option is that we may seek to enforce the agreement in Court to collect the amount outstanding and effectively transfer ownership of the unit to the buyer; or

(2) as provided in the contract and contemplated in Brazilian law we have the right to force the unit to be auctioned. When the unit is purchased in auction by a third party the proceeds from the auction are used in part to settle in full (including interest and penalties for late payments) the amount owed by the customer to Gafisa and the remaining balance is paid to the customer. When no third party is willing to acquire the unit in the auction, the title to the unit returns to Gafisa or Tenda without any disbursement, except for the auctioneers fees. Provisions in the Gafisa contract indicate that when such auction occurs it is without prejudice of the penalties set forth in this contract (meaning that the penalty provisions survive). Upon consultation, our legal counsel advised us that the customer has a right to request that amounts paid by him be returned after the contractual “penalty” has been deducted.

The table below provides the number and sales value of contracts terminated by customers for the periods presented:

Year Segment	As of December 31, 2013		As of December 31, 2012(3)		As of December 31, 2011 (3)	
	Number of contracts	Sales value (in thousands of reais)	Number of contracts	Sales value (in thousands of reais)	Number of contracts	Sales value (in thousands of reais)
<b>Gafisa</b>						
Contracted sales	3,671	1,416,939	4,031	2,040,575	5,871	2,530,372
Volume/Sales value of terminations	(1,292 )	(455,738 )	(1,074 )	(441,047 )	(753 )	(350,284 )
Percentage	35.2 %	32.1 %	26.6 %	21.6 %	12.8 %	13.8 %
Sales value, net of termination	2,379	961,201	2,957	1,599,528	5,118	2,180,088
<b>Tenda</b>						
Contracted sales	8,292	1,089,301	9,990	1,175,733	15,725	1,737,721
Volume/Sales value of terminations(1)	(4,278 )	(598,897 )	(10,852 )	(1,250,051 )	(14,284 )	(1,407,511 )
Percentage(1)	51.6 %	55.0 %	108.6 %	106.3 %	90.8 %	81.0 %
	4,014	490,403	(862 )	(74,318 )	1,441	330,210

Sales value net of terminations												
Alphaville (2)												
Contracted sales	7,955		1,295,260		5,654		1,293,526		3,584		910,425	
Volume/Sales value of terminations	(1,307	)	(233,005	)	(591	)	(185,633	)	(299	)	(68,435	)
Percentage	16.4	%	18.0	%	10.5	%	14.4	%	8.3	%	7.5	%
Sales value net of termination	6,648		1,062,260		5,063		1,107,893		3,285		841,991	
Total sales value net of termination	13,041		2,513,860		7,158		2,633,103		9,844		3,352,289	

(1)After a detailed analysis of Tenda receivables portfolio, we identified clients who no longer qualified for the mortgage because their contracts had terminated. In 2013, we had R\$419 million in sales value of termination

## Table of Contents

and R\$1.2 billion in 2012. As of the fourth quarter of 2011, we adopted a new sales policy for Tenda units to avoid contract terminations. The new terms of the contracts increased security in the client's transfer of their contracts to financial agents. This change led to a longer time period for new sales and for resale of units under contracts entered into during that period.

(2) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.

(3) Operating information has not been restated to reflect the consolidation method in jointly-controlled investees pursuant to CPCs 19 (R2) (or IFRS 11) and 36 (R3).

### Receivables securitization.

We release capital for new projects by seeking not to maintain receivables after our projects are completed. We have been active in the securitization market and we are capitalizing on an increasing investor demand for mortgage-backed securities. The securitization (mortgage-backed securities) market in Brazil is relatively new but we believe it is rapidly expanding. This expansion is helped significantly by recent development in Brazilian foreclosure laws.

With the growing availability of mortgages from commercial banks and the increasing liquidity of mortgage-backed securities (CRIs), we expect to further reduce our role as a financing provider to our customers. Our goal is to optimize our working capital by transferring the financing activities to securitization companies and banks.

### Main Raw Materials and Suppliers

We purchase a wide variety of raw materials for our operations. Even though these raw materials have represented on average, over the last three years, approximately 41% of our total costs of development, aside from land, the only raw material that represents more than approximately 5.1% of our total costs is steel. Prices of some raw materials have significantly increased over the last two years at a rate higher than inflation. The index that measures the fluctuation of construction costs, the INCC, increased 22.7% during the three year period ended December 31, 2013. During that same period, the IGP-M increased 18.4%, resulting in an increase in unit prices. We have been working on the development of new construction techniques and the utilization of alternative materials in order to reduce costs and improve our construction process with advanced technology.

We contract with major suppliers for the materials used in the construction of the buildings. We receive general pricing proposals from various suppliers of raw materials and select the proposal with the best terms and conditions for each development. In addition to pricing, we select our suppliers by the quality of their materials. We set forth specific minimum quality requirements for each construction project, and the chosen supplier must meet this quality requirement. The materials for our developments are readily available from multiple sources and, accordingly, we do not rely on any one supplier for our raw materials.

Our five largest suppliers in terms of volume are Gerdau Aços Longos S.A., Votorantim Cimentos Brasil Ltda., Supermix Concreto S.A., Intercement Brasil S.A., Ibrap Industria Brasileira de Alumínio and Elevadores Atlas Schindler S. A., In general terms, we purchase products for our construction based on the scheduled requirements, and we are given approximately 28 days to pay. The products we purchase generally come with a five-year warranty. We do not have any exclusive arrangements with our suppliers. We work closely with suppliers, enabling them to schedule their production in order to meet our demand or notify us in advance in the event they anticipate delays. We have good relationships with our suppliers and have experienced no significant construction delays due to shortages of materials in recent years. We do not maintain inventories of construction materials.

We achieve significant economies of scale in our purchases because we:

- use standard construction techniques,
- engage in a large number of projects simultaneously, and
- have long-term relationships with our suppliers. We periodically evaluate our suppliers. In the event of problems, we generally replace the supplier or work closely with them to solve the problems.

#### Customer Service

In our industry, customer satisfaction is based in large part on our ability to respond promptly and courteously to buyers before, during and after the sale of our properties, including providing an owner's guide. We use

## Table of Contents

innovative and personalized customer service techniques beginning with the initial encounter with a potential customer. We believe we were one of the first homebuilders in Brazil to introduce services such as breakfast for customers at construction sites and providing monthly photos to customers on the progress of the construction. These services are provided with the objective of educating customers on the progress of the construction and improving customers' experience with the purchase of our units. Other customer service efforts include:

- a dedicated outsourced call center with consultants and specialists trained to answer our customers' inquiries;
- the development of the "Gafisa Viver Bem" web portal, through which our customers can, for example, follow the project's progress, alter their registration information, simulate unit designs and check their outstanding balances;
- relationship events to engage the customer with the "Gafisa Viver Bem" program, like the "Open House" (inauguration party in the unit) and the "House UP" (refurbish one room of the unit);
  - the development of the "Alphaville Viver a Vida" web portal, through which our customers have easy and fast and easy access to all financial services related to Alphaville; and
- the development of the "Gafisa Personal Line," through which buyers of certain units are able to customize their units in accordance with plans and finishing touches offered by Gafisa. Such options vary by development.

As part of our customer service program in our residential developments, we conduct pre-delivery inspections to promptly address any outstanding construction issues. Prior to the delivery of each unit, we maintain regular contact with the customer by sending the customer our magazine "Gafisa Way." We also conduct monitored inspections of our developments to allow buyers to gather more information from our technical personnel. In addition, we send a monthly status report on the construction of the unit. We conduct another evaluation of the customer's satisfaction with his or her unit, as well as the customer's experience with our sales personnel and our various departments (customer services, construction and title services) 18 months after the release of the certificate of acceptance of occupancy by the relevant local authority. We also provide a five-year limited warranty covering structural defects, which is required by Brazilian law.

Alphaville also promotes several Relationship Programs during the construction period, for example:

"Plantando Raízes", customers and their families are invited by Alphaville Foundation to plant a seed which will become the family's trees;

In "Visita Monitorada" customers are invited to visit and follow the progress of the Alphaville construction which include a presentation of the engineering team on the construction status;

Next construction's delivery, owners of lots and their architects are invited to a presentation given by Alphaville on project design, tips on hiring professionals in the industry, as well as the construction regulations;

"Test Life" - customers and their families enjoy a day at the club house, promoting the use of the common areas, such as the club, courts and swimming pool;

"Alphaville Clubes – Lazer Brasil," membership entitles the use of all Alphaville health and fitness clubs throughout the country; and

Alphaville's website-news, on our Alphaville communities documents and information related to each developments are posted.

In 2014, we plan to continue to engage with our customers by creating positive experiences with the brand Gafisa.

#### Competition

The real estate market in Brazil is highly fragmented and competitive with low barriers to entry. The main competitive factors include price, financing, design, quality, reputation, reliability, meeting delivery expectations, partnerships with developers and the availability and location of land. Certain of our competitors have greater financial resources than we do, which could provide them an advantage over us in the acquisition of land using cash.



Table of Contents

In addition, some of our competitors have better brand recognition in certain regions, which could give them a competitive advantage in increasing the velocity of their sales. Because of our geographic diversification, we believe that we have access to different markets within Brazil that have different demand drivers.

Because of the high fragmentation of the markets in which we operate, no single developer or construction company is likely to obtain a significant market share. With the exception of São Paulo and Rio de Janeiro, where we face competition from major publicly-traded competitors, in other regions we generally face competition from small and medium-sized local competitors that are not as well-capitalized. We expect additional entrants, including foreign companies in partnership with Brazilian entities, into the real estate industry in Brazil, particularly the São Paulo and Rio de Janeiro markets.

The table below sets forth the most recent data available on our market share in the São Paulo and Rio de Janeiro markets:

## São Paulo (1) — Gafisa's Market Share

Year	Year ended December 31,					
	2013		2012		2011	
	(Launches in R\$ million)					
Local market	32,367		28,288		30,311	
Gafisa(2)	1,125		1,306		2,227	
Gafisa's market share	3.5	%	4.6	%	7.3	%

Source: EMBRAESP and SECOVI.

## Rio de Janeiro (1) — Gafisa's Market Share

Year	Year ended December 31,					
	2013		2012		2011	
	(Launches in R\$ million)					
Local market	12,590		12,252		11,544	
Gafisa(2)	51,534		347		962	
Gafisa's market share	0.4	%	2.8	%	8.3	%

Source: ADEMI.

(1) Metropolitan region.

(2) Gafisa interest.

## Seasonality

Although the Brazilian real estate market is not generally seasonal, there are a few months of the year when the market slows down (January, February and July) each year. These months coincide with school vacations and result in the postponement of investment decisions. We are impacted similarly as the rest of the market during such periods.

## Subsidiaries

We carry out our real estate developments directly or through our subsidiaries or our jointly-controlled entities in partnership with third parties. As of December 31, 2013, we had 222 subsidiaries and 85 jointly-controlled entities under operations, all of such subsidiaries and jointly-controlled entities are incorporated as special purpose entities and headquartered in Brazil. Our subsidiaries and jointly-controlled entities operate exclusively in the real estate sector.

Many of our subsidiaries and joint-ventures are SPEs, many of which have been incorporated by us as joint ventures together with other real estate and construction companies in Brazil. Of our 307 SPEs, 73% are wholly-owned by us and 13% are majority-owned by us, and we hold an interest of 50% or less in the remaining 14%.

## Table of Contents

### Intellectual Property

#### Trademarks

Our trademarks are filed or registered in Brazil with the Brazilian Institute of Industrial Property (Instituto Nacional de Propriedade Industrial), or the “INPI,” which is the competent body for, among others, trademarks’ and patents’ registries in Brazil. Besides, the trademark “Gafisa” is also registered before the competent agency for registering trademarks in the United States.

Currently, the registration process of a trademark takes approximately 30 to 36 months from the date of filing of the application until the definitive registration. From the date of filing of the application to the date of the definitive registration, the applicant has an expectation of right for the use of the trademark in connection with the products and services for which the trademark was applied for.

Each trademark registration is effective for a 10-year period and is renewable for equal and successive periods. The renewal of a trademark registration is granted upon request accompanied by payment of renewal fees during the final year of the trademark’s registration period or within the 6-month waiting period after its expiration. In case of non-payment, the registration is cancelled by INPI.

A trademark registration may be terminated in case (1) of expiration of its validity term; (2) the trademark owner or holder waives in whole or in part the rights granted by registration; (3) of forfeiture, or the applicant’s or the holder’s failure to use a registered trademark in connection with related goods or services for a period longer than five years; or (4) failure to appoint a Brazilian resident with powers to represent the applicant or holder in administrative or judicial proceedings, in cases where the applicant or the holder resides abroad.

As of the date of this annual report, we had approximately 119 pending trademark applications and 130 trademarks registered in Brazil with the INPI of which approximately (a) 97 pending applications and 117 registered trademarks refer to Gafisa, and (b) 22 pending applications and 13 registered trademarks refer to Tenda.

Our most significant trademark is “Gafisa,” which is duly registered with the INPI in the relevant market segment. Other relevant trademark we own, such as “Tenda,” are also registered with the INPI in several classes in connection with our daily activities.

#### Domain Name

As of the date of this annual report, we, together with our subsidiaries, were the owners of approximately 103 domain names including our and our subsidiaries’ principal websites. The term of each domain name registration is one year and is renewable for equal and successive periods. An annual fee payment is necessary for the maintenance of the domain name registrations. Other than non-payment of the annual fee, domain name registration may be cancelled by: (1) express waiver of the owner; (2) irregularities in the data form as requested by the respective agency; (3) non-compliance with applicable regulations; (4) judicial order; or (5) in the case of foreign companies, non-compliance with the obligation to initiate the company’s activities in Brazil. Our domain names will, unless renewed, expire between April 2014 and April 2021. We will seek to renew our domain names expiring in 2014, after evaluating their continuing applicability.

#### Patents

We have no patents registered in our name.

## Software Licenses

Most of the software we use in our daily business refers to common computer programs, such as Windows, SAP and AutoCAD. Additionally, we own all required licenses of use in connection with such software. The use of computer software without the acquisition of proper licenses is considered a felony subject to both criminal and civil liabilities, including the payment of fines and restrictions of future use of the applicable software.

## Licenses

Under Brazilian laws, we are required to obtain a variety of licenses for each of our new developments. As of the date of this annual report, we have obtained all necessary licenses and permits to operate our business.

## Table of Contents

### Insurance

We maintain insurance policies with leading Brazilian insurance companies, such as Allianz Seguros S.A., Itaú Unibanco Seguros, ACE Seguradora S.A., Zurich Brasil Seguros S.A., Chubb do Brasil Companhia de Seguros, Caixa Seguradora and J. Malluceli Seguros S.A., with coverage for, among others, (1) potential risks arising from the commencement of construction, including property damages, business interruption, engineering risks, fire, falls, collapse, lightning, and gas explosion; (2) construction errors; (3) performance bonds; and (4) losses arising from damages or defense costs associated with litigation resulting from misconduct of directors and officer. Such insurance policies contain customary specifications, limits and deductibles. Additionally, we do not maintain any insurance policy for our properties after construction is completed.

According to Brazilian Federal Law, it is mandatory that homebuilders have insurance policies in force with coverage for, among others, damages and losses related to civil liabilities and performance bonds. Failure or default in contracting any compulsory insurance required by applicable legislation is subject to a penalty amounting to the higher amount between (1) twice the premium price of the insurance that should have been contracted; and (2) ten percent of the insured property value. Additionally, no operating authorization or license (or the renewal of any existing license) shall be granted to companies subject to compulsory insurance in default of the aforementioned obligations.

Our management believes that the insurance coverage for our properties is adequate and that our insurance policies are customary for our industry in Brazil and adequate for applicable regulations.

### Regulatory Framework

#### Brazilian Government and Real Estate Sector Regulations.

The real estate sector is directly regulated by the Brazilian government and is indirectly impacted by the government's regulations on the availability of credit. Regulations include development policies, zoning restrictions and environmental laws which can determine the availability of different products offered in the market. For example, city master plans restrict the types of real estate developments that can be constructed in a given area.

As a general rule, the NBCC requires that the transfer of title of real estate properties, as well as the assignment, transfer, change or waiver of rights on real estate properties, be carried out by means of a public deed, except in certain cases, such as when the Real Estate Finance System (Sistema Financeiro Imobiliário), or SFI, or the SFH, are involved. The intent of this rule is to increase the security of property transfers.

According to applicable law, transfer of real estate title is only deemed effective upon the registration of the transfer with the relevant Real Estate Registry Office. The procedure for the execution of public deeds and also the respective registration with the Real Estate Registry Office (Registro Imobiliário) is regulated by the Brazilian Law of Public Registers (Lei de Registros Públicos).

### Real estate development

Real estate development activities are regulated by Law No. 4,591 of December 16, 1964, as amended, or Law No. 4,591. The main duties of a developer are to: (1) obtain all required construction approvals and authorizations from the proper authorities; (2) register the development with the Real Estate Registry Office (without registration, the developed units cannot be sold); (3) indicate in the preliminary documents the deadline for the developer to withdraw from the development; (4) indicate in all advertisements and sales contracts the registration number of the development with the Real Estate Registry Office; (5) oversee the construction of the project established by the

contract which must be in accordance with the approval granted by the authorities; (6) deliver to the final owner the completed units, in accordance with the contractual specifications, and transfer to the final owner the title of the unit by signing the final sale deed; (7) assume sole responsibility for the delivery of the developed units to the respective purchasers; (8) assume sole responsibility in the event the construction of the unit is not in accordance with the advertisements and sale contracts; and (9) provide construction blueprints and specifications along with the joint ownership agreement to the proper Real Estate Registry Office. The final owner is obligated, in turn, to pay the price related to the cost of the land and the construction.

The construction of the real estate units may be contracted and paid for by the developer or by the final owners of the units. Brazilian law provides for two pricing methods in real estate development: (1) construction under contract and (2) construction under a system of management. In construction under contract, the contracting parties will either set a fixed price, stipulated before the construction begins, or agree on an adjustable price pegged to an

## Table of Contents

index determined by the contracting parties. In construction under a system of management, an estimated price is agreed upon by the contracting parties, but no fixed final price is provided at the beginning of the construction process. The actual amount that purchasers of the units pay depends on the monthly costs of the developer or contractor.

### Urban land subdivisions

Urban land subdivisions consist of subdivisions of urban land parcels into building lots and the construction of new roads and other infrastructure, and are regulated by Law No. 6,766 of December 19, 1979, as amended, or Law No. 6,766. The Urban Land Subdivision Act governs urban land subdivisions and establishes, among other things, the planning and technical requirements for this form of land parceling and the obligations of the developers, and also provides for fines and sanctions in the event of violation of its provisions.

Under the Urban Land Subdivision Act, land subdivisions are intended for the creation of lots in urban areas or urban expansion zones, as defined by the planning director or approved by municipal law, and must comply with Law No. 6,766.

For the construction of land subdivisions, the developer must proceed through the following steps: (1) prior to developing the land subdivision plan, it must request the municipality in which the development will be located to issue directives on use policies specifically to the land, such as the delineation of lots, road and street systems and areas reserved for municipal or community properties; (2) pursuant to the directives issued by the municipality, it must develop a plan for the proposed land subdivision and present it to the municipality for approval, including the plans, designs, descriptions, and schedule for performance of the work, among other documents; and (3) after approval for the land subdivision project is obtained, it must be submitted for recording in the property registry of the appropriate Real Estate Registry Office within 180 days.

In addition to the approval of the project by the municipality in which the development will be located, the approval of other governmental bodies may be necessary in cases where the land subdivision: (1) is located in an area of particular interest, such as a protected cultural heritage site as defined by state or federal legislation; (2) is located in the boundary area of a city, belongs to more than one municipality, or is in a metropolitan region as defined in state or federal law; or (3) has an area greater than 1 million square meters, in which case the state where the development will be located will be responsible for reviewing and approving it prior to the approval by the municipality, and will also determine the regulations to which the development must be subject.

The legal requirements for the approval of the land subdivision by a municipality include: (1) the developer must preserve a percentage of the land used for residential communities as open spaces for public use and for municipal or community properties with the percentage determined by each municipal zoning code; (2) each lot must have a minimum area of 125 square meters and the distance between the building and the street must be at least five meters; and (3) the developer must reserve 15 meters of land on either side of running or still water and of strips of public domain land for roads and highways.

The Urban Land Subdivision Act also sets forth locations where subdivisions are not permitted, such as: (1) on wetlands and lands subject to flooding, until measures have been taken to assure water drainage; (2) on land that has been filled with material that is a public health hazard, unless previously cleaned up; (3) on land that has a slope equal to or greater than 30 degrees, unless the requirements of the appropriate authorities have been met; (4) on lands where geological conditions make buildings inadvisable; and (5) in ecological preserves or areas where pollution creates unacceptable sanitary conditions, until corrected.

In order to offer greater security to the property market, the Urban Land Subdivision Act prohibits the sale or promise of sale of any lot that is the result of a subdivision where the developer has not previously obtained approval by the appropriate municipality and the development has not been recorded with the respective Real Estate Registry Office. If any such lot is sold or contracted to be sold, the developer and any person or legal entity benefiting from such sale or promise of sale shall be jointly liable for the resulting damages to the purchaser and the public authorities.

#### Assets for Appropriation

Law No. 10,931 of August 2, 2004, as amended, provides for certain protection of real estate assets. Accordingly, such protected assets are segregated from other properties, rights and obligations of the developer, including other assets previously appropriated, and such appropriated assets can only be used to guarantee debts and obligations related to the respective development. The appropriated assets are considered bankruptcy free and will



## Table of Contents

not be affected in the event of bankruptcy or insolvency of the developer. In the event of a bankruptcy or insolvency of the developer, joint ownership of the construction may be instituted by a resolution of the purchasers of the units or by judicial decision. The joint owners of the construction will decide whether the project will proceed or the assets appropriated will be liquidated. Developers may also opt to submit a project to appropriation in order to benefit from a special tax system. Under this system, land and objects built on the land, financial investments in the land, and any other assets and rights with respect to the land are considered to be protected for the benefit of the construction of that development and the delivery of the units to the final owners, and are thus separate from the remaining assets of the developer.

In addition, in order to encourage the use of the appropriation system, Laws No. 11,977 of July 7, 2009 (amended by Law No. 12,249 enacted on June 11, 2010, Law No. 12,424 enacted on June 16, 2011 and Law No. 12,693 enacted on July 24, 2012) and No. 12,024 of August 27, 2009, which granted tax benefits for the adoption of the system by reducing tax rates on appropriated assets from 7% to 6% and, in the case of the appropriated assets under the public housing program “Minha Casa, Minha Vida,” from 7% to 1%.

We have not yet utilized the appropriation system for any of our real estate developments. We prefer to use our subsidiaries and our jointly-controlled entities for each specific real estate development. Our subsidiaries and jointly-controlled entities allow us to borrow funds by segregating the credit risk taken on by the financial institutions.

### Credit Policy Regulations

The real estate sector is highly dependent on the availability of credit in the market, and the Brazilian government’s credit policy significantly affects the availability of funds for real estate financing, thus influencing the supply of and demand for properties.

### Housing Finance System, or “SFH”

Law No. 4,380 of August 21, 1964, as amended, created the SFH to promote the construction and ownership of private homes, especially for low income earners. Financing resources under the SFH’s control are provided by the Government Severance Indemnity Fund for Employees (Fundo de Garantia do Tempo de Serviço), or “FGTS,” and from savings account deposits. The FGTS, created by Law No. 5,107 of September 13, 1966 and regulated by Law No. 8,036 of May 11, 1990, imposes a mandatory 8% employee payroll deduction on all employees in Brazil. Employees maintain FGTS accounts, which are similar to pension funds, and are allowed, among other things, to use the funds deposited in the accounts for the acquisition of real estate property under certain circumstances, as set forth by applicable law. The CEF is the agency responsible for managing the funds deposited in the FGTS. In order to be eligible for the financing, the beneficiary must purchase a completed unit or unit under construction priced at up to R\$750,000 (price applicable to the States of Rio de Janeiro, São Paulo, Minas Gerais and Distrito Federal) or R\$650,000 (price applicable to other Brazilian States). In addition, the beneficiary shall (1) not own or be the committed purchaser of any residential real estate financed by the SFH within Brazil; (2) not own or be the committed purchaser of, any real estate property built or under construction in both his or her current city of residence and the city where the beneficiary conducts his or her main activities; (3) reside for at least one year in the city where the property is located; (4) pay the FGTS; and (5) be registered for at least three years with the FGTS regime. The unemployed also have access to the FGTS to purchase real estate property provided that he still has funds on the FGTS account (where the 8% payroll deduction was deposited while employed).

Financings that originate from savings account deposits in the entities comprising the Brazilian Saving and Loan System (Sistema Brasileiro de Poupança e Empréstimo), or “SBPE,” are regulated by the Central Bank. Such financings can be obtained through the SFH, which is strictly regulated by the Brazilian government, or through the mortgage portfolio system, where banks are free to set the financing conditions. SFH financing offers fixed interest rates lower

than the market rates, capped at around 12% per year, and SFH financing contract terms vary, in general, between 15 and 30 years. The mortgage portfolio system financing offers market interest rates as determined by the financial institutions, generally varying between 18.5% and 12% per year.

CMN Resolution No. 3,932/2010 provides for the allocation of the funds deposited in savings accounts in the entities comprising SBPE and states that the following conditions must be met for SFH financing: (1) the maximum amount of the financing is 80% of the appraisal price of the property, as a general rule; (2) the maximum appraisal price for the financed unit is R\$750,000 (applicable to the States of Rio de Janeiro, São Paulo, Minas Gerais and Distrito Federal) or R\$650,000 (applicable to other Brazilian States); (3) the maximum actual cost to the borrower,

## Table of Contents

which includes charges such as interest, fees and other financial costs, except insurance, may not exceed 12% per year; and (4) the borrower is responsible for the potential outstanding balance verified at the end of the financing term, (such term might be extended by half of the initial term).

SFH financings need to be secured by at least one of the following: (1) a first mortgage over the unit that is being financed; (2) a conditional sale over the unit that is being financed, as prescribed by Law No. 9,514 of November 20, 1997, as amended by Law No. 10,931 of August 2, 2004, Law No. 11,076 of December 30, 2004, Law No. 11,481 of May 31, 2007, Law No. 12,703 of August 07, 2012 and Law No. 12,810 of May 15, 2013 (“Law No. 9,514”); or (3) a first mortgage or conditional sale, as determined by Law No. 9,514, of other property owned by the borrower or by a third party; or (4) other guarantees, as established by the financing agent. SFH funds are only released upon the formalization of one of these methods of guaranteeing the loan.

The federal government has announced changes in the regulations on financing and construction in order to promote growth in the real estate market. Among the measures announced are: (1) financial institutions have the option to grant financing with previously fixed rates; (2) lenders have the option of excluding the TR index (Taxa Referencial) from the financing and applying only the limit of 12% per year; (3) allowing financing installment payments to be directly deducted from a borrower’s wage; (4) establishing a new credit program from the CEF to real estate developers; and (5) reducing the Tax on Manufactured Products (Imposto sobre Produtos Industrializados), or “IPI,” for products utilized in the construction segment.

### Mortgage portfolio

While a large portion of the funds in the deposits in saving accounts are allocated to the SFH, some of the funds are allocated to loans granted at market rates. CMN Resolution No. 3,932/10 established that at least 65% of these deposits should be used for real estate financing, with a minimum of 80% of the financing going to housing loans under the SFH and the remaining balance for loans granted at market rates which are usually higher than in SFH loans, including mortgage portfolio used by banks for the concession of housing loans.

In early 2005 the Brazilian government took a number of measures to better regulate the use of the funds raised in savings account deposits in order to promote growth of the real estate sector, these measures included: (1) cancellation of payment to the Central Bank of funds not invested in real estate financing in January, February and March; (2) creation of a real estate interbank deposit market to allow financial institutions with excessive investments in real estate to trade with financial institutions that have capacity for more real estate credits; (3) review of the factors used in the calculation guidelines of the SFH in order to stimulate financing for the acquisition of new real estate properties at a low cost, applicable as of January 1, 2005; and (4) authorization for the SFH to provide financing to legal entities for the construction of development projects for their employees, provided that such entities follow all SFH guidelines,(5) in 2013 increase of the operating limits of the SFH to units with a maximum sales price of R\$750,000 These changes have significantly increased the funds available for investments in the Brazilian real estate sector.

### Real Estate Finance System, or “SFI”

The SFI was created by Law No. 9,514 to establish assignment, acquisition and securitization criteria for real estate credits. The system seeks to develop primary (loans) and secondary (trading of securities backed by receivables) markets for the financing of real estate properties by creating advantageous payment conditions and special protection of creditors’ rights. The SFI supervises real estate financing transactions carried out by savings banks, commercial banks, investment banks, real estate credit portfolio banks, housing loan associations, savings and loan associations, mortgage companies and other entities authorized by the CMN to provide such financing. SFI real estate credits may be freely negotiated by the parties, under the following conditions: (1) the amount loaned and the related adjustments must be fully reimbursed; (2) interest must be paid at the rates established by the contract; (3) interest must be

capitalized; and (4) borrowers must purchase life and permanent disability insurance.

Real estate sales, rental, or other real estate property financing in general, can be negotiated with non-financial institutions under the same conditions permitted by authorized entities under the SFI. In these cases, non-financial entities are authorized to charge capitalized interest rates greater than 12% per year.

The following types of guarantees are applicable to loans approved by the SFI: (1) mortgages; (2) fiduciary assignment of credit rights resulting from sales contracts; (3) guarantee of credit rights resulting from contracts of sale or promise of sale of property; and (4) conditional sale of real estate property.

## Table of Contents

Law No. 9,514 also reformed securitizations of real estate assets provisions, making them less expensive and more attractive. The securitization of credits in the context of the SFI is made through real estate securitization companies, non-financial institutions formed as joint stock companies whose objective is to acquire and securitize real estate credits. Funds raised by the securitizing companies can be made through the issuance of debentures or notes, or the creation of a new type of Real Estate Receivable Certificates (Certificados de Recebíveis Imobiliários), or “CRIs.” According to applicable law, CRIs are nominative credit securities issued exclusively by securitizing companies, backed by real estate credits, freely negotiated, and payable in cash. CRIs tend to have, among others, the following characteristics: they are issued in book-entry form, they may have fixed or floating interest rates and can be paid in installments, they may contain adjustment provisions, they are registered and traded through centralized systems of custody and financial settlement of private securities and they can be secured by the assets of the issuing company.

### Minha Casa, Minha Vida program

Provisional Measure No. 459 enacted on March 25, 2009, converted into Law No. 11,977 enacted on July 7, 2009, amended by Law No. 12,249 enacted on June 11, 2010, Law No. 12,424 enacted on June 16, 2011 and Law No. 12,693 enacted on July 24, 2012 created a public housing program called “Minha Casa, Minha Vida.” Provisional Measure No. 514 enacted on December 1, 2010, converted into Law No. 12,424 of June 16, 2011, modified the aforementioned legislation, which calls for government investment of more than R\$30 billion and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage. Under this program, the government is authorized to finance families purchasing houses with assessed values between R\$80,000 and R\$170,000. Law No. 12,686 enacted on October 15, 2013, released resources for "Minha Casa Melhor", in which CEF provides to each beneficiary of the program "Minha Casa Minha Vida" subsidized credit up to R\$5,000 for the purchase of furniture and appliances, with interest rate of 5% per year and repayable in 48 months.

### Municipal Legislation

Municipal planning is regulated by articles 182 and 183 of the Federal Constitution and by Law No. 10,257 of July 10, 2001 (Estatuto da Cidade), as amended, or Law No. 10,257. Law No. 10,257 provides, among other things, for the establishment of (1) rules for the parceling, use and occupation of urban tracts of land in each municipality for the collective welfare and environmental balance of the community; and (2) a master plan, which shall be reviewed every 10 years. The master plan is the guiding tool used to plan developments in the urban areas of each municipality and is used as a reference by all public and private agents acting within the municipality. It establishes the strategic goals and general guidelines for urban construction, the objectives and guidelines for differentiated areas of planning and the instruments for their deployment.

We set out below certain details of the laws governing the municipal planning of the two major cities in which we operate, São Paulo and Rio de Janeiro:

#### São Paulo municipality

City laws govern the zoning, construction, parceling, use and occupation of land in the municipality of São Paulo. They set forth technical and urban planning requirements for parceling, and provide that the division, subdivision or segregation of urban tracts of land are subject to the prior approval of the São Paulo municipal government. Moreover, the zoning laws describe the types of permissible uses for the land and their respective characteristics, by dividing São Paulo into areas of use with fixed locations, limits and boundaries. They also provide for fines and sanctions for noncompliance.

Municipal Law No. 13,430 of September 13, 2002, approved the master plan and created the Planning System of the municipality of São Paulo. In addition, Municipal Law No. 11,228 of June 25, 1992, as amended, approved the Code

of Works and Construction, regulated by Decree 32,329 of September 23, 1992, as amended, which governs administrative and executive procedures and sets forth the rules to be followed in the planning, licensing, execution, maintenance and use of public works and construction within properties in the municipality of São Paulo, and provides for sanctions and fines applicable in cases of non-compliance with these rules.

Rio de Janeiro municipality

Decree 322 of March 3, 1976, as amended, of the municipality of Rio de Janeiro, and Decree “E” 3,800 of April 20, 1970, as amended, of the then State of Guanabara, jointly created the municipality’s Zoning Regulation, Land Parceling Regulation and Construction Regulation. These regulations control the use of the municipality land,

## Table of Contents

including urban zoning, use of properties, development of construction sites and conditions for the use of each zone in the municipality. The Ten-Year Master Plan of the municipality, approved pursuant to Supplementary Law No. 111 of January 1, 2011, establishes rules and procedures related to urban policy of the municipality, determines guidelines, provides instruments for its execution and defines area policies and their related programs, aiming at meeting the social needs of the city.

### Environmental Issues

We are subject to a variety of Brazilian federal, state and local laws and regulations concerning the protection of the environment, as well as urban regulations and zoning restrictions, as described below. Applicable environmental laws may vary according to the development's location, the site's environmental conditions and the present and former uses of the site. Compliance with these environmental laws may result in delays, cause us to incur in substantial costs, and prohibit or severely restrict project development. Before we purchase any real estate, we conduct investigations of all necessary and applicable environmental issues, including the possible existence of hazardous or toxic materials, as well as any inadequately disposed waste substances. During the investigations we also identify the existence of water wells and protected vegetation, observing the proximity of the real estate property to permanent preservation areas. We generally condition the real estate property acquisitions on obtaining the required regulatory approvals prior to closing.

We have adopted certain practices to further our commitment to environmental protection and landscape development. Through our Selective Collection Project, we have partnered in environmental education initiatives with private and governmental entities, including non-governmental organizations. We provide training to all of our outsourced workers (before we begin work on any particular project), that focuses on the importance of preserving the environment and how to effectively collect, store and control materials for recycling. Alphaville was given the "ECO Award" in 2006 and 2007 (by the American Chamber of Commerce), the "Top Ambiental Award" (Top Environmental Award) in 2007 and 2008 (by the Brazilian Association of Marketing and Sales Agents, in recognition for its environmentally responsible practices) and the "Top Social Award" in 2008 and 2009 (by the Brazilian Association of Marketing and Sales Agents, in recognition for its socially responsible practices). Our Eldorado Business Tower building is the first building in Latin American, to be pre-certified by the U.S. Green Building Council as a Leed CS 2.0 Platinum building for leadership in energy and environmental design.

### Environmental licenses and authorizations

Brazilian environmental policy requires environmental licenses and permits for the construction of real estate projects. Environmental licensing is required for both initial construction and alteration in existing developments, and the licenses must be periodically renewed. The Brazilian Institute of Environment and Renewable Natural Resources (Instituto Brasileiro do Meio Ambiente e dos Recursos Naturais Renováveis), or the IBAMA, is responsible for granting such licenses for projects with regional or national impact on the environment. In other cases, state or municipal environmental agencies are responsible for granting such environmental licenses, depending on the extent of environmental impacts caused by certain projects.

The environmental licensing process is comprised of three stages: preliminary license, installation license and operational license. The preliminary license, issued during the preliminary planning phase of the project, authorizes the location and basic development, and establishes the conditions and technical requirements to be observed in further stages of development. The installation license authorizes the facility's construction. The operating license authorizes the commencement and continuation of operational activities. Operating licenses are subject to compulsory renewal depending on their validity. The licensing of activities that may impact the environment as determined by the competent environmental agency and according to the Environmental Impact Study and Environmental Impact Report ("EIA/RIMA"), requires environmental offset payments, to be invested in conservation units (e.g. national parks,

biological reserves etc.), pursuant to Article 36 of Law No. 9,985/00. The value of the environmental offset is established by the environmental agency conducting the licensing proceeding, according to the “ecosystem impact level” of the proposed activity, pursuant to Article 31-A of Federal Decree No. 6,848/09.

The installation, operation or alteration of projects without proper and valid environmental licensing or the non-compliance with the conditions or technical requirements of the respective environmental licenses, may subject the violator to administrative sanctions that may range from fines (R\$500 to R\$10 million), as well as the suspension of activities and, depending on the specific circumstances, criminal liability (of individuals and companies), pursuant to Federal Law No. 9,605/98.



## Table of Contents

The construction, maintenance and sale of our projects may be hampered or halted by delays in the issuance of applicable licenses or even by failure to obtaining such licenses.

The construction of real estate developments often requires land moving activities, and in many cases, the cutting down of trees. In addition to environmental licenses and permits, Brazilian legislation requires specific environmental authorizations for the development of projects, based on the characteristics of the project, its location and the natural features inherent to the area. The development of projects that require the cutting trees or removing vegetation must receive specific authorizations from environmental agencies. Companies that apply for an authorization for vegetation removal are required to perform the reforestation of other areas as a compensatory measure, such as reforestation or to repair the affected areas, which may imply additional expenses. Brazilian legislation also requires special protections for certain specific types of flora and areas with special ecological purpose, imposing additional legal requirements to removal of such vegetation.

The removal of vegetation without proper and valid authorization, or non-compliance with the authorization requirements, may subject the transgressor to civil liability (in case environmental damage occurs), administrative sanctions (such as fines) and, according to specific circumstances, criminal liability (of individuals and/or companies), pursuant to Federal Law No. 9,605/98.

The licensing of projects with relevant environmental impacts located in a conservation unit or within its buffer zone will depend on prior authorization from the conservation unit's managing office. In addition, the development of projects that require water abstraction from bodies of water or groundwater, as well as the discharge of effluents into water bodies, are subject to specific water use grants, to be issued by the relevant authorities. Water use grants are subject to certain conditions and technical requirements, including maximum capacity requirements and effluent treatment standards.

### Waste disposal

Brazilian legislation relies on several standards and procedures for waste management. All waste must be properly stored, treated, transported and disposed of, in order to avoid the occurrence of environmental damages – and as a result, environmental liability.

The Brazilian “National Waste Management Policy” and CONAMA Resolution 307/2002 specifically regulates the handling of solid waste generated by the construction sector. Companies are required to present and have a solid waste management plan approved by state environmental agency and must comply with the conditions and obligations set forth in such plan. Failure to comply with such obligations may lead to civil (obligation to repair/indemnify in case of pollution), administrative (e.g. fines, suspension of activities etc.) and, according to specific circumstances, criminal liability.

Regarding civil liability, because Brazilian legislation imposes strict, joint and several liability for environmental damages, companies may be held liable for any environmental damages that may arise as a result of its activities, including waste generated thereof, which must be properly stored, treated, transported and disposed of. Likewise, the hiring of third parties for management of waste generated from our activities does not exempt us from civil environmental liability.

### Contaminated areas

We develop and construct projects in several states within Brazil. Each state has its Environmental Secretary and/or Environmental Agency. The São Paulo State Secretary of Environment (Secretaria de Estado do Meio Ambiente de São Paulo), or the “SMA,” and the State Environmental Agency of São Paulo (Companhia Ambiental do Estado de São

Paulo), or “CETESB,” are the principal environmental regulatory entities of the State of São Paulo, and they have adopted procedures with regard to the management of contaminated areas, including the creation of environmental standards to preserve the quality of land and underground water, as well as procedures to be complied with if contamination is confirmed. The standards established by CETESB are used as reference by most Brazilian states that have no specific regulation on contaminated land management.

In addition, the Rio de Janeiro State Secretary of Environment (Secretaria de Estado do Meio Ambiente e Desenvolvimento Urbano do Rio de Janeiro) and the Rio de Janeiro State Environmental Agency, or “INEA,” also maintain their own quality standards, in combination with those established by the National Environmental Council (Conselho Nacional do Meio Ambiente), or “CONAMA”. Other states have similar requirements.

## Table of Contents

If contaminated areas are identified in the development of our projects, we must provide proper disclosure to environmental authorities and registration before real estate property records. Given the strict liability regime, we may be required to proceed with the remedial actions deemed necessary by environmental agencies in order to comply with technical standards set forth for each kind of project, even if we have not caused the contamination, and may result in delays for the project development's completion. Prior approval from environmental agencies before engaging in remedial actions may be necessary. All emergency actions to prevent and mitigate risks to the environment and public health, if required, must be adopted promptly and at our expense.

Non-compliance with the guidelines established by the environmental and health entities may result in criminal, as well as administrative penalties. Moreover, the owners of properties may be required to pay for costs relating to the clean-up of any contaminated soil or groundwater located in their properties, even if they did not cause the contamination.

If there are contaminated areas in the properties where our projects will be developed, this must be disclosed to our clients.

### Environmental liability

Article 225 of the Brazilian Federal Constitution, provides that “activities that are harmful to the environment shall subject violators, whether individuals or companies, to criminal and administrative sanctions, regardless of the obligation to repair the damage caused.” Therefore, the Brazilian Federal Constitution provided for environmental liability in three distinct fields: civil, administrative and criminal. As an example, payment of an administrative fine does not offer exemption from the duty to make reparations or indemnify for damages that might be caused by harmful conduct, nor does it offer exemption from possible criminal charges prompted by the event.

Civil environmental liability in Brazil is considered by case law as *propter rem*, that is, liability attaches to the real estate property. Therefore, whoever buys environmentally damaged land will succeed in the liability for the clean-up or recovery and for reparation of potential damage to third parties. Although this liability can be contractually allocated between the parties, it cannot be opposed either administratively or before third parties.

In addition, Federal Law No. 6,938/81 establishes strict liability for the recovery of environmental damages or, if not possible, compensation or indemnity for such damages, with joint and several liability established among all those directly or indirectly contributing to environmental degradation, regardless of the degree of participation in the damage. Each of those involved may be held liable for the full amount of the damages.

At the administrative level, environmental liability may be assigned through administrative sanctions imposed by the competent environmental entities, pursuant to Law No. 9,605/98 which “rules on the criminal and administrative sanctions deriving from conduct and activities that are harmful to the environment” and pursuant to Federal Decree No. 6,514/08. These sanctions may include, among others: (1) fines of up to R\$50 million, tailored to the economic capacity and track record of the offender, in addition to the severity of the facts and past performance, with the possibility of these fines being imposed at double or triple rates for repeated offenses; (2) suspension or interdiction of the activities of the respective enterprise; and (3) withdrawal of tax incentives and benefits. Administrative liability falls on the person engaged in the conduct described as an administrative offense.

Criminal liability is personal, arising directly from the unlawful conduct of the agent, with the crimes necessarily being specifically addressed in the law. Brazilian law allows criminal liability to be assigned to individual persons as well as corporate entities. When liability is assigned to the latter, the individual persons taking the decision that resulted in the criminal conduct (such as directors, officers, administrators, board members, members of technical entities, auditors, managers, agents or representatives) may also be penalized to the extent of their culpability.

Moreover, Brazilian environmental legislation determines that the corporate veil may be pierced whenever the veil is considered to be an obstacle to recovery for environmental damages. As a result the controlling legal entity can be found liable despite a limited liability legal status.

Although administrative and criminal liability require a direct connection with the action or omission that resulted in breach of environmental legislation or environmental damage, financial penalties may be imposed may pierce the corporate veil under the disregard of legal entity doctrine. Article 4 of Federal Law No. 9,605/1998 expressly provides for the possibility of piercing the corporate veil if necessary for the recovery or compensation of environmental damages.

Table of Contents

C. Organizational Structure

The following chart shows our organizational structure for our principal subsidiaries, including our now affiliate Alphaville, all of them incorporated in Brazil, as of December 31, 2013:

(\* ) At December 31, 2012 we held 80% of this entity and 30% at December 31, 2013.

For more information on our remaining subsidiaries and jointly-controlled entities, see “Item 4. Information on the Company—B. Business Overview—Subsidiaries.” A list of our significant subsidiaries as determined in accordance with Rule 1-02(w) of Regulation S-X is being filed as Exhibit 8.1 to this annual report.

D. Property and Equipment

We lease our headquarters located at Av. Nações Unidas No. 8,501, 19th floor, São Paulo, SP — Brazil. We also lease our branch office located at Av. Dr. Marcos Penteado de Ulhôa Rodrigues, 939, 11th floor – Jatobá Tower, Barueri, SP — Brazil. Currently, we and our main subsidiaries leased approximately 16,094 square meters. We believe our current facilities are adequate for the full development of our operations.

As of December 31, 2013, our property and equipment recorded on our balance sheet mainly consisted of sales stands, facilities, model apartments, computer equipment, vehicles and leasehold improvements, among others, the balance of which was R\$36.4 million.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. Operating Results

In 2010, we retrospectively applied new Brazilian GAAP accounting pronouncements (new CPCs) as from January 1, 2009. All periods presented from January 1, 2009 reflect such new accounting practices. The financial statements for the years ended December 31, 2013, 2012, 2011, 2010 and 2009 were prepared in accordance with the accounting practices adopted in Brazil, which comprise the rules of the Brazilian Securities Commission (CVM), and the standards, interpretations and guidelines of the Accounting Standards Pronouncements Committee (CPC), and are in compliance with the International Financial Reporting Standards (IFRS) adopted in Brazil, including the Guideline OCPC 04—Application of the Technical Interpretation ICPC 02 to the Brazilian Real Estate Development Entities—regarding the revenue recognition, and the respective costs and expenses arising from real estate

## Table of Contents

development operations over the construction progress (percentage of completion method). The new Brazilian GAAP applied by us is not in compliance with IFRS as issued by IASB.

Following the acquisition, formation and incorporation of the entities Alphaville, FIT and Bairro Novo in 2007 and following the merger of FIT into Tenda in 2008, our financial results for 2007 and 2008 included the results of the following segments: Gafisa S.A., Alphaville, Tenda, FIT (merged with Tenda in October 2008) and Bairro Novo. Further, following Gafisa's withdrawal from Bairro Novo and the exchange of all the remaining Tenda shares not held by Gafisa into Gafisa shares, our financial results for 2013, 2012, 2011 and 2010 included the results of the following segments" Gafisa S.A., Alphaville and Tenda. On December 9, 2013, we completed the sale of a majority interest in Alphaville to Private Equity AE Investimentos e Participações ("Fundo AE"), a company controlled by Pátria Investimentos Ltda. and Blackstone Real Estate Advisor L.P., which was previously announced on June 7, 2013. All conditions precedent to the completion of the transaction were met, including governmental approval. The transaction was concluded with a sale of 50% interest by Gafisa and 20% interest by Tenda, with Gafisa retaining the remaining 30% of Alphaville capital stock. As a result, since November 30, 2013, Alphaville results are no longer consolidated in our financial statements.

The Company's results of operations contain the results of operations of Alphaville for the period January 1 to November, 30 2013 which are presented in the line item "Results from discontinued operations".

See "Item 4. Information on the Company—A. History and Development of the Company—Historical Background and Recent Developments." Our chief executive officer, who is responsible for allocating resources among these businesses and monitoring their progress, uses economic present value data, which is derived from a combination of historical operating results and forecasted operating results, to assess segment information primarily on the basis of different business segments.

### Overview

We generate our revenues mainly from the development and sale of real estate developments. We recognize revenues from the sale of real estate developments over the course of their construction periods, based on a financial measure of completion and not at the time that the sales agreements are executed. To a lesser extent, we also generate revenues from real estate services such as construction, technical and real estate management we render to third parties. We structure some of our projects through either our subsidiaries or jointly-controlled entities organized as special purpose vehicles.

### Brazilian Economic Environment

Our business and results of operations are significantly affected by changes in the Brazilian economic environment, including changes in employment levels, population growth, consumer confidence, stability of income levels and availability of financing for land home site acquisitions.

At the end of 2010 and in the beginning of 2011, the Central Bank began implementing more restrictive monetary policies as a precaution against unsustainable economic growth. In the second half of 2011, with growing uncertainty in economic conditions, due in part to ongoing volatility in global financial markets, particularly in Europe, the Central Bank began to implement an easing process. As of December 31, 2011, the Central Bank had set the basic interest rate at 11% and the real depreciated by 12.6% relative to the U.S. dollar in 2011. As of December 31, 2011, the real/U.S. dollar exchange rate was R\$1.87 per US\$1.00. During this period, inflation according to the INPC was 6.50%.

By the second half of 2011, the Brazilian economy faced growing uncertainty and economic conditions began to deteriorate, due in part to ongoing volatility in global financial markets, particularly in Europe. In order to avoid a contraction in economic growth, the Central Bank began to implement easing measures combining macroeconomic policies and interest rate decreases in order to stimulate demand.

As of December 31, 2012, the Central Bank had set the basic interest rate (SELIC) at 7.25%. As a result, the real depreciated 8.8% relative to the U.S. dollar in 2012. As of December 31, 2012, the real/U.S. dollar exchange rate was R\$2.048 per US\$1.00. During this period, inflation according to the IPCA was 5.8%.

Table of Contents

As of December 31, 2013, the Central Bank set the basic interest rate (SELIC) at 10%. As a result, the real depreciated 13.2% relative to the U.S. dollar in 2013. As of December 31, 2013, the real/U.S. dollar exchange rate was R\$2.3575 per US\$1.00. During this period, inflation according to the IPCA was 5.9%.

The table below shows the actual growth of the Brazilian GDP, inflation, interest rates and dollar exchange rates for the periods indicated:

	Year ended December 31,		
	2013	2012	2011
	(% , unless otherwise stated)		
Real growth in GDP	n/a	0.9	3.7
Inflation rate (INPC)(1)	5.5	5.1	6.5
Inflation rate (IGP—M)(2)	5.5	7.8	5.1
National Construction Cost Index (INCC)(3)	8.1	7.1	7.3
TJLP rate(4)	5.0	5.5	6.0
CDI rate(5)	8.1	8.4	11.6
Appreciation (devaluation) of the real vs. US\$	(13.2 )	9.9	12.6
Exchange rate (closing) — US\$1.00	R\$2.35	R\$2.05	R\$1.87
Exchange rate (average)(6) — US\$1.00	R\$2.18	R\$1.96	R\$1.84

- (1) INPC: consumer price index measured by the IBGE.
- (2) General Market Price Index (Índice Geral de Preços-Mercado) measured by the FGV.
- (3) National Index of Construction Cost (Índice Nacional de Custo da Construção) measured by the FGV.
- (4) Represents the interest rate used by BNDES for long-term financing (end of period).
- (5) Represents an average of interbank overnight rates in Brazil (accumulated for period-end month, annualized).
- (6) Average exchange rate for the last day of each month in the period indicated.

#### Brazilian Real Estate Sector

The Brazilian real estate sector is characterized by cyclical performance influenced by various macroeconomic factors. Demand for housing, the availability of financing and growth in population and incomes are, among others, factors that influence the performance of the real estate market.

Since 1994, Brazil's ability to control inflation has contributed to the country's economic recovery (particularly at the lower income level) and allowed Brazil to assert itself more effectively into the global economic context. For example, during the second half of the 1990s, policies that promoted economic liberalization and privatization of public services facilitated a significant influx of foreign investment. This environment generated pressure among the Brazilian financial and business communities to encourage responsible and transparent public management, promoting economic stability. In general, the current and previous presidential administrations have adopted comparatively austere economic policies, characterized by increased independence of the Central Bank, transparency and control over public accounts. Another significant effect of Brazil's heightened international profile and economic stability was an increase in the competitiveness of various economic sectors, with a notable improvement in standards of corporate administration and governance. This pattern, along with favorable conditions in the global economy, has contributed to improved economic indicators in Brazil.



In addition, since 2006, the Brazilian government has enacted incentives in the real estate sector, including the following:

- Provisional Measure No. 321 enacted on September 12, 2006, later converted into Law No. 11,434 enacted on December 28, 2006 and amended by Law No. 12599 enacted on March 23, 2012, gave banks the option to charge fixed interest rates on mortgages;
- Law No. 10,820 enacted on December 17, 2003, amended by Law No. 10,953 enacted on September 27, 2004, regulated by Decree No. 5,892 enacted on September 12, 2006, as amended by Decree No. 4,840 enacted on September 17, 2003, allowed payroll deductible mortgage loans to employees of both public and private entities;

## Table of Contents

- Decree No. 6,006 enacted on December 28, 2006, replaced by Decree No. 7,660 enacted on December 23, 2011, implemented a 50% tax cut on Tax on Manufactured Products (Imposto sobre Produtos Industrializados), or IPI, levied on the acquisition of important construction products, including certain types of tubes, ceilings, walls, doors, toilets and other materials. In 2009, other decrees eliminated the IPI levied on the acquisition of similar products, but were implemented for a limited term only and were set to expire in March 2010, but were extended until December 31, 2012;
- Provisional Measure No. 459 enacted on March 25, 2009, converted into Law No. 11,977 enacted on July 7, 2009, amended by Law No. 12,249 enacted on June 11, 2010, Law No. 12,424 enacted on June 16, 2011 and Law No. 12,693 enacted on July 24, 2012 created a public housing program called “Minha Casa, Minha Vida,” which calls for government investment of more than R\$30 billion and is focused on building one million houses for families with monthly incomes of up to ten times the minimum wage. Under this program, the government is authorized to finance families purchasing houses with assessed values between R\$80,000 and R\$170,000;
- Provisional Measure No. 514 enacted on December 1, 2010, converted into Law No. 12,424 enacted on June 16, 2011 confirmed the extension of “Minha Casa, Minha Vida” through 2014, and a total investment of R\$72 billion, more than doubled the R\$34 billion allocated to the initial program. The goal of the second phase of the “Minha Casa, Minha Vida” program is to deliver two million homes in four years encompassing an even lower income segment than previously targeted, but also expanded the current resources available to 40% of the total new amount to be destined to the lower-income segments; and
- Law No. 12,686 enacted on October 15, 2013, which released resources for "Minha Casa Melhor", in which CEF provides to each beneficiary of the program "Minha Casa Minha Vida" subsidized credit up to R\$5,000 for the purchase of furniture and appliances, with interest rate of 5% per year and repayable in 48 months.

## Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with Brazilian GAAP requires management to make judgments, estimates and adopts assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, as well as the disclosure of contingent liabilities, at the balance sheet date. Assets and liabilities subject to estimates and assumptions include the useful life of property plant and equipment, impairment of assets, deferred tax assets, provision for uncertainty tax positions, labor and civil risks, and the measurement of the estimated cost of ventures and financial instruments. Estimates are used for, among other things, impairment of non-financial assets, transactions with share-based payment, provisions for tax, labor and civil risks, fair value of financial instruments, estimated costs of ventures and other similar charges. Although we believe that our judgments and estimates are based on reasonable assumptions that are subject to several risks and uncertainties and are made in light of information available to us, our actual results may differ from these judgments and estimates.

In this sense, we set forth below summarized information related to our critical accounting policies. See the note 2.2 to our consolidated financial statements, included elsewhere in this annual report for further information on these and other accounting policies we adopt.

### Impairment of non-financial assets

We annually review the carrying amount of assets with the objective of evaluating events or changes in the economic, operational or technological circumstances that may indicate a decrease or loss of its recoverable amount. Should such evidences exist, and the carrying amount exceeds the recoverable amount, a provision for impairment loss is recognized in the income statement by adjusting the carrying amount to the recoverable amount. A test for impairment

of intangible assets with indefinite useful lives and goodwill is performed at least annually or when circumstances indicate a decrease in the carrying amount. As of December 31, 2013, the Company has recorded a provision for impairment for land and goodwill related to the Cipesa acquisition.

The recoverable amount of an asset or of a certain cash-generating unit is defined as the highest between its value in use and its fair value less costs to sell. When estimating the value in use of an asset, the estimated future cash flows are discounted to present value using a discount rate before taxes that reflects the weighted average cost of capital for the industry in which the cash-generating unit operates. Cash flows are derived from the budget for the following five years, and do not include restructuring activities for which the Company has not yet committed or future significant investments that will improve the asset basis of the cash-generating unit being tested. The

## Table of Contents

recoverable amount is sensitive to the discount rate adopted under the discounted cash flow method, as well as the estimated future cash inflows and to the growth rate used. The fair value less costs to sell is determined, whenever possible, based on a binding sale agreement in an arm's length transaction between the knowledgeable and willing parties, adjusted by expenses attributable to the sale of the asset, or, in the absence of a binding sale agreement, based on the market price in an active market, or on a recent transaction with similar assets.

The main assumptions used in the estimate of value in use are the following: Revenue – revenues were projected between 2014 and 2018 considering the growth in sales and client base of the different cash-generating units. Operating costs and expenses – costs and expenses were projected in line with the Company's historical performance, as well as the historical growth of revenues. The key assumptions were based on the Company's historical performance and on reasonable macroeconomic assumptions, and supported by the financial market projections, documented and approved by the Company's management.

### Properties for sale

Our properties for sale are stated at construction cost, which cannot exceed its net realizable value. In the case of real estate developments in progress, the portion in inventory corresponds to the cost incurred for units that have not yet been sold.

The cost of properties for sale includes expenditures incurred in the acquisition of the land and in construction (including foundation, structure, finishing and the respective costs of construction materials), costs of own and outsourced labor, and financial costs directly related to the ventures.

Land is recorded at acquisition cost. See "Item 4. Information on the Company—B. Business Overview—Our Operations—Land Acquisition". Land can be acquired in cash, in installments, bartered for units that are completed or in construction of other ventures, or bartered for receivables from future sales of ventures. The cost of land related to bartered units is formed by the estimated sale price in cash, this fair value being recorded as contra-entry to the advances from customers-barter.

The interests of loans and financing directly related to ventures financed by the National Housing System (SFH) and other credit facilities which funds are used to finance the construction and acquisition of land are capitalized over the development and construction stage, and appropriated to statement of operations in the proportion to the units sold.

We adopt the policy of annually conducting tests on the units in construction and completed units, comparing the unit construction cost with the sale value of units in inventory. The assumptions that usually underlie the calculation of the recoverable value of assets are based on expected cash flows, economic viability studies of real estate ventures that show the recoverability of assets or its market value, all discounted to present value.

The classification of land into current or non-current assets is carried out by the Management based on the schedule of the real estate venture launches. Management periodically reviews the estimates of real estate venture launches.

We have evaluated all of our developments for impairment and have not identified any cases of impairment for any of our properties for sale and no impairment provisions have been recorded for any of our developments for the years ended December 31, 2010 and 2009. In accordance with our internal policy, each individual project launched has been internally evaluated taking into consideration the following: (1) assumptions for market, sales forecast, economics and operation conditions; (2) cash flow analysis using the discounted cash flow method; (3) approval by an investment committee; and (4) inclusion in the business plan regarding the timetable and backlog for development releases. This process is part of our corporate governance practices. We update the assumptions on an annual basis and consider the continuing viability for each project for impairment test purposes. In 2011, we made a decision to sell a portion of our

landbank given our narrowed geographic focus and our evaluation of impairment resulted in recording a provision for impairment on landbank and properties for sale in the amount of R\$92.1 million. In December 2012, we had R\$53.8 million recorded as a provision for impairment on landbank and properties for sale. As of December 31, 2013, we had R\$68.5 million recorded as a provision for impairment on landbank and properties for sale.

#### Transactions with share-based payment

We measure the cost of transactions with employees to be settled with shares based on the fair value of equity instruments on the grant date. The estimate of the fair value of share-based payments requires the determination of

## Table of Contents

the most adequate pricing model to grant equity instruments, which depends on the grant terms and conditions. It also requires the determination of the most adequate data for the pricing model, including the expected option life, volatility and dividend income, and the corresponding assumptions.

### Provisions for legal claims

We recognize a provision for tax, labor and civil claims. The assessment of the probability of a loss includes the evaluation of the available evidences, the hierarchy of Laws, existing case laws, the latest court decisions and their significance in the judicial system, as well as the opinion of external legal counsel. The provisions are reviewed and adjusted to take into account the changes in circumstances, such as the applicable expiration term, findings of tax inspections, or additional exposures found based on new court issues or decisions. The settlement of transactions involving these estimates may result in amounts different from those estimated in view of the inaccuracies inherent in the process of estimating them. The Company reviews its estimates and assumptions at least annually.

### Taxes on income

#### Current income tax and social contribution

Current income tax is the expected tax payable or receivable/to be offset in relation to taxable profit or loss for the year. To calculate the current income tax and social contribution on income, we adopt the Brazilian Transition Tax Regime (RTT), which permits for exclusion of the effect from the changes, to Brazilian accounting standards introduced by Laws No. 16,638/2007 and No. 11,941/2009, from the tax basis of such taxes.

Taxes on income in Brazil comprise income tax (25%) and social contribution (9%), for entities on the standard profit regime, for which the composite statutory rate is 34%. Deferred taxes for these entities are provided on all temporary tax differences at the balance sheet date between the tax bases of assets and liabilities, and their carrying amounts.

As permitted by tax legislation, certain subsidiaries opted for the presumed profit regime, a method under which taxable profit is calculated as a percentage of gross sales. For these companies, income tax is calculated on presumed profits of 8% of gross revenues and social contribution on presumed profits of 12% on gross revenues, to which income tax and social contribution rates of 25% and 9%, respectively, are applied.

As permitted by tax legislation, the development of certain ventures are subject to the “afetação” regime, based on which the land and its features where a real estate will be developed, as well as other binding assets and rights, are separated from the assets of the developer and comprise the “patrimônio de afetação” (detached assets) of the corresponding development and which real estate units will be delivered to the buyers. In addition, certain subsidiaries made the irrevocable option for the Special Taxation Regime (RET), adopting the “patrimônio de afetação”, according to which the income and social contribution taxes are calculated at 3.34% on gross revenues (6%, also levying PIS and COFINS on revenues).

#### Deferred income tax and social contribution

Deferred tax is recognized in relation to tax losses and temporary differences between the carrying amount of assets and liabilities for accounting purposes and the corresponding amounts used for tax purposes. It is recognized to the extent that it is probable that future taxable income will be available to be used to offset deferred tax assets, based on profit projections made using internal assumptions and considering future economic scenarios that estimate their full or partial use. The recognized amounts are periodically reviewed and the impacts of realization or settlement are reflected in compliance with tax legislation provisions. Tax credits on accumulated tax losses do not have an expiration date, however, they can only be offset against up to 30% of the taxable profit for each year. Companies that

opt for the presumed profit tax regime do not record tax losses and do not have temporary differences, and for this reason, deferred taxes are not recognized.

To the extent that the realization of deferred tax assets is not considered to be probable, this amount is not recorded. We record deferred tax on a net basis, determined by a legal entity and same jurisdiction. For entities with cumulative tax losses for the last three years, the Company and its subsidiaries recognized deferred tax assets and liabilities based on the following assumptions:

- 100% of deferred tax liabilities on temporary differences;

## Table of Contents

- Deferred tax assets on temporary differences that have realization terms similar to deferred tax liabilities, and relate to the same legal entity, are recorded up to the limit of the deferred tax liabilities; and
- In situations where recent losses indicate that future taxable income is uncertain, deferred tax assets are not recognized on deductible temporary differences in excess of deferred tax liabilities recorded on taxable temporary difference liabilities nor is an asset recognized for the carry forward of unused tax losses.

### Provision for non-recognition of the deferred tax asset balance

Our projections assume that a significant portion of our business will be conducted in our principal holding companies, and this enables the recovery of a substantial portion of our accumulated tax losses.

However, several external factors, beyond our control, may affect such tax calculations, in addition to possible requirements to segregate ventures in their own development entities (SPEs, for example) to a greater extent than we intend. There is also the possibility that taxation rulings relating to new ventures or even ventures that have already been developed within the principal holding companies, may require the exclusion of such businesses and for such businesses to file their own tax returns separate from that of the Company.

A reduction in the concentration of projects in holding companies with tax losses carried forward may, therefore, compromise the expected recovery of losses carried forward, which is the reason we partially recognized a deferred income tax asset.

### Fair value of financial instruments

When the fair value of the financial assets and liabilities presented in the balance sheet cannot be obtained in the active market, it is determined using valuation techniques, including the discounted cash flow method. The data for such methods is based on those practiced in the market, when possible; however, when it is not viable, a certain level of judgment is required to establish the fair value. The judgment includes considerations on the data used, such as liquidity risk, credit risk, and volatility. Changes in the assumptions about these factors may affect the presented fair value of financial instruments.

### Estimated cost of construction

Total estimated costs, mainly comprising the incurred and future costs for completing the construction works, were reviewed in the preparation of these financial statements, and changes to estimates are possible.

### Development and sale of real estate

#### Real estate development and sales

Revenues, as well as costs and expenses directly relating to real estate development units sold and not yet finished, are allocated to the income statement over the construction period and the following procedures are adopted:

(a) For the sales of completed units, revenues are recorded when the sale is completed and the transfer of significant risks and benefits has occurred, regardless of the receipt from the customer of the contracted amount;

(b) For the sales of units under construction, the following applies:

-



The incurred cost, including the cost of land, and other directly related expenditure, that correspond to the units sold is fully recorded into the consolidated statement of operations;

- Incurred costs of units sold (including land) is measured as a percentage of total estimated cost, and this percentage is applied to the total revenues of the units sold, adjusted in accordance with the terms established in the sales contracts, thus determining the amount of revenues to be recognized in direct proportion to cost;
- Any amount of revenue recognized that exceeds the amount actually received from customers is recorded as either a current or non-current asset in the account "Trade accounts receivable". Any amount received in connection with the sales of units that exceeds the amount of revenues recognized is recorded as "Payables for purchase of land and advances from customers;"

## Table of Contents

- Interest and inflation-indexation charges on accounts receivable as from the time the units are delivered, as well as the adjustment to present value of accounts receivable, are appropriated to the income statement on a pro rata basis using the accruals basis of accounting;
- The financial charges on accounts payable for acquisition of land and those directly associated with the financing of construction are recorded in properties for sale and recorded in the incurred cost of finished units until their completion, and follow the same recognition criteria as for the recognition of the cost of real estate units sold while under construction;
- The taxes due on the difference between real estate revenues recognized for accounting purposes and those revenues subject to tax are calculated and recognized when the difference in revenues is recognized; and
  - Advertising and publicity expenses are recorded in the consolidated income statement as accrual basis.

### Construction services

Revenues from real estate services are recognized as services are rendered and consist primarily of amounts received in connection with construction management activities for third parties, and technical advisory services.

### Barter transactions

Barter transactions have the objective of receiving land from third parties that are settled with the delivery of apartments. The value of land acquired by the Company is calculated based on the fair value of real estate units to be delivered. The fair value of the land is recorded as a component of inventories of properties for sale against advances from customers, at the time the income from the respective venture is initially recognized. Revenues and costs incurred from barter transactions are appropriated to the statement of operations over the course of construction period of the projects, as described in item (b).

### ICPC 02 – Paragraphs 20 and 21

In compliance with the aforementioned ICPC requirements, the amounts of recognized revenues and incurred costs are presented in the statements of operations, and the advances received in the account “payables for purchase of land and advances from customers”.

### Allowance for doubtful accounts and cancelled contracts

We annually review its assumptions to set up an allowance for doubtful account and cancelled contracts, in view of the review of the histories of its current operations and improvement of estimates.

We record an allowance for doubtful accounts and cancelled contracts for customer whose installments are over 90 days past due, in several types of construction work: construction works on time, construction works delayed (within the grace period), works that are late (out of the grace period) and for delivered completed units. This allowance is calculated based on the percentage of the construction work completion, a methodology adopted for recognizing income for the year.

### Launches and Contracted Sales

#### Launches

The table below presents detailed information on our launches for the periods presented, including developments launched by our jointly-controlled entities in partnership with third parties:

	As of and for the year ended December		
	2013	31, 2012	2011
Launches (in millions of reais)	2,886	2,952	3,526
Number of projects launched	37	35	49
Number of units launched(1)	11,072	8,947	12,223
Launched usable area (m2)(2)(3)	2,893,541	3,153,251	2,250,725
Percentage of Gafisa investment	76	% 79	% 84

(1) The units delivered in exchange for land pursuant to barter arrangements are not included.

Table of Contents

- (2) One square meter is equal to approximately 10.76 square feet.
- (3) Does not include Terreno Cajamar Alphaville (approximately 5,420,927m<sup>2</sup>).

In 2013, we launched 37 residential developments with a total potential sales value of R\$2.9 billion, with Gafisa accounting for 38% of launches, Tenda for 12% and Alphaville the remaining 51% in terms of potential sales value. The total sales value for 2013 was approximately 2% lower than the total sales value of R\$3.0 billion for 35 residential developments launched. In 2013, 18 of the 37 developments we launched were located in the state of São Paulo, while another four developments were located in the state of Rio de Janeiro. The remaining 15 residential developments launched were located in cities of Camaçari, in the state of Bahia, Porto Alegre, in the state of Rio Grande do Sul, Salvador, in the state of Bahia, Ponta Grossa, in the state of Paraná, Vitória da Conquista, in the state of Bahia, Barra dos Coqueiros, in the state of Sergipe, Feira de Santana, in the state of Bahia, Dourados, in the state of Mato Grosso do Sul, Anápolis, in the state of Goiás, Linhares, in the state of Espírito Santo and Belém in state of Pará. In 2012, we launched 35 residential developments with a total potential sales value of R\$3.0 billion, with Gafisa accounting for 54% of launches and Alphaville the remaining 46% in terms of potential sales values (compared to a 28% share in 2011). This sales value was approximately 21% lower than that achieved in 2011, during which we launched 49 residential developments totaling R\$3.5 billion. We refocused our business operations in 2012 to prioritize cash flow and reduction of net debt reduction, restructuring the debt profile and reducing launches of new units, while still generating what we consider to be an appropriate volume of business of R\$3.0 billion. In 2012, 17 of the 35 developments we launched were located in the state of São Paulo, while another three developments were located in the state of Rio de Janeiro. The remaining 15 residential developments launched were located in the cities of Juiz de Fora, in the state of Minas Gerais, Aracaju, in the state of Sergipe, Anapolis, in the state of Goiás, Mossoró, in the state of Rio Grande do Norte, Vespasiano, in the state of Minas Gerais, Brasília, in the state of Distrito Federal, Barra dos Coqueiros, in the state of Sergipe, Teresina, in the state of Piauí, Pelotas, in the state of Rio Grande do Sul, Porto Velho, in the state of Roraima, Vitória da Conquista, in the state of Bahia, Resende, Campo Grande, in the state of Mato Grosso do Sul and Camaçari, in the state of Bahia.

During 2013, approximately 37.4% of our launches in terms of potential sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. The affordable entry-level business accounted for approximately 20% of our total sales value for the year ended December 31, 2013. During 2012, approximately 37.8% of our total sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. The affordable entry-level business accounted for approximately 3% of our total sales value for the year ended December 31, 2012. For the year ended December 31, 2011, the affordable entry-level business represented approximately 10% of our total sales value.

During 2011, 21 of the 49 developments we launched were located in the state of São Paulo, while another 9 developments were located in the state of Rio de Janeiro. The remaining 19 residential developments launched were located in the cities of Feira de Santana, state of Bahia, Salvador, state of Bahia, São Luiz, state of Maranhão, Natal, state of Rio Grande do Norte, Duas Una, state of Pernambuco, Petrolina, state of Pernambuco, Campo Grande, state of Mato Grosso do Sul, Campina Grande, state of Paraíba, Manaus, state of Amazonas, Paço do Lumiar, state of Maranhão, Belo Horizonte, state of Minas Gerais, Curitiba, state of Paraná, Santa Luzia, state of Minas Gerais, Canoas, state of Rio Grande do Sul, Goiânia, state of Goiás, Vespaziano, state of Minas Gerais.

During 2011, approximately 26% of our total sales value was generated from launches outside the states of São Paulo and Rio de Janeiro. The affordable entry-level business accounted for approximately 10% of our total sales value for the year ended December 31, 2011.

Full-year Tenda launches in 2011 totaled R\$398 million, a 75% reduction compared to 2010, and included 17 projects/phases across 8 states and the cancellation in the fourth quarter of 2011 of R\$103 million of projects no longer feasible under the Company's new criteria adopted in the third quarter of 2011. No more than 30% of these

projects had been completed. This more conservative approach to Tenda's operations led to full-year sales of R\$330 million, a 77% reduction compared to 2010, in line with the reduced volume of launches. In 2012, we suspended the launch of additional Tenda units but resumed launches in the first half of 2013. In 2013, we resumed our launches and for the full-year, Tenda launched 8 projects, totaling R\$338.8 million, and 12% of consolidated launches in 2013.

In 2013, Gafisa launches totaled R\$1.1 billion, a 32.5% decrease compared with 2012, with the Gafisa segment accounting for 38% of the consolidated launches for the period.

Contracted sales for the year totaled R\$981 million, down 39.9% from 2012. Sales of units launched over the year accounted for 60%, while sales of inventories accounted for the remaining 40%.

Table of Contents

In 2012, Gafisa delivered 22 ventures/stages and 4,315 units, reaching 102% of the average of the guidance (3,500 – 5,000) for the year.

The market value of Gafisa inventories at the end of 2013, represented for 52% of total inventories, reaching R\$2.1 billion and Gafisa segment reached R\$1.6 billion in net sales.

In 2012, Tenda worked to reduce the complexity of its operations and master the fundamentals of its new operating model suspending launches. Tenda resumed the launch of new ventures in 2013, reaching R\$338.8 million in the launches of 8 new developments, totaling 12% of the consolidated launches for 2013.

Contracted sales of Tenda, net of cancellations, for the year were R\$490.4 million in 2013, as compared to negative net sales of R\$74.3 million in 2012. It is a result of the good sales performance of the ventures launched in 2013, and Tenda's commitment with completion of construction and consolidation of inventory sales.

Cancellation levels decreased significantly in 2013 mainly due to Tenda's increased efficiency and improved controls. The primary driver of the reduction in cancellations was the implementation of a sales process by which potential customers were required to obtain approved financing with CEF as part of the purchase process, which significantly decreases the probability of cancellation. Out of R\$338.8 million in property launches during 2013, we recorded sales of R\$217.4 million. Of the R\$217.4 million, R\$122.0 million is related to sales in which financing had already been obtained, with the remaining R\$95.4 million relating to sales in which financing is currently being finalized. In total, 1,096 of Tenda's current year launch units have already completed the financing process.

In 2013, The Tenda segment delivered 41 ventures/stages, and 7,027 units, reaching 101% of the average of the guidance (6,500 – 7,500) on deliveries for the year.

The market value of Tenda inventories was R\$618.4 million at the end of 2013, representing 16% of total inventory for the period.

In 2013, Tenda reached R\$817.5 million in net sales.

## Contracted sales

The following table shows the development of our contracted sales by the type of development, according to units sold during the same year that they were launched and the units sold in the years after they were launched, as well as their respective percentages in relation to total sales for the periods presented:

Type of development	As of and for the year ended December 31,		
	2013	2012 (3)	2011 (3)
	(in millions of reais, unless otherwise stated)		
Luxury buildings	367.7	753.6	706.4
Middle-income buildings	431.9	633.3	784.0
Affordable entry-level housing (2)	490.4	(74.3 )	330.2
Commercial	161.5	173.7	657.0
Land(1)	1,062.2	1,146.8	874.7
Total contracted sales	2,513.8	2,633.1	3,352.3
Sale of units launched in the year	1,502.8	1,723.9	R\$2,210.2
Percentage of total contracted sales	60	% 65	% 66
Sale of units launched during prior years	1,010.9	909.2	1,142.1

Percentage of total contracted sales 40 % 35 % 34 %

- 
- (1) Includes Gafisa's participation on the Alphaville Barra da Tijuca project.
- (2) Amount net of sales cancellation.
- (3) Operating information has not been restated to reflect the consolidation method in jointly-controlled investees pursuant to CPCs 19 (R2) (or IFRS 11) and 36 (R3).

Table of Contents

The following table shows our and our main subsidiaries and our current affiliate Alphaville, contracted sales for the periods presented:

	As of and for the year ended December 31,		
	2013	2012 (3)	2011 (3)
	(in millions of reais, unless otherwise stated)		
Contracted sales			
Gafisa	961.2	1,599.5	2,180.1
Tenda (1)	490.4	(74.3 )	330.2
Alphaville (2)	1,062.2	1,107.9	842.0
Total contracted sales	2,513.8	2,633.1	3,352.3
(-) Discontinued operation	(1,062.2 )	(1,107.9 )	(842.0 )
Total contracted sales	1,451.6	1,525.2	2,510.3

(1) Amount net of sales cancellation.

(2) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.

(3) Operating information has not been restated to reflect the consolidation method in jointly-controlled investees pursuant to CPCs 19 (R2) (or IFRS 11) and 36 (R3).

In 2013, we sold 60% of the launched units, which combined with the sales of units launched during prior periods, resulted in total contracted sales of R\$2,513.8 million, a decrease of approximately 5% compared to 2012.

In 2012, we sold 59% of the units launched during that year, which together with the sales of units launched during prior periods, resulted in total contracted sales of R\$2,633.1 million, a decrease of approximately 21% compared to 2011. In 2011, we sold 66% of the units launched during that year, which together with the sales of units launched during prior periods, resulted in total contracted sales of R\$3,352.3 million, a decrease of approximately 16% compared to 2010. As a result of our corrective measures taken with respect to Tenda and due to a focus on execution and delivery, no projects were launched during 2012. The Tenda brand resumed launches in 2013. In 2013, we sold 44% of units launched during that year, which together with the sales of units launched during prior periods, resulted in total contracted sales of R\$490.4 million.

Our sales contracts are irrevocable under Brazilian law, which means a customer does not have a unilateral ability to terminate a contract once it is executed, or require a refund of amounts previously unpaid unless we agree. To the extent that a customer is not in compliance with its obligations under a contract, we have the option to either force compliance through the Brazilian courts, or agree to “default” by the customer. Should we agree to such default, the customer is then charged penalties as defined in the contracts with any remaining amounts remitted to the customer. Penalties charged by Tenda have historically been 20% of amounts paid, while penalties charged by Gafisa have historically been significantly higher (average about 60-65% of amounts paid).

We provide a limited amount of post-construction client financing, although this financing is not available to Tenda clients. Our default rate was 9.3% and 4.1% and 5.3% as of December 31, 2013, 2012 and 2011, respectively, which represents charge-offs for both these financings and also the remainder of our percentage of completion receivables.





Table of Contents

The table below shows the penalties charged to customers that have defaulted and had their contracts cancelled for the periods presented:

	As of and for the year ended December 31,		
	2013	2012 (2)	2011 (2)
	(in millions of reais)		
Gafisa	13.3	9.3	4.7
Tenda	2.3	10.5	11.0
Alphaville (1)	5.9	5.3	1.7

(1) This information is presented for comparison purposes only, as we sold our controlling interest on December 9, 2013 and currently hold a 30% non-controlling interest in Alphaville.

(2) Operating information has not been restated to reflect the consolidation method in jointly-controlled investees pursuant to CPCs 19 (R2) (or IFRS 11) and 36 (R3).

The following table sets forth the growth of our contracted sales expected to be recognized, as well as the amount corresponding to the expected cost of units sold, and the expected margin, all of them to be recognized in future periods, for the periods presented:

	As of and for the year ended December 31,		
	2013	2012 (restated) (4)	2011 (restated) (4)
	(in millions of reais, unless otherwise stated)		
Sales to be recognized	1,863.4	3,815.5	4,686.2
Net sales(1)	1,795.4	3,676.3	4,515.1
Cost of units sold to be recognized(2)	(1,181.3 )	(2,226.6 )	(2,956.3 )
Expected gross margin—yet to be recognized(3)	614.3	1,449.7	1,558.8
Expected margin percentage	34.2 %	39.4 %	34.5 %

(1) Excludes indirect PIS and COFINS taxes of 3.65%. This information includes ventures that are subject to restriction due to a contractual clause, which defines the legal period of 180 days in which the Company can cancel a development.

(2) The estimated gross profit shown does not consider the tax effects or the present value adjustment, and the costs of lands, financial charges and guarantees, which will be carried out as at the extent they are realized.

(3) Based on management's estimates.

(4) With the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), starting from January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP.

## Gross Operating Revenues

Our revenues are derived mainly from the development and sale of real estate and, to a lesser extent, the rendering of construction services to third parties.

#### Real estate development and sales

Real estate development revenues, including inflation adjustments and interest from credit sales, make up revenues from the sales of units in the residential buildings we develop, and to a lesser extent, the sales of lots and commercial buildings.

#### Construction services rendered

Our revenues generated by real estate services consist substantially of amounts received in connection with construction management activities for third parties, technical management and real estate management.

#### Operating Costs

Our operating costs consist of real estate development costs and, to a lesser extent, costs of services rendered.

Table of Contents

## Real estate development costs

Real estate development costs consist of costs of land, construction (which includes costs for a broad variety of raw materials and labor), capitalized interest (financial costs) from project specific financing, projects, foundations, structuring and furnishing, as well as costs for outsourced labor. The items making up our costs, as a percentage of our total cost, were as set forth for the periods presented:

	For the year ended December 31,					
	2013		2012		2011	
			(restated)		(restated)	
Land	14.2	%	17.4	%	9.8	%
Construction costs	70.6	%	70.5	%	80.4	%
Financial costs	8.2	%	6.6	%	5.6	%
Development costs	7.0	%	5.5	%	4.2	%
Total	100.0	%	100.0	%	100.0	%

One of our principal real estate development costs is the cost of land. Over the last five years, land represented, on average, 13% of our total cost of development. However, this is an extremely volatile component, varying according to characteristics of the land, the region where the land is located, the type of development to be launched and market conditions. Land can be acquired for cash, through the exchange of units once the building is constructed, through a financial swaps (whereby a portion of sales is given to the owner of land as a form of financing for the land), or through a combination of the three options.

No single raw material alone represents a significant portion of our total costs of development, but over the last five fiscal years, raw materials represented, on average, 35% of our total cost of development. The index that measures construction cost variation, the INCC, increased by 8.1%, 7.1% and 7.5% in 2013, 2012 and 2011, respectively. Although some of the principal raw materials, such as steel, have experienced significant price increases well above the level of inflation over the last four years, we have reduced our raw materials costs by developing and using new construction techniques and materials.

Over the last five years, we have incurred most of our construction costs from the 1st to the 18th month of construction of a development, as shown in the table below:

Period of construction	Percentage of costs incurred(1)
1st to 6th month	16 %
7th to 12th month	25 %
13th to 18th month	31 %
19th to 24th month	20 %
25th to 30th month	8 %

(1) Including cost of land.

## Real estate services

Our costs of real estate services consist of direct and indirect labor fees and outsourced services.

Operating Expenses

Our operating expenses include selling, general and administrative expenses, depreciation and amortization expenses and revenues and revaluation of investment in affiliates.

Selling expenses

Selling expenses include advertising, promotion, brokerage fees and similar expenses.

## Table of Contents

### General and administrative expenses

General and administrative expenses principally include the following:

- employee compensation and related expenses;
- fees for outsourced services, such as legal, auditing, consulting and others;
  - management fees and expenses;
  - stock option plan expenses;
  - overhead corporate expenses;
- expenses related to legal claims and commitments; and
- legal expenses related to public notaries and commercial registers, among others.

### Depreciation and amortization

Depreciation expenses consist of depreciation of our property and equipment. Since January 1, 2009, goodwill is no longer amortized under Brazilian GAAP.

### Revaluation of investment in affiliates

Revaluation of investment, in line with the definition provided for in the paragraph 25 of CPC 36 (R3) – Consolidated Statements, consists in recognizing the addition related to the revaluation of the portion of the remaining investment of 30% with the sale of and cease of control over Alphaville.

### Financial Income and Expenses

Financial income includes income from financial investments. Interest revenues are recognized at the time the effective profit accrues from the asset, based on the accrual method. Financial expenses generally consist of interest payable on loans, financings and debentures.

### Taxes on Income

In general, taxes on income in Brazil consist of federal income tax (25%) and social contribution (9%); for a composite statutory tax rate of 34%. We calculate income and social contribution taxes according to the “taxable profit” regime. Our subsidiaries and jointly-controlled entities, however, with annual billings lower than a specified amount, may calculate their respective income and social contribution taxes through either this “taxable profit” regime or through the “presumed profit” regime, depending on our tax planning. For the companies that opt for the “presumed profit” regime, the income tax basis is calculated as 8% of gross revenues and the social contribution basis is calculated as 12% of gross revenues, to which income tax and social contribution rates of 25% and 9%, respectively, are applied.

As permitted by tax legislation, the development of certain ventures are subject to the “afetação” regime, based on which the land and its features where a real estate will be developed, as well as other binding assets and rights, are separated from the assets of the developer and comprise the “patrimônio de afetação” (detached assets) of the corresponding development and which real estate units will be delivered to the buyers. In addition, certain subsidiaries

made the irrevocable option for the Special Taxation Regime (RET), adopting the “patrimônio de afetação”, according to which the income and social contribution taxes are calculated at 3.34% on gross revenues (for a total of 6% considering PIS and COFINS taxes on revenues).

Net profit from discontinued operations

The profit from discontinued operations represents the results of operations of Alphaville over the period January 1, 2013 to November 30, 2013, as well as the results of operations for this entity for the comparative periods. This line item also contains the gain on disposal of our 70% controlling interest in this entity, which occurred in December 2013.

## Table of Contents

### Results of Operations

The following discussion of our results of operations is based on our consolidated financial statements prepared in accordance with Brazilian GAAP. References to increases or decreases in any given period relate to the corresponding preceding period, except unless otherwise indicated.

As explained in Note 8.2 to the Company's 2013 consolidated financial statements, the results of operations of Alphaville have been retrospectively presented as discontinued operations under Brazilian GAAP in the Company's 2013, 2012 and 2011 consolidated statements of operations given its disposal during 2013. In addition, with the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), starting from January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP.

### Results of Operations for the Years Ended December 31, 2013 and 2012

#### Net operating revenue

On a consolidated basis, net operating revenue for the full year 2013, recognized by the Percentage of Completion ("PoC") method, was R\$2.5 billion, a 11.5% decline from R\$2.8 billion for the year ended December 31, 2012, as a result of a lower level of launches in Gafisa and a reduction of net operating revenue in Tenda due to the conclusion of old projects. During 2013, the Gafisa brand accounted for 67.1% of net operating revenue; and Tenda the remaining 32.9%.

The gross revenue generated from the sale of property and barter transactions, net of the cancellation provision (reversal) totaled R\$2.7 billion for the year ended December 31, 2013, a decrease of R\$340 million or 11.2% compared with the same period in 2012 of R\$3.0 billion. The tax deductions from gross revenue reached R\$218.6 million in 2013 from R\$235.4 million in 2012, representing a decrease of 7.1%, which was mainly impacted by the lower launch volumes in Gafisa and Tenda's net revenue reduction from the delivery of Tenda legacy projects.

#### Operating costs

Operating costs in 2013 totaled R\$1.9 billion, a decrease of 18.1% as compared to R\$2.3 billion in 2012. Cost related to construction is the main component of operating cost, totaling R\$1.4 billion, equivalent to 74.6% of the original total cost base of projects. Operating costs, as a percentage of net operating revenue, decreased from 81.2% in 2012 to 75.1% in 2013, mainly due to better performance on construction projects.

#### Gross profit

Gross profit in 2013 totaled R\$617.4 million, representing an increase of 16.9%, from R\$528.3 million in 2012. The improvement of gross margin resulted from the replacement of Gafisa and Tenda segment legacy projects by projects launched in core markets and under the new Tenda business model, which contain higher margins.

In 2013, the gross margin generated from our activities increased to 24.9% as compared to 18.8% in 2012. This increase was due to the recognition of higher margins from recent projects, which offset the recognition of lower margins in connection with prior year projects.

#### Selling expenses



Selling expenses in 2013 totaled R\$215.6 million, representing a decrease of 6.9% as compared to R\$231.7 million in 2012, mainly due to the effectiveness of the sales process through its own Tenda stores, allowing greater control and efficiency in this line. Selling expenses in 2013 represented 8.7% of our net operating revenue compared to 8.3% in 2012.

#### General and administrative expenses

Administrative expenses were R\$234.0 million in 2013, a 7.2% decrease over the R\$252.2 million recorded in 2012, reflecting our strategy of realigning costs to our current size and the phase of our business cycle. General expenses decreased to R\$17.3 million in 2013 from R\$29.1 million in 2012, related to services. This decrease is mainly related to nonrecurring fees mainly to auditing and consulting fees in 2012.

## Table of Contents

### Depreciation and amortization

Depreciation and amortization in 2013 was R\$63.0 million, a decrease of R\$17.2 million when compared to the R\$80.2 million recorded in 2012, mainly due to lower sales stands depreciation. Depreciation of sales stands accounted for 0.03% of the expenses during the period.

### Financial income and expenses, net

Net financial expenses totaled R\$162.5 million in 2013, compared to net financial expenses of R\$180.3 million in 2012. The difference is mainly due to an increase in financial revenues of 45.3% and to better cash position during the period.

### Discontinued Operations

On December 9, 2013, Gafisa announced the completion of the agreement to sell a 70% interest in Alphaville to private equity firms Blackstone and Pátria. Gafisa retained a 30% interest. Based on a R\$2.0 billion valuation. The proceeds from the transaction totaled R\$1.5 billion, of which R\$1.3 billion was received through the sale of shares, and R\$290 million was received as a dividend distributed by Alphaville. All conditions precedent to the completion of the transaction were met, including regulatory and governmental approvals. As a result, a gain of R\$631.1 million was recorded as income from discontinued operations.

### Taxes on income

Income, social contribution and deferred taxes for 2013 amounted to R\$2.8 million, compared to R\$20.2 million in 2012.

The revaluation at fair value of the remaining interest in Alphaville resulted in the recording of deferred income tax liability attributable to the income from the revaluation totaling R\$127.8 million. Still, taking into consideration the result in 2013, the new future profitability and the Company's taxable income for years to come, a deferred income tax asset in the amount of R\$180.6 million was recorded in last quarter of 2013, which was offset by the deferred income tax liability, resulting in a net effect in the result of approximately R\$20.9 million.

The tax calculated on the capital gain of the sale of the 70% interest in Alphaville was R\$76.1 million.

The provision for, or benefit from, income taxes is calculated using the asset and liability method, under which deferred tax assets and liabilities are recorded based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are evaluated on a quarterly basis to determine if adjustments to the valuation allowance are required. The Company assesses whether a valuation allowance should be established based on the consideration of all available evidence using a "more likely than not" standard with respect to whether deferred tax assets will be realized. The ultimate realization of deferred tax assets depends primarily on the generation of future taxable income during the periods in which the differences become deductible. Judgment is required in determining the future tax consequences of events that have been recognized in the Company's consolidated financial statements and/or tax returns.

### Net income attributable to non-controlling interest

Net income attributable to non-controlling interests decreased from R\$49.4 million in 2012 to R\$235 thousand in 2013, a decrease of 99.5% when compared to the previous year, as a result of the reclassification of Alphaville as asset held for sale during 2013.

Net income attributable to owners of Gafisa

Net income attributable to owners of Gafisa increased to a net income of R\$867.4 million in 2013, compared to a net loss of R\$127.0 million in 2012. This increase is due to the gain of R\$631.1 million recorded from the sale of 70% of our controlling interest in Alphaville.

71

---

Table of Contents

Results of Operations for the Years Ended December 31, 2012 and 2011

Net operating revenue

On a consolidated basis, net operating revenue for the full year 2012, recognized by the Percentage of Completion (“PoC”) method, was R\$2.8 billion, a 52% increase from R\$1.8 billion for the year ended December 31, 2011. During 2012, the Gafisa brand accounted for 61.9% of net operating revenue and Tenda the remaining 38.1%.

The gross revenue generated from the sale of property and barter transactions, net of the cancellation provision (reversal) totaled R\$3.0 billion for the year ended December 31, 2012, an increase of R\$1.0 billion or 50.5% compared with the same period in 2011 of R\$2.0 billion. This increase is mainly due to the continuing recognition of revenues from sales contracted in prior periods and reversal of the cancellation provision during the year. The tax deductions from gross revenue reached R\$235.4 million in 2012, representing an increase of 35.3% from R\$174.0 million, for the year ended December 31, 2011.

Operating costs

Operating costs in 2012 totaled R\$2.3 billion, an increase of 18.1% as compared to R\$1.9 billion in 2011. Cost related to construction is the main component of operating cost (R\$1.3 billion of which related to Gafisa and R\$938.7 million of which related to Tenda). Operating costs, as a percentage of net operating revenue, decreased from 104% in 2011 to 81% in 2012, mainly due to the recognition of cost overruns in 2011.

Gross profit

Gross profit in 2012 totaled R\$528.3 million, representing an increase of R\$609.3 million as compared to R\$(81.0) million in 2011, as a result of the cost overruns related to construction, which had a negative effect on the results of the Tenda and Gafisa segments in 2011.

In 2012, the gross margin generated from our activities increased to 18.8% as compared to a -4.4% decrease in 2011. This increase was mainly due to higher gross operating revenue as a result of increase operational volume during 2012 and the budget review deviation registered in 2011 which negatively impacted on the margin of Gafisa and Tenda.

Selling expenses

Selling expenses in 2012 totaled R\$231.7 million, representing a decrease of 30.1% as compared to R\$331.6 million in 2011, mainly due to the reduction in potential sales value of launched units of 16% in the period, from R\$3,526.8 million in 2011 to R\$2,951.0 million in 2012.

Selling expenses in 2012 represented 8.3% of our net operating revenue compared to 18.0% in 2011, reflecting a lower volume of revenues in the previous year.

General and administrative expenses

Administrative expenses reached R\$252.2 million in 2012, a 36.5% increase compared to R\$184.8 million in 2011, due to:

(1) a provision related to the distribution of variable compensation (profit sharing) and expenses in connection with our stock option plans, in the amounts of R\$47.7 million and R\$19.0 million, respectively, in 2012, and zero and

R\$17.6 million, in 2011, due to the recognition of the provision for the Company bonus for Gafisa and Tenda. In 2011, no provision related to the distribution of variable compensation was recognized; and

(2) other expenses related to services rendered in the amount of R\$29.1 million in 2012 as compared to R\$13.3 million in 2011. This increase is mainly related to nonrecurring fees for auditing and consulting fees, which accounted for 23.4% of the change in the period.

#### Depreciation and amortization

Depreciation and amortization in 2012 was R\$80.2 million, an increase of R\$1.3 million when compared to R\$78.9 million in 2011, mainly due to increased depreciation of sales kiosks in 2012.

## Table of Contents

### Financial income and expenses, net

Net financial expenses increased to R\$180.3 million in 2012, compared to net financial expenses of R\$166.7 million in 2011, primarily as a result of a higher average loan balance (partially mitigated by the SELIC rate reduction), higher securitization-related expenses and higher bank charges and fees.

### Taxes on income

Income, social contribution and deferred taxes for 2012 amounted to R\$20.2 million, compared to R\$105.8 million in 2011. This decrease is mainly due to a reversal of deferred tax assets in the previous period.

The provision for, or benefit from, income taxes is calculated using the asset and liability method, under which deferred tax assets and liabilities are recorded based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are evaluated on a quarterly basis to determine if adjustments to the valuation allowance are required. The Company assesses whether a valuation allowance should be established based on the consideration of all available evidence using a “more likely than not” standard with respect to whether deferred tax assets will be realized. The ultimate realization of deferred tax assets depends primarily on the generation of future taxable income during the periods in which the differences become deductible. Judgment is required in determining the future tax consequences of events that have been recognized in the Company’s consolidated financial statements and/or tax returns.

### Discontinued Operations

As previously mentioned, on December 9, 2013, Gafisa announced the completion of the agreement to sell a 70% interest in Alphaville to private equity firms Blackstone and Pátria. Gafisa retained a 30% interest. In accordance with CPC 31 – Non-current Asset Held for Sale and Discontinued Operations, the profit of discontinued operations is presented at a single amount in statement of operations, which includes the total after-tax-income of these operations, less any impairment-related loss in the amount of R\$204.1 million in 2012, compared to R\$167.8 million in 2011.

### Net income for the year attributable to noncontrolling interest

Net income attributable to non-controlling interests increased from R\$39.8 million in 2011 to R\$49.4 million in 2012, an increase of 24% when compared to the previous year.

### Net loss for the year attributable to owners of Gafisa

As a result of the factors above, net loss for the year ended December 31, 2012 totaled R\$127.0 million compared to a net loss of R\$944.9 million in 2011. Net results for 2012 were impacted by lower gross margins of Tenda and Gafisa projects coupled with the higher volume of financial expenses, higher amount of provision for legal claims in the amount of R\$94.9 million as compared to R\$57.9 million in 2011.

### Business Segments

See “Item 4. Information on the Company—A. History and Development of the Company—Historical Background and Recent Developments.” Our chief executive officer, who is responsible for allocating resources among these businesses and monitoring their progress, uses data derived from a combination of historical operating results and forecasted operating results, to assess segment information primarily on the basis of different business segments.

Edgar Filing: Gafisa S.A. - Form 20-F

We provide below a measure of historical results, selected segment assets and other related information for each reporting segment. The information below is derived from our statutory accounting records which are maintained in accordance with Brazilian GAAP. No individual customer represented more than 10% of our net operating revenue.

	For Year Ended December 31, 2013		
	Gafisa (1)	Tenda	Total
	(millions of reais except for percentages)		
Net operating revenue	1,663.7	817.5	2,481.2
Operating costs	(1,111.6 )	(752.2 )	(1,863.8 )
Gross profit	552.2	65.2	617.4
Gross margin	33.2 %	8.0 %	24.9 %
Net income (loss) from continuing operations	363.7	(127.1 )	236.6
Net income from discontinued operations	588.6	42.5	631.1

(1) Includes all subsidiaries except Tenda.

Table of Contents

For Year Ended December 31, 2012 (restated) (2)

	(-)					
	Gafisa (1)	Tenda	Alphaville (3)	Discontinued operation (3)		Total
	(millions of reais except for percentages)					
Net operating revenue	1,735.9	1,069.1	785.2	(785.2 )		2,805.0
Operating costs	(1,338.1 )	(938.7 )	(377.1 )	377.1		(2,276.8 )
Gross profit (loss)	397.8	130.4	408.1	(408.1 )		528.2
Gross margin	22.9 %	12.2 %	52.0 %	-		18.8 %
Net loss from continuing operations	(158.2 )	(123.6 )	-	-		(281.8 )
Net income from discontinued operations	-	-	204.1	-		204.1

(1) Includes all subsidiaries, except Alphaville and Tenda.

(2) With the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), starting from January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP.

(3) As explained in Note 8.2 to the Company's 2013 consolidated financial statements, the results of operations of Alphaville have been retrospectively presented as discontinued operations under Brazilian GAAP in the Company's 2013, 2012 and 2011 consolidated income statements given its disposal during 2013.

For Year Ended December 31, 2011 (restated) (2)

	Discontinued operation					
	Gafisa (1)	Tenda	Alphaville (3)	(3)		Total
	(millions of reais except for percentages)					
Net operating revenue	1,476.4	370.5	605.7	(605.7 )		1,846.9
Operating costs	(1,261.5 )	(666.3 )	(324.0 )	324.0		(1,927.8 )
Gross profit (loss)	214.9	(295.8 )	281.7	(281.7 )		(80.9 )
Gross margin	14.6 %	(79.7 )%	46.5 %	-		(4.4 %)
Net loss from continuing operations	(412.7 )	(660.1 )	-	-		(1,072.8 )
Net income from discontinued operations	-	-	167.8	-		167.8

(1) Includes all subsidiaries, except Alphaville and Tenda.

(2) With the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), starting from January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP.

(3) As explained in Note 8.2 to the Company's 2013 consolidated financial statements, the results of operations of Alphaville have been retrospectively presented as discontinued operations under Brazilian GAAP in the Company's 2013, 2012 and 2011 consolidated income statements given its disposal during 2013.

Gafisa Segment



Years Ended December 31, 2013 and 2012

Net operating revenue

Net operating revenue for the Gafisa segment was R\$1.6 billion in 2013 compared to the net operating revenue of R\$1.7 billion in 2012, which represents a decrease of 4.2%. This decrease was primarily due to lower volume of launches during 2013 (a decrease of 32.5% compared to 2012).

74

---

## Table of Contents

### Operating costs

The costs of the sale and barter transactions in 2013 totaled R\$1.1 billion, a decrease of 16.9% compared with the R\$1.3 billion reported in 2012. This decrease was mainly due to efficient control over the construction process.

### Gross profit

The gross profit in 2013 was R\$552.2 million, representing an increase of 38.8% compared with the R\$397.8 million reported in 2012. The gross profit in 2013 generated by our projects sales increased to 33.2% compared to 22.9% in the same period of 2012. This increase was due to the focus and performance of the Company in strategic markets.

### Net income (loss) for the year from continuing operations

Net income for the Gafisa segment was R\$363.7 million in 2013 or 154% of our total net income from continuing operations in 2013, compared to the net loss of R\$158.2 million or 56% of our total net loss from continuing operations in 2012. The increase in net income is a result of conclusion of legacy projects, concentration in São Paulo and Rio de Janeiro and the recognition of the addition related to the revaluation of the portion of the remaining investment of 30% with the sale of and cease of control over Alphaville in the amount of R\$375.8 million. Net income (loss) from continuing operation as a percentage of net operating revenues was positive 21.8% in 2013 as compared to a negative 9.1% in 2012.

### Tenda Segment

#### Years Ended December 31, 2013 and 2012

#### Net operating revenue

Net operating revenue of sales/or services during 2013 totaled R\$817.5 million, compared to R\$1,069.1 million in 2012, a decrease of 23.5%, when compared to the previous year. In 2013, Construtora Tenda S.A accounted for 32.9% of the consolidated net operating revenue. The main reason for the decrease was the reduction of revenue recognition from sales contracted in prior years due to the delivery of projects and thus lower volume of construction developments in 2013.

#### Operating costs

The costs of development and sale of property and barter transactions in 2013 totaled R\$752.2 million, compared to R\$938.7 million in 2012. This decrease was mainly due to Tenda's efficient control over the construction process and focus on the completion and delivery of its remaining projects. The run-off of legacy projects is on schedule and we expect it to be substantially concluded in 2014. The final phase of Tenda legacy projects ended 2013 with around 7,000 units to be delivered. In addition, Tenda recorded a reversal of the cancellation provision in the amount of R\$73.2 million.

#### Gross profit

Gross profit in 2013 was R\$65.2 million, compared to gross profit in 2012 of R\$130.4 million. In 2013, gross margins fell from 12.2% in 2012 to 8.0% in 2013.

#### Net income (loss)

Net loss for Tenda segment was R\$127.2 million or -53.7% of our total net income from continuing operations in 2013, compared to a net loss of R\$123.6 million or 43.9% of total net loss from continuing operations for 2012. This decrease of net loss in 2013 when compared to 2012 is a result of Tenda's better performance reflecting its new strategy of Tenda launches under a new business model, based on three basic pillars: operating efficiency, risk management and capital discipline. Currently, the Company continues to operate in 4 macro regions: São Paulo, Rio de Janeiro, Minas Gerais and Northeast (Bahia and Pernambuco).

## Table of Contents

### Gafisa Segment

Years Ended December 31, 2012 and 2011

#### Net operating revenue

Net operating revenue for the Gafisa segment was R\$1.7 billion in 2012 compared to the net operating revenue of R\$1.5 billion in 2011, which represents an increase of 18%. This increase was primarily due to recognition of results from sales contracted in prior periods, since Gafisa recognizes revenues on a percentage of completion basis and the remedial actions that have been implemented in late 2011. Revenue recognized in 2011 was negatively impacted due to the cost overruns related to construction.

#### Operating costs

The costs of the sale and barter transactions in 2012 and 2011 totaled R\$1,338.1 million and R\$1,261.5 million, respectively. Operating costs, as a percentage of net operating revenue, decreased from 85% in 2011 to 77% in 2012, mainly due to the recognition of cost overruns in 2011.

#### Gross profit

Gross profit in 2012 was R\$397.8 million, representing an increase of 85.2% compared with the R\$214.9 million reported in 2011. The gross margin in 2012 generated by our projects' sales increased to 22.9% compared to 14.6% in the same period of 2011. This increase was due to the cost overruns related to construction in 2011.

#### Net (loss) for the year

Net loss for the Gafisa segment was R\$158.2 million in 2012 or 56.1% of our total net loss from continuing operations in 2012, compared to the net loss of R\$412.7 million or 38.5% of our total net loss from continuing operation in 2011. The decrease in net loss is a result of a higher gross profit in 2012, because net loss in 2011 resulted mainly from a reversal of revenues as a consequence of a review of budget-led costs of projects, impairment costs and reversal of a deferred tax asset. Net (loss) from continuing operations as a percentage of net operating revenues was a negative 9.1% in 2012 as compared to a negative 28.9% in 2011.

### Tenda Segment

Years Ended December 31, 2012 and 2011

#### Net operating revenue

Net operating revenue of sales/or services during 2012 totaled R\$1,069.1 million compared to R\$370.5 million in the previous year, an increase of 188%. In 2012, Tenda accounted for 38.1% of the consolidated net operating revenue. The main reason for the result was (i) higher recognition of revenues and (ii) reversal of the cancellation provision in 2012. In addition, net revenue in 2011 was impacted by (i) reversal of revenues as a consequence of review of budget led costs of projects that took place in that year and (ii) cancellation of sales related to clients with high delinquency or without the ability to transfer to the CEF, given Tenda tighter credit policy.

#### Operating costs

The costs of development and sale of property and barter transactions in 2012 totaled R\$938.7 million, compared to R\$666.3 million in 2011. This increase is mainly related to (i) higher recognition of revenues, and resulting costs, (ii) and reversal of the cancellation provision.

Gross profit (loss)

Gross profit in 2012 was R\$130.4 million, compared to gross loss in 2011 of R\$295.8 million. In 2012, gross margins increased to 12.2% from a gross loss of 79.8% in 2011. The gross profit in 2011 was negatively impacted mainly due to the cost overruns related to construction and provisions for cancellation.

Net loss for the year

Net loss for the Tenda segment was R\$123.6 million or 43.9% of our total net loss from continuing operations in 2012, compared to a net loss of R\$660.1 million or 61.5% of total net loss from continuing operations for 2011.

Table of Contents

This decrease of net loss in 2012 when compared to 2011 is a result of better operating results and reversal of cancellation provision in 2012. In addition, net loss from continuing operations in 2011 was due to the revenue reversal related to adjustments that materially impacted Tenda results, cancellations and contract dissolutions on the back of the new sales policy adopted, as well as our more targeted strategy.

B. Liquidity and Capital Resources

Our transactions are financed mainly through the contracting of real estate financing and securitization of receivables. When necessary and in accordance with market demands, we carry out long-term financing for the sale of our developments. In order to turn over our capital and accelerate its return, we try to transfer to banks and sell to the market the receivables portfolio of our units.

In 2013, we carried out the following receivables sales with recourse:

On May 28, 2013 after selling all the subordinated series of Gafisa FIDC, the remaining receivable portfolio of the initial sales, was transferred to investors and the Company was still required to grant the guarantee to its holders.

On November 29, 2013, a selected portfolio of sales receivables from us and our subsidiaries was transferred to investors. The assigned portfolio amounts to R\$23.8 million in exchange of cash at the transfer date, discounted to present value, by R\$18.9 million.

In 2012, we carried out the following receivables sales:

On May 9, 2012, Gafisa and its subsidiaries entered into a CCI transaction relating to a portfolio comprising select residential real estate receivable from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$64.9 million in exchange for cash at the transfer date, discounted to present value, by R\$45.2 million.

On July 6, 2012, Gafisa and its subsidiaries enter into a CCI transaction relating to a portfolio comprising select residential real estate receivable from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$18.2 million in exchange for cash at the transfer date, discounted to present value, for R\$11.5 million.

On November 14, Alphaville, entered into a CCI transaction related to a portfolio comprising selected select residential real estate receivables from Alphaville and its subsidiaries. The assigned gross portfolio of receivables amounts to R\$134.6 million in cash exchange as of the date of transfer, discounted to its present value for R\$110.7 million.

On December 27, 2012, Gafisa and its subsidiaries enter into a CCI transaction relating to a portfolio comprising select residential real estate receivable from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$72.0 million in exchange for cash at the transfer date, discounted to present value, by R\$61.6 million.

We consistently review opportunities for acquisition and investments. We consider different types of investments, either direct or through our subsidiaries and jointly-controlled entities. We finance such investments using capital market financings, capital increase or through a combination thereof.

Construction financing lines of credit are available and we have fulfilled substantially all of our construction financing needs for 2013 at consolidated rates similar to the CDI rate. In order to mitigate the effects of the 2008 global credit crisis, the Brazilian government has announced additional lines of credit to assist the construction industry and its customers, including R\$6 billion from the FGTS (a Government Severance Indemnity Fund for Employees). In 2009 we approved the issue of two series of debentures for Gafisa and Tenda in the total amount of R\$1.2 billion. In

addition, local financial institutions are financing up to 80% of construction costs, through the Brazilian Saving and Loan System (Sistema Brasileiro de Poupança e Empréstimo — SBPE) indexed to TR (Taxa Referencial) and a fixed rate spread.

During 2013, our customers' ability to obtain bank mortgage loans continued to improve, with interest rates in the range of 6%+TR (affordable entry level) to 12%+TR, depending on family income and credit score. Delinquency rates among our customers did not have significant changes from 2012 to 2013.

Table of Contents

The following table shows the balance of our receivables from clients for the development and sale of properties for the periods presented:

		As of December 31,	
		2012	2011
		(restated)	(restated)
	2013	(1)	(1)
	(in millions of reais)		
Real estate development receivables:			
Current	1,909.9	2,493.2	3,337.2
Long-term	313.8	820.8	797.2
Total	2,223.7	3,314.0	4,134.4
Receivables to be recognized on our balance sheet according to percentage of completion method:			
Current	-	-	-
Long-term	1,863.4	3,815.6	4,686.2
Total	1,863.4	3,815.6	4,686.2
Total receivables from clients	4,087.1	7,130.0	9,512.6

(1) With the adoption of CPCs 19 (R2) (or IFRS 11) and 36 (R3) (or IFRS 10), starting from January 1, 2013 and applicable retrospectively to the comparative periods of December 31, 2012 and 2011, the proportional consolidation method for investments in jointly-controlled investees, which was previously applied by the Company, is no longer allowed under Brazilian GAAP. Consequently these jointly controlled investments are now accounted for through the equity method.

The total balance of receivables to be recognized on the balance sheet has the following maturity profile:

	As of
	December
	31, 2013
	(in millions
	reais)
Maturity	
2014	1,909.9
2015	1,278.4
2016	420.7
2017	478.1
Total	4,087.1

Loans made to our clients are generally adjusted on a monthly basis as follows: (1) during construction, by the INCC in São Paulo, Rio de Janeiro and other Brazilian cities; and (2) after delivery set forth in the contract, by the IGP-M plus 12% per annum in all markets.

We limit our exposure to credit risk by selling to a broad customer base and by continuously analyzing the credit of our clients. As of February 28, 2014, our clients' default level was 6.73% of our accounts receivable for Gafisa, 12.52% for Tenda and 2.76% for Alphaville. We did not record a provision for the years ended December 31, 2013, 2012, 2011, 2010, 2009 and 2008 because we considered the allowance for doubtful accounts not to be necessary, except for Tenda. We review annually our assumptions to set up an allowance for doubtful account and cancelled contracts, in view of the review of the histories of its current operations and improvement of estimates. The Company records an allowance for doubtful accounts and cancelled contracts for customer whose installments are over 90 past



due, in several types of construction work: construction works on time, construction works delayed (within the grace period), works that are late (out of the grace period) and for delivered completed units. This allowance is calculated based on the percentage of the construction work completion, a methodology adopted for recognizing income for the year. The allowance for doubtful accounts and cancelled contracts totaled R\$72.2 million as of December 31, 2013 and is considered sufficient by our management to cover expected future losses on the realization of accounts receivable of this subsidiary.

#### Cash Flows

##### Operating activities

Net cash generated from operating activities totaled R\$297.6 million in 2013 compared to R\$644.3 million in 2012. The R\$297.6 million was primarily composed of: (1) a decrease in expenses (income) not affecting working capital, totaling R\$173.4 million in 2013; (2) a decrease in properties for sale of R\$530.6 million attributable to landbank and construction; (3) an increase in other accounts payable of R\$450.3 million; and (4) other less significant increases and decreases in other operating categories.

## Table of Contents

Net cash generated from operating activities totaled R\$644.3 million in 2012 compared to net cash used in R\$790.1 million in 2011. The R\$644.3 million was primarily composed of: (1) a decrease in trade accounts receivables, totaling R\$444.8 million in 2012; (2) a decrease in properties for sale of R\$340.6 million attributable to landbank and construction; (3) an increase in payable for purchase of properties and advances from customers in R\$134.2 million; and (4) other less significant increases and decreases in other operating categories.

### Investing activities

Net cash generated in investment activities, including the acquisition of property, equipment and new investments, was R\$53.5 million, and net cash used in investment activities was R\$288.0 million and R\$31.6 million in 2013, 2012 and 2011, respectively.

Net cash generated in investing activities, including the acquisition of property, equipment and new investments, was R\$53.5 million in 2013 compared to a net cash used in investing activities of R\$288.0 million in 2012. Our cash used in 2013 was mainly related to investments in property and equipment in the amount of R\$81.0 million, and investments in marketable securities, restricted securities and loans in the amount of R\$993.0 million. In addition, we acquired a 20% interest in Alphaville in the amount of R\$366.7 million and the R\$1,254.5 million for the sale of 70% interest of Alphaville.

Net cash used in investing activities, including the acquisition of property, equipment and new investments, was R\$288.0 million in 2012 compared to a net cash used in investing activities of R\$31.6 million in 2011. Our cash used in 2012 was mainly related to investments in property and equipment in the amount of R\$97.0 million, and R\$191.0 million related to purchases of short-term investments, net of redemption costs. Our main investments during the period were the construction of sales stands, which totaled R\$14.5 million, investments in information technology equipment and software, which totaled R\$33.4 million, in third party leasehold improvements and facilities, which totaled R\$3.9 million.

### Financing activities

Net cash used from financing activities in 2013 totaled R\$568.1 million, compared to the net cash generated from financing activities in 2012 of R\$162.0 million. The cash used in 2013 was mainly attributable to: repayment of loans and financing, net of the increase of new contracts, totaling R\$351.4 million, and the purchase of treasury shares totaling R\$71.3 million.

Net cash generated from financing activities in 2012 totaled R\$162.0 million, a decrease of 74.5%, compared to the net cash generated from financing activities in 2011 of R\$635.0 million. The cash generated in 2012 was mainly attributable to: (1) increase of loans and financing other debt totaling R\$ 1,110.8 million, which was partially offset by amortizations of loans and interests in the amount of R\$1,016.8 million, (2) capital increase in the amount R\$1.6 million, and (3) cash inflow due to the CCI transaction in the amount of R\$229.1 million. The cash generated in 2011 was mainly attributable to: (1) issuance of debentures and other debt totaling R\$1,009.7 million, including CCI transactions, which was partially offset by amortizations of loans and interests in the amount of R\$733.4 million and (2) capital increase in the amount R\$5.0 million. We also paid R\$98.8 million in dividends.

### Pledged mortgage receivables and short-term investments

As of December 31, 2013, substantially all of our mortgage receivables totaling R\$4,932.4 million are pledged. In addition, R\$95.9 million of our short-term investments and collaterals are restricted as they have been pledged.

### Capital Expenditures

In 2013, we invested R\$81.0 million in property and equipment, primarily information technology equipment, software, the construction of sales stands, facilities, model apartments and related furnishings and office facilities in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$9.9 million, investments in information technology equipment and software, which totaled R\$43.9 million, in third party leasehold improvements and facilities, which totaled R\$12.2 million.

In 2012, we invested R\$97.0 million in property and equipment, primarily information technology equipment, software, the construction of sales stands, facilities, model apartments and related furnishings and office facilities in São Paulo. Our main investments during the period were the construction of sales stands, which totaled R\$14.5 million, investments in information technology equipment and software, which totaled R\$33.4 million, in third party leasehold improvements and facilities, which totaled R\$3.9 million.

Table of Contents

Our capital expenditures are all made in Brazil and are usually funded by local debt capital markets. We currently do not have any significant capital expenditures in progress.

## Indebtedness

When we consider appropriate, we have incurred indebtedness within SFH, which offers lower interest rates than the private market. When our customers obtain a mortgage, we use the proceeds to redeem our SFH indebtedness. We intend to continue our strategy of maintaining low levels of debt comprised mainly of transactions within SFH or long-term transactions.

As of December 31, 2013, we had outstanding debt in the total amount of R\$3,060 million, a decrease of 15.9% as compared to December 31, 2012. Our indebtedness principally consists of: (1) debentures totaling R\$1,421.2 million, (2) working capital loans in the total amount of R\$550.1 million and (3) other loans (mainly SFH) in the total amount of R\$1,088.3 million. In addition, we had outstanding payables to venture partners in the amount of R\$124 million.

As of December 31, 2012, we had outstanding debt in the total amount of R\$3,640.4 million, an increase of 5.9% as compared to December 31, 2011. Our indebtedness principally consists of: (1) debentures totaling R\$1,735.9 million, (2) working capital loans in the total amount of R\$1,199.7 million and (3) other loans (mainly SFH) in the total amount of R\$704.8 million. In addition, we had outstanding payables to venture partners in the amount of R\$323.7 million.

As of December 31, 2011, we had outstanding debt in the total amount of R\$3,437.9 million, an increase of 4.5% as compared to December 31, 2010. Our indebtedness principally consists of: (1) debentures totaling R\$1,899.2 million, (2) working capital loans in the total amount of R\$1,171.4 million and (3) other loans (mainly SFH) in the total amount of R\$367.3 million. In addition, we had outstanding payables to venture partners in the amount of R\$473.2 million.

	Total	Maturity			2017 and thereafter
		2014	2015	2016	
			(in millions of reais)		
Debentures (Project Finance)	961	262	350	150	200
Debentures (Working Capital)	460	302	149	8	
Other Working Capital	550	244	183	105	18
Housing Finance System (SFH)	1,088	346	459	191	91
Payables to venture partners	124	113	6	4	1
Total	3,183	1,267	1,147	458	310

Payables to venture partners refer to contributions received from venture partners of R\$300.0 million in 2008 and R\$45.0 million in 2011, which will be fully redeemed by us until 2017.

In January 2008, we formed an unincorporated venture represented by 13,084,000 Class A quotas fully paid by us and 300,000,000 Class B quotas from our venture partner, of which R\$300.0 million was subscribed by our venture partner. The venture, which will use these funds to acquire equity investments in real estate developments, has a term that ends on January 31, 2017, at which time we are required to fully redeem our venture partner's interest. The venture partner receives an annual dividend substantially equivalent to the variation in the Interbank Certificate of Deposit (CDI) rate. The venture's charter provides that we must comply with certain covenants in our capacity as lead partner, which include the maintenance of minimum net debt and receivables. We and the venture are currently in compliance with these covenants. The redemption of Class B quotas commenced on February 3, 2013. At a meeting of the venture

partners held on February 2, 2013, they decided to reduce the SCP capital by 100,000,000 Class B units and, as consequence of this resolution, the SCP paid R\$100.0 million to the partners that held such units. As of December 31, 2013, the SCP and the Company is in compliance with these clauses.

On June 27, 2011, eight certificates of bank credit (CCBs) were issued in the Company, totaling R\$65.0 million. CCBs are guaranteed by 30,485,608 shares issued by Gafisa SPE-89 Empreendimentos Imobiliários S.A. Funds from the aforementioned CCBs were allocated to develop residential projects.

As part of the funding through issuance of Certificates of Bank Credit– CCB, the Company entered into a paid usufruct agreement in connection with 100% of the preferred shares in SPE-89 Empreendimentos Imobiliários S.A

## Table of Contents

for a period of six years, having raised R\$45.0 million recorded based on the effective interest method of amortization in the consolidated income statement.

On May 9, 2013, we issued a Certificate of Bank Credit (CCB) on a total amount of R\$217 million due to 2017. The CCB is guaranteed by pledge of to be performed units of selected ventures and real estate receivables. This issuance was fully redeemed by October 7, 2013.

On October 7, 2013, the Company entered into a loan agreement of R\$300 million due in July 2017. This agreement was guaranteed by a pledge of to be performed units of selected ventures and real estate receivables.

### Debenture program

On May 16, 2008, the CVM approved our third debenture program under which we can issue up to R\$1.0 billion in non-convertible debentures. The first issuance under the third debenture program consisted of 25,000 nominal, non-convertible debentures with a face value of R\$10,000, which were issued in two series totaling R\$250.0 million. The debentures provide for the payment of annual interest corresponding to 107.2% of the CDI rate, which, on March, was renegotiated to 120.0% of the CDI rate, calculated from the subscription date, with a maturity of 5 years. On December 31, 2013, the issuance was bought back in accordance with its instruments and canceled afterwards. The issuance had certain covenants which would restrict Company's ability to take certain actions, including incurring additional debt, and may require us to repay or refinance our indebtedness if we are unable to meet certain ratios. The ratios, its parameters and our performance are no longer applicable for the Company.

In April 2009, Tenda's first debenture program was approved, under which we issued R\$600.0 million in non-convertible debentures. The debentures provide for payment of annual interest at a rate of 8.0% + TR per annum, calculated from the subscription date, with a maturity of five years. Proceeds from the issuance of the debentures will be used solely to finance real estate ventures focused exclusively on the affordable entry-level segment that meet certain eligibility criteria. Guarantees are comprised of assignments of receivables and bank accounts.

Additionally, certain covenants contained in the agreement governing Tenda's debenture program restrict its ability to take certain actions, including incurring additional debt, and may require Tenda to repay or refinance the debenture if it is unable to meet certain financial ratios. The ratios, its parameters and our performance against them are summarized below.

In August 2009, the CVM approved our sixth issuance, which consisted of non-convertible simple debentures in two series, secured by a general guarantee, maturing in four years and unit face value at the issuance date of R\$10,000, totaling R\$250 million. The debentures provide for the payment of annual interest corresponding to the CDI rate plus 2.00 to 3.25% per annum, calculated from the subscription date. Under the sixth issuance, we are obligated to acquire all outstanding debentures upon the request of debenture holders whenever we raise money through the issuance of non-debt securities in excess of R\$500.0 million. We also have the right to repurchase the debentures in the occurrence of a liquidity event. In October 2010, the Company carried out the early redemption of the first series of this placement in the amount of R\$150.0 million.

In November 2009, the CVM approved our seventh issuance under which we received R\$600 million in non-convertible debentures. The debentures provide for payment of annual interest at a rate of 8.25% to 10.25% plus TR per annum, calculated from the subscription date, with a maturity of five years. Proceeds from the issuance of the debentures will be used solely to finance real estate ventures.

In September 2010, the CVM approved our eighth issuance which consisted of non-convertible debentures in two series maturing in five and six years, respectively the first and the second series, with a unit face value at the issuance

date of R\$1,000, for an aggregate of R\$300 million. The debentures provide for the payment of annual interest corresponding to the CDI rate plus 1.95% in the first series and IPCA plus 7.96% in the second series, calculated from the subscription date.

We have various covenants relating to our debentures issuances described above. These mainly consist of (i) cross default provisions, whereby outstanding indebtedness will become immediately due and payable in the event that the Company or its subsidiaries do not comply with their obligations under any other credit facility for a value in excess of the amounts set forth therein; (ii) restrictions on transfer of control and merger and acquisition transactions; (iii) limitations on our ability to incur debt; (iv) limitations on creating liens on assets; (v) limitations on the distribution of dividends if we are under default and (vi) the following ratios and limits to be calculated on a quarterly basis. The table below sets forth these ratios and limits as amended.

Table of Contents

The actual ratios and minimum and maximum amounts stipulated by these restrictive covenants at December 31, 2013 are as follows:

	At December 31, 2013
Fifth placement (b)	
Total account receivable plus inventory of finished units required to be equal to or 2.2 times over net debt or below zero	n/a
Total debt less venture debt (3) less cash and cash equivalents and short-term investments (1) cannot exceed 75% of equity	n/a
Seventh placement (a)	
Total account receivable plus inventory required to be below zero or 2.0 times over net debt less venture debt (3)	(6.21) times
Total debt less venture debt (3), less cash and cash equivalents and short-term investments (1), cannot exceed 75% of equity plus non-controlling interests	(31.6)%
Total account receivable plus unappropriated income plus total inventory of finished units required to be 1.5 time over the net debt plus payable for purchase of properties plus unappropriated cost	2.79 times
Eighth placement — first and second series, second issuance of Promissory Notes, first and second series	
Total account receivable plus inventory of finished units required to be below zero or 2.0 times over net debt less venture debt	(4.31) times
Total debt less venture debt, less cash and cash equivalents and short—term investments (1), cannot exceed 75% of equity plus non-controlling interests	(31.16)%
First placement – Tenda (a)	
Total accounts receivable plus inventory required to be equal to or 2.0 times over net debt less debt with secured guarantee (3) or below, considering that TR(4) plus TE(5) is always above zero	(2.49) times
Net debt less debt with secured guarantee (3) required to be in excess of 50% of equity	(56.97)%
Total account receivable plus unappropriated income plus total inventory of finished units required to be 1.5 times the net debt plus payable for purchase of properties plus unappropriated cost	56.85 times

(1) Cash and cash equivalents and short-term investments refer to cash and cash equivalents and marketable securities.

(2) Total receivables, whenever mentioned, refers to the amount reflected in the Balance Sheet plus the amount not shown in the Balance Sheet

(3) Venture debt and general guarantee debt refer to SFH debts, defined as the sum of all disbursed borrowing contracts which funds were provided by SFH, as well as the debt related to the seventh placement.

(4) Total receivables.

(5) Total inventory.



We expect to comply with the covenants in the agreements governing our outstanding indebtedness which may limit our long-term growth prospects by hindering our ability to incur future indebtedness or grow through acquisitions. See “Item 3. Key Information—D. Risk Factors—Our level of indebtedness could have an adverse effect on our financial health, diminish our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or the real estate industry.”

On December 31, 2013, the Company was in compliance with all of its covenants.

#### Financing through the Housing Finance System (SFH)

Most of our financing is incurred directly or through our subsidiaries or jointly-controlled entities from the principal banks that operate within SFH. As of December 31, 2013, the interest rates on these loans generally varied between 8.3% and 11.0% per annum, plus TR, and the loans generally mature through July 2014 and January 2018. This financing is secured by mortgages on property and by security interests on the receivables from clients. As of December 31, 2013, we had 83 loan agreements in effect, with a balance of R\$980.7 million. At the same date we also had R\$743.4 million in aggregate principal amount of financing agreements with SFH, the funds of which will be released through the date of completion as construction of the corresponding development’s progress.

Table of Contents

Securitization deals and Fund — FIDC

On March 31, 2009, we entered into a securitized receivables transaction, whereby we assigned a portfolio of select residential and commercial real estate receivables to “Gafisa FIDC” which issued senior and subordinated quotas. This first issuance of senior quotas was made through an offering restricted to qualified investors. Subordinated quotas were subscribed exclusively by Gafisa S.A. Gafisa FIDC acquired the present value of the portfolio based on an agreed discount rate. We provide Gafisa FIDC with administrative and accounting services including the reconciliation and analysis of receivables and collections and can be replaced by another collection agent in the event of non-fulfillment with contractual parameters. The senior and subordinated quotas are remunerated based on the IGP-M index plus interest of 12% per year. Because the subordinated quotas have a disproportional percentage of the expected losses, Gafisa FIDC was considered a variable interest entity and was fully consolidated in our financial statements as of December 31, 2012, 2011 and 2010. On May 28, 2013, the Company entered into an agreement to sell the subordinated quotas to seniors investors in exchange for R\$5 million in cash and R\$3 million of real estate receivables. The Company remained obligated to fully register the real estate pledge to investors.

In June 2009, we issued debt securities backed by real estate sales receivables (Cédula de Crédito Imobiliário), or CCI. The transaction consists of an assignment of a portfolio comprised of select residential real estate receivables from Gafisa and its subsidiaries. We assigned a receivables portfolio in the amount of R\$89.1 million in exchange for cash at the transfer date, discounted to present value, totaling R\$69.3 million, recorded as “Other accounts payable—Credit Assignments”. Eight book CCIs were issued in this transaction, which are backed by receivables which installments fall due on and up to June 2014.

On June 27, 2011, the Company and its subsidiaries entered into a CCI transaction relating to a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$203.9 million (R\$185.2 million – Gafisa’s interest) in exchange for cash, at the transfer date, discounted to present value, for R\$171.7 million (R\$155.9 million – Gafisa’s interest), recorded under “Obligations assumed on assignment of receivables”.

On September 29, 2011, the Company and its subsidiaries entered into a Private Instrument for Assignment of Real Estate Receivables and Other Covenants which consist of an assignment of a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The amount of real estate receivables assignment paid by the Assignee amounts to R\$238.4 million (R\$221.4 million - Gafisa’s interest). The assignment amount will be settled by the Assignee by offsetting the Housing Financial System (SFH) debt balance of the own bank. On July 6, 2012, the remaining balance was settled by issuance of Bank Deposit Certificate (CDB) guaranteed in favor of the Company.

On December 22, 2011, Gafisa and its subsidiaries entered into a CCI transaction relating to a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$72.4 million in exchange for cash at the transfer date, discounted to present value, by R\$60.1 million, classified as “Obligations with assignment of receivables”.

On May 9, 2012, Gafisa and its subsidiaries entered into a CCI transaction relating to a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$64.9 million in exchange for cash at the transfer date, discounted to present value, by R\$45.2 million.

On July 6, 2012, Gafisa and its subsidiaries entered into a CCI transaction relating to a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$18.2 million in exchange for cash at the transfer date, discounted to present value, for R\$11.5 million.

On December 27, 2012, Gafisa and its subsidiaries enter into a CCI transaction relating to a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$72.0 million in exchange for cash at the transfer date, discounted to present value, by R\$61.6 million.

On November 29, 2013, a selected portfolio of sales receivables from Gafisa and its subsidiary was transferred to investors. The assigned portfolio amounts to R\$23.8 million in exchange of cash at the transfer data, discounted to present value, by R\$18.9 million.

Pursuant to Article 125 of the Brazilian Civil Code, the CCI-Investor carries general guarantees represented by statutory liens on real estate units, effective as soon as the conditional restrictions included in the registration are lifted, as reflected in the real estate deed on (i) the assignment of receivables from the assignors to SPEs, as provided

## Table of Contents

for in Article 167, item II, (21) of Law No. 6,015, of December 31, 1973; and (ii) the issue of CCI-Investor by SPEs, as provided for in Article 18, paragraph 5 of Law No. 10,931/04.

We will be compensated for, among other things, the reconciliation of the receipt of receivables, guarantee the CCIs, and the collection of past due receivables. The transaction structure provides for the substitution of us as collection agent in the event of non-fulfillment of the responsibilities described in the collection service contract.

### Working Capital

We believe that our current working capital is sufficient for our present requirements and that our sources of funds from financing activities are sufficient to meet the financing of our activities and cover our need for funds for at least the next twelve months.

### U.S. GAAP Reconciliation

We prepare our consolidated financial statements in accordance with Brazilian GAAP, which differs in significant respects from U.S. GAAP. Our net income attributable to owners of Gafisa, in accordance with Brazilian GAAP, was R\$867.4 million, net loss of R\$127.0 million and R\$944.9 million in 2013, 2012 and 2011, respectively. Under U.S. GAAP, our net income was R\$1,322.5 million, net loss of R\$121.2 million and R\$755.8 million in 2013, 2012 and 2011, respectively.

Our equity, in accordance with Brazilian GAAP, was R\$3,214.5 million, R\$2,685.2 million and R\$2,743.6 million, as of December 31, 2013, 2012 and 2011, respectively. Under U.S. GAAP, we recorded total equity of R\$2,822.2 million, R\$1,672.5 million and R\$1,741.1 million as of December 31, 2013, 2012 and 2011, respectively.

The following items generated the most significant differences between Brazilian GAAP and U.S. GAAP in determining net income and shareholders' equity:

- revenue recognition;
- business combinations;
- temporary equity;
- effects of deferred taxes on the differences above; and
- non-controlling interest.

For a discussion of the principal differences between Brazilian GAAP and U.S. GAAP as they relate to our financial statements and a reconciliation of net income and equity see Note 34 to our consolidated financial statements included elsewhere in this annual report and "Item 3.A. Key Information—Selected Financial Data."

### New Accounting Pronouncements, Interpretations and Guidance

Pronouncements (new or revised) and interpretation applicable to years beginning January 1, 2013

The pronouncements (new or revised) and the interpretation listed below, issued by CPC and approved by CVM, are mandatory for the years beginning January 1, 2013 or later. They are the following:

Edgar Filing: Gafisa S.A. - Form 20-F

- CPC 18 (R2) – Investments in associates and joint ventures – CVM Resolution no. 696 of December 13, 2012;
  - CPC 19 (R2) – Joint arrangements – CVM Resolution no. 694 of November 23, 2012;
  - CPC 33 (R1) – Employee benefits – CVM Resolution no. 695 of December 13, 2012;
- CPC 36 (R3) – Consolidated statements – CVM Resolution no. 698 of December 20, 2012;
  - CPC 44 – Combined statements – CVM Resolution no. 708 May 02, 2013
- CPC 45 – Disclosure of interests in other entities – CVM Resolution no. 697 of December 13, 2012; and
  - CPC 46 – Fair value measurement – CVM Resolution no. 699 of December 20, 2012.
- OCPC 06 – Presentation of Pro Forma Financial Information – CVM Resolution no 709 of May 02, 2013.

Table of Contents

Only adoption of CPC 18(R2) and CPC 36(R3) guidance had a material impact on our consolidated financial statements in Brazilian GAAP.

In order to be comparable, the corresponding balances as of December 31, 2012, the opening balance as of January 1, 2012, the opening equity as of January 1, 2011 and statement of operations as of December 31, 2012 and 2011 were adjusted considering the aforementioned change in accounting practice. As required by CPC 23 – Accounting Practices, Changes in Accounting Estimates and Errors, the retrospective effects of the adoption of CPCs 18(R2), 19 (R2) and 36 (R3) are as follows:

	Balances reported in year ended December 31, 2012	Impact of the adoption of CPC 19 (R2) and CPC 36 (R3)	Impact of the adoption of CPC 19 (R2) and CPC 36 (R3)	2012 balances, after the adoption of CPC 19 (R2) and CPC 36 (R3)
(in thousands of reais)				
Balance sheet				
Current assets	7,218,690	(812,650 )		6,406,040
Non-current assets	1,575,371	(191,886 )		1,383,485
Investments	-	646,812		646,812
Property and equipment and intangible assets	276,933	(701 )		276,232
Total assets	9,070,994	(358,425 )		8,712,569
Current liabilities	2,879,590	(238,306 )		2,641,284
Non-current liabilities	3,499,037	(113,581 )		3,385,456
Total liabilities	6,378,627	(351,887 )		6,026,740
Equity	2,692,367	(6,538 )		2,685,829
Total liabilities and equity	9,070,994	(358,425 )		8,712,569
(in thousands of reais)				
Statement of operations				
Net operating revenue	3,953,282	(363,014 )	(785,182 )	2,805,086
Operating costs	(2,941,025)	287,150	377,071	(2,276,804)
Operating (expenses) / income	(840,452 )	13,535	161,710	(665,207 )
Equity pick-up	-	63,335	(7,732 )	55,603
Financial income	(206,940 )	(8,911 )	35,588	(180,263 )
Income and social contribution taxes	(41,228 )	6,589	14,417	(20,222 )

Edgar Filing: Gafisa S.A. - Form 20-F

Non-controlling interests	(48,141 )	(1,223 )	-	(49,364 )
Income from discontinued operation.	-	-	204,128	204,128
Net loss for the year	(124,504 )	(2,539 )	-	(127,043 )

Cash flow

Operating activities	650,945	(6,627 )	-	644,288
Financing activities	161,488	592	-	162,080
Investing activities	(322,894 )	34,934	-	(287,960 )

Summary statement of value added information

Net value added produced by the Company	1,020,761	(227,655 )	-	793,106
Value added received on transfer	80,629	30,793	-	111,422
Value added to be distributed	1,101,390	(196,862 )	-	904,528

	Balances originally reported in year ended December 31, 2011	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3) and 36(R3)	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3) as of 01/01/2012
(in thousands of reais)			
Summary balance sheet information			
Current assets	7,314,358	(790,798 )	6,523,560
Non-current assets	1,909,989	(177,932 )	1,732,057
Investments	-	629,323	629,323
Property and equipment and intangible assets	282,277	(2,434 )	279,843
Total assets	9,506,624	(341,841 )	9,164,783
Current liabilities	4,815,939	(140,690 )	4,675,249
Non-current liabilities	1,943,591	(197,633 )	1,745,958
Total liabilities	6,759,530	(338,323 )	6,421,207
Equity	2,747,094	(3,518 )	2,743,576
Total liabilities and equity	9,506,624	(341,841 )	9,164,783

Table of Contents

	Balances originally reported in year ended December 31, 2011	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Impact of the adoption of CPC 31	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3)
Summary income statement information				
(in thousands of reais)				
Net operating revenue	2,940,506	(487,893 )	(605,711 )	1,846,902
Operating costs	(2,678,338)	426,430	324,034	(1,927,874)
Operating (expenses) / income	(865,092 )	16,438	110,289	(738,365 )
Income from equity method investments	-	53,102	(33,969 )	19,133
Financial income (expenses)	(159,903 )	(24,195 )	17,370	(166,728 )
Income tax and social contribution	(142,362 )	16,284	20,228	(105,850 )
Non-controlling interests	39,679	166	-	39,845
Net income from discontinued operation	-	-	167,759	167,759
Net loss for the year	(944,868 )	-	-	(944,868 )
Summary statement of cash flow information				
Operating activities	(808,711 )	18,566	-	(790,145 )
Financing activities	696,848	(61,896 )	-	634,952
Investing activities	(6,921 )	(24,720 )	-	(31,641 )
Summary statement of value added information				
Net value added produced by the Company	175,261	(215,469 )	-	(40,208 )
Value added received on transfer	92,973	(4,282 )	-	88,691
Value added to be distributed	268,234	(219,751 )	-	48,483
Summary equity information				
(in thousands of reais)				
Equity	3,570,750	-6,520	-	3,564,230
Non-controlling interests	61,422	7,574	-	68,996
Total equity	3,632,172	1,054	-	3,633,226

Recently U.S. GAAP Issued Accounting Standards



In July 2012, the FASB issued ASU 2012-02, “Intangible – Goodwill and Other” – Topic 350, which provides the option to perform a qualitative, rather than quantitative, assessment to determine whether it is more likely than not an indefinite-lived intangible asset is impaired. If the asset is considered impaired, an entity is required to perform the quantitative assessment under the existing guidance. The guidance is effective for our fiscal year beginning on January 1, 2013. The adoption of this guidance, which is intended to simplify the impairment testing, did not have a material impact on our consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The amendments in ASU 2013-01 to Topic 210, Balance Sheet, clarify that the scope of Update 2011-11, Disclosures about Offsetting Assets and Liabilities, applies to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. The amendments were effective for the Company on January 01, 2013 and the disclosures are required to be retrospectively applied for all comparative periods presented. The effective date is the same as the effective date of Update 2011-11. The adoption of this guidance, which is related to disclosure only, did not have a material impact on our consolidated financial statements.

Table of Contents

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The amendments in ASU 2013-02 to Topic 220, Other Comprehensive Income, update, supersede and replace the presentation requirements for reclassifications out of accumulated other comprehensive income in ASUs 2011-05 and 2011-12. ASU 2013-02 requires either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. The new guidance was effective prospectively for the Company on January 01, 2013. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In February 2013, the FASB issued ASU 2013-04, Obligations Resulting From Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date. The amendments in ASU 2013-04 to Topic 405, Liabilities, provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of the update is fixed at the reporting date, except for obligations addressed with existing U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on behalf of its co-obligors. The guidance also requires an entity to disclose the nature and amount of the obligation, as well as other information about those obligations. The amendment is effective retrospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In April 2013, the FASB issued ASU 2013-07, Liquidation Basis of Accounting. The amendments in ASU 2013-07 to Topic 205, Presentation of Financial Statements, clarify when an entity should apply the liquidation basis of accounting and provide principles for the recognition and measurement of associated assets and liabilities. In accordance with the amendments, an entity is required to prepare its financial statements using the liquidation basis of accounting when liquidation is imminent. Liquidation is considered imminent when the likelihood is remote that the organization will return from liquidation and either: (a) a plan for liquidation is approved by the person or persons with the authority to make such a plan effective and the likelihood is remote that the execution of the plan will be blocked by other parties; or (b) a plan for liquidation is being imposed by other forces. The amendments in ASU 2013-07 are effective prospectively for entities that determine liquidation is imminent for reporting periods beginning after December 15, 2013, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The amendments in ASU 2013-11 to Topic 740, Income Taxes, clarify that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. In situations where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets.

The amendments in ASU 2013-11 are effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. Retrospective application is permitted. We are currently evaluating the impacts of the adoption of this Update on our consolidated financial statements.

C. Research and Development, Patents and Licenses, etc.

We have a research and development department for new products, processes and methodologies focused on reducing the construction cycle. As of December 31, 2013, 2012 and 2011, we had 10, 7 and 10 employees engaged in research and development activities, respectively. Our research and development expenditures in 2013 and 2012 were immaterial.

D. Trend Information

Elsewhere in this annual report, including under “Item 3. Key Information—D. Risk Factors” and “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Brazilian Real Estate Sector,” we discuss trends, uncertainties, demands, commitments or events which could have a material effect upon our net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that could cause reported financial information to not necessarily be indicative of future operating results or financial condition.

## Table of Contents

In addition, while we believe the long term prospects for the Brazilian housing market have not changed, during 2011, 2012 and 2013, we recognized that we needed to adjust how we have approached the demand for high growth and diversification in the market in order to achieve sustainable, profitable growth. In the Brazilian housing market, demand has outstripped supply on all fronts, from units and availability of skilled labor, to reliable and experienced suppliers and building partners, to financing, and to the ability to rapidly issue permits and obtain the necessary approvals to deliver units under the Minha Casa Minha Vida program.

In the second half of 2011, our management team conducted a detailed analysis of our operations and profitability by project, region and brand and has developed certain strategies to address the market trends that we have identified. As part of our revised strategies, we plan to continue to simplify and streamline our organizational and operational structure to reinforce the fundamental strengths of each of our brands. In particular, we determined the specific geographic markets where each of our brands has the strongest prospects for performance and where we enjoy supply chain efficiencies, and will focus our efforts for each brand in its respective geographic markets. We also implemented a new management structure that, among other things, assigns each brand manager direct responsibility for the operating performance of each brand. In addition, we are implementing a corporate culture shift within our Tenda brand focused on the transfer of receivables and on aligning incentives across the organization (including from senior management to individual project engineers) to encourage project execution based on high-quality, on-time, under-budget performance.

In 2013 Gafisa completed its strategic repositioning, which commenced in early 2012. Our goal was to reduce the level of debt, restrict the Company's exposure to unprofitable businesses and markets and improve in margins and cash generation. One of the several initiatives we adopted to achieve this goal was the sale of a 70% interest in Alphaville, which contributed to a decrease in our leverage.

By the end of 2013 we finalized our five-year business plan for the period from 2014 to 2018. We set guidelines for our business including the expected size of Gafisa and Tenda operations, appropriate leverage, profitability guidelines, and our commitment to capital discipline and shareholder value generation, which are reflected in the guidance released to the market at the end of 2013.

We also expect to continue to build on the progress we have made in consolidating our back office and establishing shared operations among our three brands. With the implementation of the SAP enterprise application software platform across all of our divisions, we believe we will have the appropriate tools and data to make more effective management and supply decisions. We believe the successful implementation of these initiatives will help produce more stable cash flow and contribute toward a return to sustainable growth.

The implementation of these strategic initiatives could have a material effect upon our net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or could cause reported financial information to not necessarily be indicative of future operating results or financial condition.

### E. Off Balance Sheet Arrangements

We currently do not have any off-balance sheet arrangements or significant transactions with unconsolidated entities not reflected in our consolidated financial statements. All of our interests in and/or relationships with our subsidiaries or jointly-controlled entities are recorded in our consolidated financial statements.

### F. Tabular Disclosure of Contractual Obligations

The table below presents the maturity of our significant contractual obligations as of December 31, 2013. The table does not include deferred income tax liability.

	Total	Maturity Schedule			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
		(in millions of reais)			
Loans and financing	1,638	590	939	109	-
Debentures	1,421	564	657	200	-
Interest (1)	551	263	255	33	-
Real estate development obligations (2)	1,994.2	1,100.5	881.6	12.1	-
Obligations for land purchase	439.0	359.0	79.3	0.7	-
Payables to venture partners (3)	124.0	113.0	10.0	1.0	-
Credit assignments	87.0	47.8	24.7	9.1	5.4
Obligations from operating leases	73.9	12.2	28.1	33.6	-
Acquisition of investments	5.1	5.1	-	-	-
Other accounts payable	241.5	241.5	-	-	-
<b>Total</b>	<b>6,574.7</b>	<b>3,086.1</b>	<b>3,084.7</b>	<b>398.5</b>	<b>5.4</b>

(1) Estimated interest payments are determined using the interest rate as of December 31, 2013. However, our long-term debt is subject to variable interest rates and inflation indices, and these estimated payments may differ significantly from payments actually made.

(2) Including commitments not reflected in the balance—CFC Resolution No. 963. Pursuant to Brazilian GAAP, and since the adoption of CFC Resolution No. 963, the total costs to be incurred on the units launched but not sold are not recorded on our balance sheet. As of December 31, 2013, the amount of “real estate development obligations” related to units launched but not sold was R\$1,248.5 million.

(3) Payables to venture partners accrue a minimum annual dividend equivalent to the variation in CDI, which is not included in the table above.

Table of Contents

On June 8, 2012, according to the material fact then disclosed, the third phase of the Investment Agreement and Other Covenants entered into on October 2, 2006 (“Investment Agreement”), established the rules and conditions for Gafisa related to the acquisition of the remaining 20% interest in the capital stock of Alphaville not held by the Company. While the valuation of the capital stock had been agreed by both parties, the number of shares that should be issued by the Company to settle this transaction was being decided in arbitration proceedings initiated by the noncontrolling holders of Alphaville, which was concluded in July 2013. Therefore, there was an embedded derivative component to the Investment Agreement, relating to the Company’s obligation to purchase the Alphaville shares held by the non-controlling interest. As the fair value of this embedded derivative for all reporting periods had no significant value, since the settlement of the derivative would be based on the fair value of Alphaville’s capital stock, no derivative asset or liability had been recorded. The settlement that was to be made in cash or shares represented an amount of R\$359.0 million as of December 31, 2012 and 2011. In case of issuance of 70,251,551 common shares of Gafisa to the other shareholders of Alphaville, these shareholders of Alphaville would receive 13.96% of Gafisa’s total capital stock and would become relevant shareholders of Gafisa.

We also recorded provisions for contingencies in relation to labor, tax and civil lawsuits in the amounts of R\$72.1 million and R\$125.8 million in current and non-current liabilities, respectively, as of December 31, 2013.

Table of Contents

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

## A. Directors and Senior Management Board of Directors

The table below shows the names, positions, and terms of office of the members of our board of directors:

Name	Age	Position	Election Date	Term of Office(1)
Odair Garcia Senra	67	Chairman	April 25, 2014	Annual Shareholders' General Meeting in 2016
Guilherme Affonso Ferreira(2)(3)	63	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016
Maurício Marcellini Pereira(2)(3)	40	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016
Cláudio José Carvalho de Andrade(2)(3)	42	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016
José Écio Pereira da Costa Junior(2)(3)	62	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016
Rodolpho Amboss(2)(3)	50	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016
Francisco Vidal Luna (2)(3)	67	Director	April 25, 2014	Annual Shareholders' General Meeting in 2016

(1) Under Brazilian corporate law, an annual general shareholders' meeting must take place within the first four months of the calendar year.

(2) Independent member pursuant to NYSE rules.

(3) Independent member pursuant to Brazilian Law. According to Brazilian Law, a director is considered independent when: (1) he/she has no relationship with the company, except for holding shares; (2) he/she is not a controlling shareholder, spouse or relative of the controlling shareholder, has not been in the past three years linked to any company or entity related to the controlling shareholder; (3) he/she has not been in the past three years an employee nor an executive of the company, of the controlling shareholder or of any subsidiary of the company; (4) he/she is not a supplier or buyer, direct or indirect, of the company where the arrangement exceeds a certain amount; (5) he/she is not an employee or manager of any company which renders services to the company or which uses services or products from the company; (6) he/she is not a spouse or relative of any member of the company's management; and (7) he/she does not receive any compensation from the company, except for the compensation related to its position as a board member.

Our directors are not subject to mandatory retirement due to age.

The following is a summary of the business experience and principal outside business interests of the current members of our board of directors.

Odair Garcia Senra. Mr. Garcia Senra is currently the chairman of our board of directors. He started as an intern at former Gomes de Almeida Fernandes and occupied positions in the Company as construction engineer, general manager of construction, construction officer, and institutional relations officer. In the past, he has held, among others, the following positions: Operational Officer of Construtora Tenda S.A.; member of the Board of Directors of

Alphaville Urbanismo S.A.; Officer of SECOVI SP – Sindicato das Empresas de Compra, Venda, Locação e Administração de Imóveis Residenciais e Comerciais de São Paulo, union for the companies involved in buying, selling and administrating Real Estate in São Paulo; Vice President of SINDUSCON SP – Sindicato da Indústria da Construção Civil do Estado de São Paulo, union for the construction companies in São Paulo; and member of the Board of Directors of São Carlos Empreendimentos e Participações S.A., a company specialized in asset management of commercial Real Estate. He holds a bachelor's degree in civil engineering from the Civil Engineering School of Mauá and was also a professor at the Civil Engineering School of Mauá in 1972.

Guilherme Affonso Ferreira. Mr. Ferreira is currently a member of our board of directors and the CEO of Bahema Participações S.A., a financial investment company. He is also a member of the board of directors of: Companhia Brasileira de Distribuição (Pão de Açúcar), a retail company; SulAmérica S.A., an insurance company Valid Soluções e Serviços de Segurança em Meios de Pagamento e Identificação S.A.; a company that specializes in payment facilitation program, system identification and telecommunication; Tavex Algodonera S.A., a textile



Table of Contents

company; Arezzo Indústria e Comércio S.A., a shoes retailer; Ideiasnet S.A., a technology, media and telecommunications company and Banco Indusval, a financial institution. He holds a production engineering degree from the University of São Paulo and a master's degree in economics and political science from Macalester College.

Maurício Marcellini Pereira. Mr. Pereira is currently a member of our board of directors and has also been a member of the board of directors of Elo Serviços S.A., a debit and credit card administrator and Telemar Participações S.A., a telecommunication company. He has also been Investment Officer of Fundação dos Economistas Federais – FUNCEF, a pension fund for the employees of Caixa Econômica Federal; Executive Officer of New Business of Caixa Participações S.A. – CAIXAPAR, a company specialized in strategic corporate stakes; member of the Investment Committee of Fundo de Investimentos em Participações Infra Brasil, an investment fund created by the IDB, which offers credit to private companies to invest in infra-structure; and Finance and Administrative Officer of Grupo Posadas Caesar Park and Executive Partner of Ria Hotelaria Sustentável, both tourism companies. He holds a degree in business administration from Minas Gerais Federal University, an MBA in Finance from Ibmec Business School and is getting his master's degree in pension economics from Brasília University (UnB).

Cláudio José Carvalho de Andrade. Mr. Andrade is currently a member of our board of directors, has been a member of the board of directors of Telefônica Data Holding, a telecommunication company and has also been an alternate member of the fiscal councils of Banco Panamericano S.A., a financial institution, Banco Sofisa S.A., Copel – Companhia Paranaense de Energia; an energy development company. He is also a partner in various real estate management companies. He holds a degree in Business Administration from EAESP Getulio Vargas Foundation University.

José Écio Pereira da Costa Júnior. Mr. Pereira da Costa is a member of our board of directors. He has also been a member of the board of directors of BRMALLS S.A., a shopping mall management company, Princecampos Participações S.A., a public transportation company and also a member of the audit committees of Votorantim Industrial S.A and of Fibria S.A. He has also been an auditing partner of Deloitte Touche Tohmatsu Auditores Independentes S/C Ltda. and a partner at JEPereira Consultoria em Gestão de Negócios S/S Ltda., a consulting company. He holds a bachelor's degree in business administration from Fundação Getúlio Vargas and a bachelor's degree in accounting from Faculdade São Judas Tadeu.

Rodolpho Amboss. Mr. Amboss is a member of our board of directors. He is also on the board of directors of BR Properties, a construction company specializing in industrial sheds and large commercial buildings and has been an officer in various companies in the real estate sector, such as the Real Estate Private Equity Group of Lehman Brothers and Silverpeak Real Estate Partners LP. He holds a degree in civil engineering from Rio de Janeiro Federal University and an MBA from the Booth School of Business of the University of Chicago.

Francisco Vidal Luna. Mr. Luna is a member of our board of directors. He currently is on the board of directors of several Municipal owned or related companies and foundations, such as Sabesp, Desenvolve São Paulo, Museu da Língua Portuguesa, Museu do Futebol, Museu Afro Brasil, Fundação Faculdade de Medicina – FFM and he has been member of Board of Directors of several others such as SP Urbanismo, SP Obras, SP Tur, SP Trans, CET and Prodam. He is also currently member of board of officers of Banco Tokyo-Mitsubishi UFJ do Brasil and he has been a member of management of other banks, such as Banco InterAmerican Express (former Banco SRL), Banco Nossa Caixa Desenvolvimento and Banco Nacional de Desenvolvimento Econômico – BNDES. Mr. Luna has an economics degree and post-graduate degree from the University of São Paulo.

The table below shows the names, positions, and terms of office of our executive officers:

Name	Age	Position	Election Date	Term of Office
------	-----	----------	---------------	----------------

Edgar Filing: Gafisa S.A. - Form 20-F

Alceu Duilio Calciolari	51	Chief Executive Officer	May 25, 2012	May 25, 2015
Andre Bergstein	43	Chief Financial Officer and Investor Relations Officer	May 25, 2012	May 25, 2015
Sandro Rogério da Silva Gamba	38	Executive Officer of Gafisa	May 25, 2012	May 25, 2015
Luiz Carlos Siciliano	49	Operational Executive Officer	May 25, 2012	May 25, 2015

In line with the previously announced strategy to separate the administrative structures of Gafisa and Tenda in order to create more appropriate operating structures for the two businesses, executive officers Fernando Calamita and Rodrigo Pádua stepped down from the Company on April 4, 2014. In addition, Alceu Duilio Calciolari, who is

## Table of Contents

leading the initial phase of this transition process, has decided to leave his position as chief executive officer after this period.

The business address of each of our executive officers is Av. Nações Unidas No. 8,501, 19th floor , 05425-070 – São Paulo, SP – Brazil.

The following is a summary of the business experience and principal outside business interests of the current members of our board of executive officers.

Alceu Duilio Calciolari. Mr. Calciolari is currently our chief executive officer, and his current term commenced in May 2012, with a term of office through May 25, 2015. He is also the coordinator of the Finance Executive Committee and the Investments Executive Committee and member of the board of directors of Construtora Tenda S.A. and Alphaville Urbanismo S.A. He holds a bachelor's degree in business administration from Faculdades Metropolitanas Unidas and a master's degree in controllership from Pontifícia Universidade de São Paulo. Mr. Calciolari started his career as a trainee at ABN AMRO Real S.A. in 1978 and worked as an auditor, from 1983 to 1996, at Arthur Andersen LLP. He was also chief finance officer at Tupy S.A., from 1996 to 1998, and ALL—America Latina Logística S.A., from 1998 to 2000. Mr. Calciolari has been our chief financial officer and investor relations since 2000 and has been our chief executive officer since May 9, 2011.

Andre Bergstein. Mr. Bergstein is currently our chief financial officer and investor relations officer, and his current term commenced in May 2012, with a term of office through May 25, 2015. He is also a member of the board of directors of Construtora Tenda S.A. and Alphaville Urbanismo S.A. In the past five years he has also occupied the following positions: (i) Real Estate Executive of Plural Capital Gestora de Recursos Ltda., an asset management company; (ii) CFO of Brazilian Securities Cia de Securitização S.A., a securitization of financial credits company; (iii) CFO and Investor Relations Officer of Brazilian Finance & Real Estate S.A., holding company of Brazilian Securities Cia de Securitização S.A.

Sandro Rogério da Silva Gamba. Mr. Gamba is currently the executive officer of our Gafisa segment and his current term commenced in May 2012, with a term of office through May 25, 2015. With over 15 years at Gafisa, having worked as head of business development for Gafisa and Tenda in the São Paulo region, he has significant institutional knowledge and oversaw the growth of our business in São Paulo, our largest region. Previously, he served us in a number of senior roles in the São Paulo region, including head of business development for Gafisa and director and manager of land prospecting. Mr. Gamba holds a degree in civil engineering from Mackenzie University, advanced degrees in engineering and real estate management from the University of São Paulo and Fundação Armando Alvares Penteado, and an executive master's in business administration from IBMEC.

Luiz Carlos Siciliano. Mr. Siciliano is currently one of our operational executive officers, responsible internally for the supply chain , IT, legal department and shared services center, and his current term commenced in May 2012, with a term of office through May 25, 2015. He is also a member of the investment executive committee. Mr. Siciliano brings considerable sales and marketing managerial expertise to his newly expanded role from both his tenure at Gafisa as well as from his prior professional experiences. He has worked for us since 2005, as head of business development in the state of Rio de Janeiro and director of sales and marketing. Prior to joining us, Mr. Siciliano worked at AmBev from 1992 to 2004 in positions of increasing responsibility, and he holds master's in business administration degrees from IBMEC and Pontifícia Universidade Católica (PUC) in Rio de Janeiro.

### Our Relationship with our Executive Officers and Directors

As of December 31, 2013, our board of officers collectively held 0.73% of our share capital and our board of directors collectively held 0.11% direct or indirect interest in our share capital.

As of December 31, 2013 , there were no contracts of any type or any other material agreements entered into by us with the members of our board of directors and our board of officers. As of December 31, 2012, our board of officers in the aggregate held 0.3% of our share capital and our board of directors in the aggregate held less than a 0.1% direct or indirect interest in our share capital. As of December 31, 2013, our board of officers in the aggregate held 0.3% of our share capital and our board of directors in the aggregate held less than a 0.1 % direct or indirect interest in our share capital. Also, as of December 31, 2013, some of our executive officers held interests in our subsidiaries as directors and/or executive officers. In none of these cases, as of the referenced date, were the interests held material. In addition, there is no family relationship among our executive officers, directors or controlling shareholders, if any.

## B. Compensation

For each of 2013, 2012 and 2011

Under Brazilian corporate law, the company's shareholders are responsible for establishing the aggregate amount paid to members of the board of directors, the executive officers and the members of the fiscal council. Once the shareholders establish an aggregate amount of compensation, the members of the board of directors are then responsible for setting individual compensation levels.

The company has a severance compensation practice approved specifically for executive officers, in the event of dismissal, which has not been applied yet.

For each of 2013, 2012 and 2011, the aggregate compensation we paid to the members of the board of directors was R\$1.9 million, R\$2.2 million and R\$1.7 million, respectively, considering Gafisa, Tenda and Alphaville.

For each of 2013, 2012 and 2011, the aggregate compensation we paid to the members of the fiscal council was R\$269.2 thousand, R\$249.9 thousand and R\$188.3 thousand, respectively, considering Gafisa, Tenda and Alphaville.

For each of 2013, 2012 and 2011, the aggregate compensation we paid to the executive officers was R\$49.6 million, R\$37.5 million and R\$20.5 million, respectively, which includes fixed compensation, annual bonus amounts and the costs related to Stock Options Programs, considering Gafisa, Tenda and Alphaville.

Approximately 70% of the total compensation paid to our officers is variable. The amounts related to short-term bonuses paid for our officers were, for each of 2013, 2012 and 2011, R\$17.8 million, R\$18.9 million and R\$5.9 million, respectively.

For each of 2013, 2012 and 2011, the individual compensation we paid to members of our board of directors (fixed compensation in 2011; fixed compensation and costs related to Stock Options Programs in 2012 and fixed compensation in 2013), fiscal council (fixed compensation) and officers (fixed compensation, short-term bonus and costs related to Stock Options Programs) is set forth in the tables below.

### Gafisa

	2013	Board of Directors	Fiscal Council	Executive Officers
Number of members (1)		9.00	3.00	6.00
Annual highest individual compensation (in R\$)		316,079	55,200	5,957,562
Annual lowest individual compensation (in R\$)(2)		172,800	55,200	2,681,366
Annual average individual compensation (in R\$)		210,992	55,200	3,632,792

(1) Based on the average number of members during the period.

(2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).

	2012	Board of Directors	Fiscal Council	Executive Officers
Number of members (1)		9.00	3.00	5.83
Annual highest individual compensation (in R\$)		320,824	45,600	6,123,879

Edgar Filing: Gafisa S.A. - Form 20-F

Annual lowest individual compensation (in R\$)(2)	224,056	45,600	3,165,013
Annual average individual compensation (in R\$)	244,561	45,980	3,575,601

(1) Based on the average number of members during the period.

(2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).

	2011	Board of Directors	Fiscal Council	Executive Officers
Number of members (1)		8.0	3.0	5.92
Annual highest individual compensation (in R\$)		293,062	45,600	2,679,168
Annual lowest individual compensation (in R\$)(2)		129,478	45,600	1,539,857
Annual average individual compensation (in R\$)		212,854	45,600	1,942,100

(1) Based on the average number of members during the period.

(2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).

Tenda

	2013	Board of Directors (3)	Fiscal Council	Executive Officers
Number of members(1)		4.00	3.00	8.58
Annual highest individual compensation (in R\$)		-	38,400	3,763,649
Annual lowest individual compensation (in R\$)(2)		-	8,136	524,867
Annual average individual compensation (in R\$)		-	18,224	1,299,961

- (1) Based on the average number of members during the period.
- (2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).
- (3) Members of the Board of Directors at Tenda were also Executive Officers at Gafisa and therefore received compensation for this position.

	2012	Board of Directors (3)	Fiscal Council	Executive Officers (3)
Number of members (1)		3.67	3.00	7.67
Annual highest individual compensation (in R\$)		-	38,400	3,918,356
Annual lowest individual compensation (in R\$)(2)		-	7,464	3,918,356
Annual average individual compensation (in R\$)		-	17,776	1,460,677

- (1) Based on the average number of members during the period.
- (2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).
- (3) Members of the Board of Directors and Executive Officers at Tenda were Executive Officers at Gafisa and therefore received compensation for this position.

	2011	Board of Directors	Fiscal Council	Executive Officers
Number of members (1)		3.00	3.00	5.9
Annual highest individual compensation (in R\$)		-	25,600	-
Annual lowest individual compensation (in R\$)(2)		-	6,530	-
Annual average individual compensation (in R\$)		-	17,153	-

- (1) Based on the average number of members during the period.
- (2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).
- (3)

Members of the Board of Directors at Tenda were also Executive Officers at Gafisa and therefore received compensation for this position.

#### Alphaville

As set forth in item “4. Information on the Company—A. History and Development of the Company”, we completed the sale of a controlling interest in Alphaville, on December 9, 2013. As a result, Alphaville was no longer consolidated in the financial statements of the Company since then. In this annual report, while financial



Table of Contents

information related to Alphaville is treated as discontinued operations, all operating information related to our business includes full operating information for Alphaville through December 9, 2013.

2013	Board of Directors (3)	Fiscal Council(4)	Executive Officers
Number of members (1)	5.00	1.25	6.00
Annual highest individual compensation (in R\$) (5)	-	16,300	9,741,730
Annual lowest individual compensation (in R\$)(2)	-	16,300	540,229
Annual average individual compensation (in R\$)(5)	-	16,300	3,232,127

(1) Based on the average number of members during the period.

(2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).

(3) Members of the Board of Directors at Alphaville were also Executive Officers at Gafisa and do not received compensation for this position.

(4) The Fiscal Council was dissolved in June, 2013.

(5) This amount includes the stock options consideration related to the sale of 70% of Alphaville.

2012	Board of Directors (3)	Fiscal Council (4)	Executive Officers
Number of members (1)	5.00	3.00	4.17
Annual highest individual compensation (in R\$)	-	19,560	2,506,438
Annual lowest individual compensation (in R\$)(2)	-	19,560	1,326,440
Annual average individual compensation (in R\$)	-	19,560	1,354,882

(1) Based on the average number of members during the period.

(2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).

(3) Members of the Board of Directors at Alphaville were also Executive Officers at Gafisa and therefore received compensation for this position.

(4) The Fiscal Council was installed in 2012.

2011	Board of Directors (3)	Fiscal Council (4)	Executive Officers
Number of members (1)	5.00	-	4.00

Edgar Filing: Gafisa S.A. - Form 20-F

Annual highest individual compensation (in R\$)	-	-	3,375,992
Annual lowest individual compensation (in R\$)(2)	-	-	1,445,683
Annual average individual compensation (in R\$)	-	-	2,184,555

---

- (1) Based on the average number of members during the period.
- (2) Annual lowest individual compensation includes only the members of board of directors, fiscal council and executive officers who served an entire year and does not include members who are also executive officers (if a member is an executive officer, he or she is paid as an executive officer).
- (3) Members of the Board of Directors at Alphaville were also Executive Officers at Gafisa and therefore received compensation for this position.
- (4) The Fiscal Council was installed in 2012.

Table of Contents

C. Board Practices

General Information

We are managed by a board of directors consisting of at least five and up to nine directors and at least two and up to eight executive officers. Our directors are elected for a two-year term and our executive officers are elected for a three-year term. Reelection of officers and directors is permitted. We also have (1) a fiscal council, which under Brazilian Law is not a permanent body, although currently installed; (2) permanent advisory committees created in accordance with our bylaws, namely: an audit committee, a compensation committee and a nominating and corporate governance committee; and (iii) executive committees established by the Board of Directors, namely: an investment executive committee, a finance executive committee, and an ethics executive committee. See “—A. Directors and Senior Management.”

Board of Directors

Our board of directors is our decision-making body responsible for formulating general guidelines and policies for our business, including our long term strategies. Among other things, our board of directors is responsible for appointing and supervising our executive officers.

Our board of directors meets at least once every two months and at any other times when a meeting is called by its chairman or by at least two other effective members. The decisions of our board of directors are taken by the majority vote of those members present at the respective meeting and constituting a quorum of at least four members. In the event of a tie vote, the chairman of our board of directors has, in addition to his personal vote, the right to cast a tie-breaking vote. In addition, pursuant to Brazilian corporate law, a member of our board of directors is prevented from voting in any shareholders’ or board of directors’ meeting, or from acting in any business or transaction, in which he may have a conflict of interest with our company.

Under Brazilian corporate law, a company’s board of directors must have at least three members. Our bylaws provide for a board of directors of up to nine members, from which at least 20% shall be independent members, as determined by the Listing Rules of the Novo Mercado. Our directors are elected at our annual general shareholders’ meeting for a two-year term of office, with reelection permitted, and are subject to removal at any time by our shareholders at a shareholders’ general meeting. Although the Listing Rules of the Novo Mercado require at least 20% independent members, our board of directors currently has six independent members, out of a total of seven members.

Article 141 of Brazilian corporate law provides that shareholders with at least 10% of a company’s total capital stock may request the adoption of the multiple voting procedure for the election of the board of directors, even where there is no provision for this in the company’s bylaws. The multiple voting procedure grants each share as many votes as the number of board members, and allows shareholders to allocate either all of their votes to a single candidate or to distribute their votes among several candidates.

All the voting proceedings discussed in the previous paragraphs currently apply to our company.

As prescribed by CVM Instruction No. 282, of June 26, 1998, the minimum voting capital percentage required for the adoption of the multiple voting procedure in publicly-held companies may be reduced as a result of the amount of its capital stock. Based on the current amount of our capital stock, shareholders representing 5% of our total capital stock may request the adoption of the multiple voting procedure in order to elect the members to our board of directors. The referred minimum percentage may vary from 5% to 10% depending on the amount of our capital stock, as prescribed in the aforementioned CVM instruction. If the adoption of the multiple voting procedure is not requested, directors are elected by a majority vote of our shareholders, and such shareholders who, individually or collectively, represent at

least 10% of our shares, are entitled to appoint, in a separate vote, a director and its alternate.

The Listing Rules of the Novo Mercado also provide that all members of our board of directors and our board of officers must comply, by means of the execution of a management compliance statement, with obligations set forth under the Novo Mercado Listing Agreement, the Market Arbitration Chamber Rules and the Listing Rules of the Novo Mercado, including, but not limited, to: (1) any shareholder that becomes our controlling shareholder, or becomes part of our controlling group, must comply, by means of executing of the controlling shareholder compliance statement, with the obligations set forth under the Novo Mercado Listing Agreement, the Market Arbitration Chamber Rules and the Listing Rules of the Novo Mercado; (2) any indirect controlling shareholder of our company must fully comply with the obligations established in the Novo Mercado Listing Agreement, the

## Table of Contents

Market Arbitration Chamber Rules, the Listing Rules of the Novo Mercado, Brazilian corporate law, Brazilian Securities Regulations and our bylaws; (3) use best efforts to ensure that our shares are widely held through public share offerings; (4) re-establish the minimum percentage of outstanding floating stock, in case additional shares are issued or the controlling power over our company is transferred; (5) inform BM&FBOVESPA with respect to the trading of the securities held by our controlling shareholders; (4) comply with the rules imposed on our directors in the event our public company registration with the CVM is cancelled; and (7) comply with rules and regulations applicable in the event of the delisting of our company from the Novo Mercado.

### Executive Officers

Under Brazilian corporate law, a company's board of executive officers must have at least two members, and each of such members must be a resident in Brazil. Furthermore, no more than one-third of our directors may serve as members of our board of officers at any given time. In addition, under the Listing Rules of the Novo Mercado, the chief executive officer of our company shall not serve as the chairman of the board of directors.

Our executive officers are our legal representatives and are primarily responsible for managing our day-to-day operations and implementing the general policies and guidelines set forth in our shareholders' general meetings and by our board of directors. Our bylaws require that our board of officers be composed of at least two members and a maximum of eight members. The members of our board of officers are appointed by our board of directors for a term of three-years, and may be reelected or removed by our board of directors at any time. Our bylaws and our board of directors determine the role of our executive officers. Currently, we have a board of officers comprised of four members: (1) Mr. Alceu Duilio Calciolari, who is the chief executive officer, (2) Mr. Andre Bergstein, who is the chief financial officer and investor relations officer, (3) Mr. Sandro Rogerio da Silva Gamba, who is the executive officer of Gafisa, and (4) Mr. Luiz Carlos Siciliano, who is an operational executive officer.

The chief executive officer submits the business plan, annual budget, investment plans and new expansion plans for Gafisa and our subsidiaries to the approval of the board of directors. The chief executive officer enacts these plans and develops our strategy and operational plan, including the manner in which we will execute the resolutions approved at the shareholders' meeting and by the board of directors. Together with the other officers, he also supervises and coordinates our activities. The officer in charge of investor relations supplies our financial information to investors, the CVM and the BM&FBOVESPA, and is also responsible for keeping an updated register based on the applicable regulations.

### Fiscal Council

Under Brazilian corporate law, the fiscal council is a corporate body independent from the management of the company and its external auditors. The fiscal council is not a permanent body, and whenever installed, must consist of no less than three and no more than five members. The primary responsibility of the fiscal council is to review management's activities and the company's financial statements and to report its findings to the shareholders of the company. The fiscal council is not equivalent to an audit committee as contemplated by the Securities Exchange Act, as amended. Under Brazilian corporate law, a fiscal council must be established at a shareholders' general meeting upon request of shareholders representing at least 10% of the shares with voting rights, or 5% of the shares with no voting rights, and its members shall remain in office until the annual general shareholders' meeting of the year following their election. Each member of the fiscal council is entitled to receive compensation in an amount equal to at least 10% of the average amount paid to each executive officer (excluding benefits and profit sharing).

As prescribed by CVM Instruction No. 324, of January 19, 2000, the minimum voting capital percentage required to request the fiscal council to be installed may be reduced as a result of the amount of the company's capital stock. Based on the current amount of our capital stock, shareholders representing 2% of our voting capital stock may

request the fiscal council to be installed. The referred minimum percentage may vary from 2% to 8% depending on the amount of our capital stock, as prescribed in the aforementioned CVM instruction.

Individuals who are also employees or members of the administrative bodies of our company, of companies controlled by us, or of companies forming a group of companies with us (pursuant to Chapter XXI of Law No. 6,404/76), as well as spouses or parents of our management, cannot serve on the fiscal council.

Our by-laws provide for a non-permanent fiscal council composed of at least three and up to five members, which can be formed and have its members elected at the shareholders' general meeting, as requested by the shareholders, in the events set forth by Brazilian corporate law. When in operation, the compensation of our fiscal council is set at the shareholders' general meeting that elects it.

## Table of Contents

Our fiscal council has three members (Olavo Fortes Campos Rodrigues Junior, Peter Edward Cortes Marsden Wilson and Luis Fernando Brum de Melo) and three alternates (Marcello Mascotto Iannalfo, Marcelo Martins Louro and Laiza Fabiola Martins de Santa Rosa).

We also have established a permanent audit committee. See “Item 6.C. Directors, Senior Management and Employees—Board Practices—Audit Committee.”

### Audit Committee

Our bylaws provide for an Audit Committee that convenes regularly, as often as it determines is appropriate to carry out its responsibilities. The Audit Committee must be comprised of at least three members, all of which must be independent members of our Board of Directors. The Audit Committee is currently comprised by Jose Ecio Pereira da Costa Junior, who is also the chairman, Nelson Machado and Maurício Marcellini Pereira, each of whom is a director of our company. Our board of directors has determined that Jose Ecio Pereira da Costa Junior, Nelson Machado and Maurício Marcellini Pereira are each independent as set forth in the NYSE Listed Companies Manual as well as being independent for the purpose of Rule 10A-3 of the Exchange Act. Our board of directors has determined that Jose Ecio Pereira da Costa Junior is an audit committee financial expert within the meaning of the regulations promulgated by the United States Securities and Exchange Commission.

This committee has responsibility for, among others, planning and reviewing our annual and quarterly reports and accounts with the involvement of our auditors, focusing particularly on compliance with legal requirements and accounting standards, and ensuring that an effective system of internal financial controls is maintained, as set forth in the Company’s by-laws. The ultimate responsibility for reviewing and approving our annual and quarterly reports and accounts remains with our directors.

The composition of the Audit Committee is expected to change in the first meeting to be held by the Board of Directors, after their election in the Annual General Shareholders’ Meeting held on April 25, 2014.

### Compensation Committee

Our bylaws provide for a Compensation Committee that convenes regularly, as often as it determines is appropriate to carry out its responsibilities. The Compensation Committee must be comprised of at least three members, all of which must be independent members of our Board of Directors. The Compensation Committee is currently comprised by Henri Philippe Reichstul, who is also the chairman, Guilherme Affonso Ferreira and Cláudio José Carvalho de Andrade. This committee, among other things, reviews and makes recommendations to our directors regarding its compensation policies and all forms of compensation to be provided to our executive officers and other employees.

The composition of the Compensation Committee is expected to change in the first meeting to be held by the Board of Directors, after their election in the Annual General Shareholders’ Meeting held on April 25, 2014.

### Nominating and Corporate Governance Committee

Our bylaws provide for a Nominating and Corporate Governance Committee that convenes regularly, as often as it determines is appropriate to carry out its responsibilities. The Nominating and Corporate Governance Committee must be comprised of at least three members, all of which must be independent members of our Board of Directors. The Nominating and Corporate Governance Committee is currently comprised by Gerald Dinu Reiss, who is also the chairman, Rodolpho Amboss and Maurício Marcellini Pereira. This committee, among other things, considers and periodically reports on matters relating to the size, identification, selection and qualification of the board of directors, executive officers and candidates nominated for the board of directors and its committees and is responsible for

overseeing compliance with the corporate governance principles applicable to us under our bylaws and other policies, as well as for proposing improvements and changes to such applicable principles.

The composition of the Nominating and Corporate Governance Committee is expected to change in the first meeting to be held by the Board of Directors, after their election in the Annual General Shareholders' Meeting held on April 25, 2014.

#### Investment Executive Committee

On January 13, 2006, our board of directors modified the structure of our incorporation and new businesses committee, renaming it the Investment Committee and on September 9, 2010 it was renamed to Investment



## Table of Contents

Executive Committee, in order to clarify that this is a collegiate body to provide advice and guidance to the Board of Directors, composed solely by members of the Board of Officers (statutory or otherwise). Our Investment Executive Committee is a non-permanent body and its duties are, among others, to: (1) analyze, discuss and recommend land acquisitions and new real estate developments; (2) advise our executive officers during the negotiation of new deals and the structuring of new developments; (3) supervise the beginning of new projects and their related cash flows; and (4) in special cases, assist in the negotiation and structuring of new types of business. Each decision by our investment committee to acquire land is made by ensuring that the investment meets the minimum return threshold set by us and comparing it with other potential investments. Such decision is made independent of the geographical location of the investment in order to maximize return on our capital allocation as a whole.

Currently, our Investment Executive Committee is in operation and is comprised by Sandro Rogério da Silva Gamba (also the Coordinator of the Committee), Andre Bergstein, , Luiz Carlos Siciliano, Octavio Marques Flores and Katia Varalla Levy.

### Finance Executive Committee

Our directors have established a Finance Executive Committee composed by André Bergstein (also the Coordinator of the Committee), Sandro Rogério da Silva Gamba, Rodrigo Osmo and Gustavo Moscatelli. This committee, among others, evaluates and makes periodic recommendations to our board of directors regarding risk and financial investments policies.

### Ethics Executive Committee

On September 2010, our board of directors renamed the Ethics Committee, created on February 17, 2006, to established an Ethics Executive Committee, as a collegiate body to provide advice and guidance to the board of directors, elected by the board of directors, and composed primarily of members of the board of officers (statutory or otherwise). Currently is composed of these members: Sandro Rogério da Silva Gamba (Coordinator of the Committee), André Bergstein, Luiz Carlos Siciliano, Norival Zanata Junior and Adriana Farhat. This committee is responsible, among others, for the actions related to violation of our Code of Business Conduct and Ethics, solving ethics conflicts and evaluating the adequacy of amendments to the Code of Business Conduct and Ethics and proposing them to the board of directors.

### Summary of Significant Differences of Corporate Governance Practices

NYSE Corporate Governance Rules provide that we are required to disclose any significant differences on our corporate governance practices from those required to be followed by U.S. companies under NYSE listing standard. We have summarized these significant differences below.

We are permitted to follow practice in Brazil in lieu of the provisions of the NYSE Corporate Governance Rules, except that we will be required to have a qualifying audit committee under Section 303A.06 of the Rules, or avail ourselves of an appropriate exemption. In addition, Section 303A.12(b) provides that our chief executive officer is obligated to promptly notify the NYSE in writing after any of our executive officers becomes aware of any material non-compliance with any applicable provisions of the NYSE Corporate Governance Rules.

### Majority of Independent Directors

NYSE Rule 303A.01 provides that each NYSE-listed company must have a majority of independent directors. Neither Brazilian corporate law nor our by-laws require that we have a majority of independent members. Notwithstanding this, the majority of our board members qualify as independent directors under NYSE rules.

Separate Meetings of Non-Management Directors

NYSE Rule 303A.03 provides that the non-management directors of each NYSE-listed company must meet at regularly scheduled executive sessions without management. According to the Listing Rules of the Novo Mercado, the chief executive officer may not serve as the chairman of the Board of Directors. In addition, under Brazilian corporate law, up to one-third of the members of the board of directors can also hold management positions. Under Brazilian corporate law, there is no specific requirement that non-management directors meet regularly without management. Notwithstanding the foregoing, our board of directors consists entirely of non-management directors and holds regular meetings without the management and as such we believe we are in compliance with the NYSE Rule 303A.03.

## Table of Contents

### Nominating and Corporate Governance Committee

NYSE Rule 303A.04 provides that each U.S. listed company must have a nominating and corporate governance committee composed entirely of independent directors. We are required to have such a committee under our bylaws, which is nevertheless not required under Brazilian law. Therefore, we have a Nominating and Corporate Governance Committee responsible for considering and periodically reporting on matters relating to the size, identification, selection and qualification of the board of directors and candidates nominated for the board of directors and its committees; and for overseeing compliance with the corporate governance principles applicable to us under our bylaws and other policies, as well as for proposing improvements and changes to such applicable principles.

### Compensation Committee

NYSE Rule 303A.05 provides that each U.S. listed company must have a compensation committee composed entirely of independent directors. We are required to have such a committee under our bylaws, which is nevertheless not required under Brazilian law. Therefore, we have a Compensation Committee responsible for reviewing and making recommendations to our directors regarding our compensation policies and all forms of compensation to be provided to our executive officers and other employees. With respect to compensation, under Brazilian corporate law, the shareholders determine the total or individual compensation of our board members and executive officers, including benefits and allowances, at a general shareholders' meeting. If the shareholders only determine the total compensation, it is incumbent upon the board of directors to establish the individual amounts. The Compensation Committee, is responsible for advising the board of directors in such task. See "Item 6.B. Directors, Senior Management and Employees—Compensation."

### Audit Committee

NYSE Rule 303A.06 and the requirements of Rule 10A-3 of the SEC provide that each U.S. listed company is required to have an audit committee consisting entirely of independent members that comply with the requirements of Rule 10A-3. In addition, the audit committee must have a written charter compliant with the requirements of NYSE Rule 303.A.07(c), have an internal audit position and otherwise fulfill all other requirements of the NYSE and Rule 10A-3. The SEC recognized that due to the local legislation for foreign private issuers, some of the responsibilities of the audit committee could be subordinated by local laws to our other bodies.

We are required to have such a committee under our bylaws, which is nevertheless not required under Brazilian law. Therefore, we have an Audit Committee with the following responsibilities:

- Pre-approving services to be provided by our independent auditor;
- Choosing and overseeing the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing any other service;
  - Reviewing auditor independence issues and rotation policy;
  - Supervising the appointment of our independent auditors;
  - Discussing with management and auditors major audit issues;
- Reviewing financial statements prior to their publication, including the related notes, management's report and auditor's opinion;

Edgar Filing: Gafisa S.A. - Form 20-F

- Reviewing our annual report and financial statements;
- Providing recommendations to the board of directors on the audit committee's policies and practices;
- Reviewing recommendations given by our independent auditor and internal audits and management's responses;
- Evaluating the performance, responsibilities, budget and staffing of our internal audit function and review the internal audit plan;
- Providing recommendations on the audit committee's bylaws; and

Table of Contents

- Reviewing our Code of Business Conduct and Ethics and the procedures for monitoring compliance with it.

## Equity Compensation Plans

NYSE Rule 303A.08 provides that shareholders must be given the opportunity to vote on all equity compensation plans and material revisions thereto, with certain limited exemptions as described in the rule. Under Brazilian corporate law, shareholder pre-approval is required for the adoption of equity compensation plans and any material revision thereto.

## Corporate Governance Guidelines

NYSE Rule 303A.09 provides that each U.S. listed company must adopt and disclose their corporate governance guidelines. Although we do not have a similar requirement under Brazilian law, our bylaws contain a comprehensive list of principles that must be complied with at all times by all of our directors and officers. Our Nominating and Corporate Governance Committee may also propose new principles and amendments to existing principles. In addition, we have listed our common shares in the Novo Mercado (New Market) of the São Paulo Stock Exchange (BM&FBOVESPA), which requires adherence to the corporate governance standards established under the Listing Rules of the Novo Mercado, as described under “Item 10. Additional Information—B. Memorandum and Bylaws.” Finally, we have adopted a written policy of trading of securities and disclosure matters.

## Code of Business Conduct and Ethics

NYSE Rule 303A.10 provides that each U.S. listed company must adopt and disclose a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or executive officers. We are required to have a Code of Business Conduct and Ethics under our bylaws and under the Listing Rules of the Novo Mercado. We have adopted such a Code on July 10, 2007 See “Item 16B. Code of Business Conduct and Ethics.”

## D. Employees

As of December 31, 2013, we had 3,346 employees at Gafisa Group across the following states:

States	Number of Employees (1)
Amazonas	3
Bahia	185
Distrito Federal	10
Goiás	32
Maranhão	42
Mato Grosso do Sul	8
Minas Gerais	136
Pará	56
Paraná	81
Pernambuco	32
Piauí	9
Rio de Janeiro	533
Rio Grande do Sul	53
Rondonia	5

Sergipe	2
São Paulo	2,159
Total	3,346

---

(1) Total number of employees includes 529 Alphaville's employees, who are located in São Paulo (454), Paraná (12), Rio de Janeiro (9), Minas Gerais (9), Piauí (9), Mato Grosso do Sul (8), Distrito Federal (6), Rondonia (5), Goiás (5), Bahia (4), Amazonas (3), Pará (3) and Sergipe (2).

Table of Contents

The table below shows the number of employees for the period presented, within the macro areas of the company:

Period	Operations	Administration & Finance	Business Development	Sales	Total
2013(1)	2,008	722	404	212	3,346
2012	2,551	811	395	267	4,024
2011	3,459	695	301	332	4,787
2010	3,202	699	331	394	4,626
2009	4,721	734	234	464	6,153

Note: The numbers presented in the tables above for the year of 2013 refer to the employees of Gafisa Group (Gafisa's Business Unit, Tenda's Business Unit, Alphaville's Business Unit as well as the corporate areas, including the shared services center).

(1) Total number includes 529 Alphaville's employees, of which 290 are allocated in Operations, 95 in Administration and Finance, 135 in Business Development and 9 in Sales.

Our administrative employees carry out management, finance, information technology, legal and human resources activities among others. Our construction site employees focus on management and oversight of our construction workers, the majority being outsourced. The outsourced professionals are hired by the contractors to carry out various tasks on the construction sites. As of the date of this annual report, we estimate that around 18,000 outsourced professionals are providing services to Gafisa, Tenda and Alphaville across the following regions:

Region	Outsourced Professionals
North/Central West	793
Northeast	3,245
South	2,299
Southeast	12,140
Total	18,477

We offer training programs to our employees, subcontractors and outsourced employees. All of our professionals involved in the construction of our developments are trained prior to the beginning of their work and are supervised directly by our engineers.

The majority of our employees and outsourced professionals of the State of São Paulo are enrolled with the Civil Construction Industries Workers' Union (SINTRACON). As a rule, the Civil Construction of Large Building Industry in the State of São Paulo (SINDUSCON-SP) annually negotiates with SINTRACON collective bargaining agreements applicable to our employees. The most recent collective bargaining agreement for our employees and outsourced professionals in the State of São Paulo was executed in May 2013, establishing a salary adjustment of 8.99% as of May 2012. This collective bargaining agreement became effective in May 2013 and will expire in April, 2014.

The majority of our employees and outsourced professionals of the State of Rio de Janeiro are members of the Civil Construction, Tiles, Cement, Marble and Granite Products, Road Construction, Paving, and Land Moving and Industrial Maintenance and Assembly Industries' Workers Union of the Rio de Janeiro Municipality (SINTRACONST-RIO). As a rule, the Civil Construction of Large Building Industry in the State of Rio de Janeiro (SINDUSCON-RIO) annually negotiates with SINTRACONST-RIO the collective bargaining agreements applicable to our employees. The most recent collective bargaining agreement for our employees and outsourced professionals in the State of Rio de Janeiro was executed in March 2013, establishing a salary adjustment of 9% as of March 2012.

This collective bargaining agreement became effective in March 2013 and will expire in February 2014.

We believe that our relationship with our employees and workers' unions is good. In all the regions where we operate, we maintain a stable relationship with the workers unions, which generally decreases the risk of strikes.



Table of Contents

The benefits we offer to our permanent employees include life insurance, dental plan, health insurance, meal tickets and profit sharing.

## Health and Safety

We are committed to preventing work-related accidents and diseases. Accordingly, we maintain a risk prevention program which seeks to maintain and enhance the health and physical conditions of our employees, by anticipating, recognizing, evaluating and controlling any existing or potential environmental risks in the workplace.

In addition, we have an internal committee for the avoidance of accidents, which seeks to prevent diseases and accidents from occurring in the workplace. We make significant investments in this area, providing frequent training programs for our construction employees as well as for our subcontractors' employees, and we require our subcontractors to follow strict guidelines.

## E. Share Ownership

As of the date of this annual report, our directors and executive officers do not hold, on an aggregate basis, any direct or indirect interest of greater than 0.842% of our total share capital or of the share capital of any of our subsidiaries or jointly-controlled entities. As of December 31, 2013, some of our executive officers held interests in our subsidiaries and jointly-controlled entities as directors and executive officers. In none of these cases, as of the date of this annual report, were the interests held material.

The table below sets forth the number of our total shares beneficially owned by each of our directors and executive officers as of the date of this annual report:

Name	Position	Number of Shares Owned
Alceu Duilio Calciolari	Chief Executive Officer	1,712,301
Odair Garcia Senra	Director	243,505
Luiz Carlos Siciliano	Officer	187,531
Sandro Rogério da Silva Gamba	Officer	330,101
Rodrigo Osmo	Officer	135,266
Cláudio José Carvalho de Andrade	Director	-
José Écio Pereira da Costa Junior	Director	2
Guilherme Affonso Ferreira	Director	102
Andre Bergstein	Chief Financial Officer and Investor Relations Officer	248,478
Francisco Vidal Lunda	Director	-
Maurício Marcellini Pereira	Director	-
Rodolpho Amboss	Director	-
Marcelo Renaux Willer	Officer	-
Total		3,088,390

As previously mentioned, in line with the announced strategy to separate the administrative structures of Gafisa and Tenda, executive officers Fernando Calamita and Rodrigo Pádua stepped down from the Company on April 4, 2014. In addition, Alceu Duilio Calciolari, who is leading the initial phase of this transition process, has decided to leave his position as chief executive officer after this period.

## Stock Option Plans

Our stock option plans seek to: (1) encourage our expansion and success by allowing our executives and key employees to acquire shares of our capital stock in order to encourage their integration with the company; (2) allow us to obtain and retain the services of executives and key employees by offering them the benefit of becoming one of our shareholders; and (3) align the interests of our executives and key employees with the interests of our shareholders.

We have individual agreements with our key employees and executives, under which they are entitled to purchase shares of our capital stock pursuant to the terms and conditions of the stock option plans and the specific conditions set forth in their agreements.

In 2002, our shareholders ratified the terms and conditions of our stock option plan. A standard stock option program to grant subscription rights related to our preferred shares was approved by our board of directors at a meeting held on April 3, 2000. As a result of our entry in the Novo Mercado segment of BM&FBOVESPA, our preferred shares were converted into common shares, and therefore all options relating to this plan grant subscription rights related to our common shares. Currently, we do not have any stock option grants related to this plan.

## Table of Contents

On February 3, 2006, our shareholders approved a new stock option plan. Under the 2006 stock option plan, our board of directors may release further programs on a regular basis of options to purchase up to 5% of the total outstanding shares of our company, as set forth in the 2006 stock option plan. Such new programs would grant our executives and key employees the right to subscribe and/or acquire our shares for a set price, under terms and conditions according to the agreements set for each participant. Currently, we don't have any stock option grants related to this plan.

Our most recent stock option plan was approved on May 18, 2008 during a special shareholders' general meeting. Under this new stock option plan, our board of directors may create additional programs on a regular basis for options to purchase up to 5% of the total outstanding shares of our company, as set forth in the 2008 stock option plan.

Under this new stock option plan, the board of directors may also grant different types of options to certain beneficiaries, or "B options," for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional purchase of common shares, or an option under this 2008 plan, according to the terms and conditions set forth in each program, and to lapse two years from the common share purchase date.

As of December 31, 2013, all active stock option Programs follow the Plan approved in 2008.

### 2009 Programs

Three new stock option programs were approved in 2009 for executive officers and key employees. The first is a standard stock option program to grant subscription rights related to our common shares, which was approved by our board of directors at a meeting held on June 26, 2009. Under this program, the board of directors may grant to certain beneficiaries the right to subscribe and/or acquire our shares for a set price, under the terms and conditions set forth in the stock option plan agreement entered into with each participant.

As of December 31, 2012, 5,400,000 options to purchase shares of our common shares have been granted to executive officers pursuant to this stock option agreement. Of the total options granted, 2,850,000 have been acquired or expired pursuant to such agreements. The options not exercised were replaced by the program approved in 2012.

Under the second program, the board of directors may grant different types of B options for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional exercise of the regular A options granted under this plan, according to the terms and conditions set forth in each program, and to lapse one year from the grant date.

As of December 31, 2012, options to purchase 849,020 shares of our common shares have been granted to key employees and executive officers pursuant to this stock option agreement. The options granted included 482,965 B options. All options granted have been acquired or expired pursuant to such agreements.

After the acquisition of Tenda, the board of directors approved the conversion of Tenda's existing stock options programs into Gafisa's programs. As of the date of this annual report, all shares have been expired or purchased pursuant to this stock option programs agreements.

### 2010 Programs

Two new stock option programs were approved in 2010 for executives and key employees. The first is a standard stock option program to grant subscription rights related to our common shares, which was approved by our board of directors at a meeting held on August 4, 2010. Under this program, the board of directors may grant to certain beneficiaries the right to subscribe and/or acquire our shares for a set price, under the terms and conditions set forth in the stock option plan agreement entered into with each participant.

As of December 31, 2012, 600,000 options to purchase shares of our common shares have been granted to executive officers pursuant to this stock option agreement and none have been acquired or expired pursuant to such agreements. These options were replaced by the program approved in 2012.

Under the second program, the board of directors may grant different types of B options for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional exercise of the regular options granted under this 2010 plan, according to the terms and conditions set forth in each program, and to lapse one year from the grant date.

## Table of Contents

As of December 31, 2012, options to purchase 26,061 shares of our common shares have been granted to employees and executive pursuant to this stock option plan agreement. The options granted included 17,373 B options. Of the total options granted, 22,875 have been acquired or expired pursuant to such agreements.

### 2011 Programs

Two new stock option programs were approved in 2011 for the board of directors, executives and key employees.

The first is a standard stock option program granting subscription rights related to our common shares. Under this program, the board of directors may grant to certain beneficiaries the right to subscribe and/or acquire our shares for a set price, under the terms and conditions set forth in the stock option plan agreement entered into with each participant.

As of December 31, 2012, 510,000 options to purchase shares of our common shares have been granted to executive officers and directors pursuant to this agreement. Out of the amount granted, none have been acquired pursuant to such agreements and were replaced by the program approved in 2012; 2,640,000 expired or cancelled.

Under the second program, the board of directors may grant different types of B options for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional exercise of regular options at market price, granted under this program, according to the terms and conditions set forth in each program, and to lapse one year from the grant date.

As of December 31, 2012, options to purchase 2,940,000 shares of our common shares have been granted to employees and executives pursuant to this agreement. The options granted included 2,166,250 "B" options. Out of the total options granted, 1,673,909 have been acquired or expired pursuant to such agreements.

### 2012 Programs

Two new stock option programs were approved in 2012 for executives and key employees.

The first is a standard stock option program granting subscription rights related to our common shares. Under this program, the board of directors may grant to certain beneficiaries the right to subscribe and/or acquire our shares for a set price, under the terms and conditions set forth in the stock option plan agreement entered into with each participant.

As of December 31, 2012, 3,560,000 options to purchase shares of our common shares have been granted to executive officers pursuant to this agreement. Out of the amount granted, 1,115,000 have been acquired pursuant to such agreements.

Under the second program, the board of directors may grant different types of B options for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional exercise of regular options at market price, granted under this program, according to the terms and conditions set forth in each program, and to lapse one year from the grant date.

As of December 31, 2013, options to purchase 4,079,048 shares of our common shares have been granted to employees and executives pursuant to this agreement. The options granted included 3,005,532 "B" options. Out of the total options granted, 666,000 have been acquired or expired pursuant to such agreements.

### 2013 Programs

Two new stock option programs were approved in 2013 for executives and key employees.

The first is a standard stock option program granting subscription rights related to our common shares. Under this program, the board of directors may grant to certain beneficiaries the right to subscribe and/or acquire our shares for a set price, under the terms and conditions set forth in the stock option plan agreement entered into with each participant.

As of December 31, 2013, 1,370,037 options to purchase shares of our common shares have been granted to executive officers pursuant to this agreement and none has been acquired.

Table of Contents

Under the second program, the board of directors may grant different types of B options for the exercise price of R\$0.01. The exercise of B options, if granted, is subject to the proportional exercise of regular options at market price, granted under this program, according to the terms and conditions set forth in each program, and to lapse one year from the grant date.

As of the date of this annual report, options to purchase 4,013,590 shares of our common shares have been granted to employees and executives pursuant to this agreement. The options granted included 2,928,810 “B” options and none has been acquired or expired.

Therefore, as of the date of this annual report, options to purchase totaled 5,383,627 shares of our common shares have been granted to employees and executives pursuant to this agreement. The options granted included 2,928,810 “B” options. Out of the total options granted, none have been acquired or expired pursuant to such agreements.

Active Programs	Number of Stock Options granted	Number of Stock Options Outstanding (Not Expired or exercised)	Exercise Price per Stock Option	Expiration
August 2010 (Restricted SOP) (1)	26,061	3,187	R\$ 0.01	August 2014
March 2011 (Restricted Type B) (1)	906,250	375,719	R\$ 0.01	March 2015
July 2011 (Restricted Type B) (1)	1,260,000	1,260,000	R\$ 0.01	July 2015
August 2012 (Standard SOP) (1)	3,560,000	2,445,000	R\$ 2.73	August 2025
August 2012 (Restricted Type A) (1)	1,073,516	351,055	R\$ 2.73	May 2014
August 2012 (Restricted Type B) (1)	3,005,532	2,884,485	R\$ 0.01	August 2016
May 2013 (Standard SOP) (1)	1,370,037	1,370,037	R\$ 4.05	May 2017
May 2013 (Restricted Type A) (1)	1,084,780	1,051,112	R\$ 4.08	May 2014
May 2013 (Restricted Type B) (1)	2,928,810	2,846,474	R\$ 0.01	May 2017
Total		11,908,128		

(1) Options unvested.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

## A. Major Shareholders

As of the date of this annual report, the following shareholder held more than 5.0% of our common shares. The following table sets forth information of our directors and officers as a group, as well as common shares held in treasury and other shares in the public float. Each holder of common shares has the same rights.

Shareholders	Shares	(%)
Fundação dos Economizadores Federais (“FUNCEF”)	23,835,800	5.50
Skagen Global	22,265,026	5.11
Polo	30,472,246	7.00

Treasury shares	599,486	0.14
Total	433,229,779	100.0

(1) Does not include shares that may be purchased pursuant to outstanding stock option plans except for shares subject to options that are currently exercisable or exercisable within 60 days of the date of this annual report.

We had a total of 100 record shareholders located in the United States, 71% of which hold shares traded at BM&FBOVESPA and 29% of which hold ADSs traded on the NYSE. We are not aware of any shareholders' agreement currently in force with our main shareholder.

On December 9, 2013, we completed the sale of a majority interest in Alphaville to Private Equity AE Investimentos e Participações ("Fundo AE"), a company controlled by Pátria Investimentos Ltda. and Blackstone Real Estate Advisor L.P., which was previously announced on June 7, 2013. All conditions precedent to the completion of the transaction were met, including governmental approval. The transaction was concluded with a sale of 50% interest by Gafisa and 20% interest by Tenda, with Gafisa retaining the remaining 30% of Alphaville capital stock. The proceeds from the transaction, post adjustments agreed to in the Share and Purchase Agreement, were



Table of Contents

R\$1.54 billion, consisting of R\$1.25 billion from Fundo AE for the acquisition of Alphaville shares, and an R\$290 million dividend distribution by Alphaville.

B. Related Party Transactions

Other than arrangements which are described in “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management— Our Relationship with our Executive Officers and Directors” and the transaction described below, since January 1, 2007, there has not been, and there is not currently proposed, any material transaction or series of similar transactions to which we were or will be a party in which any director, executive officer, holder of 5% of our capital stock or any member of their immediate family had or will have a direct or indirect interest.

Under Brazilian corporate law, our directors and executive officers cannot vote on any matter in which they have a conflict of interest and such transactions can only be approved on reasonable and fair terms and under conditions that are no more favorable than the terms and conditions prevailing in the market or offered by third parties.

We participate in the development of real estate ventures with other partners, directly or through related parties, based on the constitutive documents of condominiums and/or consortia. The management structure of these enterprises and the cash management are centralized in the lead partner of the enterprise, which manages the construction schedule and budgets. Thus, the lead partner ensures that the investments of the necessary funds are made and allocated as planned. The sources and uses of resources of the venture are reflected in the balance sheet of the ventures, reflecting the respective participation percentages of the partners, which are not subject to inflation adjustments or financial charges and do not have a predetermined maturity date. The average term for the development and completion of the projects in which the resources are invested is between 24 and 30 months. As of December 31, 2013, 2012 and 2011, we had current accounts receivable from related parties related to real estate ventures of R\$82.5 million, R\$164.9 million and R\$317.0 million, respectively. And we had current accounts payable from related parties related to real estate ventures of R\$133.7 million, R\$138.2 million and R\$234.9 million, respectively.

As of and for the years ended December 31, 2013, 2012 and 2011, we have not entered into any loan or other type of financing agreement with our directors or executive officers.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

For our consolidated financial statements and notes thereto see “Item 18. Financial Statements.”

Legal Proceedings

We are currently party to several legal and administrative proceedings arising from the normal course of our business, principally relating to civil, environmental, tax and labor claims. We establish provisions in our balance sheets relating to potential losses from litigation based on estimates of probable losses. Brazilian GAAP requires us to establish provisions in connection with probable losses and we record a provision when, in the opinion of our management, we feel that an adverse outcome in a litigation is probable and a loss can be estimated. The determination of the amounts provisioned is based on the amounts involved in the claims and the opinion of our management.

Civil Claims

As of December 31, 2013, we were a party to 11,670 civil actions, totaling R\$1,103 million. Of these actions, we were the plaintiff in 529 actions and the defendant in approximately 11,141 actions, with aggregate amounts of R\$145 million and R\$958.6 million, respectively.

Most of these civil claims involve ordinary course matters relating to the development of our properties, including annulment of contractual clauses, termination of agreements with the reimbursement of the amounts paid

## Table of Contents

and indemnification for labor accidents. We also have a few civil claims where we discuss the resolution of the construction partnership.

As of December 31, 2013, the provisions related to civil claims include R\$67.48 million related to lawsuits in which the Company is included as successor in enforcement actions, in which the original debtor is a former shareholder of Gafisa, Cimob Companhia Imobiliária (“Cimob”), among other companies. The plaintiff alleges that the Company should be liable for the debts of Cimob. Certain claims, amounting to R\$13.78 million, are backed by guarantee insurance, in addition we have made judicial deposits amounting to R\$48.82 million, in connection with the restriction of the usage of our bank accounts; and there is also a restriction on the use of our treasury stock in order to guarantee the enforcement. The Company is filing appeals against all decisions, as it considers that the inclusion of Gafisa in the claims to be legally unreasonable; these appeals aim at releasing amounts and obtaining the recognition that it cannot be held liable for the debt of a company that does not have any relationship with Gafisa. The final decision is on appeal, and cannot be predicted at present.

As of December 31, 2013, the provision for our civil claims amounted to R\$140.7 million.

## Environmental Claims

As of December 31, 2013, we were the defendants in certain environmental claims alleging damage to a permanent conservation area and we are currently not able to estimate the aggregate amount of such claims.

In addition, we are occasionally party to other administrative environmental inquiries or claims by the Public Prosecution Offices or by other governmental agencies or third parties. These inquiries may result in public environmental claims against us and the findings in these inquiries may give rise to other administrative and criminal claims. However, based on currently available information, we do not believe these matters are, or are likely to be in the future, material to our business or financial condition.

In Case No. 0022897-84.2010.4.03.6100, federal prosecutors (Ministério Público Federal) argue that due to restrictions on urban and landscape rights it would have been unduly issued by the authorities the approval of project Paulista Corporate Building. This process was intended to prevent the conclusion of construction, but the judiciary, according to our defense, denied the request and the building has already been finalized. There is still an appeal filed by the federal prosecutors awaiting judgment but, we believe, it is unlikely to overturn that judgment. The value attributed to the case by federal prosecutors is R\$320.0 million. Based on currently available information, we believe chances of loss for this claim are remote.

In Case No. 20654-60.2011.4.01.3200, federal prosecutors (Ministério Público Federal) argue that the company has built one of the towers of “Riviera da Ponta Building” on Federal Government property, next to a riverbank. The federal prosecutors claimed R\$88.3 million in damages. We estimate the probability of the company to be sentenced to pay R\$88.3 million as remote because we believe that the federal prosecutors’ computations to get this number are unreasonable, since they neither the value nor the extension of the area supposedly invaded are accurate. Nevertheless, at this point we cannot estimate what the correct amount would be if we lose this case, as there has been no expert appraisal yet.

As of December 31, 2013, we have made no provisions for environmental claims.

## Tax Claims

As of December 31, 2013, we were party to several tax proceedings involving tax liabilities in the aggregate amount of R\$45.6 million. As of December 31, 2013, the provision for tax liabilities amounted to R\$1.58 million. In addition,

we have deposited R\$12.6 million with the court in connection with some of these proceedings. These amounts take into consideration the tax liabilities of our subsidiaries, in proportion to our interest in their share capital. The main tax proceedings to which we are a party are described below.

On November 30, 2009, we and our subsidiaries Tenda, Alphaville and Gafisa Vendas joined the program for cash and installment payment of debits with the Federal Revenue Service and the Attorney-General Office of the National Treasury. The Company joined the tax amnesty and refinancing program and opted for the cash payment of tax debits amounting to R\$17.3 million, of which R\$10.4 million was in cash and R\$6.9 million offset tax losses. Tenda, Alphaville and Gafisa Vendas opted for the installment payment of tax debits amounting to R\$6.6 million, R\$980 thousand and R\$192 thousand, respectively, recognizing gains of R\$568 thousand, R\$360 thousand and R\$70 thousand, respectively, relating to the offset of tax losses.

## Table of Contents

Alphaville is a party to legal and administrative claims related to Federal VAT (IPI) and State VAT (ICMS) on two imports of aircraft in 2001 and 2005, respectively, under leasing agreements without purchase options. The likelihood of loss in the ICMS case is rated by legal counsel as (1) possible in regard to the principal and interest, and (2) remote in regard to the fine for noncompliance with accessory liabilities. The amount of the contingency considered by our legal counsel as a possible loss totaled R\$15.9 million. According to the negotiation of the sale of controlling interest of 70% in Alphaville, it was agreed in the purchase and sale contract that Gafisa is responsible in the event of unfavorable decision.

Several municipalities charge a municipal tax on construction services on an arbitrated basis, which varies depending on the characteristic of the construction. We have filed lawsuits against the municipalities of São Paulo and São Caetano do Sul to challenge the calculation of the arbitrated basis on several of our developments under construction. In these proceedings, we deposited R\$10.6 million with the courts and we are awaiting the final decision. In addition, the municipalities of Rio de Janeiro, Niterói, São Paulo and Santo Andre have issued tax assessments against us. We have filed administrative defenses and are awaiting the final administrative decisions. The total amount involved in these proceedings is R\$10.6 million.

### Labor Claims

As of December 31, 2013, we were a defendant in approximately 5,813 labor claims resulting from our ordinary course of business, of which approximately 65% were filed by outsourced workers and approximately 35% were filed by our former employees. The alleged legal bases for these claims mainly relate to termination benefits, overtime hours, employee relationship and dismissal rights. As of December 31, 2013, the total value involved in the labor claims filed against us was approximately R\$193.3 million. As of December 31, 2013, the provision for labor claims amounted to R\$55.6 million.

In addition, we are periodically party to other administrative labor inquiries or claims by the Public Prosecution Offices or by other governmental agencies or third parties. These inquiries may result in public labor claims against us and the findings in these inquiries may give rise to other claims. However, based on currently available information, we do not believe these matters are, or are likely to be in the future, material to our business or financial condition.

### Arbitration

We are also involved in 8 arbitrations proceedings: seven of them by partners seeking to discuss and terminate the partnership to develop a few real estate projects and one regarding enforceability of contractual clauses which ended with a partially favorable decision to the company. That decision imposed to Gafisa the obligation to provide a guarantee to the plaintiffs, in the amount of R\$4.5 million, which remains valid to the date of this annual report. The remaining seven cases are pending final decisions as of year-end.

As of December 31, 2013, we have made no provisions for arbitration claims.

### Other Developments

On June 14, 2012, we received a subpoena from the SEC Division of Enforcement related to the Matter of Certain 20-F Filer Home Builders (HO-11760). The subpoena requests that we produce all documents from January 1, 2010 to the present related to the preparation of our financial statements, including, among other things, copies of our financial policies and procedures, board and audit committee and operations committee minutes, monthly closing reports and financial packages, any documents relating to possible financial or accounting irregularities or improprieties and internal audit reports. The SEC's investigation is a non-public, fact-finding inquiry and it is not clear what action, if any, the SEC intends to take with respect to the information it gathers. The SEC subpoena does not specify any

charges. The Company has already submitted all the information requested by SEC, which as of the publication of these financial statements has not issued any opinion. We have not received any further notice from the SEC after delivering the requested information in the first half of 2012.

On July 31, 2012, we received a letter from the CVM: CVM/SEP/GEA-5/ Letter No. 208/2012, requesting information related to criteria for measurement and recognition of revenue and enhancement in the disclosure of some notes to our financial information. We have already provided all the information requested by the CVM. In addition, on February 19, 2013, we received a letter from the CVM: CVM/SEP/GEA-5/ Letter No. 040/2013 recommending enhancements to the notes to our financial statements regarding the percentage of assets by venture that is included in the structures of equity segregation of the purchase.

## Table of Contents

On July 11, 2013, the Company received CVM/SEP/GEA-5 Letter No. 240/2013, which requested information on the criteria for measuring and recognizing revenues. The Company has already provided all the information requested by CVM. On November 2013, we received a letter from the CVM: SEP/GEA-5/no 362/2013, requesting information related to some control deficiencies. We have already provided all the information requested by the CVM.

### Dividend Policy

The amount of any of our distributions of dividends and/or interest on shareholders' equity will depend on a series of factors, such as our financial conditions, prospects, macroeconomic conditions, tariff adjustments, regulatory changes, growth strategies and other issues our board of directors and our shareholders may consider relevant, as discussed below.

### Amounts Available for Distribution

At each annual general shareholders' meeting, our board of directors is required to propose to our shareholders how our earnings of the preceding fiscal year are to be allocated. For purposes of Brazilian corporate law, a company's income after federal income tax for such fiscal year, net of any accumulated losses from prior fiscal years and amounts allocated to debentures, employees' and management's participation in earnings and founders' shares, represents its "net income" for such fiscal year. In accordance with Brazilian corporate law, an amount equal to the company's "net income" may be affected by the following:

- reduced by amounts allocated to the legal reserve;
- reduced by amounts allocated to any statutory reserve;
- reduced by amounts allocated to the contingency reserve, if any;
- reduced by amounts allocated to the tax incentives reserve;
- reduced by amounts allocated to the investment reserve;
- increased by reversals of contingency reserves recorded in prior years; and
- increased by amounts allocated to the investment reserve, when realized and if not absorbed by losses.

Our calculation of net income and allocation of funds to our reserves for any fiscal year are determined on the basis of our audited unconsolidated financial statements for the immediately preceding fiscal year.

### Allocation of Net Income

According to Brazilian corporate law, we have two types of reserve accounts: (1) profit reserves and (2) capital reserve.

#### Profit Reserves

Our profit reserves consist of the following:

- **Legal Reserve.** Under Brazilian corporate law and our bylaws, we are required to maintain a legal reserve to which we must allocate 5% of our net income for each fiscal year until the aggregate amount of such

reserve equals 20% of our share capital. However, we are not required to make any allocations to our legal reserve in a fiscal year in which the legal reserve, when added to our other established capital reserves, exceeds 30% of our total share capital. The portion of our net income allocated to our legal reserve must be approved by our annual general shareholders' meeting and the balance of such reserve may only be used to increase our share capital or to absorb losses, but is unavailable for the payment of dividends. As of December 31, 2013, our legal reserve amounted to R\$31.6 million.

- Statutory Reserve. Under Brazilian corporate law, we are permitted to provide for the allocation of part of our net income to discretionary reserve accounts that may be established in accordance with our bylaws. The allocation of our net income to discretionary reserve accounts may not be made if it serves to prevent distribution of the mandatory distributable amount. According to our bylaws, up to 71.25% of our net



## Table of Contents

income may be allocated to an investment reserve to finance the expansion of our activities and the activities of our controlled companies by subscribing for capital increases, creating new projects or participating in consortia or any other type of association to achieve our corporate purpose. This investment reserve may not exceed 80% of our share capital. As of December 31, 2013, there was no amount allocated to a statutory reserve.

- **Contingency Reserve.** Under Brazilian corporate law, a percentage of our net income may be allocated to a contingency reserve for anticipated losses that are deemed probable in future years. Management must indicate the cause of the anticipated loss and justify the establishment of the reserve for allocation of a percentage of our net income. Any amount so allocated in a prior year either must be reversed in the year in which the justification for the loss ceases to exist or charged off in the event that the anticipated loss occurs. The allocations to the contingency reserve are subject to the approval of our shareholders in a general shareholders' meeting. As of December 31, 2013, there was no amount allocated to a contingency reserve.
- **Investment Reserve.** Under Brazilian corporate law, the amount by which the mandatory distributable amount exceeds the "realized" net income in a given fiscal year, as proposed by the board of directors, may be allocated to the investment reserve. Brazilian corporate law defines "realized" net profits as the amount by which net profits exceed the sum of (1) the net positive results, if any, from the equity method of accounting and (2) the net profits, net gains or net returns resulting from transactions or the accounting of assets and liabilities based on their market value, to be received after the end of the following fiscal year. All amounts allocated to the investment reserve must be paid as mandatory dividends when those "unrealized" profits are realized if they have not been designated to absorb losses in subsequent periods. As of December 31, 2013, our investment reserve amounted to R\$437.2 million.
- **Retained Earnings Reserve.** Under Brazilian corporate law, a portion of our net income may be reserved for investment projects in an amount based on a capital expenditure budget approved by our shareholders. If such budget covers more than one fiscal year, it might be reviewed annually at the general shareholders' meeting. The allocation of this reserve cannot jeopardize the payment of the mandatory dividends. As of December 31, 2013, there was no amount allocated to our retained earnings reserve.

## Capital Reserves

The capital reserve is formed by (a) amounts received by shareholders in excess of the par value of shares issued (premium on capital stock), as well as the part of the issue price of the shares with no par value that exceeds the amount intended to form the capital stock; and (b) proceeds from the sale of founders' shares and warrants. Under Brazilian corporate law, capital reserve may only be applied to: (1) absorb losses that exceed accumulated earnings and revenue reserves; (2) redeem, reimburse or buy our own shares; and (3) increase our share capital.

## Mandatory Distribution of Dividends

Brazilian corporate law generally requires that the bylaws of each Brazilian company specify a minimum percentage of the amounts available for distribution by such company for each fiscal year that must be distributed to shareholders as dividends or as interest on shareholders' equity, also known as the mandatory dividend.

The mandatory dividend is based on a percentage of adjusted net income, rather than a fixed monetary amount per share. Under our bylaws, at least 25% of our net income, as calculated under Brazilian GAAP and adjusted under Brazilian corporate law (which differs significantly from net income as calculated under U.S. GAAP), for the preceding fiscal year must be distributed as a mandatory dividend. Adjusted net income means the distributable amount before any deductions for profit retention and statutory reserves.

Under Brazilian corporate law, however, we are allowed to suspend the distribution of the mandatory dividends in any year in which our board of directors report to our general shareholders' meeting that the distribution would be inadvisable in view of our financial condition. Such suspension is subject to the approval at the shareholders' meeting and review by members of the fiscal council. In the case of publicly held companies, the board of directors must file a justification for such suspension with the CVM within five days of the relevant general shareholders' meeting. If the mandatory dividend is not paid, the unpaid amount shall be attributed to a special reserve account. If not absorbed by subsequent losses, those funds shall be paid out as dividends as soon as the financial condition of the company permits.

## Table of Contents

The mandatory dividend may also be paid in the form of interest attributable to shareholders' equity, being considered as a deductible expense for purpose of calculating our income and social contribution tax obligations.

### Payment of Dividends

We are required by Brazilian corporate law and our bylaws to hold an annual general shareholders' meeting within the first four months following the end of each fiscal year, at which time, among other things, the shareholders have to decide on the allocation of the results from the preceding year and on the payment of dividends based on our financial results from the previous fiscal year.

Under Brazilian corporate law, dividends are generally required to be paid to the holder of record on the date of the dividend declaration date within 60 days following the date the dividend was declared, unless a shareholders' resolution sets forth another date of payment, which, in either case, must occur within the fiscal year in which such dividend was declared. A shareholder has a three-year period from the date of the dividend payment to claim dividends, which do not bear interest and are not monetarily restated, after which the aggregate amount of any unclaimed dividends shall legally revert to us.

Our board of directors may declare interim dividends to be deducted from the retained earnings or profit reserves in our semi-annual or annual financial statements. In addition, our board of directors may pay dividends from our net income based on our net income registered on semi-annual or quarterly balance sheet. The dividends paid in each semester may not exceed the amounts accounted for in our capital reserve accounts. Any payment of interim dividends may be set off against the amount of mandatory dividend relating to the net profit earned in the year in which the interim dividends were paid.

In general, shareholders who are not residents of Brazil must register their equity investment with the Central Bank to have dividends, sales proceeds or other amounts with respect to their shares eligible to be remitted outside of Brazil. The common shares underlying the ADSs are held in Brazil by Banco Itaú S.A., also known as the custodian, as agent for the depositary, who is the registered owner on the records of the registrar for our shares. The depositary registers the common shares underlying the ADSs with the Central Bank and, therefore, it is possible to have dividends, sales proceeds or other amounts with respect to the common shares remitted outside Brazil.

Payments of cash dividends and distributions, if any, are made in reais to the custodian on behalf of the depositary, which then converts such proceeds into U.S. dollars and causes such U.S. dollars to be delivered to the depositary for distribution to holders of ADSs. In the event that the custodian is unable to convert immediately the reais received as dividends into U.S. dollars, the amount of U.S. dollars payable to holders of ADSs may be adversely affected by any depreciation of the real that occurs before the dividends are converted. Under the current Brazilian tax law, dividends paid to persons who are not Brazilian residents, including holders of ADSs, will not be subject to Brazilian withholding tax, except for dividends declared based on profits generated prior to December 31, 1995, which will be subject to Brazilian withholding income tax at varying tax rates. See "Item 10. Additional Information—E. Taxation."

Holders of ADSs have the benefit of the electronic registration obtained from the Central Bank, which permits the depositary and the custodian to convert dividends and other distributions or sales proceeds with respect to the common shares represented by ADSs into foreign currency and remit the proceeds outside of Brazil. In the event the holder exchanges the ADSs for common shares, the holder will be entitled to continue to rely on the depositary's certificate of registration for five business days after the exchange. Thereafter, in order to convert foreign currency and remit outside of Brazil the sales proceeds or distributions with respect to the common shares, the holder must obtain a new certificate of registration in its own name that will permit the conversion and remittance of such payments through the commercial exchange rate market.

Under current Brazilian legislation, the Brazilian government may impose temporary restrictions of foreign capital abroad in the event of a serious imbalance or an anticipated serious imbalance of Brazil's balance of payments. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Common Shares and the ADSs."

#### Interest on Equity

Under the Brazilian tax legislation effective January 1, 1996, Brazilian companies are permitted to pay "interest" to holders of equity securities and treat such payments as a deductible expense for Brazilian income tax purposes and, from 1997, for social contribution purposes. The purpose of the tax law change is to encourage the use of equity investment, as opposed to debt, to finance corporate activities. Payment of such interest may be made at

## Table of Contents

the discretion of our board of directors. The amount of any such notional “interest” payment to holders of equity securities is generally limited in respect of any particular year to the greater of:

- 50% of net income (after the deduction of the provisions for social contribution on net profits but before taking into account the provision for corporate income tax and the interest attributable to shareholders’ equity) for the period in respect of which the payment is made; or
- 50% of the sum of retained earnings and profit reserves as of the beginning of the year in respect to which such payment is made.

For tax deduction purposes, the rate applied in calculating interest attributable to shareholders’ equity cannot exceed the pro rata die variation of the Long Term Interest Rate (Taxa de Juros de Longo Prazo), or TJLP, as determined by the Central Bank from time to time.

For accounting purposes, although the interest should be reflected in the income statement for tax deduction, the charge is reversed before the calculation of the net income in the statutory financial statements and deducted from the shareholders’ equity in the same way as the dividend. Any payment of interest with respect to the common shares is subject to withholding income tax at the rate of 15% or 25% if a holder that is not domiciled in Brazil for purposes of Brazilian taxation is domiciled in a country or location defined as a “tax favorable jurisdiction.” The definition of tax favorable jurisdiction includes countries and locations (a) that do not impose income tax, (b) that impose income tax at a rate of 20% or less, or (c) where local laws do not allow access to information related to shareholding composition, ownership of investments, or the identity of the ultimate beneficiary of earnings that are attributed to non-residents. Please refer to “Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations—Gains” below for a discussion that the definition of “tax favorable jurisdiction” may be broadened by an interpretation of Law No. 11,727.

The amount distributed to shareholders as interest attributable to equity, net of any withholding tax, may be included as part of the minimum mandatory dividend. In accordance with applicable law, we are required to pay to shareholders an amount sufficient to ensure that the net amount they receive in respect of interest attributable to shareholders’ equity, after payment of the applicable withholding tax, plus the amount of declared dividends, is at least equivalent to the amount of the minimum mandatory dividend. A shareholder has a three-year period from the date of the interest payment to claim interest attributable to equity, after which the aggregate amount of any unclaimed interest shall legally revert to us.

If a payment of interest on equity is recorded at net value as part of a mandatory dividend, we will pay the income tax on behalf of our shareholders at the time the payment is distributed. Otherwise, the income tax will be paid by the shareholders, subject to our obligation to retain and collect taxes on the payment.

### History of Payment of Dividends and Interest on Equity

In 2009, we distributed dividends in the total amount of R\$26.1 million, or R\$0.20 per share (without giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders’ meeting on February 22, 2010), for fiscal year 2008. In 2010, we distributed dividends in the total amount of R\$50.7 million, or R\$0.12 per share (after giving effect to the stock split of one existing share into two newly issued shares approved at our shareholders’ meeting on February 22, 2010), for fiscal year 2009. In 2011, we distributed dividends in the total amount of R\$98.8 million, or R\$0.2991 per share, for fiscal year 2010.

In 2012, we did not distribute any dividends, related to fiscal year 2011. In 2013, we did not distribute any dividends, related to fiscal year 2012.

On December 20, 2013, we approved the distribution of interest on equity, charging the account of net income for the current fiscal year, according to the extraordinary balance sheet of December 3, 2013 and deducted from the mandatory minimum dividends of 2013 fiscal year, as set forth on §7, Article 9, Law 9,249/95 and CVM Deliberation N° 207/96, in the gross amount of R\$130.2 million, corresponding to R\$0.31112217224 per outstanding share.

B. Significant Changes

None.

113

---

Table of Contents

## ITEM 9. THE OFFER AND LISTING

## A. Offer and Listing Details

Our common shares started trading on the BM&FBOVESPA on February 17, 2006 and the ADSs started trading on the NYSE on March 16, 2007. The table below sets forth, for the indicated periods, the high and low closing prices of the ADSs on the NYSE, in U.S. dollars, and the common shares on the BM&FBOVESPA, in reais:

Year Ended	New York Stock Exchange			São Paulo Stock Exchange		
	High	Low	Volume(1)	High	Low	Volume(1)
	(in US\$ per ADS)			(in reais per common shares)		
December 31, 2009	16.16	4.26	830,509	18.81	3.54	2,077,590
December 31, 2010(2)	14.83	9.31	2,210,016	18.24	10.04	4,339,823
December 31, 2011	12.25	4.10	3,548,148	15.17	4.30	8,082,453
December 31, 2012	5.47	2.09	2,911,582	6.78	2.05	14,660,144
December 31, 2013	5.13	2.22	1,853,011	5.23	2.62	10,648,389
Quarter						
First quarter 2012	5.47	4.12	3,705,616	6.78	4.61	13,832,655
Second quarter 2012	4.29	2.09	3,056,674	4.64	2.05	15,575,915
Third quarter 2012	4.83	2.20	2,669,424	4.70	2.11	17,061,943
Fourth quarter 2012	4.98	3.59	2,225,663	4.70	3.50	11,947,754
First quarter 2013	5.13	3.72	2,169,463	5.23	3.71	10,942,132
Second quarter 2013	4.57	2.38	1,957,523	4.57	2.70	12,196,700
Third quarter 2013	3.40	2.22	1,717,811	3.80	2.62	10,591,395
Fourth quarter 2013	3.40	2.50	1,587,024	3.88	2.80	8,825,931
Month						
September 2013	3.40	2.46	1,825,014	3.80	2.94	9,503,771
October 2013	3.37	2.69	1,663,448	3.78	3.03	6,597,069
November 2013	2.98	2.50	1,594,808	3.39	2.80	10,512,115
December 2013	3.40	2.70	1,495,906	3.88	3.13	9,837,842
January 2014	3.12	2.55	4,401,518	3.67	3.07	34,796,481
February 2014	2.93	2.45	4,120,934	3.35	2.86	24,563,422
March 2014	3.00	2.96	3,120,550	3.38	3.00	24,509,211
April 2014 (through April 24)	3.31	3.22	1,169,562	3.80	3.48	15,251,300

(1) Average number of shares traded per day.

(2) On February 22, 2010, our shareholders approved a stock split of our common shares giving effect to the split of one existing share into new issued shares, increasing the number of shares from 167,077,137 to 334,154,274.

In September 2007, we joined the BM&FBOVESPA Index, or “IBM&FBOVESPA,” the main indicator of the Brazilian stock market’s average performance and the IBrX-50, an index measuring the total return on a theoretical portfolio composed of 50 stocks selected among BM&FBOVESPA’s most actively traded securities. Additionally, we are part of the MSCI Emerging Markets Index, which is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global emerging markets. Through the inclusion on these indices, our stock has expanded opportunity for increased liquidity. Prior to joining the indices, we traded at a daily average of R\$38.1 million (or 1.3 million shares), and after joining the indices, trading in our shares increased to a daily average of R\$57.1 million (or 11.3 million shares).

B. Plan of Distribution

Not applicable.

C. Markets

Our common shares are listed on the BM&FBOVESPA under the symbol “GFSA3” and the ADSs are listed on the NYSE under the symbol “GFA.”

Trading on the BM&FBOVESPA

Trading on the São Paulo Stock Exchange is conducted every business day, from 10:00 a.m. to 5:00 p.m., on an electronic trading system called “Megabolsa.” Trading is also conducted between 5:30 p.m. and 6:00 p.m., on an



## Table of Contents

online system connected to Megabolsa and Internet brokers called the “After Market” The “after-market” trading is scheduled after the close of principal trading sessions, when investors may send purchase and sell orders and trade through the home broker system. This after-market trading is subject to regulatory limits on price volatility of securities traded by investors operating on the Internet.

The CVM and the BM&FBOVESPA have discretionary authority to suspend trading in shares of a particular issuer under certain circumstances. Trading in securities listed on the BM&FBOVESPA, including the Novo Mercado and Levels 1 and 2 segments, may be effected off the exchanges in the unorganized over-the-counter market in certain circumstances.

The shares of all companies listed on the BM&FBOVESPA, including the Novo Mercado and Level 1 and Level 2 companies, are traded together.

Settlement of transactions occurs three business days after the trade date, without adjustments to the purchase price. Delivery of and payment for shares are made through the facilities of separate clearing houses for each exchange, which maintain accounts for brokerage firms, the Central Depository BM&FBOVESPA (Central Depositária da BM&FBOVESPA), formerly the Brazilian Settlement and Custodial Company (Companhia Brasileira de Liquidação e Custódia). The seller is ordinarily required to deliver the shares to the BM&FBOVESPA clearing house on the second business day following the trade date.

In order to maintain control over the fluctuation of the BM&FBOVESPA index, the BM&FBOVESPA has adopted a “circuit breaker” system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever specified indices of the BM&FBOVESPA fall below the limits of approximately 10% and 15%, respectively, in relation to the closing index levels for the previous trading session.

Although the Brazilian equity market is the largest in Latin America in terms of capitalization, it is smaller and less liquid than the major U.S. and European securities markets. The BM&FBOVESPA is significantly less liquid than the NYSE, or other major exchanges in the world. The BM&FBOVESPA, had a market capitalization of US\$1.21 trillion as of March 27, 2013 and an average daily trading volume of US\$3.6 billion for 2012. In comparison, the NYSE had a market capitalization of US\$16.61 trillion as of March 27, 2013 and an average daily trading volume of approximately US\$164,196.21 million for 2012. Although any of the outstanding shares of a listed company may trade on the BM&FBOVESPA, in most cases fewer than half of the listed shares are actually available for trading by the public, the remainder being held by small groups of controlling persons, by government entities or by one main shareholder. The relative volatility and illiquidity of the Brazilian securities markets may substantially limit your ability to sell the common shares at the time and price you desire and, as a result, could negatively impact the market price of these securities.

Trading on Brazilian stock exchanges by non-residents of Brazil is subject to registration procedures. See “—Investment in Our Common Shares by Non-Residents of Brazil.”

## Regulation of Brazilian Securities Markets

The Brazilian securities markets are mainly governed by Law No. 6,385, of December 7, 1976, Law No. 4,728, of July 14, 1965 and Brazilian corporate law, each as amended and supplemented, and by regulations issued by the CVM, which has authority over stock exchanges and the securities markets generally; the CMN; and the Central Bank, which has, among other powers, licensing authority over brokerage firms and regulates foreign investment and foreign exchange transactions.

These laws and regulations, among others, provide for licensing and oversight of brokerage firms, governance of the Brazilian stock exchanges, disclosure requirements applicable to issuers of traded securities, restrictions on price manipulation and protection of minority shareholders. They also provide for restrictions on insider trading. However, the Brazilian securities markets may not be considered to be as highly regulated and supervised as the U.S. securities markets or securities markets in some other jurisdictions. Accordingly, any trades or transfers of our equity securities by our officers and directors, our controlling shareholders or any of the officers and directors of our controlling shareholders must comply with the regulations issued by the CVM. See “Item 10. Additional Information—B. Memorandum and Bylaws—Disclosure Requirements.”

We have the option to ask that trading in our securities on the BM&FBOVESPA be suspended in anticipation of a material announcement. Trading may also be suspended on the initiative of the BM&FBOVESPA or the CVM, based on or due to, among other reasons, a belief that a company has provided inadequate information regarding a material event or has provided inadequate responses to inquiries by the CVM or the BM&FBOVESPA.

## Table of Contents

Under Brazilian corporate law, a corporation is either public, as we are, or closely held. All public companies are registered with the CVM and are subject to reporting requirements. A company registered with the CVM may trade its securities either on the BM&FBOVESPA, if it has registered to have its securities traded at the BM&FBOVESPA, or on the Brazilian over-the-counter market. The shares of a listed company may also be traded privately, subject to several limitations. Our common shares are listed on Novo Mercado segment of the BM&FBOVESPA.

The Brazilian over-the-counter market consists of direct trades between individuals in which a financial institution registered with the CVM (and in the relevant over the counter market) serves as intermediary. The Brazilian over-the-counter market is divided into two categories: (i) an organized over the counter market, in which the transactions are supervised by self-regulating entities authorized by the CVM; and (ii) a non-organized over the counter market, in which the transactions are not supervised by self-regulating entities authorized by the CVM. In either case, transactions are directly traded outside of the stock exchange market, through a financial institution authorized by the CVM. No special application, other than registration with the CVM, is necessary for securities of a public company to be traded in this market. The CVM requires that it be given notice of all trades carried out in the Brazilian over-the-counter market by the respective intermediaries.

### Investment in Our Common Shares by Non-Residents of Brazil

#### Portfolio Investment

Investors residing outside Brazil are authorized to purchase equity instruments, including our common shares, in the form of foreign portfolio investments on the BM&FBOVESPA, provided that they comply with the registration requirements set forth in Resolution No. 2,689 of the National Monetary Council (or “Resolution No. 2,689”), and CVM Instruction No. 325.

With certain exceptions, Resolution No. 2,689 investors are permitted to carry out any type of transaction in the Brazilian financial capital market involving a security traded on a stock, futures or organized over-the-counter market authorized by the CVM. Investments and remittances outside Brazil of gains, dividends, profits or other payments under our common shares are made through the foreign exchange market. See “Item 10. Additional Information—D. Exchange Controls.”

In order to become a Resolution No. 2,689 investor, an investor residing outside Brazil must:

- appoint a representative in Brazil with powers to take actions relating to the investment;
- appoint an authorized custodian in Brazil for the investments, which must be a financial institution duly authorized by the Central Bank and CVM;
- appoint a tax representative in Brazil;
- through its representative in Brazil, register itself as a foreign investor with the CVM and the Central Bank; and
- through its representative in Brazil, register itself with the Brazilian Internal Revenue (Receita Federal) pursuant to the Regulatory Instructions No. 461 and 568, as the case may be.

Securities and other financial assets held by foreign investors pursuant to Resolution No. 2,689 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or the CVM. In addition, securities trading by foreign investors is generally restricted to transactions carried out in the Brazilian stock exchanges or in organized over-the-counter markets licensed by the CVM. Therefore, as a general rule, no private sale

of securities and other financial assets held by foreign investors pursuant to Resolution No. 2,689 are permitted.

#### Foreign Direct Investment

Foreign direct investors under Law No. 4,131/62 may sell their shares in both private or open market transactions, but these investors will generally be subject to less favorable tax treatment on gains as compared to foreign portfolio investors.

A foreign direct investor under Law No. 4,131/62 must:

Table of Contents

- register itself as a foreign direct investor and the investment with the Central Bank;
- obtain a taxpayer identification number from the Brazilian tax authorities;
  - appoint a tax representative in Brazil; and
- appoint a representative in Brazil for service of process in respect of suits based on Brazilian corporate law.

Depository Receipts

Resolutions No. 1,927/92 and 3,845/10 of the CMN, which restated and amended Annex V to Resolution No. 1,289/87 of the CMN, provides for the issuance of depository receipts in foreign markets in respect of shares of Brazilian issuers. Our ADSs program was approved by the CVM on March 8, 2007.

If a holder of ADSs decides to exchange ADSs for the underlying common shares, the holder may (1) sell the common shares on the BM&FBOVESPA and rely on the depository's electronic registration for five business days from the date of exchange to obtain and remit U.S. dollars abroad upon the holder's sale of our common shares; (2) convert its investment into a foreign portfolio investment under Resolution No. 2,689/00, subject to simultaneous foreign exchange transactions (without actual inflow or outflow of funds); or (3) convert its investment into a foreign direct investment under Law No. 4,131/62, subject to simultaneous foreign exchange transactions.

If a holder of ADSs wishes to convert its investment into either a foreign portfolio investment under Resolution No. 2,689/00 or a foreign direct investment under Law No. 4,131/62, it should first comply with such regulations, obtaining his own foreign investor registration with the Central Bank or with the CVM as the case may be, in advance of exchanging the ADSs for common shares and of executing the simultaneous foreign exchange agreements.

The custodian is permitted to update the depository's electronic registration to reflect conversions of foreign portfolio investments under Resolution No. 2,689/00 into ADSs. If a foreign direct investor under Law No. 4,131/62 wishes to deposit its shares into the ADR program in exchange for ADSs, such holder will be required to execute simultaneous foreign exchange transactions and to present to the custodian evidence of payment of the applicable taxes. Please refer to "Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations" for a description of the tax consequences to an investor residing outside Brazil of investing in our common shares in Brazil.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Bylaws

Registration

We are currently a publicly-held company incorporated under the laws of Brazil, registered with the Board of Trade of the State of São Paulo (JUCESP) under NIRE 35300147952 and with the CVM under No. 01610-1, and enrolled with the Brazilian Taxpayer's Authorities under CNPJ/MF No. 01,545,826/0001-07.

117

---

## Table of Contents

### Corporate Purposes

Article 3 of our bylaws provides that our corporate purpose is to: (1) promote and develop any type of real estate project, whether our own or that of a third party, in the latter case as a contractor and agent; (2) purchase and sell any type of real estate; (3) perform civil construction and provide civil engineering services; and (4) develop and implement marketing strategies for any type of real estate project, whether our own or that of a third party.

### Issued Share Capital

As of December 31, 2013, our share capital was R\$2,740,661,187.74, all of which was fully subscribed and paid-in. Our share capital is comprised of 435,559,201 registered, book-entry common shares, without par value. Under our bylaws, our board of directors may increase our share capital to the limit of our authorized capital by issuing up to 600,000,000 common shares without the need of specific shareholder approval. Our shareholders must approve any capital increase above that amount at a shareholders' general meeting. Pursuant to the agreement entered into with the BM&FBOVESPA for the listing of our shares on the Novo Mercado, we are not permitted to issue preferred shares.

### Novo Mercado

Our shares were accepted for trading on the Novo Mercado on February 17, 2006. In order to delist our shares from the Novo Mercado and since we currently do not have a controlling shareholder, the general shareholders' meeting that decides upon the delisting shall appoint among those presents the person that, upon its express acceptance, must conduct a tender offer for the purchase of the shares of our capital stock outstanding in the market. See “—Delisting from the Novo Mercado.” In the Novo Mercado, listed companies are required to, among others, (1) only issue common shares, (2) maintain a minimum free float equal to at least 25% of the company's capital, (3) detail and include additional information in the quarterly information and (4) make available the annual financial statements in English and based on international accounting standards.

The rules imposed by the Novo Mercado aim at providing transparency in relation to the activities and economic situation of the companies to the market, as well as more power to the minority shareholders in the management of the companies, among other rights. The main rules relating to the Novo Mercado, to which the company is subject, are summarized below.

According to CMN Resolution No. 3,792 of September 24, 2009, which governs the closed complementary social security entities' investment policy (Entidades Fechadas de Previdência Complementar — EFPC), such pension funds may invest up to 70% of its variable income investment portfolio (in which are included corporate stakes) in publicly held companies listed in the Novo Mercado, which may, therefore, improve the development of this corporate governance segment, benefiting the companies listed therein, taking into account the immense financial equity held by such pension funds in Brazil.

### Authorization for Trading in the Novo Mercado

Firstly, the company that is authorized to list its securities on the Novo Mercado of BM&FBOVESPA shall keep its listed company register with the CVM updated, which allows the trading of the company's common shares at the stock market. The Listing Rules of the Novo Mercado were revised in 2011 and the new rules are in full force and effect since May 10, 2011. On June 9, 2011, we have already adapted our bylaws to the new rules of the Novo Mercado.

According to the Listing Rules of the Novo Mercado, the company willing to negotiate its securities on the Novo Mercado shall, among other conditions: (1) along with its controlling shareholder (if any), execute a Listing Agreement in the Novo Mercado, (2) adapt its bylaws to comply with the minimum requirements determined in the

Listing Rules of the Novo Mercado and (3) file the Management Compliance Statements and the Fiscal Council Compliance Statements (if applicable) with BM&FBOVESPA, duly executed by all managers and members of the fiscal council, respectively. The capital of the company shall be exclusively divided into common shares and a minimum free float equal to 25% of the capital stock shall be maintained by the company. The existence of founders' shares by the companies listed on the Novo Mercado is prohibited.

In addition to the previous requirements, the company's bylaws may not (1) establish any provision which restricts the number of votes of any shareholder or group of shareholders (as defined in the Listing Rules of the Novo Mercado) to a percentage inferior to 5% of the company's corporate capital, (2) determine qualified quorums for matters submitted for the approval of the shareholders' general meetings, except as provided by law, nor (3)



## Table of Contents

restrict or establish any encumbrance to shareholders who vote favorably to the suppression or amendment of any provision of the company's bylaws.

### Board of Directors

The board of directors of companies authorized to have their shares traded on the Novo Mercado shall be comprised of at least five members, of which at least 20% shall be independent, as defined in the Listing Rules of the Novo Mercado. The members of the board of directors shall be elected by a shareholders' general meeting for a maximum two-year term of office, and are eligible for reelection. All new members of the board of directors and of the board of officers shall sign a Management Compliance Statement which shall be filed with BM&FBOVESPA within 15 days of the date such members take office. Through such Compliance Statement, the company's directors and officers are personally responsible for complying with the Listing Agreement in the Novo Mercado, the Rules of the Market Arbitration Chamber, the Listing Rules of the Novo Mercado and any other rule issued by BM&FBOVESPA regarding the Novo Mercado.

The positions of chairman of the board of directors and of chief executive officer may not be cumulated by the same person, except in the event of (1) a transition period (limited to 3 years as of the date the company was authorized to negotiate on the Novo Mercado, except if BM&FBOVESPA authorizes otherwise); or (2) vacancy, for a maximum period of 180 days.

Directors shall inform the company of any other board of directors, executive committee, fiscal council or any other office occupied by them in other companies or entities, which information will be sent by the company to BM&FBOVESPA pursuant to the terms established in the Listing Rules of the Novo Mercado.

The board of directors shall always disclose to the market an opinion regarding any tender offer of the company's shares, informing, among others, their position on the convenience and consequences of such offer in respect to the interests (a) of the shareholders and regarding the liquidity of such securities held by the shareholders and (b) of the company, stating their reasons for being favorable or against the offer. Additionally, the board of directors shall always emphasize that each shareholder is responsible for the final decision regarding the acceptance or not of such tender offer.

### Other Novo Mercado Characteristics

Novo Mercado rules cover other areas designed to foster high levels of corporate governance and market transparency. Companies are required to keep the minimum stock percentage floating in the market in order to foster dispersion of share ownership. In addition, companies are obliged to assign tag-along rights to their shareholders in order to ensure equal treatment if a controlling shareholder sells its controlling stake.

The Novo Mercado rules require companies to provide quarterly information on the number of shares held by the controlling shareholder, if any, in addition to other information required by the Listing Rules of the Novo Mercado. We provide such required information on a quarterly basis and voluntarily on a monthly basis. Companies are also required to give more disclosure regarding related party transactions in which a company may be involved. The Listing Rules of the Novo Mercado also require companies to prepare and disclose to BM&FBOVESPA and to the market a Securities Negotiation Policy applicable at least to the company, its controlling shareholders, directors, officers, members of the fiscal council and members of other committees, as well as a Code of Conduct establishing the company's principles and values regarding its relationship with its management, employees, service providers and any person or entity with which the company maintains any relation.

Finally, controlling shareholders, other shareholders, directors, officers and members of a company's fiscal council are required to submit to arbitration any disputes or conflicts related to or arising from the Listing Rules of the Novo Mercado, the Listing Agreement in the Novo Mercado, the Penalties Regulation and the Arbitration Clause, specifically with regard to their application, validity, effectiveness and interpretation. The arbitrations shall take place before the Market Arbitration Chamber established by the BM&FBOVESPA and shall be conducted in accordance with the Rules of the Market Arbitration Chamber.

#### Company Management

We are managed by a board of directors (Conselho de Administração) and a board of officers (Diretoria). See "Item 6. Directors, Senior Management and Employees—C. Board Practices."

## Table of Contents

The members of the board of directors and of the board of officers must be individuals, provided that the latter must also be Brazilian residents.

### Conflict of Interests

According to the Brazilian corporate law a director or an officer shall not take part in any corporate transaction in which he/she has an interest which conflicts with the interest of the company. In this case, he/she shall disclose his/her disqualification to the other directors or officers and shall cause the nature and extent of his/her interest to be recorded in the minutes of the board of directors or board of officers' meeting, as the case may be.

With due compliance with the rules above relating to conflict of interests, a director or an officer may only contract with the company under reasonable and fair conditions, identical to those which prevail in the market or under which the corporation would contract with third parties. Any business contracted otherwise is voidable and the director or the officer concerned shall be obliged to transfer to the corporation all benefits which he/she may have obtained in such business.

According to Brazilian corporate law, a director or officer may not:

- perform any act of generosity to the detriment of the company;
- without prior approval of the shareholders' general meeting or the board of directors, borrow money or property from the company or use its property, services or take advantage of its standing for his/her own benefit, for the benefit of a company in which he/she has an interest or for the benefit of a third party; and
- by virtue of his or her position, receive any type of direct or indirect personal advantage from third parties, without authorization in the bylaws or from a shareholders' general meeting.

According to our bylaws, any business or agreement between the company and any director or officer must be previously approved by the board of directors, except if specified in our annual budget or business plan.

### Rules for Retirement

There is no retirement age relating to directors or officers pursuant to the Brazilian law and our bylaws.

### Policy for the Trading of Our Securities

On July 11, 2011, our board of directors approved the amendment of our Conduct Manual on Information Disclosure and Use and Securities Trading Policy passed on July 15, 2009, which establishes the following procedures regarding the policy for the trading of our securities:

- the company and all of our directors, executive officers, employees, members of the other bodies with technical or consultant duties, our possible controlling shareholders, and whoever by virtue of his/her position, job, or post at our company or our subsidiaries and affiliates, and who have signed the compliance statement and became aware of information of a material transaction or event involving our company, are restricted from trading in our securities until such material transaction or event is disclosed to the market as a material fact, except as regards treasury stock transactions, through private trading, the exercise of options to purchase shares of our capital stock, with stock option plan approved by the shareholders, or a possible buyback, also through private trading, carried out by us, provided that such buyback program is carried due to the exercise of stock options in connection with the plan or program. This restriction is extended to periods prior to the announcement of such information or annual or interim

financial statements or prior to disclosure of a material fact in accordance with applicable law;

- trading of our securities or transactions related to our securities carried out by the aforementioned persons pursuant to an Individual Investment Program, consisting of long-term investments, as defined in the Trading Policy, is not subject to the aforementioned restrictions; provided that the Individual Investment Program is filed with the investors relations officer at least 30 days in advance;
- the restrictions of the Trading Policy also apply to our former directors and executive officers who resigned prior to the public disclosure of a transaction or fact that began during their administration (a) for the six month period following the end of their duties with the company, or (b) until the disclosure of the material event or the related financial statements, whichever occurs first; and

## Table of Contents

- the abovementioned restrictions also apply to indirect trading carried out by such persons, except those conducted by investment funds, provided that the investment funds are not exclusive and the transaction decisions taken by the investment fund officers cannot be influenced by its unit holders.

### Rights of Common Shares

Each of our common shares entitles its holder to one vote at an annual or special shareholders' general meeting. A holder of ADSs has the right under the deposit agreement to instruct the depository to exercise the voting rights for the common shares represented by his/hers ADSs. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Common Shares and the ADSs." Pursuant to our bylaws, Brazilian corporate law and the Novo Mercado rules, owners of common shares are entitled to dividends, or other distributions made in respect of common shares, in proportion to their ownership of outstanding shares. See "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy" and "Item 9. The Offer and Listing—C. Markets— Investment in Our Common Shares by Non-Residents of Brazil" for a more complete description of payment of dividends and other distributions on our common shares. In addition, upon our liquidation, holders of our shares are entitled to share all our remaining assets, after payment of all our liabilities, ratably in accordance with their respective participation in the total amount of our issued and outstanding shares. Holders of our common shares are entitled to participate on a pro rata basis in future capital calls by our company except in some specific circumstances under Brazilian law, as described in "—Preemptive Rights." Our common shares have tag along rights, which enable their holders to, upon the sale of a controlling interest in us, receive 100% of the price paid per common share of the controlling block by a single or series of transaction.

### Options

According to our bylaws, we may, within our authorized share capital and upon resolution of the shareholders' general meeting, grant stock options to (1) our directors, executive officers and employees, or (2) individuals who provide services to us or to companies we control.

### Appraisal Rights

Shareholders who are absent, dissent or abstain from voting on certain actions taken during a shareholders' general meeting have the right under Brazilian corporate law to withdraw from our company and to receive the value of their shares.

According to Brazilian corporate law, shareholder appraisal rights may be exercised in the following circumstances, among others:

- a reduction in the percentage of our mandatory dividends;
- a change in our corporate purpose;
- an acquisition, by our company, of a controlling stake in another company if the acquisition price is outside of the limits established by Brazilian corporate law;
- a merger of shares involving our company, a merger of our company into another company, if we are not the surviving entity, or our consolidation with another company; or
- an approval of our participation in a group of companies (as defined in Brazilian corporate law).

Brazilian corporate law further provides that any resolution regarding a spin-off will also entitle shareholders to withdraw if the spin-off:

- causes a change in our corporate purpose, except if the equity is spun-off to a company whose primary activities are consistent with our corporate purposes;
  - reduces our mandatory dividends; or
- causes us to join a group of companies (as defined in Brazilian corporate law).

In cases where (1) our company merges with another company where we are not the surviving company, or (2) we are consolidated with another company, or (3) we participate in a group of companies (as defined in Brazilian

## Table of Contents

corporate law), our shareholders will not be entitled to withdraw from our company if their respective shares are (a) liquid, i.e. part of the BM&FBOVESPA index or other stock exchange index in Brazil or abroad, (as defined by the CVM), and (b) widely held, such that less than 50% of our shares are held by a controlling shareholder or by companies a controlling shareholder controls. We are currently part of the IBOVESPA (the BM&FBOVESPA index) and have no controlling shareholder. Therefore, our shares are, at present, considered liquid and widely held for the purposes of this paragraph.

The right to withdraw expires 30 days after publication of the minutes of the relevant shareholders' general meeting. We are entitled to reconsider any action giving rise to withdrawal rights for within 10 days after the expiration of the 30-day period if the redemption of shares of absent, dissenting or non-voting shareholders would jeopardize our financial stability. If shareholders exercise withdrawal rights, they are entitled to receive the economic value of the company's shares, as determined by a valuation report issued by a specialized firm. If the resolution giving rise to the appraisal rights is made later than 60 days after the date of the last approved balance sheet, the shareholder may demand that his or her shares be valued according to a new balance sheet dated no less than 60 days before the resolution date. In this case, we must immediately pay 80% of the equity value of the shares according to the most recent balance sheet approved by our shareholders, and the remaining balance must be paid within 120 days after the date of the resolution of the shareholders' general meeting.

### Redemption of Shares

According to Brazilian corporate law, we may redeem our shares by a decision taken in a special shareholders' general meeting by shareholders representing at least 50% of our share capital. The share redemption may be paid with our profit, profit reserves or capital reserves. If the share redemption is not applicable to all shares, the redemption will be made by lottery. If custody shares are picked in the lottery and there are no rules established in the custody agreement, the financial institution will specify on a pro rata basis, the shares to be redeemed.

### Registration of Shares

Our shares are held in book-entry form with Itaú Unibanco Corretora S.A., which will act as the custodian agent for our shares. Transfer of our shares will be carried out by means of book entry by Itaú Unibanco S.A., debiting the share account of the seller and crediting the share account of the buyer, with the presentation of a written order of the transferor or a judicial authorization or order to effect such transfers.

### Preemptive Rights

Except as provided below, our shareholders have a general preemptive right to participate in any issuance of new shares, convertible debentures and warrants, in proportion to their respective shareholding at such time, but the conversion of debentures and subscription warrants into shares, the granting of options to purchase shares and the issuance of shares as a result of its exercise, are not subject to preemptive rights. In addition, Brazilian corporate law allows for companies' bylaws to give the board of directors the power to exclude preemptive rights or reduce the exercise period of such rights with respect to the issuance of new shares, debentures convertible into shares and subscription warrants up to the limit of the authorized share capital if the distribution of those shares, debentures or subscription warrants is effected through a sale on a stock exchange, through a public offering or through an exchange of shares in a tender offer the purpose of which is to acquire control of another company. Shareholders are allowed to exercise the preemptive rights for a period of at least 30 days following the publication of notice of the issuance of shares, convertible debentures and warrants, and the right may be transferred or disposed of for consideration.

Holders of ADSs may be unable to exercise preemptive rights with respect to our common shares underlying the ADSs. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Common Shares and the ADSs—Holders of

ADSs may be unable to exercise preemptive rights with respect to our common shares underlying the ADSs.”

#### Shareholders' General Meetings

Under Brazilian corporate law, at our shareholders' meetings, shareholders are empowered to take any action relating to our corporate purpose and to pass any such resolutions as they deem necessary. The approval of our financial statements and the determination of the allocation of our net profits with respect to each fiscal year take place at our annual general shareholders' meeting immediately following such fiscal year. The election of our directors and, if requested by shareholders, of members of our fiscal council typically takes place at the annual



Table of Contents

general shareholders' meeting, although under Brazilian law it may also occur at a special shareholders' general meeting.

A special shareholders' general meeting may be held concurrently with the annual general shareholders' meeting. Pursuant to our bylaws and Brazilian corporate law, the following actions, among others, may only be taken at a general shareholders' meeting:

- amendment of our bylaws, including amendment of our corporate purpose;
- election and dismissal, at any time, of our directors and members of our fiscal council;
- determination of the aggregate compensation of our board of directors and board of officers, as well as the fiscal council's compensation;
  - approval of stock splits and reverse stock splits;
  - approval of a stock option plan;
  - approval of the company's financial statements;
- resolution upon the destination of our net profits and distribution of dividends;
- election of the fiscal council to function in the event of our dissolution;
- cancellation of our registration with the CVM as a publicly-held company;
- suspension of the rights of a shareholder who has violated Brazilian corporate law or our bylaws;
- acceptance or rejection of the valuation of in-kind contributions offered by a shareholder in consideration for shares of our capital stock;
  - approval of our transformation into a limited liability company or any other corporate form;
    - delisting of our common shares from the Novo Mercado;
- appointment of a financial institution responsible for our valuation, in the event of a mandatory tender offer, specifically in the event that a tender offer for our common shares is carried out in connection with the delisting of our common shares from the Novo Mercado or cancellation of our registration as a publicly-held company;
  - reduction in the percentage of mandatory dividends;
- participation in a group of companies (as defined in Brazilian corporate law);
- approval of any merger, consolidation with another company or spin-off;
- approval of our dissolution or liquidation, the appointment and dismissal of the respective liquidator and the official review of the reports prepared by him or her; and
  - authorization to petition for bankruptcy or request for judicial or extrajudicial restructuring.

According to Brazilian corporate law, neither a company's bylaws nor actions taken at a shareholders' meeting may deprive a shareholder of specific rights, such as:

- the right to participate in the distribution of profits;
- the right to participate equally and ratably in any remaining residual assets in the event of liquidation of the company;
- preemptive rights in the event of subscription of shares, convertible debentures or subscription warrants, except in some specific circumstances under Brazilian law described in “—Preemptive Rights;”

## Table of Contents

- the right to inspect and monitor the management of the company's business in accordance with Brazilian corporate law; and
- the right to withdraw from the company in the cases specified in Brazilian corporate law, described in "—Appraisal Rights."

### Quorum for our Shareholders' General Meetings

As a general rule, Brazilian corporate law provides that a quorum at a shareholders' general meeting consists of shareholders representing at least 25% of a company's voting capital on the first call and, if that quorum is not reached, any percentage on the second call. A quorum for the purposes of amending our bylaws consists of shareholders representing at least two-thirds of voting capital on the first call and any percentage on the second call.

As a general rule, the affirmative vote of shareholders representing at least the majority of our issued and outstanding common shares present in person or represented by proxy at a shareholders' general meeting is required to ratify any proposed action, with abstentions not taken into account. However, the affirmative vote of shareholders representing one-half of our issued and outstanding voting capital is required to:

- reduce the percentage of mandatory dividends;
- change our corporate purpose;
- merge or consolidate our company with another company;
- spin-off a portion of our assets or liabilities;
- approve our participation in a group of companies (as defined in Brazilian corporate law);
- apply for cancellation of any voluntary liquidation;
- approve our dissolution; and
- approve the merger of all our shares into another company.

A quorum smaller than one-half of our issued and outstanding voting capital may be authorized by the CVM for a publicly-held company with widely-traded and widespread shares that has had less than half of the holders of its voting shares in attendance at its last three shareholders' meetings. In such case, resolutions may only be taken on a third call.

According to our bylaws and for so long as we are listed on the Novo Mercado, we may not issue preferred shares or founders' shares and we will have to conduct a tender offer in order to delist ourselves from the Novo Mercado.

### Notice of our Shareholders' General Meetings

According to Brazilian corporate law, notice of our shareholders' general meetings must be published at least three times in the Diário Oficial do Estado de São Paulo, the official newspaper of the State of São Paulo, and in another widely circulated newspaper in the same State, previously chosen at an annual shareholders meeting, which, in our case is O Estado de São Paulo. The first notice must be published no later than 15 days before the date of the meeting on the first call, and no later than eight days before the date of the meeting on the second call. However, in certain

circumstances, upon the request of any shareholder, the CVM may require that the first notice be published 30 days in advance of the meeting if the meeting relates to complex transactions and, accordingly, shareholders need more time to be familiarized with and analyze such transactions. In addition, the CVM may suspend for up to 15 days the required prior notice of the special shareholders' general meeting so that it may further analyze the proposal to be voted upon at such meeting. Such call notice in all circumstances shall contain the date, time, place and agenda for the meeting and a list of the documents that will be required from our shareholders to be admitted at the meetings, and in case of amendments to the bylaws, the indication of the relevant matters. CVM Regulation No. 481 of December 17, 2009 also requires that additional information be disclosed in the call notice for certain matters. For example, in the event of an election of directors, the call notice shall also disclose the minimum percentage of equity participation required from a shareholder to request the adoption of cumulative voting procedures. All documents

## Table of Contents

pertaining to the matters to be discussed at the shareholders' general meeting shall be made available to the shareholders upon publication of the first call notice, except if the law or CVM regulations provide otherwise.

### Location of our Shareholders' General Meetings

Our shareholders' meetings shall take place at our head offices at Av. Nações Unidas No. 8,501, 19th floor, 05425-070 – São Paulo, SP – Brazil. Brazilian corporate law allows our shareholders to hold meetings outside our head offices in the event of force majeure, provided that the relevant notice contains a clear indication of the place where the meeting will occur, which, in any case, shall never be held outside the city where the company's headquarters are located.

### Who May Call our Shareholders' General Meetings

According to Brazilian corporate law, our board of directors may call a shareholders' general meeting. Shareholders' general meetings may also be called by:

- any shareholder, if our directors fail to call a shareholders' general meeting within 60 days after the date they were required to do so under applicable laws and our bylaws;
- shareholders holding at least 5% of our share capital if our directors fail to call a meeting within eight days after receipt of a request to call the meeting by those shareholders, and such request must indicate the proposed agenda;
- shareholders holding at least 5% of voting share capital or 5% of non-voting share capital if our directors fail to call a meeting within eight days after receipt of a request to call the meeting to convene a fiscal council; and
- our fiscal council (if installed), in the event our board of directors delays calling an annual shareholders' meeting for more than one month. The fiscal council may also call a special general shareholders' meeting at any time if it believes that there are significant or urgent matters to be addressed.

There is an obligation of the chairman of our board of directors to call a shareholders' general meeting if: (1) we are not under control of a shareholder holding more than 50% of our voting capital, and (2) BM&FBOVESPA determines that the price of our shares shall be quoted separately or that the trading of our shares on the Novo Mercado shall be suspended by reason of non-compliance with the listing rules of Novo Mercado. At such a meeting all members of our board of directors must be replaced. In the event the shareholders' general meeting is not called by the chairman of the board of directors within the time period established in our bylaws, the meeting may be called by any shareholder of the company.

### Conditions for Admission at our Shareholders' General Meetings

A shareholder may be represented at a shareholders' general meeting by a proxy, as long as the proxy is appointed less than a year before such shareholders' general meeting. The proxy must be either a shareholder, an executive officer or a director of our company, a lawyer or a financial institution. An investment fund must be represented by its investment fund officer.

Shareholders attending a shareholders' general meeting must deliver proof of their status as shareholders and proof that they hold the shares they intend to vote by delivery of proper identification and a receipt issued by the custodian agent of our shares.

### Arbitration

Any disputes or controversies involving our company, our shareholders, members of our management or our fiscal council relating to or arising from the Listing Agreement on the Novo Mercado, Listing Rules, our bylaws, Brazilian corporate law, the rules published by the CMN, the Central Bank, the CVM, any shareholders' agreement filed at our headquarters, and other rules applicable to the Brazilian capital markets in general, must be submitted to arbitration conducted in accordance with the Rules of the Market Arbitration Chamber established by the BM&FBOVESPA. For arbitration procedures started prior to October 25, 2011, the parties are able to consensually agree to use another arbitration chamber or center to resolve their disputes under ad hoc arbitration procedures.

## Table of Contents

### Going Private Process

We may become a private company by the decision of our shareholders only if we conduct a public tender offer to acquire all of our outstanding shares in accordance with the rules and regulations of Brazilian corporate law, the CVM and the Novo Mercado regulations which requires:

- a fair bid price at least equal to the value estimated of the company; and
- shareholders holding more than two thirds of the outstanding shares have specifically approved the process or accepted the offer.

The minimum price offered for the shares in the public tender offer will correspond to the economic value of such shares, as determined by a valuation report issued by a specialized firm, and we may only purchase shares from shareholders that have voted in favor of us becoming a private company after purchasing all shares from the other shareholders that did not vote in favor of such deliberation and that have accepted the public tender offer.

The valuation report must be prepared by a specialized and independent firm of recognized experience chosen by the shareholders representing the majority of the outstanding shares present at the relevant shareholders' meeting (excluding, for such purposes, treasury shares, shares held by our affiliates and by other companies that are a part of our economic group, as well as blank votes) from a list of three institutions presented by our board of directors. All the expenses and costs incurred in connection with the preparation of the valuation report must be paid for by the person making the tender offer.

Shareholders holding at least 10% of our outstanding shares may require our management to call a special shareholders' general meeting to determine whether to perform another valuation using the same or a different valuation method. This request must be made within 15 days following the disclosure of the price to be paid for the shares in the public offering. The shareholders who make such request as well as those who vote in its favor must reimburse us for any costs involved in preparing the new valuation, if the new valuation price is not higher than the original valuation price. If the new valuation price is higher than the original valuation price, the public offering must be made at the higher price.

### Delisting from the Novo Mercado

We may, at any time, delist our common shares from the Novo Mercado, provided that shareholders approve the decision and that the BM&FBOVESPA is notified in writing at least 30 days in advance. Delisting of shares from the Novo Mercado does not require delisting from the BM&FBOVESPA.

If our common shares are delisted from the Novo Mercado, our controlling shareholders, if any, will be required to conduct a tender offer for the acquisition of our outstanding common shares. In case there are no controlling shareholders, the shareholders' general meeting deciding on the delisting must also appoint who will be responsible for the mandatory tender offer. The minimum price offered for the shares in the public tender offer will correspond to the economic value of the shares, as determined by a valuation report issued by a specialized firm chosen by the shareholders representing a majority of the outstanding shares (excluding, for such purposes, shares held by the controlling shareholders, if any, and their affiliates, treasury shares, shares held by our affiliates, and blank votes) from a list of three institutions presented by our board of directors. All the expenses and costs incurred in connection with the preparation of the valuation report must be paid for by the controlling shareholder, if any, or by us.

If our delisting from the Novo Mercado occurs due to the cancellation of our registration as a publicly held company, all the other requirements established by such delisting shall be followed. See “—Going Private Process.”

In the event that we delist due to a corporate reorganization where the surviving company is not admitted for listing on the Novo Mercado within one hundred and twenty days as of the date of the shareholders' general meeting that resolved on the corporate reorganization, the then-controlling shareholders will need to carry out a public tender offer for the acquisition of the shares held by the other shareholders, and the minimum price offered per share shall be the economic value of the shares. In case the company does not have controlling shareholders, the shareholders' general meeting that decided on the delisting must also determine who will be responsible for the mandatory tender offer, and in case the shareholders' general meeting fails to do so, the shareholders who approved the corporate reorganization will be responsible for the tender offer. The notice of public tender offer shall be given to the BM&FBOVESPA and released to the market immediately after the shareholders' general meeting that has approved the corporate reorganization.



## Table of Contents

If our share control is sold within twelve months of our delisting from the Novo Mercado, the selling controlling shareholder and the acquirer shall offer to acquire the shares of all other shareholders under the same conditions offered to the selling controlling shareholder.

### Sale of a Controlling Stake in our Company

Under the Listing Rules of the Novo Mercado, the sale of a controlling interest in our company, either through a single transaction or through successive transactions, takes place under a suspension or resolution condition, where the acquirer agrees to, within the time and pursuant to the conditions specified under Brazilian corporate law and the Listing Rules of the Novo Mercado, make a tender offer of the remaining shares of the other shareholders under the same terms and conditions granted to the selling controlling shareholder.

A tender offer is also required under the following conditions:

- when rights are assigned for a subscription of shares and other securities or rights related to securities convertible into shares that results in the sale of the company's controlling stake;
- when, if the controlling shareholder is an entity, the control of such controlling entity is transferred; and
- when a controlling stake is acquired through an agreement for the purchase of shares. In this case, the acquirer is obligated to make a tender offer under the same terms and conditions granted to the selling shareholders and reimburse the shareholders from whom he/she had purchased the shares traded on stock exchanges within the six months before the sale date of the company's share control. The reimbursement value is the difference between the price paid to the selling controlling shareholder and the amount traded on stock exchanges per share, during this period, adjusted by the inflation in the period. Such amount shall be distributed among all persons who sold shares issued by the company in the stock market trading session in which the acquirer made its acquisitions, proportionally to the daily net selling balance of each acquisition, being BM&FBOVESPA responsible for processing such distribution according to its regulations.

The buyer, when necessary, must take the necessary measures to recompose the minimum 25% of outstanding shares in the market within the subsequent six months.

### Mandatory Tender Offer in Case of Acquisition of a 30% Stake

Under the rules of our bylaws, if any person acquires our shares, or any securities or rights related to such shares, in an amount representing 30% or more of our corporate capital, such acquirer has to carry out a mandatory tender offer for the acquisition of all shares issued by the Company. The minimum price offered for the shares in the public tender offer will correspond to the economic value of such shares, as determined by a valuation report issued by a specialized firm.

The valuation report must be prepared by a specialized and independent firm of recognized experience chosen by the shareholders representing the majority of the outstanding shares present at the relevant shareholders' meeting (excluding, for such purposes, shares held by the controlling shareholder, if any, by the members of the board of directors and officers appointed, directly or indirectly, by the controlling shareholder, if any, treasury shares, as well as abstentions) from a list of three institutions presented by our board of directors. All the expenses and costs incurred in connection with the preparation of the valuation report must be paid for by the person making the tender offer.

Shareholders holding at least 10% of our outstanding shares may require our management to call a special shareholders' general meeting to determine whether to perform another valuation using the same or a different

valuation method. This request must be made within 15 days following the disclosure of the price to be paid for the shares in the public offering. The shareholders who make such request as well as those who vote in its favor must reimburse us for any costs involved in preparing the new valuation, if the new valuation price is not higher than the original valuation price. If the new valuation price is higher than the original valuation price, the acquirer may either increase the offer price or withdraw the tender offer, in the latter case provided that it shall dispose of the shares in excess of 30% of our corporate capital within 3 months counted from the special general meeting mentioned in this paragraph.

A tender offer as a result of an acquisition of a 30% equity stake is not mandatory in any of the following cases: (1) if after the acquisition of such 30% equity stake, the same shareholder who held more than 50% of our shares

## Table of Contents

remains as controlling shareholder; (2) if a 30% equity stake is obtained as a result of purchases made under another public tender offer for the acquisition of our shares by their economic value, made in accordance with the Novo Mercado Listing Rules or with the applicable law; provided that the offer was made for all shares of the company and at least the minimum price has been paid; (3) if a 30% equity stake is obtained involuntarily as a result of a corporate reorganizations, cancellation of shares in treasury, share redemption, capital reduction, or of a subscription of shares made under a primary public offer for distribution of our shares where the preemptive rights were not exercised by all shareholders who had it or which did not have as subscribers as expected; or (4) in the case of a sale of a controlling stake, which is subject to the rules described above for such case.

### Purchases by us of our own Shares

Our bylaws entitle our board of directors to approve the acquisition of our own shares. The decision to acquire our shares for purposes of maintaining the acquired shares in treasury or of cancelling them may not, among other things:

- result in the reduction of our share capital;
- require the use of resources greater than our profit reserves and other available reserves, as provided in our financial statements;
- create, as a result of any action or inaction, directly or indirectly, any artificial demand, supply or condition relating to share price;
- involve any unfair practice;
- be used for the acquisition of unpaid shares or shares held by our controlling shareholders; or
- when a public offer for acquisition of the shares of the company is being made.

We may not keep in treasury more than 10% of our outstanding common shares, including the shares held by our subsidiaries and affiliates.

On February 26, 2014, the Board of Directors of Tenda approved the closing of Tenda's repurchase of shares program as approved on December 9, 2013. During the course of this program, Tenda purchased 15,500,000 common shares issued by Gafisa to be kept in treasury and future disposal.

On the same date, the Board of Directors of Gafisa approved the creation of a repurchase of its common shares to be kept in treasury and future cancellation or disposal up to 17,456,434, which corresponded to 10% of the then outstanding common shares. The purchase of shares by Gafisa under this program is conditioned to the maintenance of Gafisa's consolidated net debt to equity ratio at or below 60%. This program will end on February 25, 2015.

Any acquisition by us of our own shares must be made on a stock exchange and cannot be made in a private transaction, except if previously approved by the CVM. Moreover, we may acquire or issue put or call options related to our shares upon prior approval of the shareholders.

### Disclosure Requirements

We are subject to the reporting requirements established by Brazilian corporate law and the CVM. Furthermore, because we are listed with the Novo Mercado, we must also follow the disclosure requirements provided for in the Listing Rules of the Novo Mercado.

Disclosure of Information

The Brazilian securities regulations require that a publicly-held corporation provide the CVM and the relevant stock exchanges with periodic information that includes annual information statements, quarterly financial statements, quarterly management reports, independent auditor reports, notices and minutes of shareholders' meetings, among others. In addition, we also must disclose any material development related to our business to the CVM and the BM&FBOVESPA.

We observe the Novo Mercado disclosure standards and are required to, among other things:

128

---

## Table of Contents

- present the company's financial statements, standard financial statements form (DFP), quarterly information form (ITR) and Reference Form (Formulário de Referência);
  - include a note in the quarterly information form (ITR) regarding all operations with related parties;
- disclose and maintain updated the information presented in the Reference Form regarding any shareholder holding, directly or indirectly, at least 5% of the company's capital stock, considering the information received by company from the relevant shareholders;
- disclose, monthly, the individual and consolidated amount and characteristics of our securities held directly or indirectly by controlling shareholders (if this is the case); and
- disclose, monthly, the individual and consolidated changes in the amount of securities held by controlling shareholders (if this is the case), as well as their respective spouses or dependents, as per their income tax statements, as the case may be.

## Disclosure of Trading by Insiders

Pursuant to the rules of the Novo Mercado, each of our possible controlling shareholders must disclose to the BM&FBOVESPA information in connection with the total amount and characteristics of securities owned, directly or indirectly, by them and issued by us, or any derivatives referenced in such securities, as well as any subsequent trading of such securities and derivatives. In the case of individuals, such information shall also include securities held by the spouse, companion or dependents of such persons, included in the annual income tax statement of such controlling shareholder. This information must be communicated to the BM&FBOVESPA within 10 days following the end of each month.

CVM regulations require our directors, executive officers, members of the fiscal council, and members of any other technical or advisory body to disclose to us, to the CVM and to the BM&FBOVESPA, the total amount, the characteristics and form of acquisition of securities issued by us, listed companies under our control or the control of our listed controlling shareholders, including derivatives referenced in such securities that are held by each of them, as well as any change in such investments within 10 days after the end of the month when the securities were traded. In the case of individuals, such information shall also include securities held by the spouse, companion or dependents of such persons, included in the annual income tax statement and companies controlled directly or indirectly by such person.

In addition, our controlling shareholders, our shareholders who have caused the election of members of our board of directors or fiscal council, as well as any individual, legal entity or group of persons acting jointly whose direct or indirect participation reaches 5% or more of our shares, must provide to us, and we shall transmit such information to the CVM and the BM&FBOVESPA the following information:

- the name and qualification of the person providing the information;
- reason and purpose for the acquisition and amount of securities to be acquired, including, as the case may be, a representation of the acquirer stating that the acquisition does not aim at modifying the management or the controlling structure of the company;
- amount of shares, subscription bonuses, as well as other share subscription rights and call options, by type and/or class, already owned, directly or indirectly, by the acquirer or any person related with the acquirer;

- amount of debentures convertible in shares, already owned, directly or indirectly, by the acquirer or person related to the acquirer, displaying the amount of shares object of the possible conversion by type and class; and
- information on any agreement regarding the exercise of voting rights or the purchase and sale of our securities.

The disclosure requirement referred to above will also apply to any person or group acting jointly, holding participation equal to or in excess of 5%, each time such person increases or decreases its participation in our shares by an amount equal to 5% of our shares.

## Table of Contents

### Disclosure of Material Developments

According to Law No. 6,385 of December 7, 1976, and subsequent amendments, and CVM Instruction No. 358 of January 3, 2002, and subsequent amendments, we must disclose any material development related to our business to the CVM and to the BM&FBOVESPA and must publish a notice of the material development. A development is deemed to be material if it has a material impact on the price of our securities, on the decision of investors to trade in our securities or on the decision of investors to exercise any rights as holders of any of our securities.

Under special circumstances, we may request confidential treatment of certain material developments from the CVM, when our management believes that public disclosure could result in adverse consequences to us.

### C. Material Contracts

On December 30, 2009, the shareholders of Gafisa and Tenda approved a corporate restructuring to consolidate Gafisa's non-controlling share ownership in Tenda. The restructuring was accomplished by exchanging all of the remaining Tenda shares not held by Gafisa into Gafisa shares. As a result of the restructuring, Tenda became a wholly-owned subsidiary of Gafisa.

On May 27, 2010, the shareholders of Gafisa approved the acquisition of 20% of Alphaville's shares, by means of a merger of the totality of shares issued by Shertis Empreendimentos e Participações S.A. or "Shertis", which main asset are shares representing 20% of Alphaville's shares, in the total amount of R\$126.5 million. As a consequence of such merger, Gafisa issued 9,797,792 common shares, paid to the former shareholders of Shertis. On July 3, 2013, we acquired the remaining shares of Alphaville, corresponding to 20% of its capital stock, by means of the acquisition by Tenda of all the shares of EVP Participações SA, a holding company that had Renato de Albuquerque and Nuno Luís de Carvalho Lopes Alves as shareholders and the holder of the remaining shares of Alphaville. Gafisa paid R\$366,661,985.11 in Brazilian national currency to the former owners of the shares.

On December 9, 2013, we completed the sale of a majority stake in Alphaville to Private Equity AE Investimentos e Participações ("Fundo AE"), a company controlled by Pátria Investimentos Ltda. and Blackstone Real Estate Advisor L.P., which was previously announced on June 7, 2013. All precedent conditions were met including governmental approval, to the completion of the transaction. The transaction was concluded with a sale of 50% stake by Gafisa and 20% stake by Tenda, with Gafisa retaining the remaining 30% of Alphaville capital stock. The proceeds from the transaction, post adjustments agreed to in the Share and Purchase Agreement, were R\$1.54 billion, consisting of R\$1.25 billion from Fundo AE for the acquisition of Alphaville shares, and an R\$290 million dividend distribution by Alphaville.

### D. Exchange Controls

There are no restrictions on ownership of our common shares by individual or legal entities domiciled outside Brazil. However, the right to convert dividend payments and proceeds from the sale of our shares into foreign currency and to remit such amounts abroad is subject to requirements under foreign investment legislation which generally establish that the relevant investment be registered with the Central Bank and/or the CVM. Subject to certain procedures and specific regulatory provisions, the purchase and sale of foreign currency and the international transfer of reais by a person or legal entity resident, domiciled or headquartered in Brazil, as the case may be, is allowed, without limitation as to amount, provided that the underlying transaction is legal, legitimate and has economic substance, as evidenced by the applicable supporting documentation submitted to the financial institution in charge of the foreign exchange transaction. In addition, foreign currencies may only be purchased through duly authorized financial institutions headquartered in Brazil. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil—Restrictions on the movement of capital out of Brazil may adversely affect your ability to receive dividends and distributions on the

ADSs and on our common shares, or the proceeds of any sale of our common shares” and “Item 9. The Offer and Listing—C. Markets—Investment in Our Common Shares by Non-Residents of Brazil.”

In the past, the Brazilian Central Bank has intervened occasionally to control unstable movements in foreign exchange rates. We cannot predict whether the Brazilian Central Bank or the Brazilian government will continue to let the real 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.

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 funds abroad. We cannot assure you that such measures will not be taken by the Brazilian government in the future. See



Table of Contents

“Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil—Restrictions on the movement of capital out of Brazil may adversely affect your ability to receive dividends and distributions on the ADSs and on our common shares, or the proceeds of any sale of our common shares” and “Item 9. The Offer and Listing—C. Markets—Investment in Our Common Shares by Non-Residents of Brazil.”

E. Taxation

The following discussion contains a description of material Brazilian and U.S. federal income tax consequences of the acquisition, ownership and disposition of common shares or ADSs. The discussion is based upon the tax laws of Brazil and regulations thereunder and on the tax laws of the United States and regulations thereunder as of the date hereof, which are subject to change.

Although there is at present no income tax treaty between Brazil and the United States, the tax authorities of the two countries have entered into a Tax Information Exchange Agreement and have had discussions that may culminate in an income tax treaty. No assurance can be given, however, as to whether or when an income tax treaty will enter into force or how it will affect the U.S. Holders (as defined below) of common shares or ADSs. Prospective holders of common shares or ADSs should consult their own tax advisers as to the tax consequences of the acquisition, ownership and disposition of common shares or ADSs in their particular circumstances.

Brazilian Tax Considerations

The following discussion summarizes the principal Brazilian tax consequences of the acquisition, ownership and disposition of our common shares or ADSs by a holder that is not domiciled in Brazil for purposes of Brazilian taxation (a “Non-Resident Holder”). This discussion is based on Brazilian law as currently in effect, which is subject to change, possibly with retroactive effect, and subject to different interpretations. Any change in that law may change the consequences described below.

The tax consequences described below do not take into account the effects of any tax treaties or reciprocity agreements for tax treatment entered into by Brazil and other countries. The discussion also does not address any tax consequences under the tax laws of any state or municipality of Brazil. The description below is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, exchange, ownership and disposition of our common shares or ADSs. Each Non-Resident Holder should consult his or her own tax adviser concerning the Brazilian tax consequences of an investment in our common shares or ADSs.

Income tax

Dividends. Dividends paid by a Brazilian corporation, such as our company, including stock dividends and other dividends paid to a Non-Resident Holder of common shares or ADSs, are currently not subject to income withholding tax in Brazil to the extent that such amounts are related to profits generated after January 1, 1996. Dividends paid from profits generated before January 1, 1996 may be subject to Brazilian income withholding tax at varying rates, according to the tax legislation applicable to each corresponding year. We generally expect to pay dividends from profits generated after January 1, 1996.

Interest on Shareholders’ Equity. Law No. 9,249, dated December 26, 1995, as amended, permits a Brazilian corporation, such as our company, to make distributions to shareholders of interest on shareholders’ equity as an alternative to making dividend distributions and treat such payments as a deductible expense for purposes of calculating Brazilian corporate income tax and social contribution on net profits, to the extent the limits described below are observed. These distributions may be paid in cash. For tax purposes, this interest is limited to the daily pro rata variation of the Brazilian long-term interest rate (“TJLP”), as determined by the Central Bank from time to time,

and the amount of the deduction may not exceed the greater of:

- 50% of net income (after the deduction of social contribution on net profits but before taking into account the provision for corporate income tax and the interest on shareholders' equity) for the period in respect of which the payment is made; and
- 50% of the sum of retained profits and profit reserves as of the date of the beginning of the period in respect of which the payment is made.

Payment of interest to a Non-Resident Holder is subject to income withholding tax at the rate of 15%, or 25% if the Non-Resident Holder is domiciled in a "tax favorable jurisdiction." The definition of a "tax favorable jurisdiction" includes countries and locations (1) that do not impose income tax, (2) that impose income tax at a rate

## Table of Contents

of 20% or less, or (3) where local laws do not allow access to information related to shareholder composition, ownership of investments or the identity of the ultimate beneficiary of earnings that are attributed to non-residents. Please refer to “—Discussion on Privileged Tax Regimes” below for a discussion that such concept may be broadened by an interpretation of Law No. 11,727/08. These payments of interest on shareholders’ equity may be included, at their net value, as part of any mandatory dividend. To the extent payment of interest on shareholders’ equity is so included, the corporation is required to distribute to shareholders an additional amount to ensure that the net amount received by them, after payment of the applicable withholding income tax, plus the amount of declared dividends is at least equal to the mandatory dividend.

### Gains

According to Law No. 10,833/03, enacted on December 29, 2003, the disposition or sale of assets located in Brazil by a Non-Resident Holder, whether to another non-Brazilian resident or to a Brazilian resident, may be subject to capital gain taxes in Brazil.

With respect to the disposition of common shares, which are treated as assets located in Brazil, the Non-Resident Holder will be subject to income tax on the gains assessed, following the rules described below, regardless of whether the transactions are conducted in Brazil or with a Brazilian resident.

With respect to the ADSs, although the matter is not entirely clear, it is reasonable to argue that ADSs do not constitute assets located in Brazil for the purposes of Article 26 of Law No. 10,833 and, therefore, that the gains realized by a Non-Resident Holder on the disposition of ADSs to another Non-Resident Holder should not be taxed in Brazil. We cannot assure you, however, that the Brazilian tax authorities or the Brazilian courts will agree with this interpretation. Accordingly, gains on a disposition of ADSs by a Non-Resident Holder may be subject to income tax in Brazil in the event that courts determine that ADSs constitute assets located in Brazil. For more information, please refer to “Item 3. Key Information—D. Risks Factors—Risks Relating to Our Common Shares and the ADSs—Changes in Brazilian tax laws may have an adverse impact on the taxes applicable to a disposition of the ADSs.”

As a general rule, gains realized as a result of a disposition or sale transaction of common shares (or ADSs should they be deemed to be “assets located in Brazil”) are the positive difference between the amount realized on the sale or exchange of the securities and their acquisition cost.

Under Brazilian law, however, income tax rules on such gains can vary, depending on the domicile of the Non-Resident Holder, the type of registration of the investment by the Non-Resident Holder with the Central Bank and how the disposition is carried out, as described below.

Gains assessed on a disposition of common shares carried out on a Brazilian stock exchange (which includes the transactions carried out on the organized over-the-counter market) are:

- exempt from income tax when the gain is earned on a Non-Resident Holder that (1) has registered its investment in Brazil with the Central Bank under the rules of Resolution No. 2,689, dated January 26, 2000 (“2,689 Holder”) and (2) is not a resident in a country that does not tax income or that taxes it at a maximum rate of 20% (“Low or Nil Tax Jurisdiction”); or
- subject to income tax at a rate of up to 25% in any other case, including a case of gains recognized by a Non-Resident Holder that is not a 2,689 Holder, or is a resident in a Low or Nil Tax Jurisdiction. In these cases, a withholding income tax of 0.005% of the sale value will be applicable and can be later offset against any income tax due on the capital gain.

Any other gains recognized on a disposition of the common shares that is not carried out on a Brazilian stock exchange are subject to income tax at the rate of 15%, or 25% in the case of a Non-Resident Holder residing in a Low or Nil Tax Jurisdiction or where the local legislation does not allow access to information related to the shareholders composition of legal entities, to their ownership or to the identity of the ultimate beneficiary of the income attributed to non-residents. In the event that these gains are related to transactions conducted on the Brazilian non-organized over-the-counter market with intermediation, the withholding income tax of 0.005% shall also be applicable and can be offset against the eventual income tax due on the capital gain.

In the case of a redemption of common shares (or ADSs, should they be deemed as “assets located in Brazil”) or a capital reduction by a Brazilian corporation, such as our company, the positive difference between the amount received by the Non-Resident Holder and the acquisition cost of the common shares or ADSs redeemed is treated as

## Table of Contents

capital gain derived from the sale or exchange of shares not carried out on a Brazilian stock exchange and is therefore subject to income tax at the rate of 15%, or 25%, as the case may be.

Any exercise of preemptive rights relating to the common shares or ADSs will not be subject to Brazilian income tax. Gains realized by a Non-Resident Holder on the disposition of preemptive rights relating to the common shares (or ADSs, should they be deemed as “assets located in Brazil”) will be subject to Brazilian income tax according to the same rules applicable to the sale or disposition of common shares.

As a Non-Resident Holder of ADSs, you may cancel your ADSs and exchange them for the underlying common shares and no income tax may be levied on such exchange, as long as the appropriate rules are complied with in connection with the registration of the investment with the Central Bank and as long as ADSs are not deemed to be “assets located in Brazil.”

The deposit of common shares by Non-Resident Holders in exchange for ADSs may be subject to Brazilian income tax if the acquisition cost of the common shares is lower than (a) the average price per common share on a Brazilian stock exchange on which the greatest number of such common shares were sold on the day of deposit; or (b) if no common shares were sold on that day, the average price on a Brazilian stock exchange on which the greatest number of common shares were sold in the 15 trading sessions immediately preceding such deposit. The difference between the acquisition cost and the average price of the common shares will be considered to be a capital gain subject to income tax at a rate of 15% or 25%, as the case may be. In some circumstances, there may be arguments to claim that this taxation is not applicable in the case of a Non-Resident Holder that is a 2,689 Holder and is not a resident in a tax favorable jurisdiction.

There can be no assurance that the current favorable treatment of 2,689 Holders will continue in the future.

## Discussion on Privileged Tax Regimes

On June 24, 2008, Law No. 11,727 introduced the concept of “privileged tax regimes,” which went into effect on January 1, 2009. In principle, the best interpretation of Law No. 11,727/08 leads us to conclude that the new concept of privileged tax regimes should be applied solely for purposes of transfer pricing rules in export and import transactions for the definition of the applicable rate of withholding income tax on the remittance of specific items of income and for certain other Brazilian tax purposes without relevance for an investment of a Non-Resident Holder in our common shares or ADSs. Although we are of the opinion that the concept of privileged tax regimes should not affect the tax treatment of a Non-Resident Holder described above, we cannot assure you whether subsequent legislation or interpretations by the Brazilian tax authorities regarding the definition of “privileged tax regimes” will extend such concept to the tax treatment of a Non-Resident Holder described above.

## Tax on Foreign Exchange and Financial Transactions

**Foreign Exchange Transactions.** Brazilian law imposes a Tax on Foreign Exchange Transactions (“IOF/Exchange Tax”) on the conversion of reais into foreign currency and on the conversion of foreign currency into reais. As of June 5, 2013, any inflow of funds related to investments carried out on the Brazilian financial and capital markets by 2,689 Holders is subject to the IOF/Exchange Tax at a rate of zero percent. Foreign exchange transactions related to outflows of funds in connection with investments carried out on the Brazilian financial and capital markets are subject to the IOF/Exchange Tax at a rate of zero percent, which also applies to payments of dividends and interest on shareholders’ equity to 2,689 Holders with respect to investments on the Brazilian financial and capital markets.

Nevertheless, the rate applicable to most foreign exchange transactions is 0.38%. In any case, the Brazilian government may increase the rate at any time by up to 25% on the foreign exchange transaction amount. However,

any increase in rates will only apply to future transactions.

The purchase of ADSs by a Non-Resident Holder outside Brazil generally does not require the execution of a foreign exchange agreement with the Brazilian Central Bank. If this is the case, the IOF/Exchange Tax is not due.

**Tax on Transactions Involving Bonds and Securities.** Brazilian law imposes a Tax on Transactions Involving Bonds and Securities (“IOF/Bonds Tax”) due on transactions involving bonds and securities, including those carried out on a Brazilian stock exchange. The rate of IOF/Bonds Tax applicable to transactions involving common shares is currently zero.

## Table of Contents

As from December 24, 2013, the rate of the IOF/Bonds Tax applicable to the transfer of shares with the sole purpose of enabling the issuance of ADSs is zero percent. In case of transfer of shares with such characteristics carried out before December 24, 2013, a rate of 1.5% was applied on the product of (a) the number of shares which were transferred, multiplied by (b) the closing price for those shares on the date prior to the transfer or, if such closing price was not available on that date, the last available closing price for those shares, or, in case of a public offer, the price defined in the bookbuilding process. The person responsible for paying the IOF/Bonds Tax was (a) the financial institution that acts as custodian of the shares in Brazil, or (b) in case of public offers, the leading bookrunner.

The Brazilian government may increase the rate of the IOF/Bonds Tax at any time by up to 1.5% per day of the transaction amount, but only in respect of future transactions.

### New Tax Regime Created by Provisional Measure 627 - Under Discussion in Brazilian Congress

Normative Instruction 1,397/2013 (“NI 1,397/2013”), published in the Official Gazette on September 17, 2013, was enacted to regulate the transitional tax regime, or RTT, in force as of January 1, 2008 to adjust, for tax purposes, the net profit calculated under the IFRS rules in accordance with Law 11,638/2007. According to NI 1,397/2013, for purposes of calculating dividends and interest on net equity, taxpayers must use the accounting books prepared according to the criteria in place on December 31, 2007, and not according to IFRS. According to such provisions, depending on the tax basis used by the taxpayer, certain dividend distributions might be considered taxable, subject to 15% withholding tax or 25% if the Non-Resident Holder is domiciled in a country or location that is considered to be a “tax favorable jurisdiction”.

Provisional Measure 627/2013 (PM 627/2013), published in the Official Gazette on November 12, 2013, introduced changes to different tax provisions including, but not limited to payments of dividends and interest in net equity dividends. According to PM 627/2013, companies electing to be taxed under the new regime on January 1, 2014 as opposed to January 1, 2015 will not be subject to retroactive taxation as established by NI 1,397/2013 on dividends distributions which were “actually paid” before November 12th, 2013. As of the date of this annual report, we have not made a decision if we will adopt the new tax regime from January 1, 2014.

PM 627/2013 is an act of the executive government, and will only become ordinary legislation if sanctioned by Brazil’s National Congress. Congress may make significant changes to the new tax rules set out in the Provisional Measure. Moreover, if the Provisional Measure is not converted into ordinary legislation within 120 days from publication plus the time period established for presidential sanction, it will cease to have effect. Moreover, PM 627/2013 still awaits regulation by Brazilian tax authorities.

### Other Brazilian Taxes

There are no Brazilian inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of common shares or ADSs, except for gift and inheritance taxes that may be imposed by some Brazilian states. There are no Brazilian stamp, issue, registration, or similar taxes or duties payable by holders of common shares or ADSs.

### U.S. Federal Income Tax Considerations

The following are the material U.S. federal income tax consequences to U.S. Holders described herein of owning and disposing of common shares or ADSs, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular person’s decision to hold such securities. The discussion applies only if you hold common shares or ADSs as capital assets for U.S. federal tax purposes and it does not describe all of the tax consequences, including the potential application of the provisions of the Internal Revenue Code of 1986, as amended (the “Code”) known as the Medicare contribution tax, that may be relevant to holders subject to special rules,

such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons holding common shares or ADSs as part of a hedging transaction, straddle, wash sale, conversion transaction or integrated transaction or persons entering into a constructive sale with respect to the common shares or ADSs;

134

---



Table of Contents

- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- persons liable for the alternative minimum tax;
- tax-exempt entities, including “individual retirement accounts” or “Roth IRAs;”
- persons that own or are deemed to own ten percent or more of our voting stock;
- persons who acquired our ADSs or common shares pursuant to the exercise of any employee stock option or otherwise as compensation; or
- persons holding shares in connection with a trade or business conducted outside of the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds common shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and upon the activities of the partnership. Partnerships holding common shares or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of common shares or ADSs.

This discussion is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, all as of the date hereof, any of which is subject to change, possibly with retroactive effect. It is also based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms.

You are a “U.S. Holder” if you are a beneficial owner of our common shares or ADSs and if you are, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state thereof or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

The summary of U.S. federal income tax consequences set out below is intended for general informational purposes only. You should consult your advisers with respect to the particular tax consequences to you of owning or disposing of common shares or ADSs, including the applicability and effect of state, local, non-U.S. and other tax laws and the possibility of changes in tax laws.

In general, if you own ADSs, you will be treated as the owner of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if you exchange ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom American depositary shares are released before shares are delivered to the depositary (“pre-release”) or intermediaries in the chain of ownership between U.S. Holders and the issuer of the security underlying the American depositary shares may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. Holders of American depositary shares. Such actions would also be

inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the creditability of Brazilian taxes, and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below, could be affected by actions taken by such parties or intermediaries.

Please consult your tax adviser concerning the U.S. federal, state, local and foreign tax consequences of purchasing, owning and disposing of common shares or ADSs in your particular circumstances.

This discussion assumes that the Company is not, and will not become, a passive foreign investment company, as described below.

## Table of Contents

### Taxation of Distributions

Distributions paid on ADSs or common shares other than certain pro rata distributions of ordinary shares will generally be treated as dividends to the extent paid out of the Company's current or accumulated earnings and profits as determined under U.S. federal income tax principles. Because the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, it is expected that distributions will be reported to you as dividends.

Subject to applicable limitations, dividends paid by qualified foreign corporations to certain non-corporate U.S. Holders may be taxable at rates applicable to long-term capital gains. A foreign corporation is treated as a qualified foreign corporation with respect to dividends paid on stock that is readily tradable on a securities market in the United States, such as the NYSE where the ADSs are traded. You should consult your tax adviser to determine whether the favorable rate will apply to dividends you receive and whether you are subject to any special rules that limit your ability to be taxed at this favorable rate.

The amount of a dividend will include any amounts withheld by the Company in respect of Brazilian taxes on the distribution. The amount of the dividend will be treated as foreign-source dividend income to you and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Dividends will be included in your income on the date of your, or in the case of ADSs, the Depository's, receipt of the dividend. The amount of any dividend income paid in reais will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of such receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, you should not be required to recognize foreign currency gain or loss in respect of the dividend income. You may have foreign currency gain or loss if the amount of such dividend is converted into U.S. dollars after the date of such receipt. See “—Brazilian Tax Considerations—Tax on Foreign Exchange and Financial Transactions.”

Subject to applicable limitations that may vary depending upon your circumstances, Brazilian income taxes withheld from dividends on common shares or ADSs will be creditable against your U.S. federal income tax liability. The rules governing foreign tax credits are complex, and you should consult your tax adviser regarding the availability of foreign tax credits in your particular circumstances. Instead of claiming a credit, you may, at your election, deduct such Brazilian taxes in computing your taxable income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all taxes paid or accrued in the taxable year to foreign countries and possessions of the United States.

### Sale or Other Disposition of Common Shares or ADSs

For U.S. federal income tax purposes, gain or loss you realize on the sale or other disposition of common shares or ADSs will be capital gain or loss, and will be long-term capital gain or loss if you have held the common shares or ADSs for more than one year. The amount of your gain or loss will equal the difference between the amount realized on the disposition and your tax basis in the common shares or ADSs disposed of, in each case as determined in U.S. dollars. If a Brazilian tax is withheld on the sale or disposition of common shares or ADSs, your amount realized will include the gross amount of the proceeds of such sale or disposition before deduction of the Brazilian tax. See “—Brazilian Tax Considerations—Gains” for a description of when a disposition may be subject to taxation by Brazil. Such gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. You should consult your tax adviser as to whether the Brazilian tax on gains would be creditable against your U.S. federal income tax on foreign-source income from other sources.

### Other Brazilian Taxes

The Brazilian IOF/Bond Tax and the IOF/Exchange Tax imposed on the deposit of common shares in exchange for ADSs and the cancellation of ADSs in exchange for common shares (as discussed above under “—Brazilian Tax Considerations”) will not be treated as creditable foreign tax for U.S. federal income tax purposes. U.S. Holders should consult their tax advisers regarding the tax treatment of these taxes for U.S. federal income tax purposes.

#### Passive Foreign Investment Company Rules

The Company believes that it was not a “passive foreign investment company” (a “PFIC”) for U.S. federal income tax purposes for its 2013 taxable year. However, because PFIC status depends on the composition of a company’s income and assets and the market value of its assets from time to time, which may be determined in part by reference to the market value of the Company’s stock, there can be no assurance that the Company will not be a PFIC for any taxable year. If the Company were a PFIC for any taxable year during which a U.S. Holder held

Table of Contents

common shares or ADSs, gain recognized by a U.S. Holder on a sale or other disposition (including certain pledges) of the common shares or ADSs would be allocated ratably over the U.S. Holder's holding period for the common shares or ADSs. The amounts allocated to the taxable year of the sale or other disposition and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed on the amount allocated to that taxable year. Further, to the extent that any distribution received by a U.S. Holder on its common shares or ADSs exceeds 125% of the average of the annual distributions on common shares or ADSs received during the preceding three years or the U.S. Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above. Certain elections may be available that would result in alternative treatments (such as a mark-to-market treatment) of the common shares or ADSs. If we are a PFIC for any taxable year during which a U.S. Holder owned our shares, the U.S. Holder will generally be required to file IRS Form 8621 with their annual U.S. federal income tax returns, subject to certain exceptions. You should consult your tax adviser to determine whether any of these elections would be available and, if so, what the consequences of the alternative treatments would be in your particular circumstances.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and may be subject to backup withholding unless (1) you are an exempt recipient or (2) in the case of backup withholding, you provide a correct taxpayer identification number and certify that you are not subject to backup withholding.

The amount of any backup withholding from a payment to you will be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

Certain U.S. Holders who are individuals may be required to report information relating to their ownership of securities of a non-U.S. person, subject to certain exceptions including an exception for securities held in certain accounts maintained by U.S. financial institutions, such as our ADSs. You should consult your tax adviser regarding the effect, if any, of these rules on your ownership and disposition of common shares or ADSs.

U.S. HOLDERS OF OUR COMMON SHARES OR ADSs SHOULD CONSULT THEIR OWN TAX ADVISERS AS TO THE BRAZILIAN, U.S. FEDERAL, STATE, LOCAL AND OTHER TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF OUR COMMON SHARES OR ADSs BASED UPON THEIR PARTICULAR CIRCUMSTANCES.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

Statements contained in this annual report as to the contents of any contract or other document referred to are not necessarily complete, and each of these statements is qualified in all respects by reference to the full text of such

contract or other document filed as an exhibit hereto. A copy of the complete annual report including the exhibits and schedules filed herewith may be inspected without charge at the public reference facilities maintained by the SEC at Room 1024, 100 F Street, N.E., Washington, D.C. 20549. Copies of such materials may be obtained by mail from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Such reports and other information may also be inspected at the offices of the NYSE, 11 Wall Street, New York, New York 10005, on which our ADSs are listed. In addition the SEC maintains a website that contains information filed electronically with the SEC, which can be accessed over the Internet at <http://www.sec.gov>.

We are subject to the information and periodic reporting requirements of the Securities Exchange Act and, in accordance therewith, file periodic reports and other information with the SEC. However, as a foreign private issuer, we are exempt from the rules under the Securities Exchange Act relating to the furnishing and content of proxy statements and relating to short-swing profits reporting and liability.

Table of Contents

We furnish to Citibank, N.A., as depositary, copies of all reports we are required to file with the SEC under the Securities Exchange Act, including our annual reports in English, containing a brief description of our operations and our audited annual consolidated financial statements which are prepared in accordance with Brazilian GAAP and include a reconciliation to U.S. GAAP. In addition, we are required under the deposit agreement to furnish the depositary with copies of English translations to the extent required under the rules of the SEC of all notices of meetings of shareholders and other reports and communications that are generally made available to shareholders. Under certain circumstances, the depositary will arrange for the mailing, at our expense, of these notices, other reports and communications to all ADS holders.

We also file financial statements and other periodic reports with the CVM, which are available to the public from CVM's website at <http://www.cvm.gov.br>.

I. Subsidiary Information

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks arising from the normal course of our business. These market risks mainly involve the possibility that changes in interest rates may impact the value of our financial liabilities. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil."

Interest rates

Our results of operations and profitability are affected by changes in interest rates due to the impact that these changes have on our interest expenses relating to our variable interest rate debt instruments and on our purchase and sale contracts and on our interest income generated from our financial investments.

The table below provides information about our significant interest rate-sensitive instruments (fixed and variable) as of December 31, 2013.

Table of Contents

	As of December 31, 2013										Principal Index(1)	Fair Value
	Expected Maturity Date											
	Total	2014		2015		2016		2017 and later				
	(in millions of reais)											
Liabilities:												
Loans, financing and debentures:												
Debentures	1,421.2	563.8	499.1	158.3	200.0	CDI/TR	1,429.0					
Average interest rate	10.75	%	11.23	%	12.11	%	13	%	13.42	%		
Loans and financing (working capital)	550.0	243.9	182.8	105.1	18.2	CDI	562.2					
Average interest rate	11.47	%	11.96	%	12.84	%	13.73	%	14.16	%		
Loans and financing — SFH	1,088.3	346.5	459.6	191.3	90.9	TR	1,074.4					
Average interest rate	10.21	%	10.69	%	11.57	%	12.45	%	12.99	%		
Total loans, financing and debentures	3,059.5	1,154.2	1,141.5	454.7	309.1	TR/CDI	3,065.6					
Obligation to venture partner	123.7	112.9	6.1	3.6	1.1	CDI	125.7					
Real estate development obligations(2)	1,994.2	1,100.5	727.2	154.4	12.1	-	1,994.2					
Obligations for purchase of land	439.0	359.0	57.4	21.9	0.7	-	439.0					
Total	5,616.4	2,726.6	1,932.2	634.6	323.0	-	5,624.5					
Assets:												
Cash and cash equivalent	215.2	215.2	-	-	-	-	215.2					
Marketable securities (current and non-current)	1,809.0	1,809.0	-	-	-	-	1,809.0					
Receivables from clients	2,223.7	1,909.9	183.1	62.0	68.7	-	2,223.7					
Receivables from clients (2)	1,863.5	-	1,095.3	358.7	409.5	-	1,863.5					
Total client receivables	4,087.2	1,909.9	1,278.4	420.7	478.2	-	4,087.2					
Total	6,111.4	3,934.1	1,278.4	420.7	478.2	-	6,111.2					

(1) See notes 12 and 13 to our consolidated financial statements for information about the interest rates on our loans, financing and debentures. As of December 31, 2013, the annualized index was 8,06% for CDI, 0,59% for TR, 8,1% for INCC and 5,5% for IGPM.



(2)Includes commitments and receivables arising from units sold after January 1, 2004 for which balances have not been recorded in our balance sheet—CFC Resolution No. 963.

We borrow funds at different rates and linked to different indices in order to try to match the financing that we provide to some of our clients. The mismatch between rates and terms on our funds borrowed and the financing we provide may adversely affect our cash flow. We constantly monitor and evaluate the impact of indexation on our assets and liabilities. If we anticipate the possibility of an interest rate mismatch between our assets and obligations, we may use derivative financial instruments in order to hedge against the risk that arises from interest rate variations.

#### Foreign Exchange Rate

During 2013, we had no derivative financial instruments with the objective of hedging against fluctuations in foreign exchange rates. As of December 31, 2013, we had no debt in foreign currency.

Table of Contents

## ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

## D. American Depositary Shares

## Depositary Fees

We and the holders and beneficial owners of our ADSs and the person depositing our common shares or surrendering ADSs for cancellation are responsible for the following fees of the depositary:

Service	Rate	Paid By
Issuance of ADSs upon deposit of Shares (excluding issuances as a result of distributions described in paragraph (4) below).	Up to US\$5.00 per 100 ADSs (or fraction thereof) issued.	Person depositing our common shares or person receiving ADSs.
Delivery of common shares deposited under our deposit agreement against surrender of ADSs.	Up to US\$5.00 per 100 ADSs (or fraction thereof) issued.	Person surrendering ADSs for purpose of withdrawal of common shares deposited under our deposit agreement or person to whom common shares deposited under our deposit agreement are delivered.
Distribution of cash dividends or other cash distributions (i.e., sale of rights and other entitlements).	Up to US\$2.00 per 100 ADSs (or fraction thereof) held.	Person to whom distribution is made.
Distribution of ADSs pursuant to (i) stock dividends or other free stock distributions, or (ii) exercise of rights to purchase additional ADSs.	Up to US\$2.00 per 100 ADSs (or fraction thereof) held.	Person to whom distribution is made.
Distribution of securities other than ADSs or rights to purchase additional ADSs (i.e., spin-off shares).	Up to US\$2.00 per 100 ADSs (or fraction thereof) held.	Person to whom distribution is made.
Depositary services	Up to US\$4.00 per 100 ADSs (or fraction thereof) held.	Person holding ADSs on applicable record date(s) established by the depositary.
Transfer of ADRs	US\$1.50 per certificate presented for transfer.	Person presenting certificate for transfer.

The depositary may deduct applicable depositary fees from the funds being distributed in the case of cash distributions. For distributions other than cash, the depositary will invoice the amount of the applicable depositary fees to the applicable holders.

## Additional Charges

Holders and beneficial owners of our ADSs and person depositing our common shares for deposit and person surrendering ADSs for cancellation and withdrawal of our common shares will be required to pay the following charges:

- taxes (including applicable interest and penalties) and other governmental charges;
- such registration fees as may from time to time be in effect for the registration of our common shares or other common shares deposited under our deposit agreement on the share register and applicable to transfers of our common shares or other common shares deposited under our deposit agreement to or from the name of the custodian, the depository or any nominees upon the making of deposits and withdrawals, respectively;
- such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of the person depositing or withdrawing our common shares or holders and beneficial owners of ADSs;
- the expenses and charges incurred by the depository in the conversion of foreign currency;

Table of Contents

- such fees and expenses as are incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to our common shares, common shares deposited under our deposit agreement, ADSs and ADRs; and
- the fees and expenses incurred by the depositary, the custodian or any nominee in connection with the servicing or delivery of common shares deposited under our deposit agreement.

Direct and Indirect Payments

Citibank N.A., located at 388 Greenwich Ave.- New York - NY 10013, as depositary, has agreed to reimburse certain of our reasonable expenses related to our ADR program and incurred by us in connection with the program. As of December 31, 2013, we received from the depositary of our ADSs US\$2.0 million, which was used for general corporate purposes such as the payment of costs and expenses associated with (1) the preparation and distribution of proxy materials, (2) the preparation and distribution of marketing materials and (3) consulting and other services related to investor relations.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Registrant maintains controls and procedures designed to ensure that it is able to collect the information it is required to disclose in the reports it files with the SEC, and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. Based on an evaluation of the Registrant's disclosure controls and procedures as of the end of the period covered by this report conducted by the Registrant's management, with the participation of the Chief Executive and Chief Financial Officers, after evaluating together with other members of management the effectiveness of our disclosure controls and procedures (as defined in the U.S. Securities Exchange Act of 1934 under Rule 13a-15(e)) have concluded that our disclosure controls and procedures are effective to ensure that the Registrant is able to collect, process and disclose the information it is required to disclose in the reports it files with the SEC within the required time periods.

(b) Management's Annual Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as a process designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external purposes in conformity with Brazilian GAAP, including the reconciliation to U.S. GAAP in accordance with

Item 18 of Form 20-F .

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

141

---

Table of Contents

Management assessed the effectiveness of the Registrant's internal control over financial reporting as of December 31, 2013. In making this assessment, the Company's management used the criteria set forth by the Internal Control-Integrated Framework 1992 issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management believes that, as of December 31, 2013, the Company's internal control over financial reporting is effective based on those criteria.

(c) Attestation Report of Independent Registered Public Accounting Firm

The effectiveness of internal control over financial reporting as of December 31, 2013 has been audited by KPMG Auditores Independentes an independent registered public accounting firm, as stated in its report which is included under Item 18 in this annual report on Form 20-F on page F-5.

(d) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Remediation of previously existing material weaknesses

The Company's management assessed the effectiveness of the internal control over financial reporting as of December 31, 2012. This assessment identified a "material weakness" in internal control over financial reporting as of December 31, 2012, which is discussed in the following paragraph.

A material weakness is a control deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment of the effectiveness of internal control over financial reporting:

A material weakness is reported due to the lack of effective preparation, review and monitoring controls to ensure that proper accounting treatment was adopted in an accurate and timely manner during the financial statement closing process related to the preparation of the reconciliation of net income (loss) and equity from Brazilian GAAP to US GAAP and required disclosures.

In the year ended December 31, 2012, during process of preparing our annual report a material weakness was reported due to the lack of effective preparation, review and monitoring controls to ensure that proper accounting treatment was adopted in an accurate and timely manner during the financial statement closing process related to the preparation of the reconciliation of net income (loss) and equity from Brazilian GAAP to U.S. GAAP and required disclosures. Our internal controls over financial reporting did not detect these deficiencies.

In order to remediate the identified material weakness over the U.S. GAAP conversion process, the Company evaluated all aspects of preparing the U.S. GAAP disclosures, including but not limited to the following:

- Increase the use of accounting software with built in controls for the more complex conversion areas;
- Improve the timely capture of changes in the business that could reasonably bear on accounting considerations;
  - Improve the U.S. GAAP training of personnel preparing this information; and,

- Ensure the supervisory function is adequate and allows sufficient time to review and address critical issues in order to further strengthen the financial statement closing process

The following actions were taken to address the previously identified material weaknesses:

- Implementation of several controls to strengthen our control environment surrounding our financial statement closing process. We designed and restructured, when applicable, our controls and risk matrixes to compile and prepare our financial statements and related disclosures, as required by U.S. GAAP, within the required timeframe and at a level of detail up to par with the complexity of our business and transactions;
- Implementation of controls around the identification, documentation and application of technical accounting guidance with particular emphasis on events out of the ordinary course of business, such as participation in the executive committee decisions on strategic decisions and then ensuring their implementation and follow-up of decisions taken;
- Strengthening management's supervision and review responsibilities, ensuring that the supervisory responsibility and experience levels of the personnel in the accounting area are adequate and allow sufficient time to review and address critical accounting issues in order to further strengthen the financial statement closing process;

## Table of Contents

- Hiring of consultants specialized in U.S. GAAP to review and address critical accounting issues in order to further strengthen our financial statement closing process and thus performing additional reviews over our financial statements;
- Preparation of formal accounting memoranda to support our conclusions on technical accounting matters, and the development and use of checklists to assist us in assuring U.S. GAAP compliance regarding complex accounting issues; and
- Intensification of the use of our ERP system in order to generate and maintain our revenue recognition process database.

We designed and restructured our accounting closing procedures to enhance the quality of our accounting process with greater involvement of our management.

These measures were successful in remediating during 2013 the material weakness identified as of December 31, 2012.

No other significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses, were made as a result of the evaluation.

### ITEM 16. RESERVED

#### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

For the purposes of the Sarbanes-Oxley Act of 2002, our directors established an Audit Committee that convenes as often as it determines is appropriate to carry out its responsibilities, but at least quarterly. This committee has responsibility for planning and reviewing our annual and quarterly reports and accounts with the involvement of our auditors in that process, focusing particularly on compliance with legal requirements and accounting standards, and ensuring that an effective system of internal financial controls is maintained. The ultimate responsibility for reviewing and approving our annual and quarterly reports and accounts remains with our directors.

The Audit Committee convened 10 times in 2013. The Audit Committee currently comprises Jose Ecio Pereira da Costa Junior, Nelson Machado and Maurício Marcellini Pereira, each of whom is a director of our company. Our board of directors has determined that Jose Ecio Pereira da Costa Junior, Nelson Machado and Maurício Marcellini Pereira, are each independent as set forth in the NYSE Listed Companies Manual as well as being independent for the purpose of Rule 10A-3 of the Securities Exchange Act. Our board of directors has determined that Jose Ecio Pereira da Costa Junior is an audit committee financial expert within the meaning of the regulations promulgated by the Securities and Exchange Commission.

The composition of the Audit Committee is expected to change in the first meeting to be held by the Board of Directors, after their election in the Annual General Shareholders' Meeting held on April 25, 2014.

#### ITEM 16B. CODE OF BUSINESS CONDUCT AND ETHICS

On July 10, 2007, we adopted a Code of Business Conduct and Ethics (The Code) that applies to our chief executive officer, chief financial officer, principal accounting officer and persons performing similar functions, as well as to our directors, other officers and employees. The objective of this code is (1) to reduce the subjectivity of personal



interpretations of ethical principles; (2) to be a formal and institutional benchmark for the professional conduct of the employees, including the ethical handling of actual or apparent conflicts of interests, becoming a standard for the internal and external relationship of the Company with its shareholders, clients, employees, partners, suppliers, service providers, labor unions, competitors, society, government and the communities in which we operate; and (3) to ensure that the daily concerns with efficiency, competitiveness and profitability do not override ethical behavior.

The Code is regularly reviewed and updated, in order to address international and local requirements regarding ethics on business, conflict of interests, disclosure of information and anti-corruption procedures.

Table of Contents

The Code can be obtained from our website ([www.gafisa.com.br](http://www.gafisa.com.br)) or, free of charge by requesting a copy from our Investor Relations Department at the following address: Av. Nações Unidas No. 8,501, 19th floor, 05425-070 – São Paulo, SP – Brazil, telephone 55-11-3025-9242, fax 55-11-3025-9348 and e-mail [ri@gafisa.com.br](mailto:ri@gafisa.com.br).

We have also established a “whistleblower channel” in order to receive “complaints,” by any person (provided such complaint is first reported to the Ethics Committee or Audit Committee), regarding any “unethical conduct” and “accounting, internal accounting controls, or auditing matters” and equally confidential and anonymous submissions of “concerns” of the same type by our employees and affiliates. The “whistleblower channel” can be accessed through our intranet or website or a letter may be forwarded to our headquarters under the attention of our Ethics Committee and/or Audit Committee. Since its establishment, 583 issues were reported to our “whistleblower channel,” all of them related to personal conduct and, therefore, without any financial impact on our results of operations.

## ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The relationship with our independent auditors in respect to the contracting of services unrelated to the external audit is based on principles that preserve the independence of the auditor. Our board of directors approves our financial statements, the performance by our auditors of audit and permissible non-audit services, and associated fees, supported by our Audit Committee.

The following table describes the total amount billed to us by KPMG Auditores Independentes (“KPMG”) and by Ernst & Young Auditores Independentes S.S. (“EY”) for services performed in 2013 and 2012, respectively, and the remuneration for these services in each period.

	2013	2012
	(in thousands of reais)	
Audit fees (1)	4,308	13,850
Audit related fees (2)	-	-
Tax fees (3)	-	-
<b>Total</b>	<b>4,308</b>	<b>13,850</b>

(1) “Audit fees” are the aggregate fees billed by KPMG and EY for the audit of our consolidated and annual financial statements including the audit of internal control over financial reporting, reviews of interim financial statements and attestation services that are provided in connection with statutory and regulatory filings or engagements.

(2) There were no “audit related fees” billed by KPMG and EY during either of 2013 or 2012.

(3) There were no “Tax fees” billed by KPMG and EY during 2013 or 2012.

## Audit Committee Pre-Approval Policies and Procedures

Our board of directors has established pre-approval policies and procedures for the engagement of registered public accounting firm for audit and non-audit services. Under such pre-approval policies and procedures, our board of directors reviews the scope of the services to be provided by each registered public accounting firm to be engaged in order to ensure that there are no independence issues and the services are not prohibited services as defined by Sarbanes-Oxley Act of 2002.

## ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Previous independent registered public accounting firm

144

---

Table of Contents

On June 21, 2013, Gafisa replaced Ernst & Young Auditores Independentes as its independent registered public accounting firm. Gafisa's board of directors participated in and approved the decision to change its independent registered public accounting firm.

The reports of Ernst & Young Auditores Independentes on the consolidated financial statements for the past two fiscal years contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

During the two most recent fiscal years and through June 21, 2013, there have been no disagreements with Ernst & Young Auditores Independentes on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Ernst & Young Auditores Independentes would have caused them to make reference thereto in their reports on the financial statements for such years.

During the two most recent fiscal years and through June 21, 2013, there have been no reportable events (as defined in Item 16(a)(1)(v) of this annual report) except for material weaknesses in Internal Controls over Financial Reporting as discussed in Item 15 of the annual report on Form 20-F for both the year ended December 31, 2012 and 2011. The reportable events discussed above were discussed with the audit committee.

Gafisa requested that Ernst & Young Auditores Independentes furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. That letter is included as Exhibit 15.1 to this annual report.

New independent registered public accounting firm

Gafisa engaged KPMG Auditores Independentes public accountants as its new independent registered public accounting firm as of June 21, 2013. During the two most recent fiscal years and through June 21, 2013, Gafisa has not consulted with KPMG regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on Gafisa's financial statements, and neither a written report was provided to Gafisa or oral advice was provided that KPMG concluded was an important factor considered by Gafisa in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

ITEM 16G. CORPORATE GOVERNANCE

See "Item 6. Directors, Senior Management and Employees—C. Board Practices."

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

Table of Contents

PART III

ITEM 17. FINANCIAL STATEMENTS

We have responded to Item 18, in lieu of reporting to this Item.

ITEM 18. FINANCIAL STATEMENTS

See our audited consolidated financial statements beginning on page F-1.

ITEM 19. EXHIBITS

We are filing the following documents as part of this Annual Report Form 20-F:

1.1. Bylaws of Gafisa S.A., as amended (English), which is incorporated by reference to our annual report on Form 20-F for the year ended December 31, 2010, filed with the Securities and Exchange Commission on July 5, 2012.

2.1. Deposit Agreement, date March 21, 2007, among Gafisa S.A., Citibank, N.A., as depositary, and the Holders and Beneficial Owners from time to time of American Depositary Shares issued thereunder, which is incorporated by reference to our registration statement on Form F-6 filed with the Securities and Exchange Commission on February 22, 2007.

4.1. Merger of shares agreement dated November 6, 2009 between Gafisa S.A. and Construtora Tenda S.A., which is incorporated by reference to our registration statement on Form F-4 filed with the Securities and Exchange Commission on November 13, 2009.

8.1. List of Subsidiaries\*

11.1. Code of Business Conduct and Ethics (English), which is incorporated by reference to our annual report on Form 20-F filed with the Securities and Exchange Commission on June 18, 2008.

12.1. Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer\*

12.2. Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer\*

13.1. Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer\*

13.2. Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer\*

15.1 Letter from Ernst & Young Auditores Independentes commenting upon its reading of Item 16-F to our annual report on Form 20-F for the fiscal year ended December 31, 2012\*

---

\* Filed herewith.



Table of Contents

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

GAFISA S.A.

/s/ Alceu Duilio  
By: Calciolari  
Name: Alceu Duilio  
Calciolari  
Title: C h i e f  
E x e c u t i v e  
O f f i c e r

By:/s/ Andre Bergstein  
Name: A n d r e  
Bergstein  
Title: C h i e f  
F i n a n c i a l  
O f f i c e r

Date: April 28, 2014

---

Table of Contents

Consolidated Financial Statements

Gafisa S.A.

December 31, 2013  
and Reports of Independent Registered Public Accounting Firm

---



Table of Contents

Gafisa S.A.

Consolidated Financial Statements

December 31, 2013

Table of contents

<u>Management's Annual Report on Internal Controls over Financial Reporting</u>	F-1
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Report of Independent Registered Public Accounting Firm</u>	F-3
<u>Consolidated balance sheet</u>	F-4
<u>Consolidated statement of operations</u>	F-7
<u>Consolidated statement of comprehensive income (loss)</u>	F-8
<u>Consolidated statement of changes in equity</u>	F-9
<u>Consolidated statement of cash flows</u>	F-10
<u>Consolidated statement of value added</u>	F-11
<u>Notes to the consolidated financial statements</u>	F-12

---

Table of Contents

Management's Annual Report on Internal Controls over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting as defined in Rules 13a – 15(f) and 15d – 15(f) under the Securities and Exchange Act of 1934. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in Brazil (“Brazilian GAAP”), along with a reconciliation of net income and equity from Brazilian GAAP to accounting principles generally accepted in the United States of America (“US GAAP”) Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Brazilian GAAP, along with a reconciliation of net income and equity from Brazilian GAAP to US GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness of internal control to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

Our management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2013. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in “Internal Control – Integrated Framework (1992 Framework)”.

Based on this evaluation, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

São Paulo, Brazil

April 28, 2014

By: /s/ Alceu Duilio  
Calciolari  
Name: Alceu Duilio  
Calciolari  
Title: Chief  
Executive  
Officer

By: /s/ Andre Bergstein  
Name: Andre  
Bergstein  
Title: Chief  
Financial  
Officer



Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Gafisa S.A.

We have audited the accompanying consolidated balance sheet of Gafisa S.A. and subsidiaries (the “Company”) as of December 31, 2013, and the related consolidated statements of profit and loss, comprehensive income, changes in equity, and cash flows for the year then ended. We also have audited Gafisa S.A.’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting under item 15 of the Company’s Form 20-F. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Gafisa S.A. and subsidiaries as of December 31, 2013, and the results of its operations and its cash flows for the year then ended, in conformity with accounting practices adopted in Brazil applicable to real estate development entities. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated

Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Accounting practices adopted in Brazil applicable to real estate development entities vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 34 to the consolidated financial statements.

As discussed in Note 3, the Company changed the manner in which it accounts for joint arrangements under CPC 19 (R2) - Joint Arrangements in 2013, which included disclosure of the January 1, 2012 consolidated balance sheet.

São Paulo - Brazil  
April 28, 2014

/s/ KPMG Auditores Independentes

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Gafisa S.A.

We have audited the accompanying consolidated balance sheets of Gafisa S.A. as of December 31, 2012 and January 1, 2012, and the related consolidated statements of operations, comprehensive income (loss), changes in equity, cash flows and value added for each of the two years in the period ended December 31, 2012. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Gafisa S.A. at December 31, 2012 and January 1, 2012 and the consolidated results of its operations, its cash flows and its value added for each of the two years in the period ended December 31, 2012, in conformity with accounting practices adopted in Brazil which differ in certain respects from accounting principles generally accepted in the United States of America (see Note 34 to the consolidated financial statements).

As discussed in Note 3.1, the accompanying consolidated financial statements have been restated for the retrospective adoption of Brazilian accounting standards CPC 18 (R2) - Investments in associates and joint ventures – CVM Resolution No. 696 of December 13, 2012, CPC 19 (R2) - Joint arrangements – CVM Resolution No. 694 of November 23, 2012 and CPC 36 (R3) – Consolidated statements – CVM Resolution No. 698 of December 20, 2012. As is discussed in Note 2.2.31 and Note 3.1, the accompanying consolidated financial statements have been also restated for the retrospective presentation of Alphaville Urbanismo and subsidiaries as discontinued operations during each of the two years ended December 31, 2012.

São Paulo, Brazil

April 28, 2014

ERNST & YOUNG  
Auditores Independentes S.S.  
CRC- 2SP015199/O-6

/s/ Daniel G. Maranhão Jr.  
Daniel G. Maranhão Jr.  
Accountant CRC1SP215856/O-5

/s/ Marcos Alexandre S. Pupo  
Marcos Alexandre S. Pupo  
Accountant CRC1SP221749/O-0



Table of Contents

Gafisa S.A.

Consolidated balance sheets  
 December 31, 2013 and 2012 and January 1, 2012  
 (In thousands of Brazilian Reais)

	Notes	2013	2012 (restated)	01/01/2012
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents	4.1	215,194	587,956	69,548
Short-term investments	4.2	1,808,969	979,799	788,803
Trade accounts receivable, net	5	1,909,877	2,493,170	3,337,157
Properties for sale	6	1,442,019	1,892,390	1,762,223
Receivables from related parties	22.1	82,547	164,884	317,005
Assets held for sale	8	114,847	139,359	93,188
Financial instruments	21.i.b	183	9,224	3,847
Prepaid expenses	-	35,188	61,685	68,711
Other accounts receivable	7	71,083	77,573	83,078
<b>Total current assets</b>		<b>5,679,907</b>	<b>6,406,040</b>	<b>6,523,560</b>
<b>Non-current assets</b>				
Trade accounts receivable, net	5	313,791	820,774	797,156
Properties for sale	6	652,395	274,034	701,151
Receivables from related parties	22.1	136,508	115,089	95,208
Financial instruments	21.i.b	-	10,443	3,888
Other accounts receivable	7	137,628	163,145	134,654
		1,240,322	1,383,485	1,732,057
Investments in subsidiaries	9	1,120,076	646,812	629,323
Property and equipment, net	10	36,385	46,145	50,073
Intangible assets	11	106,340	230,087	229,770
		1,262,801	923,044	909,166
<b>Total non-current assets</b>		<b>2,503,123</b>	<b>2,306,529</b>	<b>2,641,223</b>
<b>Total assets</b>		<b>8,183,030</b>	<b>8,712,569</b>	<b>9,164,783</b>

The accompanying notes are an integral part of these consolidated financial statements.



Table of Contents

Gafisa S.A.

Consolidated balance sheets  
 December 31, 2013 and 2012 and January 1, 2012  
 (In thousands of Brazilian Reais)

	Notes	2013	2012 (restated)	01/01/2012
<b>Liabilities</b>				
<b>Current liabilities</b>				
Loans and financing	12	590,386	613,973	651,128
Loans and financing – reclassified due to default	12	-	-	292,260
Debentures	13	563,832	346,360	303,239
Debentures – reclassified due to default	13	-	-	1,595,961
Payables for purchase of properties and advances from customers	18	408,374	503,889	561,666
Payables for goods and service suppliers		79,342	154,763	130,838
Income tax and social contribution payable		90,309	13,561	-
Other taxes payable		126,316	209,017	219,966
Salaries, payroll charges and profit sharing		96,187	104,586	73,504
Declared dividends		150,067	6,279	12,439
Provision for legal claims	17	72,119	58,570	34,875
Obligations assumed on assignment of receivables	14	82,787	134,339	54,825
Payables to venture partners	15	112,886	161,373	219,796
Payables to related parties	22.1	133,678	138,228	234,921
Other payables	16	176,740	196,346	289,831
<b>Total current liabilities</b>		<b>2,683,023</b>	<b>2,641,284</b>	<b>4,675,249</b>
<b>Non-current</b>				
Loans and financing	12	1,047,924	1,290,561	595,341
Debentures	13	857,386	1,389,543	-
Payables for purchase of properties and advances from customers	18	79,975	70,194	146,567
Deferred income tax and social contribution	20	56,652	85,821	103,253
Provision for legal claims	17	125,809	149,790	134,914
Obligations assumed on assignment of receivables	14	37,110	155,960	381,254
Payables to venture partners	15	10,794	162,333	253,390
Other payables	16	69,874	81,254	131,239
<b>Total non-current liabilities</b>		<b>2,285,524</b>	<b>3,385,456</b>	<b>1,745,958</b>
<b>Equity</b>				
Capital	19.1	2,740,662	2,735,794	2,734,157
Treasury shares	19.1	(73,070 )	(1,731 )	(1,731 )
Capital reserves and options granted		54,383	36,964	18,066
Income reserve	19.2	468,749	-	-
Accumulated losses		-	(235,582 )	(108,539 )
		3,190,724	2,535,445	2,641,953
Non-controlling interest		23,759	150,384	101,623
<b>Total equity</b>		<b>3,214,483</b>	<b>2,685,829</b>	<b>2,743,576</b>

Total liabilities and equity	8,183,030	8,712,569	9,164,783
------------------------------	-----------	-----------	-----------

The accompanying notes are an integral part of these consolidated financial statements.

F-5

---

Table of Contents

Gafisa S.A.

Consolidated statements of operations

Years ended December 31, 2013, 2012 and 2011

(In thousands of Brazilian Reais, except as otherwise stated)

	Notes	2013	2012 (restated)	2011 (restated)
Continuing operations				
Net operating revenue	23	2,481,211	2,805,086	1,846,902
Operating costs				
Real estate development and sales of properties	24	(1,863,766)	(2,276,804)	(1,927,874)
Gross profit (loss)		617,445	528,282	(80,972)
Operating (expenses) income				
Selling expenses	24	(215,649)	(231,746)	(331,602)
General and administrative expenses	24	(234,023)	(252,208)	(184,834)
Income from equity method investments	9	7,370	55,603	19,133
Remeasurement of investment in associate	9	375,853	-	-
Depreciation and amortization	10 and 11	(63,014)	(80,238)	(78,884)
Provision for legal claims	24	(78,402)	(94,932)	(57,902)
Other income (expenses), net	24	(7,709)	(6,083)	(85,143)
Income (loss) before financial income and expenses and income tax and social contribution		401,871	(81,322)	(800,204)
Financial expenses	25	(243,586)	(236,082)	(236,286)
Financial income	25	81,083	55,819	69,558
Income (loss) before income tax and social contribution		239,368	(261,585)	(966,932)
Current income tax and social contribution		(23,690)	(17,403)	(44,555)
Deferred income tax and social contribution		20,878	(2,819)	(61,295)
Total income tax and social contribution	20.i	(2,812)	(20,222)	(105,850)
Net income (loss) from continuing operations		236,556	(281,807)	(1,072,782)
Net income from discontinued operations		631,122	204,128	167,759
Net income (loss) for the year		867,678	(77,679)	(905,023)
(-) Attributable to:				
Non-controlling interests		235	49,364	39,845
Owners of Gafisa		867,443	(127,043)	(944,868)
Weighted average number of shares (in thousands)	28	426,300	432,246	431,586

Basic earnings (loss) per thousand weighted average number of shares - In Reais	28	2.0348	(0.2939 )	(2.1893 )
From continuing operations		0.7358	(0.6717 )	(2.5003 )
From discontinued operations		1.2990	0.3778	0.3110
Diluted earnings (loss) per thousand weighted average number of shares - In Reais	28	2.0226	(0.2939 )	(2.1893 )
From continuing operations		0.7315	(0.6717 )	(2.5003 )
From discontinued operations		1.2911	0.3778	0.3110

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

Gafisa S.A.

Consolidated statements of comprehensive income (loss)

Years ended December 31, 2013, 2012 and 2011

(In thousands of Brazilian Reais)

	2013	2012 (restated)	2011 (restated)
Net income (loss) for the year	867,678	(77,679 )	(905,023 )
Total comprehensive income (loss), net of taxes	867,678	(77,679 )	(905,023 )
Attributable to:			
Owners of Gafisa	867,443	(127,043 )	(944,868 )
Non-controlling interests	235	49,364	39,845

The accompanying notes are an integral part of these consolidated financial statements.

F-7

Table of Contents

Gafisa S.A.

Consolidated statements of changes in equity  
 Years ended December 31, 2013, 2012 and 2011  
 (In thousands of Brazilian Reais)

	Notes	Capital	Treasury shares	Attributable to owners			Accumulated losses	Total Company	Non-controlling interests	Total Consolidated
				Capital reserves and options granted	Income reserves	Reserve for future investments				
					Legal reserve					
Balances at December 31, 2010		2,729,198	(1,731 )	295,879	44,986	502,418	-	3,570,750	61,422	3,632,172
Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	3.1	-	-	-	-	-	(6,520 )	(6,520 )	7,574	1,054
Balances at January 1, 2011 (restated)		2,729,198	(1,731 )	295,879	44,986	502,418	(6,520 )	3,564,230	68,996	3,633,226
Exercised stock options	19.1	4,959	-	-	-	-	-	4,959	-	4,959
Stock option compensation	19.3	-	-	17,632	-	-	-	17,632	162	17,794
Declared dividends		-	-	-	-	-	-	-	(7,380 )	(7,380)
Net income (loss) for the year		-	-	-	-	-	(944,868)	(944,868)	39,845	(905,023)
Absorption of current year loss by capital and income reserves		-	-	(295,445)	(44,986)	(502,418)	842,849	-	-	-
Balances at January 1, 2012		2,734,157	(1,731 )	18,066	-	-	(108,539)	2,641,953	101,623	2,743,576
Exercised stock options	19.1	1,637	-	-	-	-	-	1,637	12,436	14,073
Stock option compensation	19.3	-	-	18,898	-	-	-	18,898	(1,521 )	17,377
Declared dividends		-	-	-	-	-	-	-	(11,518 )	(11,518)
		-	-	-	-	-	(127,043)	(127,043)	49,364	(77,679)

Net income  
(loss) for the  
year (restated)

Balances at  
December 31,  
2012

(restated)		2,735,794	(1,731 )	36,964	-	-	(235,582)	2,535,445	150,384	2,685,8
Exercised stock options	19.1	4,868	-	-	-	-	-	4,868	3,065	7,933
Stock option compensation	19.3	-	-	17,419	-	-	-	17,419	2,687	20,106
Repurchase of treasury shares	19.1		(71,339)	-	-	-	-	(71,339 )	(3,556 )	(74,89)
Acquisition of non-controlling interests									(120,051)	(120,0)
Net income for the year	-	-	-	-	-	-	867,443	867,443	235	867,67
Allocation:	19.2									
Legal reserve	-	-	-	-	31,593	-	(31,593 )	-	-	-
Interest on equity	-	-	-	-	-	-	(130,192)	(130,192 )	-	(130,1)
Declared dividends	-	-	-	-	-	-	(32,920 )	(32,920 )	(9,005 )	(41,92)
Reserve for future investments	-	-	-	-	-	437,156	(437,156)	-	-	-
Balances at December 31, 2013		2,740,662	(73,070)	54,383	31,593	437,156	-	3,190,724	23,759	3,214,4

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

Gafisa S.A.

Consolidated statements of cash flows  
 Years ended December 31, 2013, 2012 and 2011  
 (In thousands of Brazilian Reais)

	Consolidated		
	2013	2012	2011
		(restated)	(restated)
Operating activities			
Income (loss) before income tax and social contribution from continuing and discontinued operations	239,368	(57,457 )	(799,173 )
Expenses/(income) not affecting cash and cash equivalents:			
Depreciation and amortization	63,014	80,238	78,884
Stock options expense	17,419	18,899	17,642
Unrealized interest and charges, net	28,476	112,071	111,151
Warranty provision	(20,928 )	20,633	14,833
Provision for legal claims and commitments	78,402	94,279	57,902
Provision for profit sharing	59,651	47,709	-
Allowance for doubtful accounts and cancelled contracts	(27,102 )	(39,755 )	67,056
Provision for realization of non-financial assets:			
Properties for sale	2,829	(37,620 )	92,055
Intangible assets	962	11,690	10,430
Income from equity method investments	(7,370 )	(55,603 )	(19,133 )
Remeasurement of investment in associate	(375,853 )	-	-
Financial instruments	5,103	(6,150 )	(7,735 )
Provision for penalties due to delay in construction works	(21,719 )	(13,946 )	51,211
Write-off of property and equipment, net	23,708	8,716	9,579
Decrease/(increase) in operating assets			
Trade accounts receivable	260,557	444,797	71,781
Properties for sale and land available for sale	(189,968 )	340,638	(781,517 )
Other accounts receivable	24,659	205,416	(372,235 )
Prepaid expenses	26,497	5,940	(59,088 )
Increase/(decrease) in operating liabilities			
Payables for purchase of properties and advances from customers	(19,812 )	(134,150 )	263,177
Taxes and contributions	(31,158 )	(29,039 )	23,574
Payables for goods and service suppliers	(8,314 )	38,568	(26,340 )
Salaries, payroll charges and profit sharing	(47,517 )	(16,627 )	2,265
Other payables	198,585	(196,505 )	359,166
Transactions with related parties	37,772	(162,341 )	88,925
Income tax and social contribution payable	(19,609 )	(36,113 )	(44,555 )
Net cash generated by (used in) operating activities	297,652	644,288	(790,145 )
Investing activities			
Acquisition of 20% of AUSA	(366,662 )	-	-
Sale of controlling interest in AUSA	1,254,521	-	-
Cash from discontinued operation	(155,755 )	-	-



Edgar Filing: Gafisa S.A. - Form 20-F

Purchase of property and equipment and intangible assets	(80,993 )	(97,033 )	(95,572 )
Purchase of short-term investments	(4,674,281)	(4,141,512)	(2,396,624)
Redemption of short-term investments	3,681,342	3,950,516	2,462,755
Increase in investments	(102,639 )	(33,883 )	(2,200 )
Dividends received	342,176	33,952	-
Net cash used in investing activities	(102,291 )	(287,960 )	(31,641 )
Financing activities			
Proceeds from stock options exercised	4,868	1,637	4,959
Redeemable shares of Credit Rights Investment Fund (FIDC)	(5,089 )	6,642	(15,120 )
Increase in loans, financing and debentures	1,783,183	1,110,844	1,009,716
Payment of loans, financing and debentures – principal	(1,875,270)	(772,991 )	(425,884 )
Payment of loans, financing and debentures – interest	(259,285 )	(243,805 )	(274,608 )
Assignment of receivables	-	229,051	398,674
Payables to venture partners	(112,743 )	(149,480 )	68,922
Loan transactions with related parties	(32,449 )	(19,818 )	(32,895 )
Repurchase of treasury shares	(71,339 )	-	-
Dividends paid	-	-	(98,812 )
Net cash generated by (used in) financing activities	(568,124 )	162,080	634,952
Net increase/(decrease) in cash and cash equivalents	(372,763 )	518,408	(186,834 )
Cash and cash equivalents			
At the beginning of the year	587,956	69,548	256,382
At the end of the year	215,193	587,956	69,548
Net increase (decrease) in cash and cash equivalents	(372,763 )	518,408	(186,834 )

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

Gafisa S.A.

Statement of value added

Years ended December 31, 2013, 2012 and 2011

(In thousands of Brazilian Reais)

	2013	2012 (restated)	2011 (restated)
Revenues	3,330,981	3,244,606	2,188,676
Real estate development and sales	2,618,737	2,784,983	2,308,029
Reversal (recognition) of allowance for doubtful accounts and cancelled contracts	81,122	255,495	(287,112 )
Profit from discontinued operations	631,122	204,128	167,759
Inputs acquired from third parties (including taxes on purchases)	(1,904,141)	(2,371,262)	(2,150,000)
Operating costs - Real estate development and sales	(1,706,554)	(2,119,709)	(1,824,109)
Materials, energy, outsourced labor and other	(197,587 )	(251,553 )	(325,891 )
<b>Gross value added</b>	<b>1,426,840</b>	<b>873,344</b>	<b>38,676</b>
Depreciation and amortization	(63,014 )	(80,238 )	(78,884 )
<b>Net added value produced (distributed) by the Company</b>	<b>1,363,826</b>	<b>793,106</b>	<b>(40,208 )</b>
Value added received on transfer	464,306	111,422	88,691
Profit of investment stated at fair value	375,873	-	-
Income from equity method investments	7,350	55,603	19,133
<b>Financial income</b>	<b>81,083</b>	<b>55,819</b>	<b>69,558</b>
<b>Total value added to be distributed</b>	<b>1,828,132</b>	<b>904,528</b>	<b>48,483</b>
Value added distribution	1,828,132	904,528	48,483
Personnel and payroll charges	285,276	306,244	294,645
Taxes and contributions	264,795	321,309	349,068
Interest and rents	410,618	404,018	349,638
Interest on equity	130,192	-	-
Dividends	32,920	-	-
Retained earnings (absorbed losses) attributable to noncontrolling interests	(235 )	(49,364 )	(39,845 )
Retained earnings (absorbed losses)	704,566	(77,679 )	(905,023 )

The accompanying notes are an integral part of these financial statements.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

1. Operations

Gafisa S.A. ("Gafisa" or "Company") is a publicly traded company with headquarters in Brazil. The address of the Company's registered office is at Avenida das Nações Unidas, 8.501, 19th floor, São Paulo, São Paulo. The Company commenced operations in 1997 with the objectives of: (i) promoting and managing all forms of real estate ventures on its own behalf and on behalf of for third parties, (in the latter case, as construction company and proxy); (ii) selling and purchasing real estate properties; (iii) providing civil construction and civil engineering services; (iv) developing and implementing marketing strategies related to its own and third party real estate ventures; and (v) investing in other companies who share similar objectives.

The Company enters real estate development projects with third parties through specific purpose partnerships ("Sociedades de Propósito Específico" or– "SPEs") or through the formation of consortia and condominiums. SPEs, condominiums and consortia operate solely in the real estate industry and are linked to specific ventures. Controlled entities substantially share the managerial and operating structures and the corporate, managerial and operating costs with the Company.

On June 7, 2013, the Company disclosed the material fact it had executed a contract for the sale of its 70% of majority stake in Alphaville Urbanismo ("AUSA") to Private Equity AE Investimentos e Participações S.A., represented by Blackstone Real Estate Advisors L.P and Pátria Investimentos Ltda, giving continuity to the material fact disclosed on September 10, 2012, related to the analysis of strategic options regarding the AUSA business.

On July 3, 2013, the Company disclosed the material fact it had acquired the remaining shares of AUSA (corresponding to a 20% stake), through the acquisition by its subsidiary Tenda of all outstanding shares of EVP Participações S.A. for a total amount of R\$366,662, giving continuity to the material fact disclosed on June 7, 2013.

On December 9, 2013, the Company disclosed the material fact that it had completed of the above-mentioned sale transaction. All conditions precedent for the completion of the transaction were met. The transaction was executed with the transfer of a 50% stake by the Company and a 20% by the subsidiary Tenda. As of December 31, 2013, the Company holds the remaining 30% interest in the capital of AUSA. The cash proceeds received from the sale totaled R\$1,545,183, of which R\$1,254,521 was received through payment from the AE Fund for the acquisition of shares and R\$290,662 was received by means of dividends distributed by AUSA.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies

2.1. Basis of presentation and preparation of consolidated financial statements

The consolidated financial statements were authorized for issue by the Company's Board of Directors on April 28, 2014.

Brazilian GAAP differs from International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") in certain respects, including the fact that Brazilian GAAP permits the application of percentage of completion accounting by real estate companies in more circumstances than are permitted by IFRS. This application of Brazilian GAAP is commonly referred to in Brazil as "IFRS applicable to real estate development entities in Brazil, as approved by the CPC, the CVM and the CFC, including CPC Guideline 04 – Application of the Technical Interpretation ICPC 02 to the Brazilian Real Estate Development Entities – regarding revenue recognition, and the respective costs and expenses arising from real estate development operations by reference to the stage of completion (percentage of completion method)". Accordingly, for the purpose of its annual filing with the United States Securities and Exchange Commission, the accompanying consolidated financial statements prepared in accordance with BR GAAP have been reconciled to US GAAP as presented in Note 34. US GAAP condensed consolidated balance sheets have been included in Note 34 (d)(i) for 2013, 2012 and 2011 and US GAAP consolidated statement of operations and comprehensive income (loss) for the years ended December 31, 2013, 2012 and 2011 have been included in Note 34 (d)(ii) and Note 34 (d)(iii), respectively.

Certain matters related to the meaning and application of the continuous transfer of the risks, benefits and control over the real estate unit sales have been analyzed by the International Financial Reporting Interpretation Committee (IFRIC), at the request of some countries, including Brazil. However, in view of the project for issuing a revised standard relating to revenue recognition, IFRIC has been discussing this topic in its agenda, understanding that the concept for recognizing revenue is included in the standard that is currently under discussion.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.1.Basis of presentation and preparation of consolidated financial statements--Continued

The consolidated financial statements have been prepared on a going concern basis. Management makes an assessment of the Company's ability to continue as going concern when preparing the consolidated financial statements. The Company is in compliance with all of its debt covenants at the date of issue of these consolidated financial statements.

All amounts reported in the accompanying consolidated financial statements are in thousands of Reais, except as otherwise stated.

2.1.1.Consolidated financial statements

The consolidated financial statements of the Company include the financial statements of Gafisa and its direct and indirect subsidiaries. The Company controls an entity when it is exposed or is entitled to variable returns arising from its involvement with the entity and has the ability to affect those returns through the power that it exerts over the entity. The subsidiaries are fully consolidated from the date when the control is transferred to the Company. The consolidation is discontinued from the date that control ceases. As of December 31, 2013, 2012 and 2011, the consolidated financial statements include the full consolidation of the following companies:

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 2. Presentation of financial statements and summary of significant accounting policies--Continued

## 2.1.Basis of presentation and preparation of consolidated financial statements--Continued

## 2.1.1.Consolidated financial statements --Continued

	Interest %		
	2013	2012	2011
Gafisa (*)	100	100	100
Construtora Tenda and subsidiaries (Tenda) (*)	100	100	100
Alphaville Urbanismo and subsidiaries (AUSA) (*) (a)	-	80	80

(\*)Does not include jointly-controlled investees, which as of January 1, 2013 are accounted for under the equity method, in accordance with CPC 18(R2) and CPC 19(R2) (See Note 3).

(a)As mentioned Note 1, the Company sold its controlling interest in AUSA. In accordance with CPC 31 – Non-current Asset Held for Sale and Discontinued Operation, for purposes of comparability, the information in the statements of operations as of December 31, 2012 were restated and the income from discontinued operations is presented as a single amount, retrospectively, in the heading “Net income from discontinued operations”. The comparative information for the balance sheets was not restated, in line with CPC 31.

The accounting practices have been applied consistently by all subsidiaries included in the consolidated financial statements. The subsidiaries have the same fiscal year as the Company. See further details on these subsidiaries and jointly-controlled investees in Note 9.

## (i) Cease of control

As defined in paragraph 25 of CPC 36 (R3) – Consolidated Statements, in the event of cease of control, the Company:

- Derecognizes (writes-off):

- (i) The assets (including any goodwill) and liabilities of the subsidiary at the carrying value on the date control ceases; and
- (ii) The carrying value of any noncontrolling interest in the former subsidiary on the date control ceases (including any components of other comprehensive income attributed to them).

- Recognizes:

- (i) The fair value of the consideration received, if any, arising from the transaction, event or circumstances that resulted in the cease of control; and
- (ii) Any investment retained in the former subsidiary, at its fair value, on the date control ceases.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies - Continued

2.1. Basis of preparation of consolidated financial Statements - Continued

2.1.2. Functional and presentation currency

These consolidated financial statements are presented in Reais, which is the functional currency of the Company and its subsidiaries.

2.1.3. Presentation of segment information

The presentation of operating segment information is consistent with the internal reports provided to the main decision makers of operational matters, the Board of Executive Officers and the Statutory Board, who are responsible for allocating resources, assessing the performance of operating segments and making strategic decisions.

2.2. Summary of significant accounting policies

2.2.1. Accounting judgments, estimates and assumptions

Accounting estimates and judgments are evaluated on an ongoing basis based on historical experience and other factors, including expectations regarding future events, considered reasonable under the circumstances.

(i) Judgments

The preparation of the consolidated financial statements of the Company requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, as well as the disclosure of contingent liabilities, at the reporting date. Assets and liabilities subject to estimates and assumptions include the useful lives of property and equipment, allowance for doubtful accounts and cancelled contracts, provision for fines due to delay in construction projects, provisions for impairment of assets, deferred tax assets, provision for warranties, provisions for tax, labor and civil actions, and the measurement of the estimated cost of ventures and financial instruments.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions

The main assumptions related to sources of uncertainty over future estimates and other important sources of uncertainty over estimates at the reporting date, which may result in different amounts upon settlement are discussed below:

a) Impairment of non-financial assets

Management reviews annually and/or when a specific event occurs the carrying amount of assets with the objective of evaluating events or changes in the economic, operational or technological circumstances that may indicate an impairment. Should such evidence exist, and the carrying amount exceeds the recoverable amount, a provision is recognized by adjusting the carrying amount to the recoverable amount. These impairment losses are recognized in profit or loss when incurred. Indefinite lived intangible assets and goodwill attributable to future economic benefit are tested at least annually or when circumstances indicate a decrease in the carrying amount.

The carrying amount of an asset or cash-generating unit is defined as the greater of its value in use and its fair value less costs to sell.

Cash flows are derived based on the budget for the following five years, and do not include uncommitted restructuring activities or future significant investments that will improve the asset base of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used under the discounted cash flow method, the estimated future cash inflows and the growth rate used for purposes of extrapolation.

F-16

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions --Continued

a) Impairment of non-financial assets--Continued

The value less costs to sell is determined, whenever possible, based on a binding sale agreement in an arm's length transaction between knowledgeable and willing parties, reduced by expenses attributable to the sale of the asset, or, in the absence of a binding sale agreement, based on the market price in an active market, or on a recent transaction with similar assets.

The main assumptions used for determining the recoverable amount of cash-generating unit are detailed in Note 11.

b) Properties for sale

Properties for sale are measured at construction cost, which cannot exceed its net realizable value. In the case of real estate under construction, the portion in inventory corresponds to the cost incurred for units that have not yet been sold.

The cost of properties for sale includes expenditures incurred in the acquisition of the land and in construction (including foundation, structure, finishing and the costs of construction materials), costs of own and outsourced labor, and directly attributable finance costs.

F-17

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions --Continued

b) Properties for sale --Continued

Land can be acquired for cash, in installments, bartered for units of a building to be constructed, bartered for units that are completed or in construction of other ventures, or bartered for receivables from future sales of ventures. The cost of land related to bartered units is determined by the estimated sale price in cash, this fair value being recorded as contra-entry to the advances from customers-barter.

The interest on loans and financing directly related to ventures financed by the National Housing System (SFH) and other credit facilities used to finance the construction and acquisition of land are capitalized during the development and construction stage, and recognized profit or loss in the proportion to the units sold.

The Company annually tests the units in construction and completed units for impairment, comparing the unit construction cost with the sale value of units in inventory. The assumptions that usually underlie the calculation of the recoverable value of assets are based on expected cash flows, economic viability studies of real estate ventures that show the recoverability of assets or its market value, all discounted to present value.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policie--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions--Continued

b) Properties for sale--Continued

Land is classified as either current or non-current based on the expectation about the real estate venture launches. Management periodically reviews the estimates of real estate venture launches.

c) Share-based payment transactions

The Company measures the cost of transactions with employees to be settled with shares based on the fair value of equity instruments on the grant date. The estimate of the fair value of share-based payments requires the determination of the most adequate pricing model to grant equity instruments, which depends on the grant terms and conditions. It also requires the determination of the most adequate data for the pricing model, including the expected option life, volatility and dividend income, and the corresponding assumptions. The assumptions and models used to estimate the fair value of share-based payments are disclosed in Note 19.3.

F-19

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions --Continued

d) Provision for legal claims

The Company recognizes a provision for tax, labor and civil claims (Note 17). The assessment of the probability of a loss is based on the evaluation of the available evidence, the hierarchy of Laws, existing case law, the latest court decisions and their significance in the judicial system, and the opinion of external legal counsel. Provisions are reviewed and adjusted to take into account any changes in circumstances, such as applicable statutes of limitations, findings of tax inspections, or additional exposures found based on new court issues or decisions. Claims may be settled in amounts different from those estimated in view of the inaccuracies inherent in estimation process. The Company reviews its estimates and assumptions at least annually.

F-20

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions --Continued

e) Fair value of financial instruments

When the fair values of financial assets and liabilities presented in the balance sheet cannot be obtained in an active market, they are determined using valuation techniques, including the discounted cash flow method.

The data for such methods is based on available market information; however, when it is not viable, a certain level of judgment is required to establish the fair value. The judgment includes considerations regarding the data used, such as interest rates, liquidity risk, credit risk, and volatility. Changes in the assumptions about these factors may affect the stated fair value of financial instruments.

f) Estimated cost of construction

Estimated costs, mainly comprising incurred and future costs for completing construction projects, are regularly reviewed, based on the progress of construction, and any resulting adjustments are recognized in profit or loss, in accordance with Technical Pronouncement CPC 23 - Accounting Practices, Changes in Accounting Estimates and Errors.

F-21

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies -Continued

2.2.Summary of significant accounting policies--Continued

2.2.1.Accounting judgments, estimates and assumptions--Continued

(ii)Estimates and assumptions --Continued

g)

Taxes

There are uncertainties inherent in the interpretation of complex tax rules and in the value and timing of future taxable income. In the ordinary course of business, the Company and its subsidiaries are subject to assessments, audits, legal claims and administrative proceedings in civil, tax and labor matters. Depending on the nature of such investigations, legal claims or administrative proceedings, the Company and its subsidiaries could be adversely affected, regardless of the respective final outcome.

h)

Realization of deferred income tax

A deferred tax asset is recognized when it is probable that taxable profit will be available in subsequent years to offset the deferred tax asset, based on projections of results and based on internal assumptions and future economic scenarios.

F-22

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies --Continued

2.2.Summary of significant accounting policies --Continued

2.2.2.Recognition of revenue and expenses

(i)Real estate development and sales

Revenues, as well as costs directly relating to real estate development units sold and not yet finished, are allocated to profit or loss over the construction period as follows:

(a) For sales of completed units, revenue is recognized upon completion of the sale and the transfer of significant risks and benefits, regardless of the timing of receipts from the customer.

(b) For the construction phase pre-sale of completed units:

- The incurred cost (including cost of land, and other directly related expenditures) that corresponds to the units sold is included in profit or loss. For the units not yet sold, the incurred cost is included in inventory (Note 2.2.8);
- Incurred costs of units sold (including land) are measured as a percentage of total estimated cost; this percentage is applied to the total revenues of the units sold and adjusted for inflation in accordance with the terms established in the sales contracts, in order to determine the amount of revenue to be recognized in direct proportion to costs;
- Interest and inflation-adjustment charges on accounts receivable from the time the units are sold and delivered, as well as the adjustment to present value of accounts receivable (Notes 2.2.5 and 2.2.20), are included in real estate development and sales when incurred, on a pro rata basis using the accrual basis of accounting;



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies --Continued

2.2.Summary of significant accounting policies --Continued

2.2.2.Recognition of revenues and expenses --Continued

(i)Real estate development and sales --Continued

- Revenue recognized in excess of actual payments received from customers is recorded as either a current or non-current asset "Trade accounts receivable". Any payment received in connection with the sales of units that exceeds the amount of revenues recognized is recorded as "Payables for purchase of land and advances from customers" and amortized over the completion period;
- Financial charges on accounts payable for acquisition of land and those directly associated with the financing of construction are capitalized and recorded in properties for sale and included in the incurred cost of units under construction until their completion, and follow the same recognition criteria as the cost of real estate development for units sold while under construction;
- Taxes levied and deferred on the difference between real estate development revenues and the cumulative revenue subject to tax are calculated and recognized when this difference in revenues is recognized; and
  - Other expenses, including advertising and publicity, are recognized in profit or loss when incurred.

(ii)Construction services

Revenues from real estate services are recognized as services are rendered and tied to the construction management activities for third parties and technical advisory services.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.2.Recognition of revenues and expenses--Continued

(iii) Barter transactions

Barter transactions have the objective of receiving land from third parties and are settled with the delivery of apartments or transfer of portions of the revenue from the sale of real estate units. The value of the land acquired is determined based on the fair value of real estate units to be delivered. At the time of acquisition, the fair value of the land is recorded as a component of inventory of properties for sale, with a corresponding entry to advances from customers' liability. Revenues and costs incurred from barter transactions are included in profit or loss over the course of construction period of ventures, as previously described in item (b).

(iv) ICPC 02 - Paragraphs 20 and 21

In accordance with ICPC 02, the amounts of revenues recognized and costs incurred are recognized in profit or loss, and the advances received are recognized in the account "payables for purchase of land and advances from customers".

2.2.3.Financial instruments

Financial instruments are recognized from the date the Company becomes a party to the contractual provisions of financial instruments. Financial instruments principally comprise cash and cash equivalents, short-term investments, accounts receivable, loans and financing, suppliers, and other debts. Financial Instruments not measured at fair value through profit or loss are recognized initially at fair value plus any directly related transaction costs

F-25

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.3. Financial instruments--Continued

After initial recognition, financial instruments are measured as described below:

(i)Financial instruments through profit or loss

A financial instrument is classified at fair value through profit or loss if it is held for trading or designated as such upon initial recognition.

Financial instruments are designated at fair value through profit or loss if the Company manages these investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented investment strategy or risk management. After initial recognition, related transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

For the year ended December 31, 2013, the Company held derivative instruments with the objective of mitigating the risk of its exposure to the volatility of indices and interest rates, recognized at the fair value directly in profit or loss. In accordance with its treasury policies, the Company does not have or issue derivative financial instruments for purposes other than for hedging. Derivative instruments are initially recognized at fair value, and related transaction costs are recognized in profit or loss when incurred.

Subsequent to initial recognition, derivatives are measured at fair value and the changes are recognized in the consolidated statement of operations. As of December 31, 2013, the Company had R\$183 (R\$19,667 in 2012 and R\$7,735 on January 1, 2012) recorded in assets under the account "Derivative financial instruments" related to the interest rate swap transaction described in Note 21(i)(b). The Company does not adopt the hedge accounting practice.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.3.Financial instruments--Continued

(ii)Financial assets

Financial assets are classified into financial assets at fair value through profit or loss, borrowings and receivables, held-to-maturity investments and available-for-sale financial assets. The Company determines the classification of its financial assets upon initial recognition, when the company becomes a party to the contractual provisions of the instrument.

Financial assets are initially recognized at fair value, plus, in the case of investments not designated at fair value through profit or loss, directly attributable transaction costs.

The financial assets of the Company include cash and cash equivalents, short-term investments, trade accounts receivable and other accounts receivable, borrowings and other receivables and derivative financial instruments.

Derecognition (write-off)

A financial asset (or, as the case may be, a portion of a financial asset or portion of a group of similar financial assets) is derecognized when:

- The rights to receive cash inflows of the asset expire; or
- The Company transfers its rights to receive cash inflows from the asset or assumes an obligation to fully pay the cash inflows received, without significant delay, to a third party because of a contractual agreement; and (a) the Company substantially transfers the risks and benefits of the asset, or (b) the Company does not substantially transfer or retain all risks and benefits related to the asset, but transfers the control over the asset.

F-27

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.3.Financial instruments--Continued

(ii)Financial assets --Continued

When the Company has contractually transferred its rights to receive cash inflows of an asset, and has not substantially transferred or has retained all risks and benefits related to the asset, an asset is recognized to the extent of the continuous involvement of the Company with the asset. In this case, the Company also recognizes a related liability. The transferred asset and related liability are measured based on the rights and obligations that the Company has maintained.

The continuous involvement by means of a guarantee on the transferred asset is measured at the lower of the original carrying value of the asset, or the highest consideration that may be required from the Company.

(iii)Financial liabilities at fair value through profit or loss

Financial liabilities through profit or loss include trading financial liabilities and financial liabilities designated as such upon initial recognition.

Financial liabilities are classified into held for trading when they are acquired with the objective of selling them in the short term.

Loans and financing

Subsequent to initial recognition, loans and financing accruing interest are measured at amortized cost, using the effective interest rate method. Gains and losses are recognized in profit or loss, at the time liabilities are written-off, as well as during the amortization process using the effective interest rate method.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.3.Financial instrument--Continued

(iii) Financial liabilities at fair value through profit or loss --Continued

Derecognition (write-off)

A financial liability is derecognized when its contractual obligations are discharged, cancelled or expire.

When an existing financial liability is substituted by another from the same creditor, under substantially different terms, or when the terms of an existing liability are significantly modified, this substitution or change is treated as a derecognition of the original liability and recognition of a new liability. The difference in the corresponding carrying values is recognized in profit or loss.

Financial instrument – net presentation

Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, there is a current and executable legal right to offset the amounts, and the company intends to settle them on a net basis or realize the asset and settle the liability simultaneously.

(iv) Available-for-sale financial instruments

For available-for-sale financial instruments, the Company assesses if there is any objective evidence of impairment at each reporting date. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value, with unrealized gains and losses recognized recognized in other comprehensive income, when applicable; except for impairment losses of interests calculated using the effective interest rate method, and the exchange gains or losses on monetary assets that are directly recognized in profit or loss.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.4.Cash and cash equivalents and short-term investments

Cash and cash equivalents comprise demand deposits and bank certificates of deposit held under resale agreements, denominated in Reais, with high market liquidity and original contractual maturities of 90 days or less, and for which there are no penalties or other restrictions for the immediate redemption thereof.

Cash and cash equivalents are classified as financial assets at fair value through profit or loss and are recorded at the original amounts plus income earned, calculated on a "pro rata basis", which are equivalent to their market values, not having any impact to be accounted for in the Company's equity.

Short-term investments include bank deposit certificates, federal government bonds, exclusive investment funds that are fully consolidated, and collaterals, whose fair values approximate their carrying amounts (Note 4.2).

F-30

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.5.Trade account receivable

Trade account receivables are measured at cost plus accrued interest and indexation adjustments, net of present value adjustments. The allowance for doubtful account is recorded at an amount considered sufficient by management to cover estimated losses upon realization of unsecured accounts receivable.

The installments due are indexed based on the National Civil Construction Index (INCC) during the period of construction, and based on the General Market Prices Index (IGP-M) and interest, after the delivery of the units.

The balance in current assets comprises the financial flow of installments receivable in 12 months. The remaining balance is presented in non-current assets, limited to the revenue recognized in accordance with the percentage of completion method.

The fair value of the revenue from units sold is stated at present value based on the discount rate whose fundamentals and assumptions are the average rate of the financing obtained by the Company, net of inflation, between the contract signature date and the estimated date to transfer the completed property's keys to the buyer (beginning on the date when the keys are transferred, an annual interest rate of 12% plus inflation is applied to accounts receivable).

The discount rates used by the Company and its subsidiaries range from 1.98% to 3.10% for the year ended December 31, 2013 (1.92% to 4.83% in 2012 and 4.18% in 2011), net of INCC.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

Subsequently, interest accrues over time and is included in the fair value of the revenue to be appropriated, over which the percentage of completion method will be applied.

In accordance with the provisions of item 9 of CPC 30, items 33 and 34 of OCPC01, and item 33 of CPC 12, the Company, in relation to installment sale of unfinished units, recognizes receivables adjusted for inflation, including the portion related to the handover of keys, without interest charges, and are discounted to present value, since the agreed-upon inflation indexes do not include any interest component. The reversal of the present value adjustment, considering that an important part of the Company operations consists of financing its clients until key delivery, was carried out as contra-entry to the group of real estate development revenue, consistently with interest incurred on the portion of receivables balance related to period subsequent to the handover of keys. The discount rate used is based on fundamental assumptions about the average rate of loans and financing obtained by the Company, net of the inflation effect, as mentioned in Note 2.2.20.

2.2.6.Mortgage-backed Securities (CRIs) and Housing Loan Certificate (CCI)

The Company and its subsidiaries carry out the assignment and/or securitization of receivables related to completed projects and those still under construction. This securitization is carried out through the issuance of the "Housing loan certificate" ("Cédula de Crédito Imobiliário" or "CCI"), which is assigned to financial institutions that grant loans. When there is no right of recourse, this assignment is recorded as a reduction of accounts receivable. When there is right of recourse against the Company, the assigned receivable is maintained in the balance sheet. The funds from assignment, when it does not have right of recourse, are classified into the account "Obligations assumed on assignment of receivable", until certificates are settled by customers.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies -Continued

2.2.6.Mortgage-backed securities (CRIs) and Housing Loan Certificate (CCI)--Continued

In this situation, the cost of the transaction is recorded in “financial expenses” in the statement of operations for the year in which the transfer is made.

The financial guarantees, when a participation is acquired (subordinated CRI) and maintained to secure disposed receivables, are recorded on the balance sheet as “short-term investments” at the realizable value, which is equivalent to fair value.

2.2.7.Credit Rights Investment Fund (FIDC)

The Company consolidates Credit Rights Investment Fund (FIDC) in which it holds subordinated shares, subscribed and paid in by the Company in receivables.

When consolidating the FIDC in its financial statements, the Company records the receivables in trade accounts receivable and the balance of the FIDC net assets are recorded in other accounts payable, with the subordinated shares held by the Company being eliminated in the consolidation process. The financial costs of these transactions are appropriated on an accrual basis under the account “financial expenses” in the consolidated statement of operations.

F-33

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.8.Properties for sale

Land is initially measured at cost of acquisition when the property deeds have been transferred to the Company. Land is recognized in the financial statement line item "Advances to suppliers" when title has not yet been transferred but negotiations have been concluded. During negotiations, land is not recorded in the financial statements regardless of the probability or stage of the negotiation. The Company and its subsidiaries acquire a portion of their land through barter transactions, which, in exchange for the land acquired, they undertake to deliver (a) real estate of ventures under construction or (b) a portion of the revenues originating from the sale of the real estate units of ventures. Land acquired through barter transaction is stated at fair value on the acquisition date, and the revenue and cost are recognized according to the criteria described in Note 2.2.2 (b)(iii). Subsequently, the interest on payables for barter transactions is capitalized to the cost of bartered land, net of the effects of the adjustment to present value.

Properties are measured at the lesser of cost of construction, and net realizable value. In the case of real estate under construction, the portion in inventories corresponds to the cost incurred for units that have not yet been sold. The incurred cost comprises construction costs (materials, own or outsourced labor, and other related items), and legal expenses relating to the acquisition of land and projects, land costs and financial charges which relate to a project over the construction period.

The Company capitalizes interest on developments during the period of the construction, and also land, while the activities for the preparation of assets for resale are being carried out, as long as there are loans outstanding, which are recognized in profit or loss in proportion to the units sold, using the same criteria as for other costs.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.8.Properties for sale--Continued

When the cost of construction of properties for sale exceeds the expected cash flow from sales, completed or under construction, an impairment charge is recognized.

Properties for sale are reviewed annually, at the reporting date, to assess the recoverability of the carrying amount of each real estate development unit, regardless of any events or changes in macroeconomic scenarios indicating that the carrying amount may not be recoverable. If the carrying amount of a real estate development unit is not recoverable, compared to its realizable value through expected cash flows, a provision for impairment is recorded.

2.2.9.Selling expenses - commissions

Brokerage expenditures and sales commissions are recorded in profit or loss under the account "Selling expenses" employing the same percentage-of-completion criteria used for revenue recognition. The charges related to sales commission of the buyer are not recognized as revenue or expense of the Company.

2.2.10.Prepaid expenses

These are recognized in profit or loss as incurred using the accrual basis of accounting.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.11.Land available for sale

Land available for sale is measured at the lesser of the carrying value and the fair value less costs to sell and is classified as held for sale if its carrying value is to be recovered through a sale transaction of the land, rather than future development. This condition is considered fulfilled only when the sale is highly probable and the group of assets or of disposal is available for immediate sale in its current condition. Management shall undertake to sell it in a year after the classification date.

2.2.12.Investments in subsidiaries

The Company has control over an entity when it is exposed or is entitled to variable returns arising from its involvement with the entity and has the capacity of interfering in these returns through its power over the entity.

When the Company's equity in the losses of subsidiaries is equal to or higher than the amount invested, the Company recognizes the residual portion in the net capital deficiency since it assumes obligations, make payments on behalf of these companies or makes advances for future capital increase. For this purpose, the Company recognizes a provision at an amount considered appropriate to meet the obligations of the subsidiary (Note 9).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.13.Property and equipment

Items of property and equipment are measured at cost, less accumulated depreciation and/or any accumulated impairment losses, if applicable.

An item of property and equipment item is derecognized when no future economic benefits are expected from its use or disposal. The gain or loss arising from derecognition of an asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is recognized in profit or loss upon derecognition.

Depreciation is calculated based on the straight-line method considering the estimated useful lives of the assets (Note 10).

The residual value, useful life, and depreciation methods are reviewed at the end of each year; no change was made in relation to the information from the prior year.

Expenditures incurred in the construction of sales stands, facilities, display apartments and related furnishings are capitalized as property and equipment of the Company and its subsidiaries. Depreciation of these assets commences upon launch of the development and is recorded over the average term of one year.

Property and equipment are subject to periodic assessments of impairment. As of December 31, 2013 and 2012, there were no impairment indicators regarding property and equipment.

2.2.14.Intangible assets

- (i) Expenditures related to the acquisition and development of computer systems and software licenses are recorded at acquisition cost and amortized on straight-line basis over a period of up to five years, and are subject to periodic impairment testing.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.14.Intangible assets--Continued

- (ii) The Company's investments in subsidiaries include goodwill when the acquisition cost exceeds the fair value of the net assets acquired.

The goodwill recorded as of December 31, 2013 and 2012 and January 1, 2012, applicable to real estate development entities in Brazil, refers to acquisitions before the date of transition to CPC/IFRS (January 1, 2009), and the Company opted to not retrospectively recognize the acquisitions before the transition date, to adjust any of the respective goodwill.

Impairment testing of goodwill is performed at least annually or whenever circumstances indicate a potential impairment loss. As of December 31, 2013 no impairment of goodwill was recognized.

2.2.15.Payables for purchase of properties and advances from customer due to barter

Payables for purchase of land are recognized at the amounts corresponding to the contractual obligations assumed. Subsequently they are measured at amortized cost, plus interest and charges proportional to the incurred period ("pro rata" basis), net of present value adjustments.

The obligations related to barter transactions of land in exchange for real estate units are stated at fair value at the acquisition date and subsequently adjusted based on the compensation agreed between the parties, are capitalized at cost of the bartered land, net of the effects of the adjustment to present value.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.16.Income tax and social contribution

(i) Current income tax and social contribution

Current income tax is the expected tax payable or receivable/to be offset in relation to taxable profit or loss for the year. To calculate the current income tax and social contribution, the Company uses the Brazilian Transitory Tax Regime (RTT), which permits the exclusion of the effect from the changes, introduced by Laws No. 11,638/2007 and No. 11,941/2009, from the tax basis of such taxes.

Income taxes in Brazil comprise income tax (25%) and social contribution (9%), for entities on the standard profit regime, for which the composite statutory rate is 34%. Deferred taxes for these entities are recognized on all temporary tax differences at the reporting date between the tax bases of assets and liabilities, and their carrying values.

As permitted by tax legislation, certain subsidiaries opted for the presumed profit regime, a method under which the taxable profit is calculated as a percentage of gross sales. For these companies, the income tax is calculated based on estimated profits at rate of 8% and 12% of gross revenues, respectively, on which the rates of the respective tax and contribution are levied.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.16.Income tax and social contribution--Continued

(i) Current income tax and social contribution--Continued

As permitted by tax legislation, the development of certain ventures are subject to the “afetação” regime, based on which the land and its features where a real estate will be developed, as well as other binding assets and rights, are separated from the assets of the developer and comprise the “patrimônio de afetação” (detached assets) of the corresponding development and which real estate units will be delivered to the buyers. In addition, certain subsidiaries made the irrevocable option for the Special Taxation Regime (RET), adopting the "patrimônio de afetação", according to which the income tax and social contribution are calculated at 1.92% on gross revenues (4% when including PIS and COFINS on revenues).

(ii) Deferred income tax and social contribution

Deferred taxes are recognized in relation to tax losses and temporary differences between the carrying amount of assets and liabilities for accounting purposes and the corresponding amounts used for tax purposes.

F-40

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.16.Income tax and social contribution--Continued

(ii)Deferred income tax and social contribution --Continued

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available to be used to offset deferred tax assets, based on profit projections made using internal assumptions and considering future economic scenarios that make it possible their full or partial use, upon the recognition of a provision for the non-realization of the balance. The recognized amounts are periodically reviewed and the impacts of realization or settlement are reflected in compliance with tax legislation provisions.

Deferred tax on accumulated tax losses does not have an expiration date; however, they can only be offset against up to 30% of the taxable profit for each year. Companies that opt for the presumed profit tax regime cannot offset tax losses for a period in subsequent years, and for this reason, deferred taxes are not recognized.

2.2.17.Other current and non-current liabilities

These liabilities are measured at their known or estimated amounts, plus, when applicable, adjustments for charges and inflation-indexed variations with changes therein recognized in profit or loss. When applicable, current and non-current liabilities are recorded at present value based on interest rates that reflect the term, currency and risk of each transaction.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.18.Stock option plans

As approved by its Board of Directors, the Company offers to executives and employees share-based compensation ("Stock Options"), as payments for services received.

The fair value of options is determined on the grant date, considering that it is recognized as expense in profit or loss (as contra-entry to equity), to the extent services are provided by employees and executives.

In an equity-settled transaction, in which the plan is modified, a minimum expense is recognized corresponding to the expense that would have been recorded if the terms have not been changed. An additional expense is recognized for any modification that increases the total fair value of granted options, or that otherwise benefit the employee, measured on the modification date. In case of cancellation of a stock option plan, this is treated as if it had been granted on the cancellation date, and any unrecognized plan expense is immediately recognized. However, if a new plan replaces the cancelled plan, and a substitute plan is designated on the grant date, the cancelled plan and the new plan are treated as if they were a modification of the original plan, as previously mentioned.

F-42

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.19.Other employee benefits

The salaries and benefits granted to the Company's employees and executives include fixed compensation (salaries, social security contributions (INSS), Government Severance Indemnity Fund for Employees (FGTS), vacation and 13th monthly salary, among others) and variable compensation such as profit sharing, bonus, and share-based payments. These benefits are recorded as incurred in profit or loss for the year, under the account "General and administrative expenses".

The bonus system operates with individual corporate targets, structured based on the efficiency of corporate goals, followed by the business goals and, finally, individual goals.

The Company and its subsidiaries do not offer private pension or retirement plans or other post-employment benefits.

F-43

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.20.Present value adjustment – assets and liabilities

Assets and liabilities arising from long or short-term transactions are adjusted to present value if significant.

In installment sales of not completed units, real estate development entities adjust receivables by an inflation index, including the installment related to the delivery of units, without accrual of interest. The receivables are discounted to present value, as the agreed inflation indexes do not include interest.

Borrowing costs related to loans used to finance the construction of real estate ventures are capitalized. Therefore, the reversal of the present value adjustment of an obligation related to these items is included in the cost of real estate unit sold or in the inventories of properties for sale, as the case may be, until the period of construction of the project is completed.

Accordingly, certain assets and liabilities are adjusted to present value based on discount rates that reflect the best estimate of the value of the money over time.

The applied discount rate's underlying economic basis and assumption is the average rate of the financing and loans obtained by the Company, net of the inflation-index effect (Notes 5 and 12).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.21.Debenture and public offering costs

Transaction costs and premiums on issuance of securities are accounted for as a direct reduction of amount raised by the Company. In addition, transaction costs and premiums on issuance of debt securities are amortized over the terms of the instrument and the net balance is classified as reduction of the respective transaction (Note 13).

2.2.22.

Borrowing costs

Borrowing costs which are directly attributable to the development of assets for sale and land, are capitalized as part of the cost of that asset during the construction period. since there are borrowings outstanding, which are recognized in profit or loss to the extent units are sold, the same criteria for other costs. All other borrowing costs are expensed as incurred. Borrowing costs comprise interest and other related costs, including those for raising finances.

Charges that are not recognized in profit or loss of subsidiaries is recorded in the consolidated financial statements of the Company, in the account investments in non-current assets (Note 9).

2.2.23.

Provisions

Provisions are recognized when the Company has a present obligation as a result of a past event that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.23.

Provisions--Continued

(i)Provision for legal claims

The Company is party to various lawsuits and administrative proceedings. Provisions are recognized for all contingencies related to lawsuits, in which it is probable that an outflow of resources will be made to settle the contingency, and a reliable estimate can be made. The assessment of the probability of loss is based on the evaluation of available evidence, the hierarchy of Laws, the available case law, the most recent court decisions, and their relevance in the legal system, as well as the opinion of external legal counsel.

Provisions are reviewed and adjusted to take into account changes in circumstances, such as statutes of limitations, findings of tax inspections, or additional identified exposures based on new issues or court decisions. Actual results may differ from management's estimates.

Contingent liabilities for which losses are only considered possible are disclosed in a note to the consolidated financial statements, and those for which losses are considered remote are neither accrued nor disclosed.

Contingent assets are recognized only when there are real guarantees or favorable final and unappealable court decisions. Contingent assets with probable favorable decisions are only disclosed in the notes. As of December 31, 2013 and 2012 there are no claims involving contingent assets recorded in the consolidated balance sheet of the Company.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.23.Provisions--Continued

(ii) Allowance for doubtful accounts and cancelled contracts

The Company reviews annually its assumptions related to the establishment of its allowance for doubtful accounts and cancelled contracts, taking into account the history of its current operations and improvement of estimates.

The Company records an allowance for doubtful accounts and cancelled contracts for customers whose installments are over 90 past due, in several types of construction work: construction works on time, delayed construction works (within the grace period), works that are late (out of the grace period) and delivered completed units. This allowance is calculated based on the percentage of completion of the construction work, a methodology adopted for recognizing profit or loss for the year (Note 2.2.2).

(iii) Provision for penalties due to delay in construction work.

As contractually provided, the Company has the practice of provisioning the charges payable to customers for projects whose delivery is delayed over 180 days of delay pursuant to the respective contractual clause.

(iv) Warranty provision

The Company and its subsidiaries recognize a provision to cover expenditures for repairing construction defects covered during the warranty period, except for the subsidiaries that operate with outsourced companies, which are the direct guarantors of the constructions services provided. The warranty period is five years from the delivery of the venture.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.23. Provisions --Continued

(v) Provision for impairment of non-financial assets

Management reviews at least annually, at each reporting date, the net carrying amount of assets with the objective of evaluating events or changes in economic and operational circumstances that may indicate impairment. When there is evidence of impairment, and the net carrying amount exceeds the recoverable amount, a provision for impairment is recorded, adjusting the net carrying to the recoverable value. Goodwill and intangible assets are tested annually for impairment, regardless of whether there is any indication of impairment, by comparing the carrying value to the net realizable value measured by cash flows discounted to present value, using a discount rate before taxes, which reflects the weighted average cost of capital of the Company.

2.2.24. Sales taxes

Revenues, expenses and assets are recognized net of sales taxes, except:

- When the sales taxes incurred in the purchase of goods or services are not recoverable from tax authorities, in which case sales taxes are recognized as a portion of the acquisition cost of the asset or expense item, as the case may be; and
  - When the amounts receivable and payable are shown together with the sales taxes.

The net amount of sales taxes, recoverable or payable, is included as a receivables or payable item in the consolidated balance sheet.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.24.Sales taxes --Continued

Under the non-cumulative taxation regime, the PIS and COFINS contribution rates are 1.65% and 7.6%, respectively, for companies under the taxable profit taxation regime, levied on gross revenue and discounting certain credits determined based on incurred costs and expenses. For companies that opt for the presumed profit taxation regime, under the non-cumulative taxation regime, the PIS and COFINS contribution rates are 0.65% and 3%, respectively, on gross revenue, without discounts of credits in relation to incurred costs and expenses.

2.2.25. Statements of cash flows and value added

The statements of cash flows are prepared and presented in accordance with CPC No. 03 (R2) – Statement of Cash Flows, issued by the Accounting Pronouncements Committee (CPC).

Certain debt agreements require the Company to maintain short-term investments as guarantee for outstanding balances. Such investments are restricted while held in guarantee. The Company accounts for the investments and redemptions of such investments as investing activities in the statement of cash flows.

The consolidated statement of value added is prepared and presented in accordance with CPC N° 09 – Statement of Value Added, issued by CPC.

2.2.26. Treasury shares

Own equity instruments that are repurchased (treasury shares) are recognized at cost and charged to equity. No gain or loss is recognized in the statement of operations upon purchase, sale, issue or cancellation of the Company's own equity instruments.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.27. Interest on equity and dividends

The portion of declared dividends and interest on equity equivalent to the minimum mandatory dividend is recorded as current liabilities in the heading "Dividends payable", as it is a legal obligation provided for in the By-laws of the Company.

For corporate and accounting purposes, the interest on equity is reported as allocation of profit directly to equity at its gross amount.

2.2.28. Earnings (loss) per share – basic and diluted

Earnings (loss) per share is calculated by dividing the net income (loss) attributable (allocated) to ordinary shareholders by the weighted average number of shares outstanding over the period.

Diluted earnings per share are calculated in a similar manner, except that the weighted average number of shares outstanding is increased, to include the additional shares that would be outstanding, in case the shares with dilutive potential attributable to stock option had been issued over the respective periods, using the weighted average price of shares.

2.2.29. Statement of comprehensive income (loss)

In order to meet the statutory provisions (CPC 26 (R1)), the Company prepared the statement of comprehensive income (loss) in its consolidated financial statements. The Company does not have other comprehensive income (loss) other than the profit or loss for the year.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2. Summary of significant accounting policies--Continued

2.2.30. Business combination

Business combination transactions are accounted for by the acquisition method. The cost of an acquisition is measured by the sum of the transferred consideration, measured at fair value at the acquisition date, and the amount of any noncontrolling interest in the acquiree. The costs directly attributable to the acquisition shall be recognized as expense as incurred.

In the acquisition of a business, Management measures the financial assets and liabilities assumed with the objective of classifying and designating them according to the contractual terms, economic conditions, and the pertinent conditions at the acquisition date.

Goodwill is initially measured as the excess of transferred consideration in relation to the fair value of net assets acquired (identifiable assets and liabilities assumed, net). If the consideration is lower than the fair value of the net assets acquired, the difference is recognized as a gain in statement of operations.

Subsequent to initial recognition, goodwill is measured at cost, less any accumulated impairment. For purposes of the impairment test, the goodwill acquired in a business combination, as of the acquisition date, shall be designated to each cash-generating unit of the Company that is expected to benefit from the synergies of the combination, whether or not other assets or liabilities of the acquiree are designated to these units.

During the year ended December 31, 2013, the Company carried out two business combination transactions, as follows:

- (i) On February 27, 2013, regarding SPE Parque Ecoville, as detailed in Note 9.1 (i).
- (ii) On September 12, 2013, regarding the real estate ventures Manhattan Square Empreendimentos Imobiliários Comercial 02 and Manhattan Square Empreendimentos Imobiliários Residencial 02, as detailed in Note 9.1 (ii).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.31.Non-current assets held for sale and profit of discontinued operations

The Company classifies a non-current asset as held for sale if its carrying value is recoverable by means of a sale transaction. In such case, the asset or the group of assets held for sale must be available for immediate sale on current conditions, subject to the usual and customary terms for selling such assets held for sale. Therefore its sale is highly probable.

For a sale to be considered highly probable, Management must be committed to a plan to sell the asset, and have initiated a solid program for finding a buyer and completing the plan. In addition, the asset held for sale must be effectively held for sale at a price that is reasonable in relation to its current fair value. In addition, the sale must be expected to be completed in up to one year after the classification date, unless events that are beyond the control of the Company change this period.

The asset held for sale is measured at the lower of its carrying value and fair value, less cost to sell. In case the carrying value exceeds its fair value, an impairment loss is recognized in profit or loss for the year. Any reversal or gain shall only be recognized to the extent of such recognized loss.

The profit of discontinued operations is presented at a single amount in statement of operations, which includes the total after-tax-income of these operations, less any impairment-related loss. The net cash flow amounts attributable to operating, investing and financing activities of discontinued operations are presented in Note 8.2.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

2. Presentation of financial statements and summary of significant accounting policies--Continued

2.2.Summary of significant accounting policies--Continued

2.2.31.Non-current assets held for sale and profit of discontinued operations—Continued

According to Note 1, on December 9, 2013, the Company disclosed a material fact informing about the completion of transaction for selling the majority interest it held in 70% of AUSA, as detailed in Note 8.2.

As required by CPC 31 – Non-current Asset Held for Sale and Discontinued Operations, for purposes of comparability, the information in the consolidated statements of operations as of December 31, 2012 and 2011 were restated and its retrospective effects are shown in Note 3.1.

2.2.32.Goodwill of indefinite useful life

According to Note 1, on July 3, 2013, the Company acquired the remaining shares of AUSA, corresponding to 20% of AUSA's capital stock, which was achieved through the acquisition by Tenda of the totality of shares of EVP Participações S.A., a holding company which held such remaining shares amounting to R\$366,662, and thus concluding the arbitration process.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

3.Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015

3.1Pronouncements (new or revised) and interpretation adopted as from January 1, 2013

The Company adopted all of the pronouncements (new or revised) and interpretations issued by the CPC applicable to its operations which were effective as of December 31, 2013.

The pronouncements (new or revised) and the interpretation listed below, issued by CPC and approved by CVM, are mandatory for the years beginning January 1, 2013 or later. They are the following:

- CPC 18 (R2) – Investments in associates and joint ventures – CVM Resolution no. 696 of December 13, 2012;
  - CPC 19 (R2) – Joint arrangements – CVM Resolution no. 694 of November 23, 2012;
  - CPC 33 (R1) – Employee benefits –CVM Resolution no. 695 of December 13, 2012;
- CPC 36 (R3) – Consolidated statements – CVM Resolution no. 698 of December 20, 2012;
  - CPC 44 – Combined financial statements – CVM Resolution no. 708 of May 2, 2013;
- CPC 45 – Disclosure of interests in other entities – CVM Resolution no. 697 of December 13, 2012;
  - CPC 46 – Fair value measurement – CVM Resolution no. 699 of December 20, 2012; and
- OCPC 06 – Presentation of pro-forma financial information – CVM Resolution no. 709 of May 2, 2013.

Out of the pronouncements listed above, the only ones that impacted the Company were CPC 19(R2), and, consequently, CPC 18(R2) and CPC 36(R3). These pronouncements establish that subsidiaries shall be fully consolidated from the date control is established, and continue to be consolidated until such control ceases, except the joint ventures which were accounted for by the equity method in the consolidated financial statements.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

3.Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015--Continued

3.1Pronouncements (new or revised) and interpretation adopted as from January 1, 2013--Continued

The financial statements of subsidiaries and joint-controlled investees are prepared for the same reporting year as those of the Company, adopting the accounting policies consistent with those adopted by the Company. For consolidation, the following criteria are adopted:

- (i) elimination of investments in subsidiaries, as well as Income from equity method investments;
- (ii) elimination of profit from transactions between consolidated companies, as well as elimination of intercompany balances of assets and liabilities; and
- (iii) noncontrolling interests are calculated and reported separately.

The following jointly-controlled investees, which were proportionally consolidated until December 31, 2012, are accounted for by the equity method as of January 1, 2013 and for the corresponding periods reported in these consolidated financial statements.

Investees	% - Interest					
	2013		2012		2011	
Gafisa SPE 48 S.A. (**)	80	%	80	%	80	%
Sítio Jatiuca Emp Im.SPE Ltda.	50	%	50	%	50	%
GAFISA SPE-116 Emp. Imob. Ltda.	50	%	50	%	50	%
Gafisa SPE 47 Emp. Imob. Ltda. (**)	80	%	80	%	80	%
Gafisa SPE 85 Emp. Imob. Ltda. (**)	80	%	80	%	80	%
Gafisa SPE 71 Emp. Imob. Ltda. (**)	80	%	80	%	80	%
Manhattan Square Emp. Imob. Coml. 1 SPE Ltda.	50	%	50	%	50	%
Manhattan Square Emp. Imob. Residencial. 1 SPE Ltda.	50	%	50	%	50	%
Jardim da Barra	50	%	50	%	50	%
Gafisa SPE 65 Emp. Imob. Ltda. (**)	80	%	80	%	80	%
Costa Maggiore Emp. Imob. Ltda	50	%	50	%	50	%
Gafisa SPE 73 Emp. Imob. Ltda. (**)	80	%	80	%	80	%
Gafisa SPE 46 Emp. Imob. Ltda.	60	%	60	%	60	%
Dubai Residencial Emp. Imob. Ltda.	50	%	50	%	50	%
Gafisa SPE 113 Emp. Imob. Ltda.	60	%	60	%	60	%
Grand Park-Parque das Arvores Em. Im. Ltda	50	%	50	%	50	%
O Bosque Empr. Imob. Ltda.	60	%	60	%	60	%
Grand Park - Parque das Aguas Emp Im Ltda.	50	%	50	%	50	%
Other (*)	Several		Several		Several	

(\*) Includes companies with investment balances below R\$5,000.

(\*\*) In the adoption of CPC 18 (R2) – Investments in associates and joint ventures, based on the analysis of corporate documents and past decisions, the Company found that it does not hold the control of these companies, so the equity method was adopted for consolidation.



F-55

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 3.Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015--Continued

## 3.1Pronouncements (new or revised) and interpretation adopted as from January 1, 2013--Continued

For purposes of comparability, the corresponding balances as of December 31, 2012 and the opening balance, as of January 1, 2012, opening equity as of January 1, 2011 and income statement as of December 31, 2012 and 2011, were adjusted considering the aforementioned change in accounting practice. In accordance with CPC 23 – Accounting Practices, Changes in Accounting Estimates and Errors, the retrospective effects of the adoption of CPCs 18(R2), 19 (R2) and 36 (R3) are presented below:

	Balances originally reported as of 12/31/2012	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3)
Summary balance sheet information			
Current assets	7,218,690	(812,650 )	6,406,040
Non-current assets	1,575,371	(191,886 )	1,383,485
Investments in subsidiaries	-	646,812	646,812
Property and equipment, net and intangible assets	276,933	(701 )	276,232
Total assets	9,070,994	(358,425 )	8,712,569
Current liabilities	2,879,590	(238,306 )	2,641,284
Non-current liabilities	3,499,037	(113,581 )	3,385,456
Total liabilities	6,378,627	(351,887 )	6,026,740
Equity (a)	2,692,367	(6,538 )	2,685,829
Total liabilities and equity	9,070,994	(358,425 )	8,712,569

	Balances originally reported as of 12/31/2012	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Impact of the adoption of CPC 31 (note 2.2.31)	Restated balances, after the adoption of CPC 18(R2), 19(R2), 36(R3) and 31
Summary statement of operations information				

Edgar Filing: Gafisa S.A. - Form 20-F

Net operating revenue	3,953,282	(363,014 )	(785,182 )	2,805,086
Operating costs	(2,941,025)	287,150	377,071	(2,276,804)
Operating (expenses) / income	(840,452 )	13,535	161,710	(665,207 )
Income from equity method investments	-	63,335	(7,732 )	55,603
Financial income (expenses)	(206,940 )	(8,911 )	35,588	(180,263 )
Income tax and social contribution	(41,228 )	6,589	14,417	(20,222 )
Non-controlling interests	(48,141 )	(1,223 )	-	(49,364 )
Net income from discontinued operation	-	-	204,128	204,128
Net loss for the year (a)	(124,504 )	(2,539 )	-	(127,043 )

Summary statement of cash flow information

Operating activities	650,945	(6,657 )	-	644,288
Financing activities	161,488	592	-	162,080
Investing activities	(322,894 )	34,934	-	(287,960 )

Summary statement of value added information

Net value added produced by the Company	1,020,761	(227,655 )	-	793,106
Value added received on transfer	80,629	30,793	-	111,422
Value added to be distributed	1,101,390	(196,862 )	-	904,528

(a) Amount related to capitalized financial charges of joint ventures, which became accounted for under equity method.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

3.Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015--Continued

3.1Pronouncements (new or revised) and interpretation adopted as from January 1, 2013--Continued

Reconciliation of the consolidated opening balance sheet as of January 1, 2012 and income statement as of December 31, 2011.

	Balances originally reported as of 12/31/2011	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3) as of 01/01/2012
Summary balance sheet information			
Current assets	7,314,358	(790,798 )	6,523,560
Non-current assets	1,909,989	(177,932 )	1,732,057
Investments	-	629,323	629,323
Property and equipment and intangible assets	282,277	(2,434 )	279,843
Total assets	9,506,624	(341,841 )	9,164,783
Current liabilities	4,815,939	(140,690 )	4,675,249
Non-current liabilities	1,943,591	(197,633 )	1,745,958
Total liabilities	6,759,530	(338,323 )	6,421,207
Equity (a)	2,747,094	(3,518 )	2,743,576
Total liabilities and equity	9,506,624	(341,841 )	9,164,783

	Balances originally reported as of 12/31/2011	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3) and 31	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3) and 31

## Summary statement of operations information

Net operating revenue	2,940,506	(487,893 )	(605,711 )	1,846,902
Operating costs	(2,678,338)	426,430	324,034	(1,927,874)
Operating (expenses) / income	(865,092 )	16,438	110,289	(738,365 )
Income from equity method investments	-	53,102	(33,969 )	19,133
Financial income (expenses)	(159,903 )	(24,195 )	17,370	(166,728 )
Income tax and social contribution	(142,362 )	16,284	20,228	(105,850 )
Non-controlling interests	(39,679 )	(166 )	-	(39,845 )
Net income from discontinued operation	-	-	167,759	167,759
Net loss for the year	(944,868 )	-	-	(944,868 )

## Summary statement of cash flow information

Operating activities	(808,711 )	18,566	-	(790,145 )
Financing activities	696,848	(61,896 )	-	634,952
Investing activities	(6,921 )	(24,720 )	-	(31,641 )

## Summary statement of value added information

Net value added produced by the Company	175,261	(215,469 )	-	(40,208 )
Value added received on transfer	92,973	(4,282 )	-	88,691
Value added to be distributed	268,234	(219,751 )	-	48,483

(a) Amount related to capitalized financial charges of joint ventures, which became accounted for under equity method.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

3. Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015--Continued

3.1 Pronouncements (new or revised) and interpretation adopted as from January 1, 2013--Continued

Reconciliation of the consolidated opening equity as of January 1, 2011.

	Balances originally reported as of 31/12/2010	Impact of the adoption of CPC 18(R2), 19(R2) and 36(R3)	Restated balances, after the adoption of CPC 18(R2), 19(R2) and 36(R3) as of 01/01/2011
Summary equity information			
Equity (a)	3,570,750	(6,520 )	3,564,230
Non-controlling interests	61,422	7,574	68,996
Total equity	3,632,172	1,054	3,633,226

(a) Amount related to capitalized financial charges of joint ventures, which became accounted for under equity method.

The notes related to the corresponding amounts that are being restated are identified as "restated".

There are no other new standards or interpretations issued and not yet adopted that could, in the opinion of Management, have a significant impact on the Company's operations for the year and/or equity reported by the Company.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

3.Pronouncements (new or revised) and interpretation adopted as from 2013 or applicable as of January 1, 2014 and 2015--Continued

3.2.Pronouncements (new or revised) and interpretation applicable to the years beginning on January 1, 2014 and 2015

Accounting practices adopted in Brazil are based on IFRS. The pronouncements below have not yet been translated into CPCs, but we expect that they will be translated shortly.

- IFRIC 21 – “Levies”, issued in May 2013. The IFRIC 21 interpretation clarifies when an entity should recognize a liability regarding levies according to the legislation. The liability should only be recognized when the event that gives rise to the liability takes place. This interpretation is applicable beginning as of January 1, 2014.
- IFRS 9 – “Financial Instruments”, addresses the classification, measurement and recognition of financial assets and liabilities. IFRS 9 was issued in November 2009 and October 2010 and supersedes the passages of IAS 39 related to the classification and measurement of financial instruments.

IFRS 9 requires the classification of financial assets into two categories: measured at fair value and measured at amortized cost. Classification is designated upon initial recognition. The classification depends on the business model of the entity and the contractual characteristics of the cash flow of the financial instruments. With regard to financial liabilities, the standard maintains most of the requirements established by the IAS 39. The main difference is that in the events in which the fair value option is adopted for financial liabilities, the portion of change in fair value in view of the credit risk of the entity itself is recorded in other comprehensive income and not in profit or loss, except when it results in an accounting mismatch. The Company is assessing the impact of the IFRS 9.

These issued standards are not yet in effect in 2013. The early adoption of standards, although encouraged by the IASB, is not permitted by the Accounting Pronouncements Committee (CPC).

There are no other IFRS or IFRIC interpretations that are not yet in effect and that could have a significant impact on the Company.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 4. Cash and cash equivalents and short-term investments

## 4.1. Cash and cash equivalents

	2013 (restated)	2012	01/01/2012
Cash and banks	121,222	219,453	43,786
Securities purchased under resale agreement (a)	93,972	368,503	25,762
Total cash and cash equivalents (Note 21.i.d and 21.ii.a)	215,194	587,956	69,548

(a) Securities purchased under resale agreement comprise securities issued by Banks with a repurchase commitment by the bank, and resale commitment by the customer, at rates and terms agreed upon, backed by private or government securities, depending on the bank. The securities are registered with CETIP.

As of December 31, 2013, securities purchased under resale agreements include interest earned from 75% to 101.8% of Interbank Deposit Certificates (CDI) (from 75% to 102.5% of CDI in 2012). All transactions are with what management considers to be top tier financial institutions.

## 4.2. Short-term investments

	2013	2012 (restated)	01/01/2012
Fixed-income funds (a)	706,481	1,190	2,686
Government bonds (LFT) (a)	140,210	-	-
Securities purchased under resale agreements (a)	393,648	-	-
Bank certificates of deposit (b)	291,871	586,276	411,333
Restricted cash in guarantee to loans (c)	105,380	95,887	59,106
Restricted credits (d)	171,367	290,608	304,820
Other	12	5,838	10,858
Total short-term investments (Note 21.ii.a)	1,808,969	979,799	788,803

(a) In December 2013, a structure of exclusive Investment Funds was established aimed at earning interest on funds in excess of the variation in the Interbank Deposit Certificate (CDI). These funds have mandates of risks that are periodically monitored and observe the internal investment policies in effect.

(b) As of December 31, 2013, Bank Certificates of Deposit (CDBs) include interest earned varying from 70% to 109% (from 70% to 104% in 2012) of Interbank Deposit Certificates rate (CDI). The CDBs earn an average income in excess of those from securities purchased under resale agreements; however, the Company invests in short term (up to 20 working days) through securities purchased under resale agreements taking into account the exemption of IOF, which is not granted in the case of CDBs.



- (c) Restricted cash in guarantee to loans are investments in fixed-income funds, with appreciation of shares through investments only in federal government bonds, indexed to fixed rates or to price indexes, and pledged to guarantee a portion of the Company's issuances. These amounts are periodically released, when there is a surplus of guarantee in the issuance and/or as provided for in the indenture. See further information in Notes 13 and 17(b).
- (d) Restricted credits are represented by onlending of the funds from associate credit ("crédito associativo"), a type of government real estate financing, which are in process of approval at the Caixa Econômica Federal (a Federally owned Brazilian bank used for real estate financing purpose). These approvals are made to the extent the contracts signed with customers at the financial institutions are finalized, which the Company expect to be in up to 90 days.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 5. Trade accounts receivable, net

	2013	2012 (restated)	01/01/2012
Real estate development and sales (i)	2,356,976	3,638,711	4,713,623
( - ) Allowance for doubtful accounts and cancelled contracts (i)	(179,372 )	(260,494 )	(515,989 )
( - ) Present value adjustments	(14,484 )	(89,095 )	(119,783 )
Services and construction and other receivables	60,548	24,822	56,462
	2,223,668	3,313,944	4,134,313
Current	1,909,877	2,493,170	3,337,157
Non-current	313,791	820,774	797,156

The current and non-current portions have the following maturities:

Maturity	2013	2012 (restated)	01/01/2012
2012	-	-	3,972,929
2013	-	2,842,759	475,518
2014	2,103,733	350,615	81,958
2015	183,140	223,494	59,435
2016	61,963	75,692	43,826
2017 onwards	68,688	170,973	136,419
	2,417,524	3,663,533	4,770,085
( - ) Adjustment to present value	(14,484 )	(89,095 )	(119,783 )
( - ) Allowance for doubtful account and cancelled contracts	(179,372 )	(260,494 )	(515,989 )
	2,223,668	3,313,944	4,134,313

- (i) The balance of accounts receivable from units sold and not yet delivered is not fully reflected in the consolidated financial statements. The recovery is limited to the portion of the recorded revenues net of the amounts already received, according to the accounting practice mentioned in Note 2.2.2(i)(b).

As of December 31, 2013, advances from clients (development and services) in excess of the revenues recorded in the period amount to R\$48,220 (R\$132,789 in 2012 and R\$194,648 on January 1, 2012) in the consolidated financial statements, without the effect of adjustment to present value, and are classified in "Payables for purchase of properties and advances from customers" (Note 18).



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 5. Trade accounts receivable, net--Continued

Accounts receivable from completed real estate units financed by the Company are in general subject to annual interest of 12% plus IGP-M variation, with revenue being recorded in profit or loss in the account "Revenue from real estate development and sale, barter transactions and construction services". The interest amounts recognized, in the consolidated financial statements for the year ended December 31, 2013 totaled R\$31,419 (R\$52,184 in 2012 and R\$38,705 in 2011).

The allowance for doubtful accounts and cancelled contracts, net of accounts receivable and properties for sale, in the amounts of R\$72,200 (R\$80,095 in 2012 and R\$121,159 on January 1, 2012) in the consolidated financial statement as of December 31, 2013 and 2012, are considered sufficient by the Company's management to cover estimated future losses on realization of the accounts receivable.

The change in the allowance for doubtful accounts and cancelled contracts for the years ended December 31, 2013, 2012 and 2011, is as follows:

	Receivables	Properties for sale (Note 6 and 24)	Net
Balance at January 1, 2011	(228,877)	174,774	(54,103 )
Additions (Note 23)	(287,112)	220,056	(67,056 )
Write-offs	-	-	-
Balance at December 31, 2011 (restated)	(515,989)	394,830	(121,159)
Additions (Note 23)	(11,444 )	-	(11,444 )
Write-offs (Note 23)	266,939	(214,431)	52,508
Balance at December 31, 2012 (restated)	(260,494)	180,399	(80,095 )
Additions (Note 23)	(24,113 )	14,895	(9,218 )
Write-offs (Note 23)	105,235	(88,122 )	17,113
Balance at December 31, 2013	(179,372)	107,172	(72,200 )

The reversal of the present value adjustment recognized in revenue from real estate development for the year ended December 31, 2013 totaled R\$1,214 (R\$26,495 in 2012) in the consolidated financial statements.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

5. Trade accounts receivable, net--Continued

Receivables from units not yet completed were measured at present value using a discount rate determined according to the criteria described in Note 2.2.2. The discount rate applied by the Company and its subsidiaries ranged from 1.98 to 3.10% in 2013 (1.92% in 2012), net of Civil Construction National Index (INCC).

- (ii) On June 26, 2009, the Company entered into a CCI transaction, which consists of an assignment of a portfolio comprising select residential real estate receivables from Gafisa and its subsidiaries. The Company assigned its receivables portfolio amounting to R\$89,102 in exchange for cash, at the transfer date, discounted to present value, of R\$69,315, classified under the account "obligations assumed on assignment of receivables". In the year ended December 31, 2013, the remaining balance of this transaction amounts to R\$12,295 (R\$14,666 in 2012) (Note 14).
- (iii) On June 27, 2011, the Company and its subsidiaries entered into a Definitive Assignment of Real Estate Receivables Agreement (CCI). The purpose of this assignment agreement is the definitive assignment by the assignor to the assignee. The assignment refers to a portfolio comprising select residential real estate receivables performed and to be performed arising out of Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$203,915 in exchange for cash, at the transfer date, discounted to present value, for R\$171,694, recorded under the account "obligations assumed on the assignment of receivables" (Note 14). As of December 31, 2013, the balance of this transaction is R\$17,146 (R\$40,376 in 2012) in the consolidated financial statements (Note 14).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

5. Trade accounts receivable, net--Continued

- (iv) On September 29, 2011, the Company and its subsidiaries entered into a Private Instrument for Assignment of Real Estate Receivables and Other Covenants. The purpose of said assignment agreement is the assignment by the assignor ("Company") to the assignee of the select portfolio of residential real estate receivables performed or to be performed from Gafisa and its subsidiaries, comprising the financial flow of the portfolio (installments, charges and the portion related to the handover of keys). The amount of real estate receivables assignment paid by the Assignee amounts to R\$238,356 on September 29, 2011. The assignment amount will be settled by the Assignee by offsetting the Housing Financial System (SFH) debt balance of its own bank. On July 6, 2012, the remaining balance was partially settled by handing over the balance of Bank Deposit Certificate (CDB) guaranteed in favor of the assignee. In the year ended December 31, 2013, the Company settled the balance of this transaction (R\$8,729 in 2012) in the consolidated financial statement (Note 14).
- (v) On December 22, 2011, the Company and its subsidiaries entered into a Definitive Assignment of Real Estate Receivables Agreement (CCI). The purpose of said assignment agreement is the definitive assignment by the Assignor to the Assignee of a portfolio comprising select residential real estate receivables performed and to be performed from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$72,384 in exchange for cash at the transfer date, discounted to present value, amounting to R\$60,097, classified into the account "obligations assumed on assignment of receivables". As of December 31, 2013, the balance of this transaction is R\$13,686 (R\$16,864 in 2012) in the consolidated financial statements (Note 14).
- (vi) On May 9, 2012, the Company and its subsidiaries entered into a Definitive Assignment of Real Estate Receivables Agreement (CCI), which purpose is the definitive assignment by the Assignor to the Assignee of a portfolio comprising select residential real estate receivables performed and to be performed from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$64,887 in exchange for cash at the transfer date, discounted to present value, amounting to R\$45,225, classified into the account "obligations assumed on assignment of receivables", and the subscription of Subordinated CRI for the unit value of R\$1,809. In the year ended December 31, 2013, the Company settled the balance of this transaction, and, consequently, the totality of the Subordinated CRI share which was tied to this transaction was recognized (R\$20,824 in 2012) in the consolidated financial statements in 2012 (Note 14).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

5. Trade accounts receivable, net--Continued

- (vii) On July 6, 2012, the Company and its subsidiaries entered into an agreement for the Definitive Assignment of Real Estate Receivables Agreement (CCI). The purpose of said agreement is the definitive assignment by the Assignor to the Assignee of a portfolio comprising select residential real estate receivables performed and to be performed from Gafisa and its subsidiaries. The value of assigned portfolio of receivables amounts to R\$18,207 at the transfer date, and was exchanged for cash at the present value of R\$11,489, and was recorded in "Obligations assumed on assignment of receivables". As of December 31, 2013, the balance of this transaction was R\$2,578 (R\$7,561 in 2012) in the consolidated financial statements (Note 14).
- (viii) On November 14, 2012, the affiliate Alphaville and its subsidiaries entered into a Real Estate Receivables Assignment Agreement (CCI), whose purpose is the assignment by the Assignor to the Assignee of a portfolio comprising select residential real estate receivables performed and to be performed from the affiliate and its subsidiaries and joint ventures of the Company. The value of assigned gross portfolio of receivables totals R\$134,609 at the transfer date in the consolidated statements and was exchanged for cash at the present value of R\$110,689 in the consolidated statements (AUSA interest's), recorded in the account "Obligations assumed on assignment of receivables". As of December 31, 2013, the balance of this transaction is R\$10,639 (R\$113,431 in 2012) in consolidated financial statements (Note 14).
- (ix) On December 27, 2012, the Company entered into a Definitive Assignment of Real Estate Receivables Agreement (CCI), whose purpose is the definitive assignment by the Assignor to the Assignee of a portfolio comprising select residential and commercial real estate receivables performed and to be performed from Gafisa. The assigned portfolio of receivables which totaled R\$72,021 at the transfer date, was exchanged for cash at the present value of R\$61,647, recorded in the account "Obligations assumed on assignment of receivables". As of December 31, 2013, the related balance of this transaction is R\$35,831 (R\$62,325 in 2012) in the consolidated financial statements (Note 14).

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 5. Trade accounts receivable, net--Continued

- (x) On November 29, 2013, the Company entered into a Definitive Assignment of Real Estate Receivables Agreement (CCI), whose purpose is the definitive assignment by the Assignor to the Assignee of a portfolio comprising select residential and commercial real estate receivables performed and to be performed from Gafisa and its subsidiaries. The assigned portfolio of receivables amounts to R\$23,753 in exchange for cash at the transfer date, discounted to present value, by R\$18,861, classified into the account "Obligations assumed on assignment of receivables". As of December 31, 2013, the balance of this transaction is R\$17,154 in the consolidated financial statements (Note 14).
- (xi) On May 28, 2013, the Company settled its obligations of the Gafisa FIDC (Note 16). The Company had obligations arising from the pledge of guarantees in favor of the assignee, which were maintained by the successor of Gafisa FIDC. Until the total fulfillment of the latter, these amounts are classified in a specific account in current and non-current liabilities. As of December 31, 2013, the balance in the consolidated financial statements amounts to R\$6,381 (Note 14).

For items (ii) to (x) above, the Company was engaged to perform, among other duties, the management of the receipt of receivables, the assignment's underlying assets, collection of defaulting customers, among other, according to the criteria of each investor, being paid for these services.

When applicable, the difference between the face value and the present value of the portfolio of receivables was recorded in profit or loss in the account "Discount related to Securitization Transaction" under financial expenses.

## 6. Properties for sale

	2013	2012 (restated)	01/01/2012
Land	1,077,762	899,177	1,094,431
( - ) Adjustment to present value	(883 )	(1,976 )	(8,197 )
Property under construction	630,407	751,738	923,205
Real estate cost in the recognition of the provision for cancelled contracts - Note 5(i)	107,172	180,399	394,830
Completed units	291,232	344,749	109,154
( - ) Provision for realization of properties for sale	(11,276 )	(7,663 )	(50,049 )
	2,094,414	2,166,424	2,463,374
Current portion	1,442,019	1,892,390	1,762,223
Non-current portion	652,395	274,034	701,151





Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 6. Properties for sale --Continued

For the years ended December 31, 2013 and 2012, the change in the provision for realization is summarized as follows:

Balance at January 1, 2012 (restated)	(50,049 )
Additions	(4,018 )
Write-offs	18,315
Transfer among land available for sale (Note 8.1)	28,089
Balance at December 31, 2012 (restated)	(7,663 )
Additions	(23,758 )
Write-offs	11,009
Transfer among land available for sale (Note 8.1)	9,136
Balance at December 31, 2013	(11,276 )

The Company has undertaken commitments to build units in exchange for land, accounted for based on the fair value of the bartered units at acquisition date. As of December 31, 2013, the net balance of land acquired through barter transactions amounts to R\$178,100 (R\$187,041 in 2012 and R\$168,393 on January 1, 2012) (Note 18).

As disclosed in Note 12, the balance of capitalized financial charges as of December 31, 2013 is R\$214,298 (R\$239,327 in 2012 and R\$274,478 on January 1, 2012).

The adjustment to present value in the property for sale balance refers to the contra-entry to the adjustment to present value of payables for purchase of properties with no effect on profit or loss for the year (Note 18). The total amount of the reversal of the adjustment to present value recognized in the costs of real estate development in the year ended December 31, 2013 is R\$(1,137) (R\$(415) in 2012).

F-67

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

7.	Other accounts receivable		
	2013	2012 (restated)	01/01/2012
Advances to suppliers	5,266	4,262	7,021
Recoverable taxes (IRRF, PIS, COFINS, among other)	70,054	76,241	95,940
Judicial deposit (Note 17)	127,405	130,371	109,411
Other	5,986	29,844	5,360
	208,711	240,718	217,732
Current portion	71,083	77,573	83,078
Non-current portion	137,628	163,145	134,654

## 8. Assets held for sale

## 8.1 Land available for sale

The Company, in line with its strategic plan, opted to sell land not included in the business plan approved for 2014. Therefore, it devised a specific plan for the sale of such land. The carrying amount of such land, adjusted to fair value less cost to sell when applicable, after the test for impairment, is as follows:

	Cost	Provision for impairment	Net balance
Balance at January 1, 2012 (restated)	135,195	(42,007 )	93,188
Transfer of properties for sale (Note 6)	108,074	(28,089 )	79,985
Reversal/Write-offs	(57,806 )	23,992	(33,814 )
Balance at December 31, 2012 (restated)	185,463	(46,104 )	139,359
Transfer of properties for sale (Note 6)	14,715	(9,136 )	5,579
Reversal/Write-offs	(28,068 )	(2,023 )	(30,091 )
Balance at December 31, 2013	172,110	(57,263 )	114,847
Gafisa and SPEs	14,999	(7,935 )	7,064
Tenda and SPEs	157,111	(49,328 )	107,783



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 8. Assets held for sale--Continued

## 8.2 Assets held for sale and income from discontinued operations

As mentioned in Note 1, on December 9, 2013, the Company disclosed a material fact informing about the completion of the sale transaction of its 70% interest in AUSA. As a result of this transaction, a gain of R\$631,122 was recorded in the Company's results under the heading "Net income from discontinued operations", as shown below:

Amount received	1,254,521
(-) Write-off of investments	(318,086 )
(-) Write-off of goodwill	(379,829 )
(-) Transaction cost	(16,336 )
	540,270
Income from equity method investments	166,964
Tax expenses	(76,112 )
	631,122

In accordance with paragraph 38 of CPC 31 – Non-current Asset Held for Sale and Discontinued Operations, the Company presents below the main lines of the statement of operations and cash flows of AUSA:

Condensed statement of operations	2013(a)	2012 (Note 3.1) (restated)	2011 (Note 3.1) (restated)
Net operating revenue	810,397	785,182	605,711
Operating costs	(429,066)	(377,071)	(324,034)
Operating expenses, net	(140,838)	(161,710)	(110,289)
Income from equity method investments	3,445	7,732	33,969
Financial expenses	(27,258 )	(35,588 )	(17,370 )
Income tax and social contribution	(21,783 )	(14,417 )	(20,228 )
	194,897	204,128	167,759
Non-controlling interests	(18,459 )	(7,543 )	(6,613 )
Net income for the year	176,438	196,585	161,146

Condensed statement of cash flows	2013(a)	2012 (restated)	2011
Operating activities	(197,093)	63,010	29,143
Investing activities	66,664	(52,455 )	8,640
Financing activities	(1,350 )	119,359	(22,492 )

(a)

Balance referred to the period ended December 9, 2013, date of completion of the sale of controlling interests in AUSA.

F-69

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

9.	Investments in associates									
	(i)		Ownership interest							
	(a)		Associates and jointly-controlled investees							
Direct investees	Ownership interest - %		Total assets	Total liabilities	Equity and advance for future capital increase		Profit (loss) for the year		Investments	
	2013	2012	2013	2013	2013	2012 (restated)	2013	2012 (restated)	2013	2012 (restated)
Construtora Tenda S.A.	100 %	100 %	2,411,798	1,283,829	1,127,969	1,845,739	(90,926 )	(123,601 )	-	-
Alphaville Urbanismo S/A	10 %	60 %	1,853,605	1,395,917	454,054	533,218	176,021	157,268	136,216	-
Parque Ecoville Spe 29	100 %	50 %	127,256	87,248	40,008	32,292	8,101	10,461	-	16,146
Gafisa Spe 48 Ltda. (a)	80 %	80 %	73,011	4,359	68,652	68,687	(35 )	13,967	54,922	54,950
Gafisa Spe-116 Empr Imob (a)	50 %	50 %	84,163	2,088	82,075	64,030	8,939	5	41,038	32,015
Sítio Jatiuca (a)	50 %	50 %	69,962	5,927	64,035	69,989	(5,951 )	10,083	32,018	34,995
Citta Ville	50 %	50 %	60,880	4,994	55,886	17,098	2,365	(3,493 )	-	-
Gafisa Spe 47 Ltda. (a)	80 %	80 %	31,274	(1 )	31,275	31,151	(1 )	(387 )	25,020	24,921
Parque Arvores (a)	50 %	50 %	44,798	6,808	37,990	13,871	9,749	(14,321 )	24,550	6,936
Manhattan Comercial 01 (a)	50 %	50 %	67,186	25,556	41,630	29,501	4,337	188	20,815	14,751
Gafisa Spe 71 Ltda. (a)	80 %	80 %	21,034	1,417	19,617	18,908	709	49	15,694	15,126
Varandas (a)	50 %	50 %	105,756	79,774	25,982	6,136	2,341	2,664	12,991	3,068
Dubai Residencial (a)	50 %	50 %	21,319	1,919	19,400	19,578	10,985	(1,623 )	12,895	9,789
Fit 13 Spe Empr Imobiliários Ltda. (a)	50 %	50 %	37,711	6,504	31,207	47,958	15,386	37,924	-	2,692
Parque Aguas (a)	50 %	50 %	20,722	3,534	17,188	7,004	3,671	(1,155 )	11,640	3,502
Alta Vista (a)	50 %	50 %	24,024	1,081	22,943	22,124	819	1,326	11,472	11,062
Gafisa Spe 65 Ltda. (a)	80 %	80 %	16,213	2,382	13,831	14,214	(383 )	2,075	11,065	11,371
	80 %	80 %	13,525	136	13,389	12,668	8	(2,968 )	10,711	10,134

Edgar Filing: Gafisa S.A. - Form 20-F

Gafisa Spe 73  
Ltda (a).

Costa Maggiore

(a)	50 %	50 %	17,131	1,668	15,463	19,426	3,789	2,189	10,307	10,379
-----	------	------	--------	-------	--------	--------	-------	-------	--------	--------

Gafisa Spe 46

Ltda. (a)	60 %	60 %	18,551	2,160	16,391	16,585	(194 )	294	9,835	9,951
-----------	------	------	--------	-------	--------	--------	--------	-----	-------	-------

Gafisa Spe-113

Empr Imob (a)	60 %	60 %	47,942	32,294	15,648	15,795	(3,559 )	10,217	9,389	9,477
---------------	------	------	--------	--------	--------	--------	----------	--------	-------	-------

Gafisa Spe-85

Empr Imob L

(a)	80 %	80 %	71,791	64,727	7,064	22,890	(15,952 )	148	5,651	18,312
-----	------	------	--------	--------	-------	--------	-----------	-----	-------	--------

O Bosque

Empr. Imob.

Ltda. (a)	60 %	60 %	9,208	85	9,123	9,371	(701 )	(374 )	5,460	5,623
-----------	------	------	-------	----	-------	-------	--------	--------	-------	-------

F-70

---



Table of Contents

Gafisa S.A

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 9. Investments in associates--Continued

## (i) Ownership interest--Continued

## (a) Associates and jointly-controlled investees--Continued

Direct investees	Ownership interest - %		Total assets 2013	Total liabilities 2013	Equity and advance for future capital increase		Profit (loss) for the year		Investments	
	2013	2012			2013	2012	2013	2012	2013	2012
						(restated)		(restated)		(resta
OCPC01										
Adjustment – Capitalized interests(b)			-	-	-	-	-	-	-	3,68
Other			1,433,316	555,035	878,281	627,310	207,497	(115,054)	10,248	59,9
Gafisa Spe 55										
Ltda.	80%	100%	51,598	4,006	47,591	39,628	-	(1,681 )	41,278	38,6
Saí Amarela S/A	50%	50 %	2,366	430	1,935	3,001	(153 )	3,679	968	2,88
Sunshine SPE S/A	60%	60 %	1,137	777	360	3,373	(14 )	(410 )	2,647	3,37
Other			18,152	345	17,806	3,247	(18,396 )	(5,379 )	1,690	1,70
Indirect subsidiaries Gafisa			73,253	5,558	67,692	49,249	(18,563 )	(3,791 )	46,583	46,5
Consolidated FIT										
13	50%	50 %	37,711	6,504	31,207	47,958	15,386	37,924	31,222	51,6
Fit Jardim										
Botanico Spe	55%	55 %	39,816	413	39,404	15,256	1,303	1,759	21,672	20,5
Fit 34 Spe Emp. Imob.	70%	70 %	31,774	1,810	29,964	8,516	4,286	602	20,975	19,4
Fit Spe 11 Emp. Imob.	70%	70 %	57,144	29,692	27,452	8,543	6,180	2,712	19,217	13,0
Ac Participações	80%	80 %	39,255	15,500	23,755	(85 )	1,929	(1,328 )	19,004	12,6
FIT 31 SPE Emp. Mob.	70%	70 %	37,607	22,452	15,155	8,138	(5,303 )	2,043	10,608	9,73
Maria Ines Spe Emp. Imob.	60%	60 %	21,279	443	20,836	3,297	305	297	12,502	12,3
Fit Planeta										
Zoo/Ipitanga	50%	50 %	17,619	663	16,957	12,887	(378 )	-	8,289	8,47
Fit Spe 03 Emp. Imob	80%	80 %	10,937	893	10,044	-	(2,041 )	(2,558 )	8,035	10,4
Cittá Itapoan	50%	50 %	16,293	939	15,354	1,870	(597 )	-	7,379	9,89
FIT SPE 02 Emp. Mob.	60%	60 %	11,770	12	11,758	(2,871 )	2	248	7,055	7,06

Edgar Filing: Gafisa S.A. - Form 20-F

Fit Città Imbuí	50%	50%	9,469	570	8,899	9,097	(203)	-	4,450	4,54
Parque Dos										
Pássaros	50%	50%	40,755	5,526	35,230	3,415	9,538	-	17,615	1,70
Fit Campolim Spe	55%	55%	6,534	(90)	6,623	-	(8)	42	3,643	3,61
Klabin Segall Fit 1										
Spe Ltda	50%	50%	7,147	17	7,130	6,305	(90)	-	3,565	3,29
Other			88,013	18,084	69,928	969	11,978	(118)	30,472	4,03
Indirect										
subsidiaries Tenda			473,123	103,428	369,696	123,295	42,287	41,623	225,703	192,
Spe Leblon S.A.	-	90%	-	-	-	44,360	-	-	-	16,2
Krahô										
Empreendimentos										
Imobiliário S.A.	-	48%	-	-	-	28,205	-	-	-	13,3
SL Sociedade										
Loteadora Ltda.	-	40%	-	-	-	40,551	-	-	-	4,51
Alphaville										
Reserva Santa										
Clara										
Empreendimentos										
Imobiliarios Ltda	-	25%	-	-	-	14,566	-	-	-	4,19
Other			-	-	-	29,175	-	-	-	621
Indirect										
subsidiaries										
AUSA			-	-	-	156,857	-	-	-	38,9
Subtotal			7,228,552	3,678,427	3,546,489	3,894,944	360,739	37,832	744,223	646,
Addition to remeasurement of investment in										
associate (c)										
Gafisa									108,300	-
Shertis									267,553	-
Total investments									1,120,076	646,

(\* ) Includes companies with investment balances below R\$3,000.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 9. Investment in associates--Continued

## (i) Ownership interest--Continued

## (a) Associates and jointly-controlled investees—Continued

Direct investees	Interest - %		Total assets 2013	Total liabilities 2013	Equity and advance for future capital increase		Profit (loss) for the year		Investments			
	2013	2012			2013	2012	2013	2012	2013	2012	01/01/2012	
Provision for capital deficiency (d):												
Manhattan Square Emp. Imob.												
Res.1SPELtda	50%	50%	146,102	189,385	(43,283)	(29,760)	(1,401)	(7,389)	(10,821)	(18,037)	(11,186)	
Península SPE2 S/A	50%	50%	1,117	5,004	(3,887)	(4,521)	420	(3,743)	(972)	(2,265)	71	
Other (*)			160,760	165,967	(5,207)	(19,244)	2,624	(18,844)	(13,655)	1,063	(2,691)	
Total provision for capital deficiency			307,979	360,356	(52,377)	(53,525)	1,643	(29,976)	(25,448)	(19,239)	(13,806)	
Total Income from equity method investments												

(\*) Includes companies with investment balances below R\$3,000.

(a) Joint ventures.

(b) Charges not appropriated to the profit or loss of subsidiaries, as required by paragraph 6 of OCPC01.

(c) According to Note 1, with the sale of and loss of control of AUSA, and in accordance with paragraph 25 of CPC 36 (R3) – Consolidated Statements, the Company derecognized the assets and liabilities of AUSA as of December 31, 2013, and recognized the addition related to the remeasurement of the portion of the remaining investment of 30%, in the amount of R\$375,853, of which R\$108,300 refers to the portion of 10% in Gafisa and R\$267,553 refers to the portion of 20% in Shertis.

(d) Provision for capital deficiency is recorded in account “Other payables” (Note 16).



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

	Investment in associates--Continued	
	(b)	Change in investments
	2013	2012 (restated)
Opening balance at January 1	646,812	629,323
Income from equity method investments	7,370	55,603
Portions of the continuing operations of AUSA	136,216	-
Effect on the change in the consolidation criteria due to acquisition or sale of interest	(82,438)	-
Capital contribution	53,286	5,104
Advance for future capital increase	41,847	28,779
Acquisition/sale of interest	(20,284)	(21,850)
Dividends received	(51,514)	(33,952)
Addition to remeasurement of investment in associate (a)	375,853	-
Other investments	4,800	(18,093)
Provision for investment losses	8,128	1,898
Balance at December 31	1,120,076	646,812

(a) According to Note 1, with the sale of and loss of control over AUSA, and in accordance with paragraph 25 of CPC 36 (R3) – Consolidated Statements, the Company derecognized the assets and liabilities of AUSA as of December 31, 2013, and remeasured the remaining investment of 30% at fair value, in the amount of R\$375,853, of which R\$108,300 in the Company, referred to the 10% interest, and R\$267,553 in Shertis, referred to the 20% interest in AUSA.

F-73

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 9. Investment in associates--Continued

## 9.1. Business combination

## (i) SPE Parque Ecoville

On February 27, 2013, the Company carried out a business combination related to the barter for interest in the joint ventures SPE Reserva Ecoville (interest of 50% granted) for SPE Parque Ecoville (interest of 50% received).

The base value of the transaction involving the barter for interests, supported by an economic appraisal report, amounted to R\$ 59,592. This transaction gave rise to goodwill amounting to R\$22,644, which, according to CPC15 (R1) – Business Combinations, represents the residual value in the determination of the fair value of net assets acquired, allocated to the heading “Properties for Sale”.

The following table shows the acquisition cost calculated in accordance with CVM Resolution No. 665/11:

Net assets granted by SPE Reserva Ecoville	41,118
Net assets received from SPE Parque Ecoville	18,474

We show below the goodwill arising from the barter for SPEs interests:

Carrying amount of acquisition:

Acquisition cost	41,118
Net assets acquired	18,474
Fair value adjustment based on inventory surplus	22,644

The Company commissioned a specialized company to do a study on the Purchase Price Allocation (PPA) for allocating the goodwill arising from the barter for interests. We show below a summary of the allocation of goodwill arising from the barter for interest in SPEs, taking into account the fair values of assets and liabilities of SPE Parque Ecoville at the acquisition date:

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 9. Investment in associates--Continued

## 9.1. Business combination--Continued

	Net assets acquired	CPC 15 (R1) adjustments	Net assets acquired at fair value
Properties for sale	55,097	7,627	62,724
Other	40,852	-	40,852
Total current assets	95,949	7,627	103,576
Properties for sale	-	15,017	15,017
Other	11,322	-	11,322
Total non-current assets	11,322	15,017	26,339
Total assets	107,271	22,644	129,915
Total current liabilities	69,100	-	69,100
Total non-current liabilities	1,223	-	1,223
Equity	36,948	22,644	59,592
Total liabilities	107,271	22,644	129,915

In the year ended December 31, 2013, the Company recognized in the income statement the amount of R\$7,627 of the fair value transferred in the purchase price allocation.

## (ii) Manhattan

On September 12, 2013, the Company entered into a business combination regarding the acquisition of control, by purchasing 50% of interest in the joint ventures Manhattan Square Empreendimentos Imobiliários Comercial 02 and Manhattan Square Empreendimentos Imobiliários Residencial 02. As a result of this transaction, the Company allocated the amount of R\$62,343 to the heading "Properties for Sale", in the consolidated financial statements. The definitive allocation of this amount will be carried out in up to one year, according to CPC 15(R1) – Business Combinations.

The Company commissioned a specialized company to estimate the Purchase Price Allocation (PPA) for allocating the goodwill arising from the transaction. We show below the allocation of goodwill:

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 9. Investment in associates--Continued

## 9.1. Business combination--Continued

	Manhattan Residencial 02	Manhattan Comercial 02
Current assets	19,674	8,196
Total acquired assets	19,674	8,196
Total assumed liabilities	(18,104 )	(5,086 )
Net assets acquired	1,570	3,110
Net Assets Manhattan Residencial 02		1,570
Net Assets SPE Manhattan Comercial 02		3,110
Carrying amount of acquisition:		
Acquisition cost		64,683
Net assets acquired		2,340
Fair value adjustment based on inventory surplus		62,343

## 10. Property and equipment

Type	01/01/2012	Additions	Write-offs	2012 (restated)	(-) Operations for sale	Additions	Write-offs	2013
Cost								
Hardware	27,977	2,649	(1,186 )	29,440	2,301	9,809	(4,226 )	32,722
Vehicles and aircrafts	7,627	-	-	7,627	7,336	719	(31 )	979
Leasehold improvements and installations	29,454	3,921	-	33,375	4,143	12,192	(7,168 )	34,256
Furniture and fixtures	7,799	23	-	7,822	2,134	819	(743 )	5,764
Machinery and equipment	4,136	26	-	4,162	52	266	(540 )	3,836
Molds	8,130	-	-	8,130	-	-	-	8,130
Sales stands	180,498	14,454	-	194,952	-	9,906	(1,622 )	203,236
	265,621	21,073	(1,186 )	285,508	15,966	33,711	(14,330 )	288,923



Accumulated depreciation								
Hardware	(17,156 )	81	(2,368 )	(19,443 )	(1,586 )	(4,092 )	129	(21,820 )
Vehicles and aircrafts	(6,038 )	-	-	(6,038 )	(5,096 )	(68 )	31	(979 )
Leasehold improvements and installations	(16,284 )	-	(941 )	(17,225 )	(1,894 )	(7,096 )	928	(21,499 )
Furniture and fixtures	(4,218 )	-	(190 )	(4,408 )	(1,367 )	(1,175 )	554	(3,662 )
Machinery and equipment	(475 )	-	(262 )	(737 )	(13 )	(385 )	5	(1,104 )
Molds	(7,253 )	-	-	(7,253 )	-	(178 )	486	(6,945 )
Sales stands	(164,124 )	(20,135 )	-	(184,259 )	-	(12,270 )	-	(196,529 )
	(215,548 )	(20,054 )	(3,761 )	(239,363 )	(9,956 )	(25,264 )	2,133	(252,538 )
	50,073	1,019	(4,947 )	46,145	6,010	8,447	(12,197 )	36,385

F-76

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 10. Property and equipment--Continued

The following useful lives and rates are used to calculate depreciation:

	Useful life	Annual depreciation rate - %
Leasehold improvement	4 years	25
Furniture and fixture	10 years	10
Hardware	5 years	20
Machinery and equipment	10 years	10
Vehicles	5 years	20
Molding	10 years	10
Sales stands	1 year	100

## 11. Intangible assets

	2012	(-)			2013
	Balance	Operations	Additions	Write-downs/ amortization	Balance
Goodwill	(restated)				
AUSA (a)	152,856	(127,380)	-	-	25,476
Cipesa	40,687	-	-	-	40,687
Impairment / Write-off – sale of land	(22,120 )	-	(963 )	-	(23,083 )
	171,423	(127,380)	(963 )	-	43,080
Software – Cost	83,753	(3,877 )	34,127	(9,378 )	104,625
Software – Depreciation	(39,193 )	1,021	(17,035 )	499	(54,708 )
Other	14,104	-	6,844	(7,605 )	13,343
	58,664	(2,856 )	23,936	(16,484 )	63,260
	230,087	(130,236)	22,973	(16,484 )	106,340

(a) As a result of the sale of 70% interest in AUSA (represented by 50% interest by Gafisa and 20% interest by our subsidiary Tenda) (Note 1), the Company wrote off the goodwill corresponding to its portion sold of 50%, out of the 60% originally acquired, in the amount of R\$127,380.

01/01/2012				2012
Balance	Additions	Write-downs		Balance

Goodwill				(restated)
AUSA	152,856	-	-	152,856
Cipesa	40,687	-	-	40,687
Provision for non-realization / Write-off – sale of land	(10,430 )	(11,690 )	-	(22,120 )
	183,113	(11,690 )	-	171,423
<b>Other intangible assets</b>				
Software – Cost	60,490	30,710	(7,447 )	83,753
Software – Accumulated depreciation	(27,839 )	(13,858 )	2,504	(39,193 )
Other	14,006	98	-	14,104
	46,657	16,950	(4,943 )	58,664
	229,770	5,260	(4,943 )	230,087

Other intangible assets comprise expenditures on the acquisition and implementation of information systems and software licenses, amortized over five years (20% per year).

Goodwill arises from the difference between the consideration and the equity of acquirees, calculated on acquisition date, and is based on the expectation of future economic benefits.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

11. Intangible assets--Continued

The Company evaluated the recovery of the carrying amount of goodwill based on the “value in use”, applying discounted cash flow model of the cash-generating units. The process for determining the value in use involves the use of assumptions, judgments and estimates relating to cash flows, such as growth rate of revenues, costs and expenses, estimates of investment and future working capital, and discount rates.

The assumptions relating to growth, cash flow and future cash flows are based on the business plan, approved by the management, as well as on comparable market data, and represent the Management’s best estimate of the economic conditions that will prevail during the economic life of the different cash-generating units (i.e., the group of assets that provides the generation of cash flows). The discount rate used to determine the present value of future cash flows was the Company’s cost of capital. Consistent with the economic valuation techniques, the evaluation of the value in use is made for a five-year period, and after such period, considering the perpetuity of assumptions in view of the capacity for indefinite business continuity. The main assumptions used in the estimate of value in use are the following: a) revenue – revenues were projected between 2014 and 2018 considering the growth in sales and client base of the different cash-generating units; b) Operating costs and expenses – costs and expenses were projected in line with the Company’s historical performance, as well as the historical growth of revenues. The key assumptions were based on the Company’s historical performance over the past five years and on reasonable macroeconomic assumptions, and supported by the financial market projections. The impairment test of the Company’s intangible assets resulted in the need for recognizing a provision for impairment in the year ended December 31, 2013, in the amount of R\$963 (R\$11,690 in 2012 and R\$10,430 on January 1, 2012), related to the goodwill on acquisition of CIPESA. The goodwill recorded in CIPESA was evaluated comparing the market values of lands.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

12. Loans and financing					
Type	Maturity	Annual interest rate	2013	2012 (restated)	01/01/2012
Certificate of Bank Credit - CCB (i)	June 2014 to July 2017	0.59% to 2.20% + CDI / 117% to 123% of CDI	550,052	1,118,553	936,476
Promissory notes (ii)	December 2013	125% of CDI	-	80,159	231,068
National Housing System - SFH (iii)	July 2014 to January 2018	8.30% to 11.00% + TR	1,088,258	704,758	367,304
Assumption of debt in connection with inclusion of subsidiaries 'debt and other	April 2013	TR + 12%	-	1,064	3,881
			1,638,310	1,904,534	1,538,729
Current portion			590,386	613,973	943,388
Non-current portion			1,047,924	1,290,561	595,341

- (i) On May 9, 2013, the Company issued Certificates of Bank Credit (CCB) in the amount of R\$217,000, with secured guarantee, represented by first-priority mortgage of select real estate venture units of the Company, and the fiduciary assignment of these real estate receivables. On October 7, 2013, the Company settled all obligations arising from this issuance.
- (ii) On December 20, 2012, the public distribution with restricted efforts of the 3rd issuance of commercial promissory notes, in sole series, in the amount of R\$80,000 was approved. On December 16, 2013, the Company made the payment of the total balance of this obligation.
- (iii) The SFH financing is used for covering costs related to the development of real estate ventures of the Company and its subsidiaries, and count on secured guarantee by the first-grade mortgage of real estate ventures and the fiduciary assignment of receivables.

On October 7, 2013, the Company took out a loan of the Real Estate Finance System (SFI) in the amount of R\$300,000 and final maturity in July 2017, secured guarantee represented by first-grade mortgage of select real estate ventures of the Company and fiduciary assignment of real estate receivables of these ventures to provide funds only for housing projects. This contract has clauses that restrict the ability of taking some actions, and may require the early maturity in case these clauses are not fulfilled. As of December 31, 2013, the Company is compliant with all of its contractual obligations.

Rates

- CDI - Interbank Deposit Certificate;

- TR - Referential Rate.

The maturities of the current and non-current installments are as follows:

Maturity	2013
2014	590,386
2015	642,328
2016	296,464
2017	107,901
2018 onwards	1,231
	1,638,310

F-79

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 12. Loans and financing--Continued

The Company and its subsidiaries have restrictive covenants under certain loans and financing that limit their ability to perform certain actions, such as the issuance of debt, and that could require the early redemption or refinancing of loans if the Company does not fulfill such covenants. The ratio and minimum and maximum amounts required under such restrictive covenants as of December 31, 2013 and 2012 are disclosed in Note 13.

Financial expenses of loans, financing and debentures (Note 13) are capitalized at cost of each venture and land, according to the use of funds, and included in profit or loss for the year based on the criteria adopted for recognizing revenue, as shown below. The capitalization rate used in the determination of costs of loans eligible for capitalization ranges from 9.14% to 10.14% as of December 31, 2013 (11.61% in 2012).

The following table shows the summary of financial expenses and charges and the capitalized rate in the accounts “properties for sale”:

	2013	2012 (restated)	2011 (restated)
Total financial charges for the period	309,006	285,964	370,456
Capitalized financial charges	(132,183)	(121,944)	(231,701)
Financial expenses (Note 25)	176,823	164,020	138,755
Financial charges included in “Properties for sale”			
Opening balance	239,327	274,478	146,542
Capitalized financial charges	132,183	121,944	231,701
Charges included in results of operations (Note 24)	(157,212)	(157,095)	(103,765)
Closing balance (Note 6)	214,298	239,327	274,478

## 13. Debentures

Program/placement	Principal - R\$	Annual interest	Final maturity	2013	2012 (restated)	01/01/2012
Third program /first placement - Fifth placement (i)	250,000	120% of CDI	May 2018	-	129,569	253,592
Sixth placement (ii)	100,000	CDI + 1.30%	June 2014	151,513	137,763	124,851
Seventh placement (iii)	600,000	TR+ 10.17%	December 2017	551,855	601,200	601,234
	288,427	CDI + 1.95%		294,073	291,956	293,819

Edgar Filing: Gafisa S.A. - Form 20-F

Eighth placement /first series (v)			October 2015			
Eighth placement /second series (v)	11,573	IPCA + 7.96%	October 2016	14,216	13,411	12,680
First placement (Tenda) (iv)	600,000	TR+ 9.21%	October 2015	409,561	562,004	613,024
				1,421,218	1,735,903	1,899,200
Current portion				563,832	346,360	1,899,200
Non-Current portion				857,386	1,389,543	-

F-80

---



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 13. Debentures--Continued

Maturities of current and non-current installments are as follows.

Maturity	2013
2014	563,832
2015	499,093
2016	158,292
2017 onwards	200,001
	1,421,218

(i) On May 16, 2008, the Company obtained approval for its 3rd Debenture Placement Program, which allows for the placement of R\$1,000,000 in simple debentures with a general guarantee maturing in five years. Under the 3rd Debenture Placement Program of Gafisa, the Company placed series of 25,000 debentures in the total amount of R\$250,000.

On April 12, 2013, with the re-ratification on April 18, 2013, the Board of Directors approved the conditions to be provided to the debenture holders of the 5th placement 2nd Series because of the scheduled renegotiation established in the Indenture, on conditions that are identical to those effective in such indenture. On these same dates, the conditions were disclosed to debenture holders, who could accept the conditions and hold the debenture through maturity or reject them, having ensured the acquisition right by the Issuer. On May 6, 2013, the Company paid the interest established in the indenture of the 5th placement Debentures, and acquired the debentures related to the non-renegotiation option, in the amount of R\$130,203, not having other restrictive covenants to be fulfilled regarding this placement. On January 21, 2014, the totality of debentures of this program was cancelled.

(ii) On August 12, 2009, the Company obtained approval for its 6th Placement of non-convertible simple debentures in two series, which have general guarantee, maturing in two years and unit face value at the issuance date of R\$10,000, totaling R\$250,000. In May 2010, the Company amended this indenture, changing the maturity from four to ten months, and the interest of the 1st series was adjusted to CDI+1.50%-2.00%, and that of the 2nd series to CDI+1.50%-3.25%. In October 2010, the Company made the early redemption of the 1st series of this placement in the amount of R\$150,000.

(iii) On November 16, 2009, the Company obtained approval for its 7th Placement of nonconvertible simple debentures in a single and undivided lot, sole series, secured by a floating and additional guarantee, in the total amount of R\$600,000, with semi-annual amortization between June 2013 and December 2017 over five years. The funds raised through this placement shall be used in the finance of real estate ventures.

On March 27, 2013, the change in the maturity schedule of the 7th Placement of Debentures of the Company was unanimously approved, and became effective as follows: R\$25,000 on June 5, 2013, R\$25,000 on December 5, 2013, R\$25,000 on June 5, 2014, R\$25,000 on December 5, 2014, R\$75,000 on June 5, 2015, R\$ 75,000 on December 5, 2015, R\$75,000 on June 5, 2016, R\$ 75,000 on December 5, 2016, R\$100,000 on June 5, 2017, R\$ 100,000 on December 5, 2017. On the same date, the calculation parameters of the placement remuneration were

adjusted.

On October 1, 2013, the substitution of the Fiduciary Agent of the 7th Placement of Debentures of the Company was unanimously approved, this duty being currently performed by Pavarini Distribuidora de Títulos e Valores Mobiliários Ltda.

- (iv) On April 14, 2009, the subsidiary Tenda obtained approval for its 1st Debenture Placement Program, which allowed it to place up to R\$600,000 in non-convertible simple subordinated debentures, in a single and undivided lot, secured by a floating and additional guarantee, with semi-annual amortizations between October 1, 2012 and October 1, 2015. The funds raised through the placement shall be exclusively used in the finance of real estate ventures focused only in the popular segment.
- (v) On September 17, 2010, the Company obtained approval for its 8th Placement of nonconvertible simple debentures, in the amount of R\$300,000, in two series, the first maturing on October 15, 2015, and the second on October 15, 2016.
- (vi) On June 19, 2013, the subsidiary Tenda approved the public distribution with restricted efforts of the 2nd Placement of simple nonconvertible debentures, with secured guarantee and additional personal guarantee, to be revalidated in general and additional personal guarantee, in sole series in the amount of R\$250,000, with maturity in 24 months. The placement is guaranteed by the fiduciary disposal of shares of Alphaville Urbanismo S.A. held by the subsidiary Shertis Empreendimentos e Participações S.A. and the guarantee of the Company and the subsidiary AUSA. On December 10, 2013, the issuer settled the obligations of this placement as provided for in the indenture.

As mentioned in Note 4.2, as of December 31, 2013, the balance of cash in guarantee to loans in investment funds in the amount of R\$105,380 (R\$95,887 in 2012 and R\$59,106 on January 1, 2012) in the consolidated financial statements, is pledged as part of the calculation of the guarantee of the 1st debenture placement of the subsidiary Tenda and the 7th placement of the Company.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements  
 December 31, 2013  
 (Amounts in thousands of Reais, except as otherwise stated)

## 13. Debentures--Continued

The Company and its subsidiaries have restrictive covenants under certain loans and financing that limit their ability to perform certain actions, such as the issuance of debt, and that could require the early redemption or refinancing of loans if the Company does not fulfill such covenants. As of January 1, 2012, the Company exceeded what was provided for in the restrictive covenants of the First Placement of Tenda and the Seventh Placement of Gafisa because the EBIT was lower than zero, and of the Fifth Placement of Gafisa because the ratio was higher than 75% of equity. In view of the cross restrictive covenants and the non-compliance with the covenants previously mentioned, the non-current portions of all placements were fully reclassified into short term. In 2012, the Company renegotiated certain restrictive covenants and, as of December 31, 2012 and 2013, it is in compliance with the new covenants arising from such renegotiation.

The ratio and minimum and maximum amounts required under such restrictive covenants as of December 31, 2013 are as follows:

	2013
Fifth placement	
Total account receivable plus inventory of finished units required to be either greater than or equal to 2.2 times net debt or below zero	n/a
Total debt less venture debt (3) less cash and cash equivalents and short-term investments (1) cannot exceed 75% of equity	n/a
Seventh placement	
Total account receivable plus inventory required to be below zero or 2.0 times net debt less venture debt (3)	-6.21 times
Total debt less venture debt (3), less cash and cash equivalents and short-term investments (1), cannot exceed 75% of equity plus noncontrolling interests	-31.6%
Total account receivable plus unearned revenue plus total inventory of finished units required to be at least 1.5 times net debt plus payable for purchase of properties plus unappropriated cost	2.79 times
Eighth placement - first and second series, second issuance of Promissory Notes, first and second series	
Total account receivable plus inventory of finished units required to be below zero or 2.0 times over net debt less venture debt	-4.31 times

Total debt less venture debt, less cash and cash equivalents and short-term investments (1), cannot exceed 75% of equity plus noncontrolling interests -31.16%

First placement – Tenda

Total accounts receivable plus inventory required to be either greater than or equal to 2.0 times net debt less debt with secured guarantee (3) or below zero, considering that TR(4) plus TE(5) is always above zero. -2.49 times

Net debt less debt with secured guarantee (3) cannot be in excess of 50% of equity. -56.97%

Total account receivable plus unearned revenue plus total inventory of finished units required to be greater than 1.5 times the net debt plus payable for purchase of properties plus unappropriated cost 56.85 times

(1)Cash and cash equivalents and short-term investments refer to cash and cash equivalents and marketable securities.

(2)Total receivables, whenever mentioned, refers to the amount reflected in the Balance Sheet plus the amount not shown in the Balance Sheet.

(3)Venture debt and secured guarantee debt refer to SFH debts, defined as the sum of all disbursed borrowing contracts which funds were provided by SFH, as well as the debt related to the seventh placement.

(4)Total receivables.

(5)Total inventory.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 14. Obligations assumed on assignment of receivables

The Company's transactions of assignment of receivables portfolio, described in Notes 5(ii) to 5(x) are as follows:

	2013	2012 (restated)	01/01/2012
Assignment of receivables:			
CCI obligation Jun/09 - Note 5(ii)	12,295	14,666	21,407
CCI obligation Jun /11 - Note 5(iii)	17,146	40,376	124,754
CCI obligation Sep/11 - Note 5(iv)	-	8,729	172,285
CCI obligation Dec/11 - Note 5(v)	13,686	16,864	72,384
CCI obligation May/12 - Note 5(vi)	-	20,824	-
CCI obligation Jul/12 - Note 5(vii)	2,578	7,561	-
CCI obligation Nov/12 - Note 5(viii) (a)	10,639	113,431	-
CCI obligation Dec/12 - Note 5(ix)	35,831	62,325	14,734
CCI obligation Dec /13 - Note 5(x)	17,154	-	-
FIDC obligation – Note 5(xi)	6,381	-	-
Other	4,187	5,523	30,515
	119,897	290,299	436,079
Current portion	82,787	134,339	54,825
Non-current potion	37,110	155,960	381,254

Except for item (a) above, the assignor is required to fully formalize the guarantee instruments of receivables in favor of the assignee. Until it is fully fulfilled, these amounts will be classified in a separate account in current and non-current liabilities.

The obligation of item (a), is guaranteed by the issuance of Subordinated CRI limited to 4% of the issuance amount, with no right of recourse above this limit.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

15.	Payables to venture partners		
	2013	2012 (restated)	01/01/2012
Payable to venture partners (a)	103,814	266,565	401,931
Usufruct of shares (b)	19,866	57,141	71,255
	123,680	323,706	473,186
Current portion	112,886	161,373	219,796
Non-current portion	10,794	162,333	253,390

Maturities of current and non-current portions are as follows:

	2013
2014	112,886
2015	6,080
2016	3,574
2017 onwards	1,140
Total	123,680

(a) In the Company's statements, in January 2008, the Company formed an unincorporated venture (SCP), the main objective of which is to hold interest in other real estate development companies, as mentioned in Note 9 (i) (a). As of December 31, 2013, the SCP has capital of R\$113,084 (represented by 13,084,000 Class A shares held by the Company and 100,000,000 Class B shares held by other venture partners). The SCP will preferably use these funds to acquire ownership interests and increase the capital of its investees. As a result of this operation, due to the prudence and considering that the decision to invest or not is made jointly by all members, thus independent from Company management decision, as of December 31, 2012, payables to venture partners were recognized in the amount of R\$200,000, maturing on February 1, 2014. The venture partners receive a minimum dividend substantially equivalent to the variation in the Interbank Deposit Certificate (CDI) rate. As of December 31, 2013, the amount accrued totaled R\$3,814 (R\$6,373 in 2012). The SCP's charter provides for the compliance with certain covenants by the Company, in its capacity as lead partner, which include the maintenance of minimum indices of net debt and receivables. At a meeting of the venture partners held on February 2, 2013, they decided to reduce the SCP capital by 100,000,000 Class B units and, as consequence of this resolution, the SCP paid R\$100,000 to the partners that held such shares. As of December 31, 2013, the Company is in compliance with these clauses. The dividend amounts are reclassified into financial expenses in the consolidated financial statements.

(b) The company entered into a private instrument for establishing the usufruct of 100% preferred shares of SPE-89 Empreendimentos Imobiliários S.A., over a period of six years, raising funds amounting to R\$45,000, recorded based on amortized cost using the effective interest of the transaction in profit or loss. As of December 31, 2013,

the total amount of dividends paid to the holders of preferred shares by SPE-89 Empreendimentos Imobiliários S.A. amounted to R\$13,400 (Note 9).

F-84

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

16.	Other payables		
	2013	2012 (restated)	01/01/2012
Acquisition of interests	5,102	21,679	19,735
Provision for penalties for delay in construction works	14,530	36,249	44,471
Cancelled contract payable	38,901	57,458	70,524
FIDC payable (a)	-	9,592	2,950
Warranty provision	53,006	73,934	53,715
Deferred sales taxes (PIS and COFINS)	40,461	24,257	100,977
Provision for net capital deficiency (Note 9)	25,448	19,239	13,806
Long-term suppliers	29,780	2,535	10,502
Other liabilities	39,386	32,657	104,390
	246,614	277,600	421,070
Current portion	176,740	196,346	289,831
Non-current portion	69,874	81,254	131,239

- (a) Refers to the operation of assignment of receivables portfolio. On May 28, 2013, the Company entered into an agreement with the shareholders of Gafisa FIDC for the assignment of the totality of subordinated shares it owned in the Fund. As provided in the agreement, the Company received R\$5,008 in cash and R\$2,911 in real estate receivables previously assigned to Gafisa FIDC. The remaining shareholders of Gafisa FIDC settled the fund and in exchange they received a portion in cash and another portion in real estate receivables originated from Gafisa and its subsidiaries. Gafisa maintained on these receivables the obligation of completely formalizing the guarantee to the assignee under the risk of repurchase in case of non-formalization or default. The remaining amount of this obligation is maintained in the heading "Obligations for assignment of receivables", which as of December 31, 2013, amounts to R\$6,381 in the consolidated financial statements.

## 17. Provisions for legal claims and commitments

The Company and its subsidiaries are parties to lawsuits and administrative claims at various courts and government agencies that arise from the ordinary course of business, involving tax, labor, civil lawsuits and other matters. Management, based on information provided by its legal counsel and analysis of the pending claims and, with respect to the labor claims, based on past experience regarding the amounts claimed, recognized a provision in an amount considered sufficient to cover the losses on pending decisions. The Company does not expect any reimbursement in connection with these claims.

In the year ended December 31, 2013, the changes in the provision are summarized as follows:



F-85

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 17. Provisions for legal claims and commitments--Continued

	Civil claims (i)	Tax claims (ii)	Labor claims	Total
Balance at January 1, 2012	114,177	15,852	39,760	169,789
Additional provision (Note 24)	51,696	837	42,399	94,932
Provision utilized	(27,258 )	(2,019 )	(27,084 )	(56,361 )
Balance at December 31, 2012 (restated)	138,615	14,670	55,075	208,360
Additional provision (Note 24)	48,844	(152 )	29,709	78,402
Provision utilized	(47,289 )	(590 )	(29,852 )	(77,731 )
AUSA - Payment and reversal of provision not settled	551	(12,346 )	692	(11,103 )
Balance at December 31, 2013	140,722	1,582	55,624	197,928
Current portion	47,988	255	23,876	72,119
Non-current portion	92,734	1,327	31,748	125,809

## (a) Civil, tax and labor claims

(i) As of December 31, 2013, the provisions related to civil claims include R\$67,480 related to lawsuits in which the Company is included as successor in enforcement actions and in which the original debtor is a former shareholder of Gafisa, Cimob Companhia Imobiliária (“Cimob”), among other companies. The plaintiff believes that the Company should be liable for the debts of Cimob. Some lawsuits, amounting to R\$13,784, are backed by guarantee insurance. In addition, there are judicial deposits amounting to R\$48,823, and there is also the restriction referring to the use of Gafisa’s treasury stock to guarantee the enforcement as well (Note 19.1).

The Company is filing appeals against all decisions, as it considers that the inclusion of Gafisa in the claims is legally unreasonable; these appeals aim at releasing amounts and obtaining the recognition that it cannot be held liable for the debt of a company that does not have any relationship with Gafisa. The final decision on the Company’s appeal, however, cannot be predicted at present.

As of December 31, 2013, the Company and its subsidiaries have deposited in court the amount of R\$127,405 (R\$130,371 in 2012 and R\$109,411 on January 1, 2012) (Note 7) in connection with the previously mentioned legal claims.

(ii) The former subsidiary AUSA, current associate, is a party to legal and administrative claims related to Excise Tax (IPI) and State VAT (ICMS) on two imports of aircrafts in 2001 and 2005, respectively, under leasing agreements without purchase option. The likelihood of loss in the ICMS, after review by legal counsel was reclassified as possible.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements  
December 31, 2013  
(Amounts in thousands of Reais, except as otherwise stated)

17. Provisions for legal claims and commitments--Continued
- (a) Civil, tax and labor claims --Continued

According to the negotiation of the sale of controlling interest of 70% in AUSA to Private Equity AE Investimentos e Participações S.A., it was agreed in the purchase and sale contract that the Company would cover the court costs in the event of an unfavorable decision. The contingency amount considered by the legal advisor as possible, is R\$15,925 as of December 31, 2013 (R\$12,327 in 2012, classified as likelihood of probable loss).

- (iii) Environmental risk

There are various environmental laws at the federal, state and municipal levels. These environmental laws may result in delays for the Company in connection with adjustments for compliance and other costs, and impede or restrict ventures. Before acquiring land, the Company assesses all necessary and applicable environmental issues, including the possible existence of hazardous or toxic materials, residual substance, trees, vegetation and the proximity of the land to permanent preservation areas. Before acquiring land, the Company obtains all governmental approvals, including environmental licenses and construction permits.

In addition, environmental legislation establishes criminal, civil and administrative sanctions to individuals and legal entities for activities considered as environmental infringements or offense. The penalties include the stop of development activities, loss of tax benefits, confinement and fines.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 17. Provisions for legal claims and commitments--Continued

## (iv) Lawsuits in which likelihood of loss is rated as possible

In addition, as of December 31, 2013, the Company and its subsidiaries are aware of other claims and civil, labor and tax risks. For purposes of improving the presentation and comparability of legal claims, the Company reviewed the criteria for estimating possible claims, based on the history of probable processes and the specific analysis of main claims. According to the criterion, the likelihood of loss considered possible amounted to R\$435,046 (R\$228,548 in 2012), based on average past outcomes adjusted to current estimates, for which the Company's Management believes it is not necessary to recognize a provision for occasional losses. The change in the period was caused by the higher volume of lawsuits with smaller amounts and review of the involved amounts and civil claims related to, among others, the discussion on the building of venture and contractual cancellation of acquired land.

	2013	2012 (restated)
Civil claims	331,976	111,663
Tax claims	45,413	54,675
Labor claims	57,657	62,210
	435,046	228,548

## (b) Payables related to the completion of real estate ventures

The Company and its subsidiaries are committed to deliver real estate units that will be built in exchange for the acquired land, and to guarantee the granting of financing, in addition to guaranteeing the installments of the financing to clients over the construction period.

The Company is also committed to completing units sold and to comply with the Laws regulating the civil construction sector, including the obtainment of licenses from the proper authorities, and compliance with the terms for starting and delivering the ventures, being subject to legal and contractual penalties.

As of December 31, 2013, the Company and its subsidiaries have restricted cash which will be released at the extent the guarantee indexes described in Note 4.2 are met, which include land and receivables pledged in guarantee of 120% of the debt outstanding.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 17. Provisions for legal claims and commitments--Continued

(c) Commitments

In addition to the commitments mentioned in Notes 6, 12 and 13, the Company has the following other commitments:

- (i) The Company has contracts for the rental of 29 properties where its facilities are located, at a monthly cost of R\$1,066 adjusted by the IGP-M/FGV variation. The rental term is from 1 to 10 years and there is a fine in case of cancelled contracts corresponding to three months' rent or in proportion to the contract expiration time.
- (ii) As of December 31, 2013, the Company, through its subsidiaries, has long-term obligations in the amount of R\$20,163 (R\$163 in 2012), related to the supply of the raw material used in the development of its real estate ventures.

## 18. Payables for purchase of properties and advances from customers

	2013	2012 (restated)	01/01/2012
Payables for purchase of properties	262,902	256,263	346,787
Adjustment to present value	(873 )	(2,010 )	(1,595 )
Advances from customers			
Development and sales - Note 5(i)	48,220	132,789	194,648
Barter transaction - Land (Note 6)	178,100	187,041	168,393
	488,349	574,083	708,233
Current portion	408,374	503,889	561,666
Non-current portion	79,975	70,194	146,567

F-89

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity

## 19.1. Capital

As of December 31, 2013, the Company's authorized and paid-in capital amounts to R\$2,740,662 (R\$2,735,794 in 2012 and R\$2,734,157 on January 1, 2012), represented by 435,559,201 registered common shares (433,229,779 in 2012), without par value, of which 19,099,486 (599,486 in 2012) were held in treasury.

According to the Company's articles of incorporation, capital may be increased without need of making amendment to it, upon resolution of the Board of Directors, which may set the conditions for issuance up to a limit of 600,000,000 (six hundred million) common shares.

In 2013, 18,500,000 of the company's shares (10,000,000 shares for the First Program and 8,500,000 for the Second Program) were acquired in the market through the repurchase program of shares issued by the Company and its subsidiary Tenda and are held in the treasury (see Note 9).

## Treasury shares - 12/31/2013

Type	GFSA3 common Number	R\$	%	R\$	R\$
		Weighted average price	% - on shares outstanding	thousand Market value (*)	thousand Carrying amount
Acquisition date					
11/20/2001	599,486	2.8880	0.14%	2,116	1,731
02/18/2013	1,000,000	4.3316	0.23%	3,530	4,336
04/05/2013	121,000	3.9689	0.03%	427	481
04/16/2013	1,660,000	4.0512	0.38%	5,860	6,732
04/17/2013	500,000	3.8376	0.11%	1,765	1,921
04/18/2013	719,000	3.9114	0.17%	2,538	2,815
04/22/2013	2,000,000	4.0352	0.46%	7,060	8,079
06/07/2013	4,000,000	3.8972	0.92%	14,120	15,606
12/10/2013	1,000,000	3.5411	0.23%	3,530	3,545
12/11/2013	500,000	3.5000	0.11%	1,765	1,752
12/19/2013	2,500,000	3.7550	0.57%	8,825	9,398
12/20/2013	1,500,000	3.8391	0.34%	5,295	5,765
12/23/2013	1,000,000	3.8070	0.23%	3,530	3,811
12/30/2013	2,000,000	3.5454	0.46%	7,060	7,098
	19,099,486	3.8258	4.39%	67,421	73,070

(\*)Market value calculated based on the closing share price at December 31, 2013 (R\$3.53), not considering the effect of occasional volatility.

## Treasury shares – 12/31/2012

Type	GFSA3 common	R\$	%	R\$ thousand	R\$ thousand
------	-----------------	-----	---	-----------------	-----------------

Edgar Filing: Gafisa S.A. - Form 20-F

Acquisition date	Number	Weighted average price	% - on shares outstanding	Market value (*)	Carrying amount
11/20/2001	599,486	2.8880	0.14%	2,824	1,731

(\*)Market value calculated based on the closing share price at December 31, 2012 (R\$4.71), not considering the effect of occasional volatility.

Treasury shares – 01/01/2012

Type	GFS3A3 common	R\$	%	R\$ thousand	R\$ thousand
Acquisition date	Number	Weighted average price	% - on shares outstanding	Market value (*)	Carrying amount
11/20/2001	599,486	2.8880	0.14%	2,470	1,731

(\*)Market value calculated based on the closing share price at December 31, 2012 (R\$4.12), not considering the effect of occasional volatility.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity--Continued

## 19.1. Capital--Continued

The Company holds shares in treasury acquired in 2001 in order to guarantee the performance of legal claims (Note 17(a)(i)).

In 2013, 2012 and 2011, issuances of shares due to the exercise of stock options were approved in the amounts of R\$4,868, R\$1,637 and R\$4,959, respectively, with the issuance of 2,329,422 and 530,220 new common shares, respectively.

The change in the number of outstanding shares is as follows:

	Common shares - In thousands
Outstanding shares as of January 1, 2012	432,100
Exercise of stock options	530
Outstanding shares as of December 31, 2012	432,630
Exercise of stock options	2,330
Repurchase of treasury shares	(18,500 )
Outstanding shares as of December 31, 2013	416,460
Treasury shares	19,099
Paid-in shares as of December 31, 2013	435,559
Weighted average shares outstanding	426,300

## 19.2. Allocation of net income (loss) for the year

According to the Company's by-laws, profit for the year is allocated as follows: (i) 5% to legal reserve, reaching up to 20% of capital stock or when the legal reserve balance plus that of capital reserves is in excess of 30% of capital stock, and (ii) 25% of the remaining balance to pay mandatory dividends.

On December 20, 2013, the distribution of interest on equity was approved, charging the account of net income for this year, in the gross amount of R\$130,192.

The Board of Directors, by referendum of the Annual Shareholders' Meeting, shall examine the accounts and consolidated financial statements related to the year 2013.



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity--Continued

## 19.2. Allocation of net income (loss) for the year--Continued

Net income for 2013	867,443
(-) Absorption of accumulated losses balance	(235,582 )
(-) Legal reserve (5%)	(31,593 )
(=) Calculation basis	600,268
Minimum mandatory dividend (25%)	150,067
Interest on equity declared for the year (i)	130,192
(-) Withholding income tax (IRRF) on interest on equity	(13,045 )
Dividend to be declared	32,920
(-) Reserve for future investments	437,156
Minimum mandatory dividend per share in Reais	0.3603

- (i) As permitted by the legislation and provided for in the By-laws of the Company, the distribution of interest on equity (JCP), calculated based on the long-term interest rate (TJLP), which is deductible for purposes of income tax, when distributed, can be considered as a portion of minimum mandatory dividends. The net amount of R\$117,147 related to the JCP was settled on February 12, 2014.

According to Article 47 of the By-laws of the Company, it is mandatory to set up a reserve for investments. As provided for in said article, the recognition of said reserve should be at an amount not in excess of 71.25% of net income, with the purpose of financing the expansion of the operations of the Company and its subsidiaries, including through the subscription of capital increases or creation of new ventures, participation in consortia or other types of agreement for carrying out the corporate purpose.

As of December 31, 2013, the revenue reserve was established in the amount of R\$437,156, as provided for in Article 196 of Law 6,404/76, with the purpose of allocating it to future investments. The retention for 2013 is in line with the business plan approved by the Board of Directors of the Company.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity--Continued

## 19.3. Stock option plan

Expenses for granting stock options recorded under the account "General and administrative expenses" (Note 24) in the years ended December 31, 2013 and 2012, are as follows:

	2013	2012 (restated)	2011 (restated)
Gafisa	17,263	18,318	15,429
Tenda	156	580	2,203
	17,419	18,898	17,632
Alphaville (Note 8.2)		8,741	1,640
		27,639	19,272

## (i)Gafisa

The Company has a total of four stock option plans comprising common shares, launched in 2010, 2011, 2012 and 2013, which follow the rules established in the Stock Option Plan of the Company.

The granted options entitle their holders (employees) to purchase common shares of the Company's capital, after periods that vary from one to five years of employment in the Company (essential condition to exercise the option), and expire ten years after the grant date.

Changes in the stock options outstanding in the years ended December 31, 2013, 2012 and 2011, including the respective weighted average exercise prices are as follows:

	2013		2012		2011	
	Number of options	Weighted average exercise price (Reais)	Number of options	Weighted average exercise price (Reais)	Number of options	Weighted average exercise price (Reais)
Options outstanding at the beginning of the year	9,742,400	1.32	16,634,974	9.81	8,787,331	11.97
Options granted	5,383,627	1.86	7,639,048	1.66	12,855,000	10.60
Options exercised (i)	(2,329,422 )	2.09	(530,220 )	3.09	(1,184,184 )	12.29
Options substituted	-	-	(9,264,253 )	8.28	-	-
Options expired	-	-	(579,774 )	8.49	(36,110 )	8.12
Options forfeited	(888,477 )	0.39	(4,157,375 )	7.58	(3,787,063 )	13.88
	11,908,128	1.47	9,742,400	1.32	16,634,974	9.81

Options outstanding at the end of  
the period

Vested options at the end of the year	-	-	-	-	1,991,712	8.94
---------------------------------------	---	---	---	---	-----------	------

(i) In the year ended December 31, 2013, the amount received through exercised options was R\$4,867 (R\$1,637 and R\$4,959 in the years ended 2012 and 2011, respectively).

F-93

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity--Continued

## 19.3. Stock option plan-- Continued

As of December 31, 2013, the stock options outstanding and exercisable are as follows:

Number of contractual options	Outstanding options		Exercisable options	
	Weighted average remaining life (years)	Weighted average exercise price (R\$)	Number of options	Weighted average exercise price (R\$)
11,908,128	8.76	2.76	-	-

During the year ended December 31, 2013, the Company granted 5,383,627 options in connection with its stock option plan comprising common shares (7,639,048 options granted in 2012).

The fair value of the new options granted in 2013 totaled R\$11,048 (R\$11,063 in 2012 related to the new options granted and R\$4,277 of incremental value related to the options that were substituted) which was determined based on the following assumptions:

Pricing model	2013		2012	
	Binomial	MonteCarlo	Binomial	MonteCarlo
Exercise price of options (R\$)	R\$ 4.05	R\$4.08 and R\$0.01	R\$2.73	R\$2.73 and R\$0.01
Weighted average price of options (R\$)	R\$ 4.05	R\$ 1.11	R\$2.73	R\$0.73
Expected volatility (%) – (*)	40%	40%	40%	40%
Expected option life (years)	12.43 years	2.45 years	11.03 years	1.97 year
Dividend income (%)	1.90%	1.90%	1.90%	1.90%
Risk-free interest rate (%)	7.23%	7.23%	7.85%	7.85%

(\*) The volatility was determined based on regression analysis of the ratio of the share volatility of the parent company, Gafisa S.A., to the Ibovespa index.

(ii)Tenda

Due to the acquisition by Gafisa of the total shares outstanding issued by Tenda, the stock option plans related to Tenda shares were transferred to Gafisa, responsible for share issuance. As of December 31, 2013, the amount of R\$14,939 (R\$14,784 in 2012 and R\$14,203 in 2011), related to the reserve for granting options of Tenda is

recognized under the account “Related Parties” of Gafisa.

F-94

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 19. Equity--Continued

## 19.3. Stock option plan--Continued

During the years ended December 31, 2013, 2012 and 2011, the Company did not grant options in connection with its stock option plans comprising common shares of Tenda.

## 20. Income tax and social contribution

## (i) Current income tax and social contribution

The reconciliation of the effective tax rate for the years ended December 31, 2013 2012 and 2011 is as follows:

	2013	2012 (restated)	2011 (restated)
Income (loss) before income tax and social contribution, and statutory interest	239,368	(261,585)	(966,932)
Income tax calculated at the applicable rate - 34 %	(81,385 )	88,939	328,757
Net effect of subsidiaries taxed by presumed profit	(2,316 )	20,346	(108,219)
Tax losses (tax loss carryforwards used)	4,694	(630 )	(3,409 )
Income from equity method investments	2,507	18,905	6,505
Effect of the income from discontinued operations	(89,398 )	-	-
Stock option plan	(5,923 )	(6,426 )	(5,319 )
Other permanent differences	(18,443 )	(623 )	(1,051 )
Charges on payables to venture partners	6,847	(1,825 )	(19,880 )
Tax benefits recognized (not recognized)	180,605	(138,908)	(303,234)
	(2,812 )	(20,222 )	(105,850)
Tax expense - current	(23,690 )	(17,403 )	(44,555 )
Tax benefit (expenses) – deferred	20,878	(2,819 )	(61,295 )



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 20. Income tax and social contribution--Continued

## (ii)Deferred income tax and social contribution

The Company recognized deferred tax assets on tax losses and income tax and social contribution carryforwards for prior years, which have no expiration, and for which offset is limited to 30% of annual taxable profit, to the extent the taxable profit is likely to be available for utilizing the tax credit, based on the assumptions and conditions established in the business model of the Company.

The initial recognition and subsequent estimates of deferred income tax are carried out when it is probable that a taxable profit for the following years will be available to offset the deferred tax asset, based on projections of results prepared and underlain by internal assumptions and future economic scenarios that enable its total or partial use should a full credit be recognized. As of December 31, 2013, the Company has not recognized deferred income tax assets in the amount of R\$274,534 (R\$527,399 and R\$343,982 in 2012 and January 1, 2012, respectively).

As of December 31, 2013, 2012 and January 1, 2012, deferred income tax and social contribution are from the following sources:

	2013	2012	01/01/2012
Assets		(restated)	
Provisions for legal claims	67,296	71,872	57,728
Temporary differences – PIS and COFINS deferred	15,566	20,000	35,755
Provisions for realization of non-financial assets	22,852	15,902	31,672
Temporary differences – CPC adjustment	31,819	37,128	85,865
Other provisions	76,736	108,936	102,002
Income tax and social contribution loss carryforwards	288,711	334,418	247,872
Tax credits from downstream acquisition	9,226	11,799	8,793
Tax benefits not recognized	(274,534)	(527,399)	(343,982)
	237,672	72,656	225,705
Liabilities			
Investments in subsidiaries	(91,323 )	(96,347 )	(95,125 )
Temporary differences –CPC adjustment	(127,790)	(3,594 )	(14,862 )
Differences between income taxed on cash basis and recorded on an accrual basis	(75,211 )	(58,536 )	(218,971)
	(294,324)	(158,477)	(328,958)
Total net	(56,652 )	(85,821 )	(103,253)

The Company has income tax and social contribution loss carryforwards for offset limited to 30% of annual taxable

profit, which have no expiration, in the following amounts:

F-96

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 20. Income tax and social contribution--Continued

## (ii)Deferred income tax and social contribution--Continued

	2013			2012 (restated)			01/01/2012		
	Income tax	Social contribution	Total	Income tax	Social contribution	Total	Income tax	Social contribution	Total
Balance of income tax and social contribution loss carryforwards	849,150	849,150	-	983,582	983,582	-	729,035	729,035	-
Deferred tax asset (25%/9%)	212,288	76,424	288,712	245,896	88,522	334,418	182,259	65,613	247,872
Recognized deferred tax asset	54,795	19,726	74,521	20,144	7,252	27,396	20,116	7,242	27,358
Unrecognized deferred tax asset	157,493	56,698	214,191	225,752	81,270	307,022	162,143	58,371	220,514

Based on the estimate of projections for generation of future taxable profit of Gafisa, the estimated recovery of the Company's balance of deferred income tax and social contribution is as follows:

2014	4,124
2015	46,534
2016	531
2017	9,120
2018	17,871
2019 onwards	140,999
	219,179

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

21. Financial instruments

The Company and its subsidiaries engage in operations involving financial instruments. These instruments are managed through operational strategies and internal controls aimed at providing liquidity, return and safety. The use of financial instruments with the objective of hedging is achieved through a periodical analysis of exposure to the risk that the management intends to cover (exchange, interest rate, etc.) which is submitted to the corresponding Management bodies for approval and performance of the proposed strategy. The control policy consists of continuously monitoring the contracted conditions in relation to the prevailing market conditions. The Company and its subsidiaries do not use derivatives or any other risky assets for speculative purposes. The result from these operations is consistent with the policies and strategies devised by Company management. The Company and its subsidiaries operations are subject to the following risk factors:

- |     |                     |
|-----|---------------------|
| (i) | Risk considerations |
| a)  | Credit risk         |

The Company and its subsidiaries restrict their exposure to credit risks associated with cash and cash equivalents, investing only short-term securities of top tier financial institutions.

With regards to account receivable, the Company restricts its exposure to credit risk through sales to a broad base of customers and ongoing credit analysis. Additionally, there is no history of losses due to the existence of secured guarantee for the recovery of its products in the cases of default during the construction period. As of December 31, 2013 and 2012, there was no significant credit risk concentration associated with clients.

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

21. Financial instruments--Continued

(i) Risk considerations--Continued

b) Derivative financial instruments

The Company engages in operations involving derivative financial instruments with the objective of mitigating or eliminating currency, index and interest rate risks to its operations, when considered necessary.

The Company holds derivative instruments to mitigate the risk arising from its exposure to index and interest volatility recognized at their fair value in profit or loss for the year. Pursuant to its treasury policies, the Company does not own or issue derivative financial instruments other than for hedging purposes.

As of December 31, 2013, the Company had derivative contracts for hedging purposes in relation to interest rate fluctuations, with final maturities between June 2014 and June 2017. The derivative contracts are as follows:

F-99

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 21. Financial instruments--Continued

## (i)Risk considerations--Continued

## b)Derivative financial instruments--Continued

Companies	Swap agreements (Fixed for CDI)	Reais	Percentage		Validity		Fair value of derivative instruments - net		
		Face value	Original Index	Swap	Beginning	End	2013	2012	01/01/2012
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 12.1556%	CDI 0.31%	06/15/2011	12/19/2011	-	-	(16)
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 13,0074%	CDI 0.31%	12/19/2011	03/30/2012	-	-	505
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 12.3600%	CDI 0.31%	03/30/2012	09/28/2012	-	-	856
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 12.7901%	CDI 0.31%	09/28/2012	03/28/2013	-	2,198	815
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 12.0559%	CDI 0.31%	03/28/2013	09/30/2013	-	1,938	238
Alphaville Urbanismo S/A	Banco Votorantim S.A.	90,000	Fixed 14.2511%	CDI 2.41%	09/30/2013	03/28/2014	-	1,641	117
Alphaville Urbanismo S/A	Banco Votorantim S.A.	67,500	Fixed 12.6190%	CDI 0.31%	03/28/2014	09/30/2014	-	1,123	251
Alphaville Urbanismo S/A	Banco Votorantim S.A.	67,500	Fixed 15.0964%	CDI 2.41%	09/30/2014	03/30/2015	-	923	297
Alphaville Urbanismo S/A	Banco Votorantim S.A.	45,000	Fixed 11.3249%	CDI 0.31%	03/30/2015	09/30/2015	-	332	(54)

Edgar Filing: Gafisa S.A. - Form 20-F

Alphaville Urbanismo S/A	Banco Votorantim S.A.	45,000	Fixed 14.7577%	CDI 2.41%	30/09/201503/31/2016	-	414	97	
Alphaville Urbanismo S/A	Banco Votorantim S.A.	22,500	Fixed 10.7711%	CDI 0.31%	31/03/201609/30/2016	-	94	(55)	
Alphaville Urbanismo S/A	Banco Votorantim S.A.	22,500	Fixed 17.2387%	CDI 2.41%	09/30/201603/30/2017	-	436	266	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 12.3450%	CDI 0.2801%	06/28/2011 12/29/2011	-	-	13	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 13.3385%	CDI 0.2801%	12/29/201106/20/2012	-	-	1,316	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 12.4481%	CDI 0.2801%	06/20/2012 12/20/2012	-	-	1,074	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 12.8779%	CDI 0.2801%	12/20/201206/20/2013	-	2,722	836	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 12.1440%	CDI 0.2801%	06/20/2013 12/20/2013	-	2,366	324	
Gafisa S/A	Banco Votorantim S.A.	110,000	Fixed 14.0993%	CDI 1.6344%	12/20/201306/20/2014	978	2,096	324	
Gafisa S/A	Banco Votorantim S.A.	82,500	Fixed 11.4925%	CDI 0.2801%	06/20/2014 12/22/2014	128	865	19	
Gafisa S/A	Banco Votorantim S.A.	82,500	Fixed 13.7946%	CDI 1.6344%	12/22/201406/22/2015	(91)	907	284	
Gafisa S/A	Banco Votorantim S.A.	55,000	Fixed 11.8752%	CDI 0.2801%	06/22/2015 12/21/2015	(306)	492	(64)	
Gafisa S/A	Banco Votorantim S.A.	55,000	Fixed 14.2672%	CDI 1.6344%	12/21/201506/20/2016	(236)	584	213	
Gafisa S/A	Banco Votorantim S.A.	27,500	Fixed 11.1136%	CDI 0.2801%	06/20/2016 12/20/2016	(255)	170	(45)	
Gafisa S/A	Banco Votorantim S.A.	27,500	Fixed 15.1177%	CDI 1.6344%	12/20/201606/20/2017	(35)	366	124	
							183	19,667	7,735
						Current	183	9,224	3,847
						Non-current	-	10,443	3,888

During the year ended December 31, 2013, the net expense of R\$5,103 (R\$6,151 and R\$4,501 of net gain in 2012 and 2011, respectively), which refers to net result of the interest swap transaction, was recognized in the “financial expenses” line in the statement of operations for the year, allowing correlation between the impact of such transactions and interest rate fluctuation in the Company’s consolidated balance sheet (Note 25).

The estimated fair value of derivative financial instruments contracted by the Company was determined based on information available in the market and specific valuation methodologies. However, considerable judgment was necessary for interpreting market data to produce the estimated fair value of each transaction. Accordingly, the estimates above do not necessarily indicate the actual amounts to be realized upon the financial settlement of transactions.

F-100

---



Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

21. Financial instruments--Continued

(i)Risk considerations --Continued

c)Interest rate risk

Interest rate risk arises from the possibility that the Company and its subsidiaries may experience gains or losses because of fluctuations in the interest rates of its financial assets and liabilities. Aiming to mitigate this risk, the Company and its subsidiaries seek to diversify funding in terms of fixed and floating rates. The interest rates on loans, financing and debentures are disclosed in Notes 12 and 13. The interest rates contracted on financial investments are disclosed in Note 4. Accounts receivable from real estate units completed (Note 5), are subject to annual interest rate of 12%, appropriated on a pro rata basis.

d)Liquidity risk

Liquidity risk refers to the possibility that the Company and its subsidiaries will not have sufficient funds to meet their commitments as they become due.

To mitigate liquidity risk, and to optimize the weighted average cost of capital, the Company and its subsidiaries monitor on an on-going basis the indebtedness levels according to the market standards and the fulfillment of covenants provided for in loan, financing and debenture agreements, in order to guarantee that the operating cash generation and the advance funding, when necessary, are sufficient to meet the schedule of commitments (Notes 12 and 13).

The maturities of financial instruments, loans, financing, suppliers, payables to venture partners and debentures are as follows:

F-101

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

## 21. Financial instruments--Continued

## (i)Risk considerations--Continued

## d)Liquidity risk--Continued

Year ended December 31, 2013	Less than 1 year	1 to 3 years	4 to 5 years	More than 5 years	Total
Loans and financing (Note 12)	590,393	938,785	109,132	-	1,638,310
Debentures (Note 13)	563,832	657,385	200,001	-	1,421,218
Payables to venture partners (Note 15)	112,886	9,654	1,140	-	123,680
Suppliers	79,342	-	-	-	79,342
	1,346,453	1,605,824	310,273	-	3,262,550

Year ended December 31, 2012 (restated)	Less than 1 year	1 to 3 years	4 to 5 years	More than 5 years	Total
Loans and financing (Note 12)	613,973	1,098,920	191,641	-	1,904,534
Debentures (Note 13)	346,360	1,029,281	356,642	3,620	1,735,903
Payables to venture partners (Note 15)	161,373	153,892	8,441	-	323,706
Suppliers	154,763	-	-	-	154,763
	1,276,469	2,282,093	556,724	3,620	4,118,906

As of January 1, 2012	Less than 1 year	1 to 3 years	4 to 5 years	More than 5 years	Total
Loans and financing (Note 12)	943,388	360,996	234,345	-	1,538,729
Debentures (Note 13)	1,899,200	-	-	-	1,899,200
Payables to venture partners (Note 15)	219,796	233,771	19,619	-	473,186
Suppliers	130,838	-	-	-	130,838
	3,193,222	594,767	253,964	-	4,041,953

Fair value classification

The Company uses the following classification to determine and disclose the fair value of financial instruments:

Level 1: quoted prices (without adjustments) in active markets for identical assets or liabilities;

Level 2: input different from the quoted prices in active markets included in Level 1, which are observable, directly (as prices) or indirectly (derived prices); and

Level 3: inputs to asset or liability not based on observable market data (nonobservable inputs).

F-102

---

Table of Contents

Gafisa S.A.

Notes to the consolidated financial statements

December 31, 2013

(Amounts in thousands of Reais, except as otherwise stated)

21. Financial instruments--Continued