

# ANNUAL GENERAL MEETING OF BANCO COMERCIAL PORTUGUÊS, S.A.

(11/05/2015)

## PROPOSAL IN CONNECTION WITH ITEM 7 OF THE AGENDA

### Considering:

- That the mandate of the members of the Board of Directors of Banco Comercial Português, S.A. ("Bank") ended on 31/12/2014;
- That, according to article 28 of the Articles of Association of Banco Comercial Português S.A., the Board of Directors is composed of a minimum of 17 and a maximum of 25 members elected by the General Meeting;
- That the article 29 of the Bank's Articles of Association determines that the Chairperson of the Board of Directors is appointed by the General Meeting, which can also appoint Vice-Chairpersons who, according to the election order, will replace the chairperson in his/her impediments;
- That the article 38 of the Bank's Articles of Association determines that the Audit Committee is elected by the General Meeting and composed of a minimum of 3 and a maximum of 5 members, and the proposed list must state who is its Chairperson.
- That the majority of the members of the Audit Committee must be independent,

### It is proposed:

#### I

To elect as members of the Board of Directors to exercise functions during the triennial 2015/2017:

Chairman: António Vítor Martins Monteiro

Vice-Chairmen: Carlos José da Silva  
Nuno Manuel da Silva Amado

Members: Álvaro Roque de Pinho Bissaia Barreto  
André Magalhães Luíz Gomes  
António Henriques de Pinho Cardão  
António Luís Guerra Nunes Mexia  
Cidália Maria Mota Lopes  
Jaime de Macedo Santos Bastos  
João Bernardo Bastos Mendes Resende  
João Manuel de Matos Loureiro  
José Jacinto Iglésias Soares  
José Miguel Bensliman Schocht da Silva Pessanha

Maria da Conceição Mota Soares de Oliveira Callé Lucas  
Miguel de Campos Pereira de Bragança  
Miguel Maya Dias Pinheiro  
Raquel Rute da Costa David Vunge  
Rui Manuel da Silva Teixeira

In addition, there are two Directors appointed by the State:  
Bernardo de Sá Braamcamp Sobral Sottomayor  
José Rodrigues de Jesus

## II

To elect, from amongst the members indicated in I, to be part of the Audit Committee for the triennial 2015-2017:

Chairman: João Manuel de Matos Loureiro (Non independent for having performed functions during the last 3 mandates)  
Members: Jaime de Macedo Santos Bastos (Independent, ROC)  
Cidália Maria Mota Lopes (Independente)

(In addition, Mr. José Rodrigues de Jesus, one of the Directors appointed by the State)

The curricula and statements that, under the law, should be made available to the Shareholders are hereto attached.

Lisbon, 17 April 2015

### THE PROPOSING SHAREHOLDERS

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Sonangol E.P

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Banc Sabadell

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EDP -Imobiliária e Participações, S.A

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Interoceânico - Capital, SGPS, S.A