

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

(30.05.2018)

PROPOSAL IN CONNECTION WITH **ITEM 6** OF THE AGENDA

PROPOSAL

CONSIDERING THAT:

- A. According to the best Corporate Governance practices aiming to ensure an adequate transition and continuity of the management and supervision functions, the Board of Directors of the Bank approved, at its meeting held on 13 November 2017, a Succession Plan (Internal Policy for the Selection and Evaluation of the Adequacy of the Members of the Management and Supervision Bodies);
- B. Such approval was resolved with the objective of submitting the above mentioned policy to the appraisal of the Shareholders at the first General Meeting to be convoked,

IT IS PROPOSED

The approval of the Internal Policy for the Selection and Evaluation of the Adequacy of the Members of the Management and Supervision Bodies, hereto attached:

Lisbon, 7 May 2018

THE BOARD OF DIRECTORS

Succession Plan
of the Board of Directors of
Banco Comercial Português

(General Principles)

Election of the members of corporate bodies

The election of the members of the corporate bodies pertains to the General Meeting of Shareholders pursuant to a proposal signed by shareholders, and the assessment of the appointees falls to the Board of Directors (BofD) after hearing the Committee for Nominations and Remunerations, which shall issue an opinion on the fit and proper assessment of the individuals proposed.

This opinion shall be made available to the shareholders together with the resolution proposals.

The assessment of the individual suitability of each member of the board of directors must confirm that the board of directors has, collectively, sufficient and adequate knowledge to exercise its functions.

Selection Policy

This Succession Plan was approved by the Board of Directors, pursuant to a proposal from the Committee for Nominations and Remunerations, and shall be reappraised by the former and amended, if necessary, at least once in the last quarter of the year.

This Plan identifies the skills, time commitment, training and expertise required of the different members of the BofD, so as to ensure sufficient knowledge for exercising the specific functions, namely in terms of managing material risks.

Composition of the Board of Directors

The Bank has set forth in its Articles of Association the adequate number of members of its management and supervision body, a minimum of 17 and a maximum of 25 members.

At least 20% of the members of the BofD must be women.

The BofD has executive and non-executive members, and the latter must be the majority.

The BofD mandatorily includes the following Committees:

Executive Committee: With a minimum of 6 and a maximum of 9 members, it is composed of only executive directors and is appointed by the BofD from amongst its members;

Audit Committee: With a minimum of 3 and a maximum of 5 members, it is composed of only non-executive directors and is appointed by the GM from amongst the members of the BofD;

Committee for Risk Assessment: With a minimum of 3 and a maximum of 5 members, it is composed of only non-executive directors and is appointed by the BofD from amongst its members;

Committee for Nominations and Remunerations: With a minimum of 3 and a maximum of 5 members, it is composed of only non-executive directors and is appointed by the BofD from amongst its members;

Other Committees: The BofD may also appoint other committees whenever it deems convenient for the company's sound management.

Specific and Minimum Requirements for the Exercise of Management and Supervision Functions

Chairperson

The person appointed to chair the BofD shall be non-executive and must, unless duly justified, be independent and have at least 10 years of relevant practical experience, ideally in companies, banking or financial services, similar areas, or gained in the public or academic sector.

Experience shall be verified by comparison with the appointee's previous functions and with the size and complexity of the Bank's activity.

Vice-Chairpersons

The persons appointed as vice-chairpersons of the Board of Directors do not need to be independent, and, unless duly justified, must have 5 years of relevant practical experience, ideally in companies, banking or financial services, similar areas, or gained in the public or academic sector.

Experience shall be verified by comparison with the appointee's previous functions and with the size and complexity of the Bank's activity.

Only one Vice-Chairperson may take on executive functions, namely by accumulating the position of CEO.

Members

Appointees to the positions of members of the BofD should, unless duly justified, and if a longer period of time is not set forth, have 3 years of recent relevant practical experience at high level managerial positions, in companies, banking or financial services, or gained in the academic sector.

Experience shall be verified by comparison with the appointee's previous functions and with the size and complexity of the Bank's activity.

Specialized Committees of the Board of Directors

Non-executive directors that become part of the specialized committees of the BofD must, regarding the area of expertise of the respective committee, have sufficient and adequate time, knowledge, skills and experience to make a critical assessment and supervision of the decisions made by the management bodies.

Audit Committee

The Audit Committee must be composed of a majority of independent members, one of them being the chairperson.

At least one of the members of the Audit Committee, who must be independent, must have a higher degree suitable to the exercise of the functions and knowledge of audit or accounting.

Whenever the General Meeting of Shareholders does not elect alternate members to the Audit Committee, within 3 months after the beginning of its term-of-office, the BofD, pursuant to a proposal from the Committee for Nominations and Remunerations, shall identify, amongst its members, one who has the skills to fill in a possible vacancy in the Audit Committee.

Committee for Nominations and Remunerations

The majority of the members of this Committee must be independent.

The members of this Committee must, collectively, have appropriate knowledge and experience on the selection procedure and fit and proper requirements, and have a good understanding of the Bank's business and strategy so as to assess the appropriate composition of the management body, including recommendations on appointees should there be any vacancies.

In the first half-year after the respective appointment, the members of this Committee shall draw up, and submit to the BofD's approval, regulations for the execution of this plan, expanding the concepts that should rule the selection of members of the management body and specifying the standards for assessing good repute, training and professional experience required of each executive and non-executive directors.

Committee for Risk Assessment

The Chairperson of this Committee must be independent and cannot chair the Board of Directors or any other of its Committees.

The majority of the members of this Committee must be independent.

The members of this Committee must have, individually and collectively, adequate knowledge on risk control practices.

Executive Committee

The Directors who come to be part of the Executive Committee shall work exclusively for the Group, unless appointed or approved by the Group, and must have sufficient and adequate knowledge, skills and experience.

Members of the Executive Committee must have, unless duly justified, and if a longer period of time is not set forth, at least 5 years of recent practical experience in areas related to banking or similar services, in senior level managerial positions - this is understood as at least one level below the management body in its management function - for at least 5 years.

At its first meeting, the Executive Committee shall, pursuant to a proposal from the CEO, distribute the areas for which each member of the Executive Committee shall be particularly responsible (*pelouros*), being immediately defined who is the alternate director for each area.

Chairperson (CEO)

The person appointed as CEO must have, unless duly justified, at least 8 years of recent practical experience in areas related to banking or similar services, or in senior level managerial positions - this is understood as at least one level below the management body in its management function - for at least 6 years.

Vice-Chairpersons

The persons appointed as Vice-Chairpersons must have, unless duly justified, at least 6 years of recent practical experience in areas related to banking or financial services or academic sector, or in senior level managerial positions - this is understood as at least one level below the management body in its management function - for over 4 years.

Director responsible for Financial Control (CFO)

The person appointed as CFO must have, unless duly justified, at least 5 years of recent practical experience in areas related to banking or financial services.

The CFO cannot accumulate Audit, Compliance, Risk, Business, Credit and Credit Recovery areas.

Director responsible for Credit

The person responsible for Credit must have the skills to critically assess the decisions made by the management body in terms of credit.

The Director responsible for Credit cannot accumulate Audit, Compliance and Risk areas.

Director responsible for Risk (CRO)

The person responsible for the Risk Office must have the skills to critically assess the decisions made by the management body in terms of risks inherent to the banking activity.

The Director responsible for Risk cannot accumulate Business, Financial (CFO), Credit, Credit Recovery and Audit areas.

Director responsible for Compliance

The person responsible for the Compliance Office must have the skills to critically assess the decisions made by the management body on matters related to compliance.

The Director responsible for Compliance cannot accumulate Business, Audit, Credit and Credit Recovery areas.

Director responsible for Audit

The person responsible for the Audit Division must have the skills to critically assess the decisions made by the management body on matters related to audit.

The Director responsible for Audit cannot accumulate Financial (CFO), Business, Risk, Credit and Credit Recovery and Compliance areas.

Other Executive Directors

The other Executive Directors must have the skills to critically assess the decisions made by the management body on matters related to the areas for which they are responsible.