

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

(22/05/2019)

PROPOSAL IN CONNECTION WITH **ITEM 2** OF THE AGENDA

TO RESOLVE UPON THE PROPOSAL FOR THE APPROPRIATION OF PROFITS FOR THE 2018 FINANCIAL YEAR

Considering:

- A. The provisos of the law and of the by-laws concerning the legal reserve;
- B. The dividends policy of Banco Comercial Português (BCP);
- C. The existence of a statutory reserve for the stabilization of dividends, in the amount of € 30,000,000 that is no longer foreseen in the articles of association due to the alteration therein introduced, approved on 30/05/2018;
- D. The alteration introduced in the Work Collective Agreement, published on 29 March 2014 on the no Bulletin of Work and Employment nr. 12 which enabled the Employees of Group Banco Comercial Português in Portugal, in the period of time comprised between June 2014 and June 2017, to accept a temporary reduction of remuneration. This reduction was done with the purpose of rendering the Bank's recovery process feasible and contribute for the compliance with the requirements imposed to the Bank to be able to benefit from State Aid;
- E. That the alteration mentioned above to the Work Collective Agreement established that the Board of Directors in the years following the end of the state aid, and if the Bank achieved sufficient earnings, would submit to the General Meeting of Shareholders a proposal for the allocation of earnings to the employees that, in a number of years, would enable the delivery of an accumulated global amount, at least equal to the total amount that the Employees did not receive during the years their wages were cut back;
- F. That BCP fully paid the public aid received, plus interests, in February 2017;
- G. That, according to the financial statements to be submitted to the approval of the Shareholders, in the 2018 financial year Banco Comercial Português recorded consolidated net earnings amounting to € 301,065,427.57 and individual net earnings amounting to € 59,266.674,99.
- H. That the resolution for the distribution of dividends and approval of any compensation for the Employees against the income statement, as well as the estimation of the respective amount pertains exclusively to the General Meeting

of Shareholders, being the Executive Committee (according delegation of the Board of Directors), competent to decide on the distribution criteria after getting the opinion from the Committee for Nominations and Remunerations,

It is hereby proposed

I

In accordance with article 66 (5) (f) and for purposes of article 376 (1) (b), both of the Companies Code, and article 54 of the Bank's articles of association, that the year-end results amounting to € 59,266,674.99 and the reserve for the stabilization of dividends, in the amount of € 30,000,000.00, be applied as follows:

- a) For the reinforcement of legal reserve, € 5,926,667.50;
- b) For the attribution of dividends € 30,227,979.90 corresponding € 227,979.90 to earnings and € 30,000,000.00 to the reserve for the stabilization of dividends;
- c) To be distributed to employees € 12,587,009.00;
- d) € 40,525,018.59, that is, the remaining, to Retained Earnings.

II

Considering that the global amount € 30,227,979.90 foreseen in number one as dividends was estimated based on a unit dividend per share issued (in the case, € 0.002 per share) and the fact that it is not possible to make an accurate determination the number of own shares in the portfolio on the date the dividends are paid, we do hereby propose, in case of approval of the proposed allocation of dividends, the adoption of a resolution setting forth the following:

- a) The payment to each share of the unit dividend of € 0.002, the rational supporting the proposal;
- b) The dividend on the shares owned by the Company on the first day of the dividend payment period shall not be paid and shall be registered in the retained earnings account.

III

We do hereby propose that, pursuant to the approval regarding the distribution of the global amount of € 12,587,009.00 foreseen in number one of paragraph c), it is resolved that the specific estimation of the amount to attribute, be established by the Executive Committee and paid together with the remuneration corresponding to June 2019.

Lisbon, April 23, 2019

THE BOARD OF DIRECTORS