

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

(22/05/2019)

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

TO RESOLVE UPON THE RATIFICATION OF THE CO-OPTATION OF ONE DIRECTOR FOR THE EXERCISE OF FUNCTIONS IN THE TERM-OF-OFFICE ENDING IN 2021, FILLING IN A MEMBER VACANCY IN THE AUDIT COMMITTEE

Considering that:

1. Mr. Norberto Rosa ,elected by the General Shareholders' Meeting on May 30, 2018 to perform functions as Member and Chairman of the Audit Committee in the 2018/2021 term-of-office, did not take the post;
2. On 27 November 2018, Mr. Norberto Rosa, considering that his Fit and Proper evaluation was still pending, and that, meanwhile, he was invited to exercise the functions as General Secretary of Associação Portuguesa de Bancos (Portuguese Banking Association) presented his renunciation to the position of non-executive Director and Chairman of the Audit Committee of Banco Comercial Português;
3. That, despite the fact they are performing its functions in full, both the Board of Directors and the Audit Committee have been exercising its functions with one member less than the expected; being therefore important to fill in the existing vacancy;
4. Despite the fact that the Board of Directors is exercising its functions with normality, it is important, since it corresponds to the best governance practices, that the Board increases the number of its members qualified as independent;
5. The Board of Directors at a meeting held at a meeting held on this date, co-opted Mr. Fernando Costa Lima to be part of the Board of Directors and of the Audit Committee of Banco Comercial Português,

It is proposed:

I

The approval of the appointment of the new Director, ratifying the co-optation of Mr. Fernando Costa Lima as member of the Board of Directors and of the Audit Committee of Banco Comercial Português, to perform functions until the end of the current four-year period that is 2018/2021.

II

That the effects of this resolution be subject to obtaining from the European Central Bank the authorization for the exercise of the position, if the same has not been granted until the date of this resolution.

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

Lisbon, 23 April 2019

THE BOARD OF DIRECTORS