

SUPPLEMENT DATED 17 APRIL 2020
TO THE BASE PROSPECTUS DATED 15 MAY 2019
AS SUPPLEMENTED BY THE SUPPLEMENT DATED 7 FEBRUARY 2020

Banco Comercial Português, S.A.

(Incorporated with limited liability in Portugal)

Euro 12,500,000,000

Covered Bonds Programme

This supplement (the “**Supplement**”) to the base prospectus dated 15 May 2019 as supplemented by a supplement dated 7 February 2020 (this supplement together with the base prospectus are referred to herein as the “**Base Prospectus**” unless the context otherwise requires) constitutes a “supplement” for the purposes of Article 16 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and Article 51 of Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (S.I. No. 324 of 2005), as amended or superseded (the “**Prospectus Regulations**”) and is prepared in connection with the Euro 12,500,000,000 Covered Bonds Programme (the “**Programme**”) established by Banco Comercial Português, S.A. (“**BCP**” or “**Issuer**”). This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulations. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European Union Law pursuant to the Prospectus Regulations.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement as described below. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to (a) incorporate by reference the Group's unaudited and un-reviewed earnings press release and earnings presentation as at 31 December 2019 as well as the 2019 Annual Report of the Group, and to (b) update the following sections of the Base Prospectus: (I) the "*Risk Factors*" section; (II) the "*Documents Incorporated by Reference*" section; (III) the "*Description of the Business of the Group*" section; (IV) the "*Taxation*" section and (V) the "*General Information*" section, as set out below.

2. RISK FACTORS

On page 17 of the Base Prospectus, in the section entitled "*Risk Factors*", in the sub-section headed "*Risks Relating to the Issuer – Risks Relating to the Portuguese Economy*", the following risk factor shall be added, immediately after the risk factor headed "*The Portuguese Economy is impacted by the performance and potential deterioration of foreign economies.*":

“The Bank is exposed to the consequences of the COVID-19 pandemic

A widespread global pandemic of the severe respiratory syndrome coronavirus 2 (commonly known as SARS-CoV-2) and of the infectious disease COVID-19, caused by the virus, is currently taking place worldwide, affecting the lives of a large portion of the global population.

The range of implications of this pandemic is not yet fully determined but it is already foreseeable that it will have a material adverse impact on the Portuguese economy, as well as on the economies of all other jurisdictions in which the BCP Group operates.

The COVID-19 pandemic is leading to an adverse economic shock, with very substantial effects on business activities. Therefore, the Portuguese economy is forecasted to undergo a significant deterioration as a result of the pandemic. The Bank of Portugal foresees a recession of the Portuguese economy in 2020, which could be -3.7% in a baseline scenario to -5.7% in an adverse scenario (Source: Bank of Portugal, Economic Bulletin, 26 March 2020). The shock is expected to peak in the second quarter of 2020, with a gradual normalisation from the second half of the year onwards. In 2021, the Bank of Portugal forecasts a GDP growth rate from 0.7% to 1.4%. However, there is heightened uncertainty underlying this scenario and it is worth highlighting the possibility of the impact of the pandemic crisis assuming a more persistent nature, associated with the destruction of installed productive capacity.

The pandemic has led to the declaration of state of emergency in various countries, including Portugal, as well as the imposition of travel restrictions, the establishment of quarantines and the temporary shutdown of various institutions and businesses and several institutions have taken unprecedented measures, such as having the vast majority of its employees now working remotely.

The BCP Group is following a “Contingency Plan” adapted to the pandemic scenario, which has been updated specifically for the current crisis, and has created a specific Crisis Management

Office for this effect. In this context, in line with the guidelines issued by the authorities and supervisory entities, the Bank has defined an action plan aimed at protecting customers and employees, mitigating the probability of contagion and ensuring the operational continuity of the business. Guidance was also issued to service providers.

The Contingency Plan comprehends, among others, the following measures:

- Communication to employees of mitigation measures and information about the virus that aim to safeguard employees and the entire surrounding community, as well as ensuring that the business activity maintains the service levels that customers expect from the Bank;
- National and foreign travel for work should only occur in exceptional cases. National or foreign trips for personal reasons and using air transport are not recommended;
- Whenever possible, meetings by videoconference or conference calls should be the preferred option;
- Employees must limit some of their social habits, such as minimizing physical contact;
- Employees who have been abroad in the past 14 days should inform their hierarchy and their Human Resources Manager to assess the need for additional protection measures;
- Distribution of masks and procedures on when and how to use them;
- Daily monitoring of absent employees;
- Physical segregation of the workspace to minimize the risk of spreading the virus and implementing remote work for part of the teams.

A significant proportion of employees are currently working remotely to reduce physical contact.

The Contingency Plan may be amended and or supplemented as the situation evolves.

The Crisis Management Office monitors the evolution of the situation and, if necessary, will implement new actions.

Notwithstanding the existence of the Contingency Plan, the spread of the virus amongst the Bank's employees, or any quarantines affecting the Bank's employees or facilities, may reduce the Bank personnel's ability to carry out their work as usual.

Furthermore, the current COVID-19 pandemic and any potential future outbreaks may also have a material adverse effect on the Bank's counterparties and/or clients, resulting in additional default risk for the Bank by exposing the Bank to a potential increase in the number of defaults and insolvencies among its counterparties and/or clients.

Measures were already implemented by the Portuguese Government and the Bank has also announced voluntary measures to address the impact of the pandemic which have an impact on

the Bank. Further potential measures may be implemented by the Portuguese Government and the Bank which can also have an impact on the Bank.

The Portuguese Government announced a 6-month moratorium (for the avoidance of doubt it does not imply a cancellation or pardon of any amount) on loan payments (capital and/or interest) until 30 September 2020 (Decree-Law No. 10-J/2020). The moratorium is available for individuals and companies that are not in the financial sector, depending on the fulfillment of certain conditions and, as such, may also be requested by borrowers whose loans are included in the Cover Pool. Decree-Law No. 10-J/2020 also foresees the granting of guarantees by the Portuguese State, including to non-financial corporate entities, subject to certain conditions.

To help families and businesses overcome the economic challenges caused by the COVID-19 pandemic, BCP has launched a set of measures worth a total of €4.7 billion.

As regards individuals the main measures include:

- Interest and capital moratorium for mortgages until the end of September 2020, under the terms announced in Decree-Law No. 10-J/2020;
- Suspension of spread changes in the case of non-compliance with contractual conditions;
- Integrated Solutions (“account packs”) for just €1 / month until September 2020;
- Health, disability and death insurance with coverage for COVID-19.

As regards companies, BCP will reinforce credit for cash management and immediate liquidity, with factoring and confirming products, as well as providing the possibility of accessing several credit lines. This plan aims to support the economy, protect employment and strengthen business sustainability. The main measures are:

- Interest and capital moratorium for loans until the end of September 2020, under the terms announced in Decree-Law No. 10-J/2020;
- Reinforcement of cash management credit and immediate liquidity;
- SGM (*Sociedade de Garantia Mútua*) guaranteed credit lines up to €3.2 billion;
- €1 billion in credit lines with European guarantees from the European Investment Fund and European Investment Bank;
- 500 million euros in factoring and confirming;
- Financing with extended payment of corporate taxes;
- Discounting of public sector invoices and advance payments from the State;
- Launch of Millennium Help Empresas, a specialised technical support line for corporate customers.

It is not possible at this stage to assess all the specific measures that may be implemented to curb the effects of the COVID-19 pandemic.

Another possible consequence of the ongoing pandemic, and any potential future outbreaks, could be an adverse impact on the real estate market, including a decrease in the value of real estate assets, which could negatively affect the Bank's pool of real estate assets, as well as the Cover Pool. Temporary measures in Portugal to tackle the epidemic caused by coronavirus SARS-CoV-2 and COVID-19 have already established the temporary suspension of foreclosures of mortgages over real estate property used for permanent residence.

Any of these factors may have a material adverse effect on the Bank's business, financial condition results of operations and prospects, therefore affecting the Bank's ability to make the payments under the Covered Bonds."

3. DOCUMENTS INCORPORATED BY REFERENCE

On 20 February 2020, the Issuer published the unaudited and un-reviewed earnings press release of the Group and earnings presentation as at and for the twelve-month period ended 31 December 2019. Copies of those documents has been filed with the Central Bank of Ireland and those documents are incorporated in this Supplement, which is supplemental to, and should be read in conjunction with, the Base Prospectus.

On 29 March 2020, the Issuer published the 2019 Annual Report of the Group¹. A copy of this document has been filed with the Central Bank of Ireland and that document is incorporated in this Supplement, which is supplemental to, and should be read in conjunction with, the Base Prospectus, including, without limitation, the information set out at the following pages:

| | |
|---|---------------|
| Consolidated Balance Sheet | Page 179 |
| Consolidated Income Statements | Page 176 |
| Consolidated Statements of Cash flows | Page 180 |
| Consolidated Statement of Changes in Equity | Page 181 |
| Consolidated Statements of Comprehensive Income | Pages 177-178 |
| Notes to the consolidated financial statements | Pages 182-397 |
| Audit Report to the consolidated financial statements | Pages 609-620 |

¹ At the date hereof, the 2019 Annual Report has been approved by the Board of Directors but not yet approved by the General Meeting of the Bank, which is expected to occur on 20 May 2020.

Copies of documents incorporated by reference in the Base Prospectus can be obtained from the registered offices of the Issuer. Documents referred to above can be viewed electronically and free of charge at the Bank's website:

- Earnings press release as at 31 December 2019 of the BCP Group – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/Apresentacao_de_Resultados/2019/Earnings_Millenniumbcp_4Q19_20022020.pdf;
- Earnings presentation as at 31 December 2019 of the BCP Group – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/Apresentacao_de_Resultados/2019/EarningsPres_2019.pdf;
- 2019 Annual Report of the BCP Group – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/RelatorioContas/2019/ARB_CP2019-en-30032020.pdf

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement or the Base Prospectus.

4. DESCRIPTION OF THE BUSINESS OF THE GROUP

The section “*Description of the Business of the Group*” on pages 153 to 196 of the Base Prospectus is amended as follows:

- i)* The sub-section “*Recent developments in 2018 and 2019*” on pages 164 to 167 of the Base Prospectus is updated with the inclusion of the following additional paragraphs at the end of such sub-section:

“On 26 March 2020, the Bank informed that its Board of Directors approved, based on the results for 2019, disclosed on 20 February 2020, the individual and consolidated annual report, balance sheet and financial statements of 2019, which will be submitted for approval to the Annual General Meeting.

The Board of Directors considered it important to compensate the efforts of the Bank's employees who, in the period comprised between June 2014 and June 2017, accepted a temporary reduction in their remuneration in order to render the Bank's recovery process feasible and to contribute to the compliance with the requirements imposed to the Bank to be able to benefit from State Aid, pursuing its commitment to propose to the General Meeting the distribution of results to Employees that allows for the gradual delivery of an accumulated amount at least equal to the total not received by them during the period. It will therefore propose to the Annual General Meeting the distribution of up to € 1,000.00 to each employee who hasn't already been fully compensated with the earnings distributed in 2019 if he/she remains in office on the date of payment of the remuneration corresponding to June 2020, up to a maximum total amount of € 5,281,000.00, pursuant to the process of compensation for the reduction of wages agreed under the Collective Labour Agreement, as published on 29 March 2014, in the Bulletin of Labour and Employment n.º 12.

In view of the potential impacts and the uncertainty associated with the pandemic situation, and even though the Bank is part of the group of financial institutions with no specific regulatory constraints as long as dividend

distribution is regarded, the Board of Directors also decided to propose to the Annual General Meeting the retention of the remaining results for 2019, of which €13,929,601.66 to reinforce the legal reserve, and the remaining, in the minimum amount of € 120,085,414.93, to retained earnings. This proposal aims to ensure that the Bank is better prepared to face the current uncertain context, with the Board of Directors reiterating its determination to resume the approved dividend policy once the crisis is overcome and as the Bank and the national economy begin to recover.

The Board of Directors will request the Chairman of the Board of the General Meeting to convene the Annual General Meeting on 20 May 2020.

On 3 April 2020, the Bank informed that Fitch Ratings, which has recently been revising the ratings of the European banks in different geographies due to the disruption caused by the coronavirus outbreak, also made a reassessment of the Portuguese market and communicated the following rating actions on the Bank:

- Affirmed BCP's Long-Term Rating of 'BB' ("IDR"—Issue Default Rating) and its Intrinsic Rating of 'bb' ("VR"—Viability Rating), and revised the Outlook to Negative from Positive, reflecting the uncertainty related to the coronavirus crisis;
- Assigned a 'BB-' rating to the Bank's senior non-preferred debt and a 'B+' rating to its tier 2 debt, according to Fitch's new rating methodology for banks;
- Assigned a 'BB+/'B' rating to the Bank's deposits, one notch above the Long-Term IDR, reflecting the view of Fitch Ratings that depositors enjoy a superior level of protection.”

5. TAXATION

On page 212 of the Base Prospectus, in the sub-section “*Portugal*” of the Section “*Taxation*”, the second paragraph should be replaced by the following:

“Interest or other investment income derived from the Covered Bonds and capital gains realised with the transfer of the Covered Bonds by legal persons resident for tax purposes in Portugal and by non-resident legal persons with a permanent establishment in Portugal to which the income or gains are attributable are included in their taxable profits and are subject to Portuguese corporate tax at 21% or 17% on the first EUR 25,000 in the case of small and medium- sized enterprises and may be subject to a municipal surcharge (“*derrama municipal*”) of up to 1.5%. A state surcharge (“*derrama estadual*”) also applies at 3% on taxable profits in excess of EUR 1,500,000 and up to EUR 7,500,000, and at 5% on taxable profits in excess of EUR 7,500,000 up to EUR 35,000,000, and at 9% on taxable profits in excess of EUR 35,000,000.”

On page 212 of the Base Prospectus, in the sub-section “*Portugal*” of the Section “*Taxation*”, the fourth paragraph should be replaced by the following:

“Financial institutions, pension funds, retirement and/or education savings funds, venture capital funds, collective investment undertakings and some exempt entities, among other entities, are not subject to withholding tax.”

6. GENERAL INFORMATION

On page 225 of the Base Prospectus, in the sub-section “*Significant or Material Change*” of the chapter “*General Information*”, the paragraph should be replaced by the following:

“There has been no significant change in the financial or trading position of the Banco Comercial Português Group since 31 December 2019. There has been no material adverse change in the prospects of the Bank or Banco Comercial Português Group since the date of the last audited annual accounts, 31 December 2019.”

7. GENERAL

This Supplement includes in respect of the Issuer all information contained within this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement (if any) and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Except as disclosed in this Supplement there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Covered Bonds issued under the Programme since the publication of the Base Prospectus.

Copies of this Supplement can be obtained from the registered offices of the Issuer and from the specified offices of the Agent.

In addition, copies of this Supplement are available for viewing at the official websites of Euronext Dublin (www.ise.ie) and the Central Bank (www.centralbank.ie/regulation/securities-markets/prospectus/pages/approvedprospectus.aspx).