

SUPPLEMENT DATED 7 FEBRUARY 2020
TO THE BASE PROSPECTUS DATED 15 MAY 2019

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 (the “**Base Prospectus**”) 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and Article 51 of Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (S.I. No. 324 of 2005), as amended or superseded (the “**Prospectus Regulations**”) and is prepared in connection with the Euro 12,500,000,000 Covered Bonds Programme (the “**Programme**”) established by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 Issuer's unaudited and un-reviewed earnings press release and earnings presentation as at 30 September 2019, 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 and (IV) the "*General Information*" section, as set out below.

2. DOCUMENTS INCORPORATED BY REFERENCE

On 7 November 2019 the Issuer published its unaudited and un-reviewed earnings press release and earnings presentation as at and for the nine-month period ended 30 September 2019. A copy 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, including the information set out at the following pages of the earnings press release:

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On 29 November 2019 the Issuer published its 3rd Quarter 2019 Report & Accounts. A copy of this document has been filed with the Central Bank and is incorporated by reference in this Supplement, which is supplemental to and should be read in conjunction with, the Base Prospectus.

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 30 September 2019 of BCP Group – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/Apresentacao_de_Resultados/2019/Press_Release_9M_2019.pdf;
- Earnings presentation as at 30 September 2019 of BCP Group – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/Apresentacao_de_Resultados/2019/Earnings_Presentation_9M_2019.pdf;
- 3rd Quarter 2019 Report & Accounts – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/RelatorioContas/2019/RAB_CP9M2019_EN.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.

3. RISK FACTORS

3.1 On pages 51 to 53 of the Base Prospectus, in the section entitled “*Risk Factors*” and more precisely in the risk factor “*The Bank faces exposure to risks in its businesses in Europe (Poland) and Africa (Angola and Mozambique)*.”, the fourth paragraph under “*Mozambique*” shall be deleted and replaced by the following paragraphs:

“In the statements dated 16 January 2017 and 17 July 2017, the Ministry of Economy and Finance of Mozambique informed holders of bonds issued by the Republic of Mozambique, specifically "US 726,524 million, 10.5%, repayable securities in 2023" that interest due on 18 January 2017 and 18 July 2017, would not be paid. On 6 November 2018, the Ministry of Economy and Finance of the Republic of Mozambique announced that it had reached an agreement in principle on the key commercial terms of a proposed restructuring transaction relating to "Mozambique's US 726,524,000 10.5 per cent. Notes due 2023" with four members of the Global Group of Mozambique Bondholders, being funds managed or advised by Farallon Capital Europe LLP, Greylock Capital Management, LLC, Mangart Capital Advisors SA and Pharo Management LLC. The mentioned bondholders currently own or control approximately 60% of the outstanding bonds.

The Republic of Mozambique, acting through its Ministry of Economy and Finance, announced that a written resolution regarding a restructuring of the "US 726,524 million, 10.5%, repayable securities in 2023", was approved on 6 September 2019, by noteholders holding 99.50 per cent. of the aggregate outstanding principal amount (which includes the global group of Mozambique’s bondholders who together hold approximately 68 per cent. of the existing notes), following the agreement in principle reached with holders of approximately 60 per cent. in aggregate principal amount of notes on 31 May 2019.

The Republic of Mozambique has published a consent solicitation memorandum dated 27 August 2019 which contains detailed information about the proposed restructuring transaction, including the terms and conditions thereof, as well as a description of the procedures for holders of the notes to participate in the consent solicitation.

The restructuring of the existing notes was performed in accordance with the agreed terms. Each noteholder that is an eligible holder and that complies with the procedures detailed in the consent solicitation memorandum would be entitled to receive for every US 1,000 of existing notes:

- a) US 1,238.77 in nominal amount of the new notes (rounded down, if necessary, to the nearest US 1,000);
- b) a consent fee of US 11.01 (rounded down to the nearest whole U.S. dollar); and
- c) subject to the finalisation of the deductible amount, an exchange payment of at least US 39.91 (rounded down to the nearest whole U.S. dollar),

The proposal was approved by way of written resolution. Pursuant to the terms of the existing notes documents, the written resolution required the approval of noteholders holding at least 75 per cent. of the aggregate outstanding principal amount of the existing notes in order to have binding effect.

The principal amount of the new notes will be up to US 900,000,000, with a maturity date of 15 September 2031. The interest rate on the new notes will be calculated on the basis of a 360-day year of twelve 30-day months and shall be payable by the Republic of Mozambique in cash at: (i) a 5.0 per cent. interest rate calculated from (but excluding) 15 July 2019 up to (and including) 15 September 2023, and (ii) a 9.0 per cent. interest rate thereafter

until 15 September 2031. The Republic of Mozambique will pay interest semi-annually in arrears on 15 March and 15 September of each year, commencing 15 March 2020. The new notes will be redeemed in eight equal semi-annual instalments of US 112.50 million on 15 March and 15 September of the years 2028, 2029, 2030 and 2031.

The terms of the consent solicitation memorandum reflect the key commercial terms that were outlined in the May agreement in principle. The settlement of the restructuring is expected to occur on 30 September 2019.”

3.2 On pages 64 to 67 of the Base Prospectus, in the section entitled “*Risk Factors*”, the risk factor “*The Bank may not be able to generate income to recover deferred taxes. Potential dilution of the shareholders' position may result from the conversion into capital of a potential special reserve that may have to be established according to the applicable legal framework, in particular in the case of negative net individual results. Changes in the law or a different interpretation of the relevant provisions of law may have an adverse impact on the capital ratio.*” shall be deleted and replaced by the following:

***“The Bank may not be able to generate income to recover deferred taxes. Potential dilution of the shareholders' position may result from the conversion into capital of a potential special reserve that may have to be established according to the applicable legal framework, in particular in the case of negative net individual results. Changes in the law or a different interpretation of the relevant provisions of law may have an adverse impact on the capital ratio.*”**

The Bank's deferred tax assets (“DTAs”) (on a consolidated basis) as at 31 December 2018 corresponded to EUR 2,917 million, compared to EUR 3,138 million as at 31 December 2017, and were generated by tax losses and temporary differences. The most notable sources of the Bank's DTAs non-dependent on future profitability are impairment losses amounting to EUR 973 million and related employee benefits amounting to EUR 837 million.

Deferred taxes are calculated on the basis of the tax rates which are expected to be applicable at the time of the reversal of the temporary differences, which correspond to the approved or substantially approved rates at the time of the balance sheet. Assets and liabilities for deferred taxes are presented for their net value when, pursuant to the applicable laws, current tax assets may be compensated with current tax liabilities and when the deferred taxes relate to the same tax.

If the Bank is not able to generate enough taxable income to enable the absorption of the temporary differences deductible for tax purposes, the deferred taxes may not be recovered. Additionally, the Bank may be forced to alter its evaluation as a result of corrections to the taxable income or to tax losses that it may be subject to or as a result of reductions of the tax rates.

The recoverability of DTAs depends on the implementation of the strategy of the Bank's Board of Directors, namely the generation of estimated taxable income and its interpretation of tax legislation. Any changes in the assumptions used in estimating future profits or tax legislation may have material impacts on deferred tax assets.

The assessment of the recoverability of DTAs was carried based on the respective financial statements prepared under the budget process for 2019 and adjusted according to the strategic plan approved by the elected governing bodies, which support future taxable income, considering the macroeconomic and competitive environment.

To estimate taxable profits for the periods 2019 and following, the following main assumptions were considered:

- In the absence of specific rules regarding the tax regime for credit impairment and guarantees for taxation periods beginning on or after 1 January 2019, the tax rules considered, that were in force in 2018, similar to the one's in force in 2015, 2016, 2017 and 2018, and through Decree-Laws published at the end of each of the referred years established that the Notice of Bank of Portugal No. 3/95 should be considered for the purposes of calculating the maximum limits of impairment losses accepted for tax purposes. In applying these rules, the following assumptions were considered in general terms:

- a) non-deductible expenses related to charge in credit impairments were estimated based on the average percentage of amounts not deducted for tax purposes in the last years, compared to the amounts of impairment charges recorded in those years;
- b) impairment reversals not accepted for tax purposes were estimated based on the Reduction Plan of Non-Performing Assets 2019-2021 and also based on the average reversal percentage observed in the last years;
- c) the average percentages concerned were segregated, depending on the existence or absence of a mortgage guarantee, the eligibility for the special regime applicable to deferred tax assets and according to the classification of clients as Non Performing Exposures;
 - In the absence of a transitional regime that establishes the tax treatment to be given to the transition adjustments resulting from the adoption of IFRS 9, the general rules of the IRC Code have been applied;
 - The deductions related to impairment of financial assets were projected based on the destination (sale or settlement) and the estimated date of the respective operations;
 - The deductions related to employee benefits were projected based on their estimated payments or deduction plans, in accordance with information provided by the actuary of the pension fund.

The projections made take into consideration the Group's strategic priorities, essentially reflecting the projection of the Bank's medium-term business in Portugal in terms of results generation, and are globally consistent with the Reduction Plan of Non-Performing Assets 2019-2021, underlining:

- Improvement of the net interest income, considering interest rate curves used under the scope of the projections of net interest income in line with the market forecasts;
- Evolution of the ratio of loans and advances over the balance sheet resources from customer by approximately 100% in Portugal;
- Decrease in the cost of risk, supported by the expectation of a gradual recovery of economic activity, consubstantiating a stabilisation of the business risk, as well as the reduction of the non-core portfolio. In this way, the gradual convergence of the cost of credit risk (up to 2023)

is estimated to be close to those currently observed in other European countries, including in the Iberian Peninsula.

- Control of the operating expenses, notwithstanding the investments planned by the Bank in the context of the expected deepening of the digitisation and expansion of its commercial activities;
- Positive net income, projecting the favourable evolution of the ROE and maintaining of the CET1 ratio fully implemented at levels appropriate to the requirements and benchmarks. From 2024 onwards, it is estimated an annual growth of the Net income before income taxes, which reflects a partial convergence to the expected level of ROE stabilised term.

The analyses made allow the conclusion of the recoverability of the total DTAs recognised as at 31 December 2018.

As at 30 June 2019, the Bank's DTAs (on a consolidated basis) corresponded to EUR 2,799 million, compared to EUR 2,938 million as at 30 June 2018 and were generated by tax losses and temporary differences. The most notable sources of the Bank's DTAs non-dependent on future profitability are impairment losses amounting to EUR 966 million and related employee benefits amounting to EUR 837 million.

With reference to 30 June 2019, the Bank updated the analysis of the recoverability of DTAs related to the individual activity that had been prepared with reference to 31 December 2018, considering namely the following aspects:

- (a) Application of the mentioned draft law, approved in the Portuguese Parliament on 19 July 2019. The approved draft law establishes the tax regime of credit impairment and provisions for guarantees for the tax periods beginning on or after 1 January 2019, determining the convergence between accounting and tax rules regarding the deductibility of impairment losses for credit. Until the end of 2023, the rules prevailing until 2018 will continue to be applied, unless an option of applying the new regime is exercised earlier. Regardless the previously referred option, the new regime's application will be mandatory in the financial years of 2022 and/or 2013 in the following circumstances:
 - In the financial year of 2022, if, since 1 January 2022, the Bank distributes dividends regarding that financial year or acquires own shares, without occurring a decrease of the DTAs covered by Law 61/2014's optional framework in, at least, 10% comparatively to the amount recorded on 31 December 2018;
 - In the financial year of 2023, if, since 1 January 2023, the Bank distributes dividends regarding that financial year or acquires own shares, without occurring a decrease of the DTAs covered by Law 61/2014's optional framework in, at least, 20% comparatively to the amount recorded on 31 December 2018.

It was assumed that the Bank will not exercise its early application over the adaptation period of 5 years.

Meanwhile, on 4 September 2019, Law 98/2019 was published, enacting the tax regime described above.

- (b) Update of projections of Net income before income taxes resulting from decrease of the market interest rates; and
- (c) Update of tax effects following actuarial deviations recorded in the first semester of 2019.

Following the update on the analysis of the recoverability of DTAs related to the individual activity with reference to 30 June 2019, the Bank derecognised net DTAs of EUR 43,684 million, by reversing DTAs related to tax losses of EUR 108,407 million and recognizing DTAs related to credit impairment losses of EUR 64,723 million. Regarding the referred net value, EUR 33,498 million were reversed through profit and loss and the remaining EUR 10,186 million were reversed through reserves.

After these adjustments, the performed analyses allow the conclusion of total recoverability of the DTAs recognised as at 30 June 2019.

Law 61/2014, of 26 August 2014, approved an optional framework, with the possibility of subsequent waiver, according to which, upon certain events (including a) annual net losses on the separate financial statements, as well as b) liquidation as a result of voluntary dissolution, insolvency decided by the court or withdrawal of the respective authorization), the DTAs that have resulted from the non-deduction of expenses and of negative asset variations resulting from impairment losses in credits and from post-employment benefits or long-term employments, will be converted into tax credits. In the case of a), a special reserve must be created in the amount of the tax credit resulting from the terms of such Law, enhanced with an increase of 10%, which is intended exclusively to be incorporated into the share capital. The creation of such special reserve implies a creation, simultaneously, of conversion rights and of a right to demand the issue of shares by the Bank in an amount equivalent to such special reserve granted to the Portuguese Republic ("**State Rights**"), such rights being acquirable by the shareholders through payment to the Portuguese State of the same amount. The tax credits can be offset against tax debts of the beneficiaries (or of any entity with head office in Portugal within the same group to which the special regime foreseen in the Corporate Tax Code is applicable or within the same prudential consolidation perimeter for the purpose of Regulation (EU) no. 575/2013, of the European Parliament and of the Council) or reimbursed by the Portuguese Republic. Due to this framework, the recovery of the DTAs covered by Law 61/2014's optional framework is not dependent on future profitability.

Law 23/2016, of 19 August, limited the scope of the regime, determining that tax assets originated in expenses or negative asset variations accounted for after 1 January 2016 are not eligible for the optional framework. The framework set out in Law 61/2014, as amended by Law 23/2016, was further developed by (a) Ministerial Order ("*Portaria*") 259/2016, of 4 October 2016, on the control and use of the tax credit and (b) Ministerial Order ("*Portaria*") 293-A/2016, of 18 November 2016 (as amended by Ministerial Order ("*Portaria*") 272/2017, of 13 September 2017), concerning the conditions and proceedings for the acquisition by shareholders of the referred conversion rights. Law 98/2019, of 4 September, established a deadline for the acquisition of the referred conversion rights by shareholders, at the end of which the Board of Directors has to issue new shares and

accomplish the share capital increase through the conversion of the special reserve. Pursuant to this legislation, among other aspects, such conversion rights are subject to an acquisition right by the shareholders on the date of creation of the rights exercisable on periods to be established by the Board of Directors up to 3 years from the date of the confirmation of the tax credit (resulting from the conversion of DTAs) by the Portuguese Tax Authorities. The issuing bank has to deposit in the name of the Portuguese State the amount of the price corresponding to the exercise of the acquisition right of all the conversion rights, within three months from the date of the confirmation of the tax credit by the Portuguese Tax Authorities, ahead and independently of their acquisition. Such deposit is redeemed when and to the extent that the State Rights are acquired by shareholders or are exercised by the State.

As disclosed in due course, pursuant to the General Meeting held on 15 October 2014, the Bank adopted the optional framework approved by Law 61/2014 of 26 August 2014, described above. The Group's CET 1 ratio, fully implemented as at 31 December 2018, corresponds to 12.0% and already incorporates the effects of the application of the new framework which became effective on 1 January 2015.

The Bank's net result (on an individual basis) as at 31 December 2018 was EUR 59 million; there is no guarantee that the net result in the following years will be positive.

If the Bank registers a net loss as at the end of a financial year, on an individual basis, then, under the provisions of Law 61/2014, of 26 August 2014, as amended, the Portuguese Republic will be granted State Rights, exercisable after the period of up to 10 years, during which shareholders will have the opportunity to acquire such conversion rights from the State. If shares are finally issued pursuant to the exercise of such conversion rights, this would dilute the remaining shareholders of the Bank. Among other factors that may affect the recoverability of the deferred tax assets and their composition regarding the deferred tax assets that fall within the scope of Law no. 61/2014, of 26 August 2014, the interpretation of the tax law is relevant, as well as the performance of several operations in 2016, 2017 and 2018. In this context, the Bank considered that the thresholds provided for in Banco de Portugal Notice 3/95 for the purposes of tax deductibility of credit impairments occurred in 2016, 2017 and 2018, including the effects of the transition in the individual accounts of the Bank from the adjusted accounting rules to the international accounting rules, as adopted by the EU, will be maintained. Regulatory Decree no. 5/2016, of 28 November, which came into force the following day, and Regulatory Decree no. 11/2017, of 28 December, which came into force the following day, and Regulatory Decree no. 13/2018, of 28 December, which came into force the following day, confirmed that assumption. In the absence of specific rules regarding the tax regime for credit impairment and guarantees for the taxation periods beginning on or after 1 January 2019, the maintenance of the tax rules in force in 2017 and 2018 was considered in the estimate of taxable profit for the period, which tax rules stipulate that Banco de Portugal Notice No. 3/95 should be considered for calculating the maximum limits of impairment losses accepted for tax purposes.

In the 2015 and 2016 financial years, the Bank registered deferred tax assets regarding expenses and negative asset variations with post-employment or long term employment benefits and credit impairment losses accounted for up to 31 December 2014, which assets the Bank deems eligible for the purposes of the framework approved by

Law 61/2014, of 26 August. A change in law or a different interpretation of the law, or the non-performance of the abovementioned operations could have an adverse impact on the Bank's capital ratio.

On 18 November 2016, the Regulatory Decree no. 5/2016, concerning the maximum amounts of impairment losses and other value corrections for a specific credit risk deductible for purposes of assessment of taxable income in corporate income tax, was published. Among other aspects, the regulatory decree provided that, regarding the provisions for impairments registered under Banco de Portugal Notice 3/95 and subject to annulment or reduction under Banco de Portugal Notice 5/2015, when calculating their taxable income regarding tax year 2016, taxpayers might choose to consider the positive difference (assessed as at 1 January 2016) between the amount of provisions for losses for credit impairments (constituted under Banco de Portugal Notice 3/95) and the impairments constituted as of 1 January 2016 relating to the same credits in accordance with the applicable accounting provisions, only for the part that remains unused and exceeds the tax losses computed in tax periods initiated on or after 1 January 2012 still available for deduction. The amount which is not considered for the calculation of taxable income under this framework should be deducted from the balance of the tax losses mentioned above. The Bank opted to apply this transitional regime provided for in the regulatory decree in 2016.

Any of the aforementioned could result in a material adverse effect on the Bank's business, financial condition, results of operations and prospects.

The Bank applied IFRS 9 in the period beginning on 1 January 2018. Since no specific tax treatment was established regarding the transition adjustment to IFRS 9, the Bank considered the application of the Corporate Income Tax general rules. Any new transitional regime established for those purposes or different interpretation on the tax treatment of the adoption of IFRS 9 could result in a material adverse effect on the recovery of deferred taxes.”

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 22 May 2019, the Bank concluded, with 64.59% of the share capital represented, the Annual General Meeting of Shareholders, with the following resolutions:

Item One – *Approval of the individual and consolidated annual report, balance sheet and financial statements of 2018, including the Corporate Governance Report;*

Item Two – *Approval of the proposal for the appropriation of profits for the 2018 financial year;*

Item Three – *Approval of a vote of trust and praise addressed to the Board of Directors, including to the Executive Committee and to the Audit Committee and each one of their members, as well as to the Chartered Accountant and its representative;*

Item Four – *Approval of the remuneration policy of Members of Management and Supervision Bodies;*

Item Five – *Approval of the alteration of the articles of association, giving a new wording to paragraph c) of article 14 and to nr. 1 of article 10, adding two new numbers 2 and 3 to article 10 with the consequent renumbering of current nrs. 2 and 3;*

Item Six – Approval of the cooptation of Mr. Fernando Costa Lima as member of the Board of Directors and of the Audit Committee for the exercise of functions in the term-of-office ending in 2021. The effects of this cooptation are subject to obtaining the authorization for the exercise of functions from the European Central Bank;

Item Seven – Appointment of Prof. Cidália Maria da Mota Lopes as Chairperson of the Audit Committee to exercise functions during the term-of-office ending in 2021;

Item Eight – Election of Mr. Nuno Maria Pestana de Almeida Alves as member of the Remunerations and Welfare Board;

Item Nine - Election of Deloitte & Associados – Sociedade de Revisores Oficiais de Contas, S.A., that selected Mr. Paulo Alexandre de Sá Fernandes, ROC nr. 1456, to represent it, as the Single Auditor, and of Mr. Jorge Carlos Batalha Duarte Catulo, ROC nr. 992, as his alternate, during the two-year term-of-office 2019/2020;

Item Ten - Selection of Deloitte & Associados - Sociedade de Revisores Oficiais de Contas, SA to perform functions of External Auditor in the 2019/2020 two-year period;

Item Eleven – Approval of the acquisition and sale of own shares and bonds.

On 3 June 2019, the Bank informed that DBRS Ratings GmbH (DBRS) has upgraded the following ratings assigned to BCP:

- Intrinsic Assessment to BBB (low), from BB (high);
- Issuer rating to BBB (low) / R-2 (middle), from BB (high) / R-3;
- Senior debt to BBB (low) / R-2 (middle), from BB (high) / R-3;
- Deposits to BBB / R-2 (high), from BBB (low) / R-2;
- Critical obligations rating to BBB (high) / R-1 (low), from BBB / R-2 (high);
- Senior non-preferred to BB (high), from BB;
- Subordinated debt to BB, from BB (low);
- AT1 to B, from B (low).

The trend on these ratings, after this rating decision, is Stable.

The Bank also informed that this action by DBRS reflected BCP's profitability improvement, supported by improving results in Portugal, maintenance of good efficiency levels, reduction of cost of risk and BCP accelerated reduction of NPEs.

On 7 June 2019, the Bank informed that Bank Millennium S.A., in which the Bank owns a 50.1% stake, announced, on the same date, the approval of the merger plan with Euro Bank S.A., following completion of an acquisition of shares representing 99.787% of Euro Bank S.A..

On 19 June 2019, the Bank informed that is currently evaluating the merger of its wholly-owned subsidiary Banco de Investimento Imobiliário, S.A. by incorporation into Banco Comercial Português, S.A., to be effected until year-end 2019.

On 24 July 2019, the Bank informed that Moody's Investors Services ("Moody's") has improved the following ratings assigned to BCP:

- Deposits rating from Ba1 to Baa3 (upgraded to investment grade);
- Senior debt rating from Ba2 to Ba1;

- *SNP debt rating from B1 to Ba3;*
- *Subordinated debt rating from B1 to Ba3;*
- *AT1 rating from B3 (hyb) to B2 (hyb);*
- *Counterparty Risk Ratings from Baa3 to Baa2;*
- *Counterparty Risk Assessment from Baa3 to Baa2;*
- *Baseline credit assessment (BCA) from ba3 to ba2;*
- *Adjusted BCA from ba3 to ba2.*

The Bank also informed that this rating action by Moody's reflected the improvement of Portugal's Macro Profile from "Moderate" to "Moderate +", as a result, inter alia, of the significant deleveraging of the private sector, in combination with the improvement of BCP's credit profile, in particular as regards improving of asset quality.

On 9 September 2019, the Bank informed that it had been notified by the Portuguese Competition Authority ("AdC") of the decision to impose a fine in proceedings related to alleged restrictive competition practices regarding the sharing of sensitive commercial information between credit institutions, in the mortgage lending, consumer lending and corporate credit segments. BCP was one of the banks the AdC decided to fine in the total amount of EUR 225 million, for engaging in the exchange of sensitive commercial information. The fine imposed on BCP amounts to EUR 60 million.

The Bank also informed that throughout this process, initiated by the AdC in 2012, BCP had had the opportunity to provide the AdC with all the clarifications requested and to explain why it considered that the accusations addressed to the Bank were not adequately supported and substantiated.

It is not apparent from the AdC's decision that the information sharing practices imputed to BCP had any negative effect on consumers. It should be noted, moreover, that the period covered by the decision includes the pre-financial crisis period of 2008, in which very competitive commercial practices between Institutions were observed, with a view to strengthening their market shares, which were subsequently and publicly recognised by analysts and the media in general as resulting in very low credit spreads. After 2008, BCP's pricing references reflected the widespread increase in credit spreads as a result of the economic and financial crisis and the country's financing conditions. It is also important to note that the information exchanged by the Marketing Departments corresponded, in BCP's case, to spreads which are disclosed through the general price table and not the prices that were then applied in individual negotiations with Customers.

The Bank further informed that it has a public commitment to operate in the market in strict compliance with competition rules, with which it identifies and to which it is committed, and does not accept any behaviour aimed at distorting competition or harming consumers, or even challenging decisions of the Authorities that it considers balanced. In this decision, this is clearly not the case, as the information exchange has not resulted in any demonstrable harm to Customers, meaning, in the opinion of the Bank, that the fine is unjustified and unbalanced.

Additionally, the Bank informed that the Bank's Executive Board, in view of the notification of the decision and bearing in mind its knowledge of this process, which it closely monitored, had decided that to proceed with the respective legal challenge of the decision in the competent courts.

On 12 September 2019, the Bank informed that, following the announcement dated 19 June 2019, the Bank's Board of Directors and the Board of Directors of BII approved on that day the merger project of BII, a wholly-owned subsidiary of the Bank, by incorporation into the latter.

On 20 September 2019, the Bank informed that it had fixed the terms for a new issue of medium term subordinated notes expected to qualify as Tier 2 own funds, under its Euro Note Programme, as part of the Bank's strategy of optimizing its capital structure and of reinforcing its presence in the international capital markets. The issue, in the amount of €450 million, has a tenor of 10.5 years, with the option of early redemption by the Bank at the end of 5.5 year, and an annual interest rate of 3.871 per cent. during the first 5.5 years (corresponding to a spread of 4.231 per cent over the 5.5 year mid-swap rate, which, for the determination of the interest rate for the remaining 5 years, will be applied over the mid swaps rate in force at the beginning of that period). The transaction was placed with a very diversified group of European institutional investors.

On 1 October 2019, the Bank informed that the legal merger of Bank Millennium, in which the Bank owns a 50.1% stake, with eurobank had been completed on that date.

On 17 December 2019, the Bank informed that it had been notified of the decision of the European Central Bank (ECB) regarding minimum prudential requirements to be fulfilled on a consolidated basis from January 1st, 2020, based on the results of the Supervisory Review and Evaluation Process ("**SREP**"). The Bank also informed that it had been informed by the Bank of Portugal on its capital buffer requirement as "other systemically important institution" ("**O-SII**"). The ECB's decision prescribed the following minimum ratios as a percentage of total risk weighted assets (RWA) from January 1st, 2020:

BCP Consolidated	Sep. 30 th 2019*	Minimum capital requirements from January 1 st , 2020							
	Fully implemented	Phased-in	Of which:			Fully implemented	Of which:		
			Pillar 1	Pillar 2	Buffers		Pillar 1	Pillar 2	Buffers
CET1	12.3%	9.81%	4.50%	2.25%	3.06%	10.25%	4.50%	2.25%	3.50%
T1	13.4%	11.31%	6.00%	2.25%	3.06%	11.75%	6.00%	2.25%	3.50%
Total	15.7%	13.31%	8.00%	2.25%	3.06%	13.75%	8.00%	2.25%	3.50%

*Including unaudited earnings for the first nine months of 2019.

Buffers include the conservation buffer (2.5%), the countercyclical buffer (0%) and the buffer for other systemically important institutions (O-SII: 0.563%). Given the increased systemic importance of the Bank for the Portuguese financial system, its future O-SII reserve requirement was revised from 0.75% to 1.00%, and the Bank was granted an additional year (January 1st, 2022) to fulfil it, as communicated by the Bank of Portugal in its website. According to ECB's decision under SREP, the Pillar 2 requirement for the Bank was set at 2.25%, the same value as for 2019. Lastly, the Bank informed that taking into account its capital ratios as of September 30th, 2019, the Bank complies comfortably with the minimum capital ratio requirements for CET1 (Common Equity Tier 1), Tier 1 and total ratio.

On 27 December 2019, the Bank informed that, following the announcement dated 12 September 2019, it had signed on that date the merger deed of Banco de Investimento Imobiliário, S.A., a wholly-owned subsidiary of Banco Comercial Português, S.A., by incorporation into the latter. This concluded the incorporation process of Banco de Investimento Imobiliário, S.A. into Banco Comercial Português, S.A..

On 3 February 2020, the Bank informed that Bank Millennium in Poland, in which the Bank has a 50.1% holding and whose accounts are fully consolidated at BCP group level, released its results for 2019. Main highlights were as follows:

Solid operational profitability affected by Euro Bank acquisition and legal risk provisions:

- Net profit reached 561 million PLN (130.6 million EUR) in 2019, a 26% decrease y/y and a 17% increase y/y, when adjusted to one-offs
- 205 million PLN (47.7 million EUR) of integration and provisions costs related to Euro Bank
- 223 million PLN (51.9 million EUR) of provisions related to foreign exchange (FX) mortgages legal risks
- Net profit reached 27 million PLN (6.3 million EUR) in the 4Q19, or 274 million PLN (63.8 million EUR) when adjusted to extraordinary items
- Adjusted ¹ ROE of 10.2% and Cost/income ratio of 47.4%

Operating income and costs influenced by the acquisition and merger of Euro Bank

- Operating income grew 27% y/y
- Net interest income grew 33% y/y
- Operating costs grew 36% y/y, (28%, excluding integration costs)
- Reserve for cash loans fees returns after European Court of Justice (ECJ) ruling: 66 million PLN (15.4 million EUR)

High asset quality and liquidity kept

- Impaired loans (stage 3) ratio at 4.56%
- Adjusted cost of Risk ¹ at 57 b.p.
- Loans to deposits ratio at 86%

Solid capital position and lower regulatory buffers

- Group's Total Capital Ratio (TCR) at 20.1%, and CET1 ratio at 16.9% after incorporating full 1H 2019 year profits
- Reduction by the KNF of the FX mortgage related Pillar 2 buffer to 4.9% and dividend related Stress Test buffer to 3%
- The Management Board will recommend to the AGM the full retention of 2019 net profits

Retail business

- 2.6 million active clients, a 40% y/y growth, +494 thousand clients due to the Euro Bank acquisition and +240 thousand due to organic growth
- Deposits grew 28% y/y (10%, excluding Euro Bank)
- Loans grew 44% y/y (9%, excluding Euro Bank)
- Over 4 billion PLN (941 million EUR) in cash loans and mortgages sales, with high y/y growth rates: 28% and 26%, respectively
- Cash loans sales in the 4Q19 affected by the Euro Bank migration and adjustment of the risk appetite and price
- Doubling of the new microbusiness accounts acquisition pace (26% opened online), in 2019
- 89 thousand microbusiness clients, at the end of 2019

¹ total net provisions (including the Fair Value adjustment and modification effect) to average net loans, without extra IFRS9 provisions on Euro Bank acquired portfolio and on CHF mortgages legal risks.

Companies business

- *Current accounts volumes grew 19% y/y*
- *Growth of loans to companies: 7% y/y, which means a 1.2 billion PLN (282 million EUR) y/y increase*
- *Growth in factoring sales of 6.5% y/y*
- *Growing number and volume of transactions in corporate business*

Quality and Innovations

- *Highest NPS ratio ² (52) among Polish banks*
- *Best Web Site Design in Central and Eastern Europe, according to Global Finance*
- *1.5 million downloads of the Millennium Goodie app – smartshopping platform”*

- ii) In the section “Trends Information” on pages 170 to 172 of the Base Prospectus, the last paragraph of page 172 of the Base Prospectus is deleted and shall be replaced by the following ones:

“On 30 October 2019, the BCP has been notified by the Single Resolution Board on updated MREL requirement for the resolution group headed by the Bank, at a sub-consolidated level, which includes other operations based in Portugal (Banco ActivoBank, S.A. and Banco de Investimento Imobiliário, S.A.), Switzerland (Banque Privée BCP, S.A.) and Cayman (Millennium BCP Bank & Trust), and excludes the operations based in Mozambique and Poland (the “BCP Resolution Group”).

Based on financial information of the BCP Resolution Group as at 31 December 2017, SRB set the MREL requirement on a sub-consolidated basis for BCP at 14.99% of Total Liabilities and Own Funds (“TLOF”), of which 9.95% of TLOF shall be met with subordinated instruments, corresponding to 25.98% of Total Risk Exposure Amount (“TREA”), of which 17.25% shall be met with subordinated instruments. Moreover, the Bank has been informed that the MREL requirement needs to be reached by 1 July 2022 and from that date shall be met at all times.

On the same date, SRB also have notified BCP, as head of BCP Resolution Group, that Banco ActivoBank, S.A. shall comply with MREL on an individual basis at the level of 7.61% of its TLOF, corresponding to 19.36% of its TREA. This requirement shall be reached by 1 July 2022 and all times from that date on.

This is fully aligned with the Bank’s expectations and generally consistent with the funding projections already included in the Bank’s strategic Plan for the period up to 2021, which underpins the medium term performance targets disclosed to the market with the results announcement for 3Q2019. Nevertheless, it must be noted that the MREL requirement may be adjusted in the future by the competent authorities, to reflect their assessment of the underlying risks, business evolution or changes in the profile of the BCP Resolution Group assets and liabilities.”

- iii) in the “Management, Audit Committee and Statutory Auditor” sub-section on pages 191 to 195 of the Base Prospectus, the following changes should be made:

- (a) the third paragraph on page 192 of the Base Prospectus shall be replaced by the following:

² based on ARC Opinia i Rynek survey

“On 22 May 2019, the General Meeting of Shareholders ratified 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.

Currently, the Board of Directors has the following members:

<i>Chairman:</i>	<i>Nuno Manuel da Silva Amado</i>
<i>Vice-Chairmen:</i>	<i>Jorge Manuel Baptista Magalhães Correia</i>
	<i>Valter Rui Dias de Barros</i>
	<i>Miguel Maya Dias Pinheiro</i>
<i>Members:</i>	<i>Ana Paula Alcobia Gray</i>
	<i>Cidália Maria Mota Lopes</i>
	<i>João Nuno de Oliveira Jorge Palma</i>
	<i>José Manuel Alves Elias da Costa</i>
	<i>José Miguel Bensliman Schorcht da Silva Pessanha</i>
	<i>Lingjiang Xu</i>
	<i>Maria José Henriques Barreto de Matos de Campos</i>
	<i>Miguel de Campos Pereira de Bragança</i>
	<i>Rui Manuel da Silva Teixeira</i>
	<i>Teófilo César Ferreira da Fonseca</i>
	<i>Wan Sin Long</i>
	<i>Xiao Xu Gu</i>
	<i>Fernando da Costa Lima</i>

- (b) the table that starts on page 192 of the Base Prospectus shall include the new appointed member of the Board of Directors’ information on positions held outside the Group as follows:

<u>Name</u>	<u>Position</u>	<u>Company</u>
Fernando da Costa Lima	Non-executive Director	Netinvoice, S.A.

- (c) on page 195 of the Base Prospectus, in the sub-section entitled “*Audit Committee*”, the first paragraph shall be replaced by the following:

“*The Audit Committee is composed of the following members:*

<i>President:</i>	<i>Cidália Maria Mota Lopes</i>
<i>Members:</i>	<i>Valter Rui Dias de Barros</i>
	<i>Wan Sin Long</i>
	<i>Fernando da Costa Lima</i> ”

- (d) on page 195 of the Base Prospectus, in the sub-section entitled “*Statutory Auditor*”, the first paragraph shall be replaced by the following:

“*The current Statutory Auditor and External Auditor of the Bank, Deloitte & Associados SROC, S.A., and alternatively Jorge Carlos Batalha Duarte Catulo, ROC No. 992, were elected at the General Meeting of Shareholders held on 22 May 2019, for the two year term of office 2019/2020, by a majority of 99.9283% and 99.8834% of the votes cast, respectively.*”

- (e) on page 195 of the Base Prospectus, in the sub-section entitled “Statutory Auditor”, the second paragraph shall be deleted.

5. 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 30 September 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 2018.”

6. 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).