

**SUPPLEMENT DATED 21 February 2013  
TO THE BASE PROSPECTUS DATED 29 JUNE 2012  
AS SUPPLEMENTED BY THE SUPPLEMENT DATED 6 September 2012**

**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 29 June 2012 (the **Base Prospectus**) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Euro12,500,000,000 Covered Bonds Programme (the **Programme**) established by Banco Comercial Português, S.A. as issuer (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. 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.

The purpose of this Supplement is to update the Base Prospectus with information regarding a) the share capital increase of Banco Comercial Português from Euro 3,000,000,000 to Euro 3,500,000,000, b) the appointment of the representatives of the State in the Bank's corporate bodies, c) the results of the on-site inspections program related to the exposures to construction and real estate promotion sectors, which lead BCP to reinforce the recorded impairment by a total amount of Euro 290 million, d) the amendments to the "*Taxation – Portuguese Taxation*" section (the following changes shall always be read together with information disclosed in section "Taxation – Portuguese Taxation" of the supplement): (i) the withholding and autonomous tax rate of 30% has changed to 35%; (ii) the tax rate of 25% applicable to interest and other investment income and capital gains obtained by individuals has changed to 28%; (iii) in 2013, the maximum individual tax rate for residents is 53%, to which a 3.5% surtax is to be added; (iv) the state surcharge ("*derrama estadual*") applies now to interest and investment income derived from the Covered Bonds, capital gains obtained with the transfer of Covered Bonds and the acquisition of Covered Bonds through gift or inheritance obtained by legal persons resident for tax purposes in Portugal or a non resident acting through a Portuguese permanent establishment, at 3 per cent. on taxable profits in excess of Euro 1,500,000 and up to Euro 7,500,000 (previously Euro 10,000,000) and at 5 per cent. on taxable profits in excess of Euro 7,500,000 (previously Euro 10,000,000); (v) the exemption on the annual positive difference between capital gains and capital losses deriving from the sale of Covered Bonds (and other debt securities and shares held for more than 12 months) by investment funds created and operating under Portuguese legislation other than mixed or closed-ended private investment funds was abolished and tax now applies to all types of such investment funds at 25%; e) the incorporation by reference in the Base Prospectus of the earnings release as at and for the period ended 30 September 2012 of Banco Comercial Português (comprising both the "*Earnings Press-Release*" and "*Earnings Presentation*"), f) Moody's decision to downgrade the rating for BCP's long-term senior obligations and for BCP's Covered Bonds Programme rating; g) DBRS decision to downgrade BCP's Covered Bonds Programme rating; h) the incorporation by reference in the Base Prospectus of the earnings release as at and for the period ended 31 December 2012 of Banco Comercial Português (comprising both the "*Earnings Press-Release*" and "*Earnings Presentation*").

## **I. RECENT DEVELOPMENTS**

On 4 October 2012, Banco Comercial Português announced that the share capital increase of Banco Comercial Português, S.A. from Euro 3,000,000,000 to Euro 3,500,000,000, comprising the issuance of 12,500,000,000 ordinary, registered and book-entry shares, without nominal value, with the issuance price and subscription price of 0.04 Euro each, which were offered to the shareholders of Banco Comercial Português for subscription through the exercise of their pre-emptive subscription rights, was registered with the competent Commercial Registry Office.

As such, the share capital of Banco Comercial Português, S.A. is now of Euro 3,500,000,000, represented by 19,707,167,060 ordinary, book-entry shares without nominal value.

On 29 November 2012, Banco Comercial Português announced that, in the wake of the Bank's recapitalisation operation and in accordance with article 14 (2) of Law 63-A/2008 (altered and republished by Law 4/2012) and the Decision nr. 8840-B/2012, dated 28 June, the State appointed Mr. Bernardo Sottomayor, as first non-executive director, and Mr. José Rodrigues Jesus, as second non-executive director, to be its representatives in the Bank's corporate bodies. Mr. José Rodrigues will also be a member of the Audit Committee. This appointment was formalized by Order ("*Despacho*") of His Excellency the Minister of Finance dated 2 December 2012 and published in supplement to the second series of the Portuguese official gazette of 4 December 2012.

On 3 December 2012, Banco Comercial Português, S.A. announced that on 29 November 2012, the On-Site Inspections Program (OIP) for the exposures to construction and real estate promotion sectors in Spain and Portugal, with reference to 30 June 2012, was completed.

For the BCP Group, the assessment concluded that there was a need to reinforce the recorded impairment by a total amount of Euro 290 million, corresponding to about 3.1% of the exposures evaluated.

Impairment reinforcements made by BCP Group, with reference to 30 September (Euro 103 million) and 31 October 2012 (Euro 176 million), already covered most of the identified needs, reducing the amount of EUR 290 million to EUR 11 million, that will be recorded until 31 December 2012.

Additionally, the BCP Group informed that the impairment reinforcement needs identified by the OIP do not affect in any way the solvency and capital targets set out in the bank's recapitalization plan.

The Issuer believes that the above mentioned recent developments are important to the activity of the Bank and therefore include aspects that an investor may find relevant in his assessment of the investment and his respective decision.

## **II. TAXATION – PORTUGUESE TAXATION**

Following the entry into force of Law no.55-A/2012 of 29 October 2012 and of Law no. 66-B/2012 of 31 December 2013 (the 2013 State Budget Law): (i) interest and other investment income obtained by Portuguese resident individuals received through an entity located in Portugal on Covered Bonds is subject to withholding tax at 35% (previously 30%); (ii) interest and other investment income obtained by Portuguese resident individuals on Covered Bonds not received through an entity located in Portugal is subject to an autonomous taxation at 35% (previously 30%); (iii) capital gains obtained on the disposal of Covered Bonds are subject to tax at 28% (previously 25%); (iv) interest and other investment income obtained by Portuguese resident individuals on Covered Bonds issued by the Bank is subject to withholding tax at 28% (25% until 29 October 2012 and 26.5% from 30 October 2012); (v) capital gains obtained by individuals (resident and non-resident) on the disposal of Covered Bonds issued by the Bank are subject to tax at 28% (previously 25%); (vi) interest and other investment income obtained on Covered Bonds issued by the Bank paid or made available to accounts in the name of one or more accountholder acting on behalf of undisclosed entities is

subject to withholding tax at 35% (previously 30%); (vii) in 2013, the maximum individual tax rate for residents is 53%, to which a 3.5% surtax is to be added; (viii) interest and other investment income obtained by non-Portuguese resident individuals on Covered Bonds issued by the Bank is subject to withholding tax rate at 28% (previously 25%); (ix) the state surcharge (“derrama estadual”) applies now to interest and investment income derived from the Covered Bonds, capital gains obtained with the transfer of Covered Bonds and the acquisition of Covered Bonds through gift or inheritance obtained by legal persons resident for tax purposes in Portugal or a non resident acting through a Portuguese permanent establishment, at 3 per cent. on taxable profits in excess of Euro 1,500,000 and up to Euro 7,500,000 (previously Euro 10,000,000) and at 5 per cent. on taxable profits in excess of Euro 7,500,000 (previously Euro 10,000,000); (x) the exemption on the annual positive difference between capital gains and capital losses deriving from the sale of Covered Bonds (and other debt securities and shares held for more than 12 months) by investment funds created and operating under Portuguese legislation other than mixed or closed-ended private investment funds was abolished and tax now applies to all types of such investment funds at 25%; (xi) interest and other investment income obtained by non-Portuguese resident individuals or legal persons domiciled or resident in a country included in the tax havens list approved by Ministerial order no. 150/2004 of 13 February (as amended by Ministerial order no. 292/2011 of 8 November) on Covered Bonds issued by the Bank is subject to withholding tax at 35% (previously 30%). In respect of such investors of the Covered Bonds subject to a tax liability as a result of obtaining interest or investment income on the Covered Bonds, the computation of such tax liability will be affected by the amendments above summarized.

### **III. EARNINGS RELEASE**

On 5 November 2012, BCP has published its earnings release as at and for the period ended 30 September 2012. A copy of this release (comprising both the “Earnings Press-Release” and “Earnings Presentation”) has been filed with the National Storage Mechanism and, by virtue of this Supplement, that release is incorporated in, and forms part of, the Base Prospectus, except for the Pro Forma Information, as defined hereunder.

This release is a direct and accurate translation from its original Portuguese version. In the event of any discrepancy between the original Portuguese document and the English translation thereof, the original Portuguese version will prevail.

The Pro Forma Information included in the “Earnings Press Release” means: I) on page 1, the bullets 1, 3, 4 and 5; II) on page 2, information included in the “Financial Highlights” table, under “Balance Sheet” (excluding “Total Assets” and “Loans to customers, net / Customer deposits”) and under “Efficiency ratios”; III) on page 4, information regarding “Net commissions in Portugal” included in paragraph 4; IV) information regarding “Operating costs” included in paragraph 6 of page 3 and paragraphs 1 and 3 of page 6, information regarding “Staff costs” included in paragraphs 5 and 6 on page 6 and information regarding cost-to-income included in paragraph 5; V) on page 7, information regarding “Staff costs” and “Operating costs / Net operating revenues” in the table entitled “Operating Costs”; VI) on page 8, information included on rows “Companies”, “Services”, “Total” and “Portugal activity” of the table entitled “Loans To Customers (Gross)” and information regarding “Loans to customers (gross)” included in paragraphs 2, 3 and 4 of the section entitled “Balance Sheet”; VII) on page 9, information included on rows “Balance sheet customer funds”, “Deposits”, “Total” and “Portugal activity” of the table entitled “Total Customer Funds” and information regarding “Total customer funds” included in paragraphs 9, 10 and 11 of the section entitled “Balance Sheet”; VIII) on page 10, information regarding Core Tier I included in paragraph 4 of the section entitled “Capital”; and IX) on page 17, information included on rows “Total customer funds”, “Balance sheet customer funds”, “Deposits”, “Loans to customers (gross)”, “Companies” and “Services” of the table entitled “Consolidated indicators: activity in Portugal and international activity”.

The Pro Forma Information included in the “Earnings Presentation” means: The Pro Forma Information included in the “Earnings Presentation” means: I) on page 4, the bullets 1, 3, 4 and 5; II) on page 5, the charts “Core Tier I”, “Commercial gap” and “Loan to deposit ratio”; III) on page 6, the chart “Operating costs”; IV) on page 9, information about Core Tier I ratio; V) on page 11, the charts “Customer funds” and “Balance sheet customer funds in Portugal”; VI) on page 12, the charts “Loans to customers (gross)”, “Loans to customers (gross) in Portugal” and “Loans to customers (gross) in Int. Op.”; VII) on page 13, the chart “Commercial gap”; VIII) on page 16, information about Income Statement; IX) on page 18, the chart “Banking fees and commissions – Portugal”; X) on page 19, the chart “Operating costs”; XI) on page 24, the charts “Customer funds” and “Loans to customers (gross); XII) on page 25, the chart “Operating costs”; XIII) on page 30, the chart “Operating costs”; XIV) on page 31, the chart “Staff costs”; XV) on page 40, the charts “Net interest income” and “NIM evolution”; and XVI) on page 51, the rows “C/I ratio” and “Operating costs”.

The non-incorporated Pro Forma Information is either not relevant for investors or is covered elsewhere in the Base Prospectus.

On 8 February 2013, BCP has published its earnings release as at and for the period ended 31 December 2012. A copy of this release (comprising both the “Earnings Press-Release” and “Earnings Presentation”) has been filed with the National Storage Mechanism and, by virtue of this Supplement, that release is incorporated in, and forms part of, the Base Prospectus, except for the Pro Forma Information, as defined hereunder.

This release is a direct and accurate translation from its original Portuguese version. In the event of any discrepancy between the original Portuguese document and the English translation thereof, the original Portuguese version will prevail.

The Pro Forma Information included in the “Earnings Press Release” means: I) on page 1, information about Core Tier 1 according to EBA adjusted for 31 December 2012 buffer values (bullet 5); II) on page 2, information included in the “Financial Highlights” table, under “Efficiency ratios”; III) on page 4, information regarding “Net commissions” included in paragraph 4; IV) information regarding “Operating costs” included in paragraph 7 of page 5 and paragraphs 1,2 and 4 of page 6, information regarding “Staff costs” included in paragraph 5 and 6 on page 6; V) on page 7, information regarding “Staff costs” and “Operating costs / Net operating revenues” in the table entitled “Operating Costs”; VI) on page 17, information included on row “Impairment for estimated losses” of the table entitled “Consolidated indicators: activity in Portugal and international activity”.

The Pro Forma Information included in the “Earnings Presentation” means: The Pro Forma Information included in the “Earnings Presentation” means: I) on page 4, information about Core Tier 1 according to EBA; II) on page 6, the chart “Staff costs in Portugal”; III) on page 13, the chart “Core Tier I ratio (%) - EBA”; IV) on page 22, the charts “Portugal” and “International operations”; V) on page 23, the charts “Operating costs” and “Portugal” and the table “Specific items – staff costs”; VI) on page 29, the chart “Operating Costs”; VII) on page 33, the chart “Operating costs”; VIII) on page 34, the chart “Staff costs”; IX) on page 36, the chart “Impairment and provisions charges”; X) on page 38, the column “2011” of the chart “International operations”; XI) on page 39, the columns “Dec 11” of the charts “Customer funds” and “Loans to customers (gross); XII) on page 40, the columns “2011” of the charts “Net Income”, “Banking income” and “Operating costs”; XIII) on page 41, the column “2011” of the chart “Net fees and commissions” and the charts “Net interest income” and “NIM evolution”; XIV) on page 42, the columns “2011” and “Dec 11” of the charts “operating costs” and “Number of employees”, respectively and the item “Other administrative costs”; XV) on page 43, the columns “Dec 11” and “2011” of the charts “Credit Quality” and “Impairment charges” respectively” and the values of “Impairment charges as % of average net loans”; and XVI) on page 55, the rows “C/I ratio” and “Operating costs”.

The non-incorporated Pro Forma Information is either not relevant for investors or is covered elsewhere in the Base Prospectus.

The released financial information is not audited or reviewed.

#### **IV. PROGRAMME RATINGS**

On 4 December 2012, Moody's downgraded the rating assigned to BCP's long-term senior obligations from "Ba3" to "B1".

On 5 December 2012, Moody's downgraded the rating assigned to BCP's issues under the Covered Bonds Programme from "Baa3" to "Ba1".

On 21 January 2013, DBRS downgraded the rating assigned to BCP's issues under the Covered Bonds Programme from "A (low)" to "BBB (high)".

#### **General Information**

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 and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to the Base Prospectus previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which may require the submission of a supplementary prospectus in accordance with section 87G of the FSMA.