Acquisition of BPI

Creating a Portuguese leader in the European banking sector:

Unique value opportunity of an in-market transaction

Final terms of the Offer
April 24, 2007
Disclaimer

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You should understand that many important factors, in addition to those discussed in this presentation, could cause our or BPI’s results to differ materially from those expressed or anticipated in any of the forward-looking statements. These factors include, without limitation, our and BPI’s competitive environments and our respective (i) ability to both meet regulatory requirements and obtain regulatory approvals and (ii) political, economic and industry conditions.
Agenda

1. Final Transaction Terms and Timetable
2. Cost Synergies
3. Revenue Synergies
4. Price considerations
5. Conclusions
# Final Terms and Conditions (24 April 2007)

| **Success Conditions** |  
|---|---|
| Ø 50% + 1 share if voting restrictions are previously eliminated (no longer applicable) |  
| Ø 82.5% + 1 share, ensuring majority of eligible votes (in case of non-removal of voting restrictions) |  

| **Price** |  
|---|---|
| Ø € 7.00 per share entirely in cash |  
| Ø Value BPI at €5,320 million |  

| **Competition Authority** |  
|---|---|
| Final decision of non-opposition on 26 March 2007, with the following commitments undertaken by BCP: |  
| Ø Dispose of stake in Portuguese credit card acquirer company Unicre |  
| Ø Establishment by BCP of an alternative credit card acquirer operation |  
| Ø Sale of 60 pre-identified branches and sale of Corporate client business with associated loan portfolio of € 450 million |  
| Ø Waiving of switching cost for BCP and BPI SME clients to ensure mobility |
Financing structure and financial impacts

Capital Increase
- Acquisition financed through capital increase of up to 5,000 million euros, complemented by use of internal resources
- Final size of rights issue depending on offer acceptance level
- Rights issue to be launched after closing of acquisition. Terms of capital increase to be announced shortly before start of rights trading period according to prevailing market conditions at the time
- Capital increase fully underwritten by UBS, Citigroup, JP Morgan, Merrill Lynch and Credit Suisse

Resulting Capital Position
- Tier 1 ratio of approximately 7% at year-end 2007:
  - Strong recurrent organic capital generation of estimated 50-60bp per year ensuring adequate capital structure going forward
  - Disposals of BPI’s non core operations, as well as sale of assets resulting from Competition Authority decision, that will further strengthen capital base

Earnings Impact
- Earnings accretion from 2009 onwards, as synergies materialize (2009: +6%)
- Expected return on investment by 2009 of ~11.6% (considering BPI business plan)

(*) Assuming BCP average share price on the 30 days prior the registration of the offer by CMVM (05 April 2007) as indicative cum-right share price
Timetable - Key dates of the Offer

- Filling of Prospectus at CMVM: 23rd of March 2007
- Registration granted by CMVM: 5th of April 2007
- Launch of the Offer: tender period 25 calendar days, that started on 10th April 2007 to end on 4th of May 2007
- BCP rights issue: to take place shortly after the successful closing of the Offer, to be concluded by the end of May/early June 2007 (listing of new shares by mid-late June)

Note: Future dates are indicative, subject to events not under BCP control
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Sources of Cost Synergies

**Portugal Branch Network**
- The combined entity will have 1,450 branches, corresponding to 27% total market share, with differences on a region-by-region basis.
- Market share of 25% in each region is adequate to deliver desired client service levels.
- Closing of 220 branches.

**Shared Services and IT Central Services Other business areas**
- Clear duplication of structures on these areas.
- Overlap in the subsidiaries companies and international network.
- Integration of Millennium Angola and BFA (BPI’s operation in Angola).

**Salaries alignment and pension fund**
- Salaries will be aligned, as on average Millennium bcp employees have a 8% higher salaries than BPI’s.
- Alignment of annual pension costs of Millennium bcp and BPI, using higher Millennium bcp average cost per employee.
Significant value creation from cost synergies

**Cost Synergies (Improvement potential)**

*Euro Millions*

<table>
<thead>
<tr>
<th>Distribution costs</th>
<th>Shared Services and IT</th>
<th>Other Business Areas</th>
<th>Central Services</th>
<th>Impact of AdC Remedies</th>
<th>Final Cost Base</th>
</tr>
</thead>
<tbody>
<tr>
<td>BPI 577</td>
<td>98.2</td>
<td>84.3</td>
<td>40.5</td>
<td>-16.4</td>
<td>1,905</td>
</tr>
<tr>
<td>BCP 1,544</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Combined Cost Base</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,120</td>
</tr>
</tbody>
</table>

€ 215.2 millions

% of target: 37%

% of combined: 10%

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**Benchmark Analysis (% of combined cost base)**

- BPVN - BPI
- Intesa - Sanpaolo
- BP Berg - BPCI
- BBV - Argentaria
- Santander - BCH

<table>
<thead>
<tr>
<th>Year</th>
<th>BCP - BPI</th>
<th>Average</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008</td>
<td>9.0</td>
<td>7.8</td>
</tr>
<tr>
<td>2009</td>
<td>9.4</td>
<td>9.5</td>
</tr>
<tr>
<td>2010</td>
<td>7.8</td>
<td>10.9</td>
</tr>
</tbody>
</table>

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**Timing of capture of synergies**

- 75% in 2008
- 90% in 2009
- 100% in 2010

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**Cost Synergies**

- Staff cost: 62%
- Administrative cost: 32%
- Depreciation cost: 6%

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**Impact of AdC Remedies**

- € 215.2 millions
Restructuring costs

- In order to achieve these savings, the total estimated restructuring costs to reduce FTE’s, close branches and systems migration is of 739 million Euros (80% in the first year, 2008, and the remaining in 2009) (*)

- Two different types of branches within BPI networks:
  - More recent branches - 107 branches, where the refurbishment cost should be around €30/40 thousand euros per branch
  - Older branches - remaining 493 branches, with refurbishment cost around €80/90 thousand per branch

- For the computation of restructuring costs, the average non-staff related branches closing cost considered was €195 thousand euros.

(*) In March 2006, the estimated value of the restructuring costs was 814 million Euros. The reduction of the number of branches to be closed, and staff reduction of employees at term contract, that do not imply compensation costs, justify the downward revision of that value.
BCP extensive Track Record

Cost reduction

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>41%</td>
<td>45%</td>
<td>30%</td>
</tr>
<tr>
<td>40%</td>
<td>40%</td>
<td>30%</td>
</tr>
<tr>
<td>18 months</td>
<td>11 months</td>
<td>10 months</td>
</tr>
</tbody>
</table>

39% of joint branches

Cost savings on BCP’s previous domestic integrations

<table>
<thead>
<tr>
<th>BPI (2007)</th>
</tr>
</thead>
<tbody>
<tr>
<td>40%</td>
</tr>
<tr>
<td>15%</td>
</tr>
<tr>
<td>40%</td>
</tr>
<tr>
<td>6 months</td>
</tr>
</tbody>
</table>

Over-achievement of initial goals by 110%

Initial Target (million Euros)  Achieved

118  130

Reduction of 4,523 employees

Number of employees - Portugal

<table>
<thead>
<tr>
<th>Year</th>
<th># Branches</th>
<th># Employees</th>
</tr>
</thead>
<tbody>
<tr>
<td>1999</td>
<td>1,433</td>
<td>19,064</td>
</tr>
<tr>
<td>2002</td>
<td>1,088</td>
<td>14,072</td>
</tr>
<tr>
<td>2003</td>
<td>1,077</td>
<td>13,636</td>
</tr>
<tr>
<td>2004</td>
<td>1,008</td>
<td>12,487</td>
</tr>
<tr>
<td>2005</td>
<td>909</td>
<td>11,510</td>
</tr>
<tr>
<td>2006</td>
<td>864</td>
<td>10,876</td>
</tr>
</tbody>
</table>

Reduction of 8,188 employees and closing of 569 branches since 1999
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Additional revenue synergies from integration

- Millennium bcp is market leader in sales productivity (average number of customers, business volumes and operating revenues per Millennium bcp branch are 40-50% higher than those of BPI)

- Established track record in transferring best practice across acquisitions (e.g., Atlântico, Mello, Sotto)

- Standard commercial approach (M3), also proven successful in Poland and Greece

- Expansion of existing business formats (e.g., mortgage shops, investment centers) across franchises

- Combination of business development plans abroad (e.g., Angola, Mozambique)

Revenue synergies (net of churn)
Evaluation Model - Methodology and Analysis

EXTRACTING SYNERGIES ESTIMATED EVOLUTION
Gross Margin impacts

Impact I - Integration loss of business (-)
Distribution network rationalization will have a negative impact on retail and SME business and the risk analysis (concentration limits) will have a negative impact on the corporate business.

Impact II - Profitability and Cross Selling effect (+)
BCP is the “best practice player” in revenues and has shown in the recent past an increase in the profitability per client, by providing a complete range of products and services to its clients. This mix will be applied to the BPI clients, aiming at improving the profitability per client.

Using Millennium bcp Cross Selling best practices to evaluate the growth potential of new business in the BPI clients base, starting with share of wallet indices and estimated profitability for the product growth. This effect depends on the activity planning and the convergence to best.

Analysis of: Corporate segment and Retail and SME segment.
Impact on BPI gross margin
Loss of business induced by integration

**Branches closing**  
(network optimisation) + **Corporate Business**

- BCP previous integration experiences showed revenue losses of 3% (Banco Mello and Sotto Mayor) and 5% (Banco Comercial de Macau) of the acquired entities.

- Closing of 220 retail branches, leading an estimated 8% loss in customs funds and non material impact on retail credit, causing a 5-7.5% decrease of gross margin.

- Expected integration impact, prior to distribution network rationalization, to be higher in the Corporate Banking business due to concentration of corporate risks.

**Revenue attrition per year: (loss of business)**

- Retail and SME: € 27 - € 40 million
- Corporate: € 10 - € 15 million
- Total: € 37 - € 55 million

Average revenue loss €46 m per year
Based on existing commercial gaps between the two banks for several activity ratios, in both business volumes and profitability per client, significant revenues synergies can be achieved through improvement in cross-selling and profitability / pricing uniformization.

Revenues synergies breakdown

Retail & SME
Increase Revenues per Client

- 31%

+ 31%

Retail & SME
Increase Revenues per Client

Corporate Banking
Increase Revenues per Client

- 94%

+ 94%

Retail & SME
Increase Revenues per Client

Corporate Banking
Increase Revenues per Client

Profitability and cross-selling
Product Detention Indices (PDI)
BPI’s actual levels vs benchmark ¹

<table>
<thead>
<tr>
<th>Product Detention Indices (PDI)</th>
<th>BPI’s actual levels vs benchmark</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Debit Cards</td>
<td>PDI actual = 3.86</td>
<td>4.15</td>
</tr>
<tr>
<td>Credit Cards</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Time Deposits</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Risk Insurance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Credit on Cards</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Life Insurance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mortgage Loans</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mutual Funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Credit Products</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Internet Bank</td>
<td></td>
<td></td>
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<tr>
<td>PPR-E’s</td>
<td></td>
<td></td>
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<tr>
<td>Consumer Credit</td>
<td></td>
<td></td>
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<tr>
<td>Structured Products</td>
<td></td>
<td></td>
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<tr>
<td>Securities Portfolio</td>
<td></td>
<td></td>
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<tr>
<td>Cap. Insurance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equipment Leasing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Real Estate Leasing</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Estimated sale of ~ 350,000 new products to BPI customer base

Revenues synergies:

• Retail and SME: + € 94 million
• Corporate: + € 24 million
Realistic revenues synergies targets

Increase in cross selling was impressive in the integration of SottoMayor, although the starting point was significant lower than that of BPI’s.

The recent performance confirms BCP expertise in cross selling. The target for BCP for the next three years is to increase ppc by 0.56, based on current sales improvement initiatives.

Implied estimated cross selling target similar to current BCP level of 3.9 ppc.

Ppc: product per client

Sotto Mayor

Millennium bcp

Realistic revenues synergies vis-a-vis past experiences

+ 1,05
3,25
2,20
2,68
3,11
2000 2001 2002 2003

+ 0,28
3,68
3,76
3,85
3,96
2003 2004 2005 2006

+ 1.08
ppc

+ 0.28
ppc

2000-2003 Sotto Mayor

2003-2006 Millenniumbcp integrated network (actual)

+ 0.25
ppc

2007-2010 BPI integration Plan
Revenues Synergies

Total Revenue Synergies

Estimated revenues synergies should be achieved over a period of six years, taking into consideration BCP’s past acquisition integration experiences. Conservatively, only a three-year period of convergence have been assumed.

<table>
<thead>
<tr>
<th>Integration and Branch closing</th>
<th>Profitability + Cross selling</th>
<th>TOTAL Per year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loss of 5 - 7.5% of Gross Margin</td>
<td>Increase in BPI profitability per client and increase in number of products, assuming profitability per new product sold at BPI network will be in line with BCP practice.</td>
<td>Per year</td>
</tr>
<tr>
<td><strong>Businesses</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Retail and SME</td>
<td>-33 M€</td>
<td>+94 M€</td>
</tr>
<tr>
<td>Corporate</td>
<td>-13 M€</td>
<td>+24 M€</td>
</tr>
<tr>
<td>Improvement of Rating</td>
<td></td>
<td>+2 M€</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>-46 M€</td>
<td>+120 M€</td>
</tr>
</tbody>
</table>

Synergy’s capture plan (3 years accumulated targets)

- Efeito I
- Efeito II e III
- Churn
- Profitability and Cross-selling

2008 2009 2010
Revenues Synergies

**Revenue Synergies** (Improvement potential)

*Euro Millions*

- BPI
  - 891
- BCP
  - 2,229

**Combined Revenue Base**: 3,120

**Churn**

- - 46

**Profitability + Cross SellingEffect**

- + 118

**Re-rating**

- +2

**Impact of AdC Remedies**

- - 9

**Final Revenue Base**: 3,184

**€64.8 millions**

% target: +7%

% combined: +2%

**Benchmark Analysis (% of combined base)**

- BPVN - BPI
  - Sanpaolo 6.3

- Intesa - BPI
  - 3.2

- BP Berg - BPCI
  - 2.9

- Sabadell - Atlantico
  - 3.0

- Average
  - 3.9

- BCP - BPI
  - 2.1

**Estimated revenue synergies below average given current high sales levels of both banks**
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Final offer price represents 20% premium vs analysts price target

**Analyst price targets—post 2006 results**

<table>
<thead>
<tr>
<th>Analyst</th>
<th>Date</th>
<th>Recommendation</th>
<th>Price Target (€)</th>
</tr>
</thead>
<tbody>
<tr>
<td>JP Morgan</td>
<td>03-Apr-07</td>
<td>Neutral</td>
<td>4.90</td>
</tr>
<tr>
<td>Espirito Santo</td>
<td>08-Mar-07</td>
<td>Neutral</td>
<td>5.70</td>
</tr>
<tr>
<td>ING</td>
<td>09-Mar-07</td>
<td>Hold</td>
<td>5.50</td>
</tr>
<tr>
<td>Banif</td>
<td>02-Mar-07</td>
<td>Neutral</td>
<td>5.56</td>
</tr>
<tr>
<td>Lisbon Brokers</td>
<td>28-Feb-07</td>
<td>Hold</td>
<td>6.90</td>
</tr>
<tr>
<td>Lehman Brothers</td>
<td>12-Feb-07</td>
<td>Underweight</td>
<td>5.60</td>
</tr>
<tr>
<td>Credit Suisse</td>
<td>29-Jan-07</td>
<td>Overweight</td>
<td>6.82</td>
</tr>
<tr>
<td>KBW</td>
<td>29-Jan-07</td>
<td>Market perform</td>
<td>6.30</td>
</tr>
<tr>
<td>Caixa BI</td>
<td>26-Jan-07</td>
<td>Hold</td>
<td>5.30</td>
</tr>
<tr>
<td><strong>Average</strong></td>
<td></td>
<td></td>
<td><strong>5.84</strong></td>
</tr>
<tr>
<td><strong>Median</strong></td>
<td></td>
<td></td>
<td><strong>5.60</strong></td>
</tr>
</tbody>
</table>

Final offer price of €7.00 represents 20% premium versus most recent analyst price targets

Source: Broker notes
Final offer price represents 23% premium vs trading multiples

**Trading multiples**

Price/Earning 2008 (based on 20 Apr 2007 closing prices)

- SCH: 9.7x
- BPVN: 9.9x
- UniCredit: 10.1x
- BBVA: 10.1x
- UBI: 10.4x
- Intesa: 10.7x
- Sanpaolo: 11.7x
- BCP: 12.7x
- BES: 13.2x
- Popular: 13.7x
- BPI (IBES): 13.7x
- Banesto: 13.7x
- Sabadell: 13.8x

Average: 11.6x

Final offer price: 14.3x

In line with recent Barclays/ABN Amro transaction (PE/2008 of 14.2x)

Final offer price of €7.00 represents a premium of 23% on average market multiples valuation

Source: IBES
Estimated financial impact of offer price on BCP shares

- **Estimated earnings impact**
  (versus BCP stand-alone targets)

  EPS accretion (*)

<table>
<thead>
<tr>
<th>Year</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008</td>
<td>+4%</td>
</tr>
<tr>
<td>2009</td>
<td>+6%</td>
</tr>
</tbody>
</table>

  (*) assuming BCP cum-right price in line with market price before the announcement of the revised price

- **Transaction with strong financial support**

  - **Fairness opinion** issued by Citigroup confirming fair offer price.
  - **Capital increase (rights issue)** up to 5.0 billion euros (final amount depending on number of BPI shares tendered); core tier 1 of 5.4% after the completion of transaction and 5.6% by 2007 year-end, total tier 1 of 7%.
  - **Underwriting** by five International Investment Banks (UBS, Citigroup, Merrill Lynch, JP Morgan and Credit Suisse) chosen in a highly competitive process.
Attractive offer price based on fair sharing of value

Attractive offer price based on fair sharing of unique synergies potential between BPI and BCP shareholders, also incorporating overall appreciation of stock market.

- Estimated annual cost synergies of €215 million (net of impact of commitments with Competition Authority), representing 10% of the combined cost base, to be captured in 2008 (75%), 2009 (90%) and 2010 (100%).

- Estimated annual revenue synergies of €74 million, to be achieved by the third year, already net of €46 million revenue attrition anticipated to occur on first two years; revenue synergies will be generated via increase of cross-selling and profitability per customer, in line with BCP experience on the last three years.

- Price revision also reflects overall stock market appreciation, that since the announcement of the offer (13th March 2006) to date (23rd April), raised by 15.5% (Eurostoxx 50).

- The price revision takes place at the last allowed date, being the final offer of BCP.
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Conclusions

Banco Comercial Português reiterates the unique value and strategic fit resulting from the creation of a Portuguese leader

- High quality franchise with strong asset quality, modern branch network and experienced professionals
- Undisputed market leadership in most of banking product areas creating a genuine Portuguese leader within the top 5 Iberian players
- Significant room to extract in-market cost and revenues synergies by integrating operations and exploring complementarities in Portugal and abroad
- Stronger position to capture the growth opportunities of both banks, in the respective core markets
- Attractive premium to BPI shareholders justified by unique position of BCP to generate significant synergies from the combined entity
Exhibits
## Combined entity with strong market presence

### 31 December 2006

<table>
<thead>
<tr>
<th></th>
<th>Millennium bcp</th>
<th>BPI</th>
<th>Millennium bcp + BPI</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Customers (mn)</td>
<td>3,0</td>
<td>1,4</td>
<td>&gt; 4</td>
</tr>
<tr>
<td>Branches (Portugal)</td>
<td>864</td>
<td>600</td>
<td>1,464</td>
</tr>
<tr>
<td>Total Assets (€ bn)</td>
<td>79.3</td>
<td>35.6</td>
<td>114.9</td>
</tr>
<tr>
<td>Loans to Customers (€ bn)</td>
<td>56.7</td>
<td>24.6</td>
<td>81.3</td>
</tr>
<tr>
<td>Customers Funds (€ bn)</td>
<td>57.2</td>
<td>24.6</td>
<td>81.8</td>
</tr>
<tr>
<td>Number of Employees ('000)</td>
<td>10.9</td>
<td>7.0</td>
<td>17.9</td>
</tr>
</tbody>
</table>

### Market Shares:

- **Customer Funds**
  - Millennium bcp: 21%
  - BPI: 9%
  - Combined: 30%

- **Credit**
  - Millennium bcp: 25%
  - BPI: 11%
  - Combined: 36%

- **Core Tier 1**
  - Millennium bcp: 5.5%
  - BPI: 5.9%
  - Combined: 5.6%

- **Shareholder’s Equity (€ bn)**
  - Millennium bcp: 4.8
  - BPI: 1.5
  - Combined: 5.7

- **Market Cap. (€ bn)**
  - Millennium bcp: 9.3
  - BPI: 5.0
  - Combined: 14.3
Creating an undisputed leader in Portugal

Market shares - 2006
(estimates)

Customer funds (on-and off balance sheet)

<table>
<thead>
<tr>
<th>Bank</th>
<th>Share</th>
</tr>
</thead>
<tbody>
<tr>
<td>Millennium bcp+BPI</td>
<td>30.6%</td>
</tr>
<tr>
<td>CGD</td>
<td>27.8%</td>
</tr>
<tr>
<td>Millennium bcp</td>
<td>21.4%</td>
</tr>
<tr>
<td>BES</td>
<td>18.5%</td>
</tr>
<tr>
<td>Totta</td>
<td>10.9%</td>
</tr>
<tr>
<td>BPI</td>
<td>9.2%</td>
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Loans to customers

<table>
<thead>
<tr>
<th>Bank</th>
<th>Share</th>
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<tbody>
<tr>
<td>Millennium bcp+BPI</td>
<td>35.6%</td>
</tr>
<tr>
<td>CGD</td>
<td>25.3%</td>
</tr>
<tr>
<td>Millennium bcp</td>
<td>24.9%</td>
</tr>
<tr>
<td>BES</td>
<td>15.3%</td>
</tr>
<tr>
<td>Totta</td>
<td>13.0%</td>
</tr>
<tr>
<td>BPI</td>
<td>10.7%</td>
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</table>

Creating a strong market leader in an open and competitive market
Creating an undisputed leader in Portugal

Customer funds (on-and off balance sheet)

<table>
<thead>
<tr>
<th>Bank</th>
<th>Market Share</th>
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<tbody>
<tr>
<td>CGD</td>
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<tr>
<td>Millennium bcp+BPI</td>
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<tr>
<td>Millennium bcp</td>
<td>19.8%</td>
</tr>
<tr>
<td>BES</td>
<td>15.4%</td>
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<tr>
<td>Totta</td>
<td>12.1%</td>
</tr>
<tr>
<td>BPI</td>
<td>9.6%</td>
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Loans to customers

<table>
<thead>
<tr>
<th>Bank</th>
<th>Market Share</th>
</tr>
</thead>
<tbody>
<tr>
<td>Millennium bcp+BPI</td>
<td>36.3%</td>
</tr>
<tr>
<td>Millennium bcp</td>
<td>24.5%</td>
</tr>
<tr>
<td>CGD</td>
<td>23.1%</td>
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<tr>
<td>BES</td>
<td>14.9%</td>
</tr>
<tr>
<td>Totta</td>
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<tr>
<td>BPI</td>
<td>11.8%</td>
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</table>

Creating a strong market leader in a open and competitive market
Execution risks minimised by in-depth preparation since announcement

3 Instrumental goals

Business continuity
To ensure minimal disruption in business continuity in both operations, protecting current market shares (requires retention of commercial talent in BPI)

Synergies captured
Aggressive capture of revenue synergies and cost reduction.

Integration speed
Accelerated integration of operating systems and product offering (six months) with priority given to quick wins and high impact activities

Aspiration
To maximize opportunities of value creation provided through swift BPI integration

Identification of critical issues based on BCP accumulated experience in similar processes *

* Based on improvements achieved in former integration processes: 8-9 months with Mello; 18 months with Atlântico and 12 months with Sotto Mayor
Key steps of the integration process

Planning

Integration teams prepare plans and solutions to main issues with the various departments concerned.

Decisions on principles and global guidelines to the whole process are taken by the Steering Committee.

Work pace is set by the Steering Committee and controlled by periodic reports.

Enforcement (transition)

Integration teams validate incomplete information plans with inputs from BPI’s staff.

Carry out decisions taken by business units supported by the integration teams (according to the guidelines approved by the Steering Committee).

Level of execution controlled and reported to the Steering Committee by the Project Office.

Main final products

Decisions for the main issues concerning the integration
Technological plan for the migration (including specific developments)
Planning of integration activities
Organizational and headcount blueprint (preliminary)

Main final products

Single integrated areas
Migrated systems, applications and clients
Single frontline
Management platform already in place for operational integration

Steering Committee

Project Office

Retail
- Commercial management (retail)
- Retail marketing
- Remote Channels

Corporate
- Commercial management (corporate)
- Corporate marketing
- Credit recovery

Private Banking & AM
- Private banking
- Asset management

Investment Banking
- Treasury
- Brokerage

Insurance

Banking Services
- Operations
- Procurement / administration
- Credit risk
- Real estate management / divestment

Corporate Units
- Management information
- Corporate Center
- Risk control

Communication and branding

IT - Migration (and integration of IT services) Task Force

HR Management

Other Areas Involved:
- Accounting Division
- ActivoBank7
- Audit Division
- Bank Services Planning and Control Division
- Compliance Office
- General Secretary
- Information Systems Security Division
- International Division
- Legal Office
- Legal Support Division
- Millennium bcp Investments
- Physical Security Division
- Quality Division
- Securities Division
### Detailed action plan

<table>
<thead>
<tr>
<th>Team</th>
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<td>Communication</td>
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<td>Human Resources</td>
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<tr>
<td>SME and Corporate</td>
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<tr>
<td>Customer Loans</td>
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</tbody>
</table>

250 Initiatives

2,150 Tasks