

FINAL TERMS

BCP Finance Bank, Ltd. (BCP Finance)
Issue of up to EUR 50,000,000 Fixed Rate Notes
Millennium Rendimento TOP April 2010/ 2015- due 6th April 2015
issued pursuant to the EUR 25,000,000,000 Euro Note Programme guaranteed,
by Banco Comercial Português, S.A. acting through its international Madeira branch
Sucursal Financeira Internacional

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 35 of Part A below, provided such person is one of the persons mentioned in Paragraph 35 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated April 28th, 2009, as supplemented by the Supplement dated 14th May 2009, by the Supplement dated 31st July 2009, by the Supplement dated 6th August 2009, by the Supplement dated 25th September 2009, and by the Supplement dated 16th November 2009, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing at London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS and <http://hugin.info/134857/R/1309328/302271.pdf> and at [http: www.cmvm.pt](http://www.cmvm.pt) and copies may be obtained from London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS.

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|----|---|---|
| 1. | (i) Issuer: | BCP Finance Bank, Ltd. |
| | (ii) Guarantor: | Banco Comercial Português, S.A. |
| | Branch through which the Bank is acting | international Madeira branch <i>Sucursal Financeira Internacional</i> |

2.	(i)	Series Number:	688
	(ii)	Tranche Number:	Not Applicable
3.		Specified Currency or (in the case of Dual Currency Notes) Currencies:	EURO (EUR)
4.		Aggregate Nominal Amount:	
		Tranche:	Not Applicable
		Series:	Up to EUR 50,000,000.00
5.		Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 1,000.00 per Note
	(ii)	Calculation Amount	EUR 1,000.00 per Note
7.	(i)	Issue Date:	6 th April 2010
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	6 th April 2015
9.		Interest Basis:	6th April 2010 to 6th October 2010 – 2.250 per cent per annum Fixed Rate 6th October 2010 to 6th April 2011 – 2.500 per cent per annum Fixed Rate 6th April 2011 to 6th October 2011 – 2.600 per cent per annum Fixed Rate 6th October 2011 to 6th April 2012 – 2.800 per cent per annum Fixed Rate 6th April 2012 to 6th October 2012 – 3.000 per cent per annum Fixed Rate 6th October 2012 to 6th April 2013 – 3.150 per cent per annum Fixed Rate 6th April 2013 to 6th October 2013 – 3.200 per cent per annum Fixed Rate 6th October 2013 to 6th April 2014 – 3.500 per cent per annum Fixed Rate 6th April 2014 to 6th October 2014 – 3.800 per cent per annum Fixed Rate 6th October 2014 to 6th April 2015 – 4.500 per cent per annum Fixed Rate (further particulars specified below)
10.		Redemption/Payment Basis:	Redemption at par.
11.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.	(i)	Status of the Notes:	Senior

- | | | |
|-------|---|--------------------------------|
| (ii) | If Perpetual: | No |
| (iii) | Date of Board approval: | 2 nd February 2010 |
| 14. | Method of distribution: | Non-syndicated |
| (a) | If syndicated, names of Managers and if non-syndicated, names of Dealers: | Banco Comercial Português, S.A |
| (b) | Presumption that Dealer is selling as principal on its own account and not as agent is correct: | Yes |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-------|----------------------------|---|
| 15. | Fixed Rate Note Provisions | Applicable |
| (i) | Rate(s) of Interest: | <p>6th April 2010 to 6th October 2010 – 2.250 per cent per annum Fixed Rate</p> <p>6th October 2010 to 6th April 2011 – 2.500 per cent per annum Fixed Rate</p> <p>6th April 2011 to 6th October 2011 – 2.600 per cent per annum Fixed Rate</p> <p>6th October 2011 to 6th April 2012 – 2.800 per cent per annum Fixed Rate</p> <p>6th April 2012 to 6th October 2012 – 3.000 per cent per annum Fixed Rate</p> <p>6th October 2012 to 6th April 2013 – 3.150 per cent per annum Fixed Rate</p> <p>6th April 2013 to 6th October 2013 – 3.200 per cent per annum Fixed Rate</p> <p>6th October 2013 to 6th April 2014 – 3.500 per cent per annum Fixed Rate</p> <p>6th April 2014 to 6th October 2014 – 3.800 per cent per annum Fixed Rate</p> <p>6th October 2014 to 6th April 2015 – 4.500 per cent per annum Fixed Rate</p> |
| (ii) | Interest Payment Date(s): | On 6 th April and 6 th October of each year, starting on 6 th October 2010 and ending on the Maturity Date |
| (iii) | Fixed Coupon Amount(s): | <p>6th April 2010 to 6th October 2010 – EUR 11.25</p> <p>6th October 2010 to 6th April 2011 – EUR 12.50</p> <p>6th April 2011 to 6th October 2011 – EUR 13.00</p> |

6th October 2011 to 6th April 2012 –
 EUR 14.00
 6th April 2012 to 6th October 2012 –
 EUR 15.00
 6th October 2012 to 6th April 2013 – EUR
 15.75
 6th April 2013 to 6th October 2013 –
 EUR 16.00
 6th October 2013 to 6th April 2014 –
 EUR 17.50
 6th April 2014 to 6th October 2014 –
 EUR 19.00
 6th October 2014 to 6th April 2015 –
 EUR 22.50

per Calculation Amount

	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Date(s):	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
20.	Issuer Call	Not Applicable
21.	Investor Put	Not Applicable
22.	Final Redemption Amount of each Note	EUR 1,000.00 per Calculation Amount.
23.	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:
- (a) Form: Bearer Notes:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
- (b) New Global Note: Yes
25. Additional Financial Centre(s) or other special provisions relating to Payment Dates: For the avoidance of doubt the Business Centres will be London and Target
26. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): No
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the issuer to forfeit the Notes and interest due on late payment: Not Applicable
28. Details relating to Instalment Notes: Not Applicable
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
29. Redenomination applicable: Redenomination not applicable
30. Other final terms: Not Applicable.

DISTRIBUTION

31. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Syndication Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
32. If non-syndicated, name and address of relevant Dealer: Banco Comercial Português, S.A.
Praça D. João I, 28
4000-295 Porto
33. Total commission and concession:: Zero per cent. of the Aggregate Nominal Amount
34. U.S. Selling Restrictions: TEFRA D
35. Non exempt Offer: An offer of the Notes may be made by the Dealers in Portugal (Public Offer Jurisdiction) during the period from 15th February 2010 until 26th March 2010 (Offer Period).
36. U.S. federal income tax considerations

additional to those disclosed in the Offering
Circular:

Not Applicable

37. Additional selling restrictions:

Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdiction of the Notes described herein pursuant to the EUR 25,000,000,000 Euro Note Programme of Banco Comercial Português, S.A., acting either through its head office or through its international Madeira branch *Sucursal Financeira Internacional* and BCP Finance Bank, Ltd.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By:
Duly authorised

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By:
Duly authorised

PART B – OTHER INFORMATION

- | | | | | | | | | | | | |
|----------------------|---|---|----------------------|-----------------------|--|------|-------------------------|-------------------------|-------|---------------------------|------|
| 1. | Listing and Admission to Trading | Not Applicable | | | | | | | | | |
| 2. | Ratings | <p>The Notes to be issued have not been specifically rated:</p> <p>The following ratings reflect the ratings allocated to the Notes of the type being issued under the Programme generally:</p> <p>S&P: A</p> <p>Moody's: Aa3</p> <p>Fitch: A+</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p> | | | | | | | | | |
| 3. | <p>Interests of Natural and Legal Persons Involved In the Issue</p> <p>Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.</p> | | | | | | | | | | |
| 4. | <p>Reasons for the Offer, Estimated Net Proceeds and Total Expenses</p> <table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top; padding-right: 20px;">(i)</td> <td style="vertical-align: top; padding-right: 20px;">Reasons for the offer</td> <td>See Use of Proceeds wording in Offering Circular</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;">(ii)</td> <td style="vertical-align: top; padding-right: 20px;">Estimated net proceeds:</td> <td>Up to EUR 50,000,000.00</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;">(iii)</td> <td style="vertical-align: top; padding-right: 20px;">Estimated total expenses:</td> <td>None</td> </tr> </table> | | (i) | Reasons for the offer | See Use of Proceeds wording in Offering Circular | (ii) | Estimated net proceeds: | Up to EUR 50,000,000.00 | (iii) | Estimated total expenses: | None |
| (i) | Reasons for the offer | See Use of Proceeds wording in Offering Circular | | | | | | | | | |
| (ii) | Estimated net proceeds: | Up to EUR 50,000,000.00 | | | | | | | | | |
| (iii) | Estimated total expenses: | None | | | | | | | | | |
| 5. | <p>Yield</p> <table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top; padding-right: 20px;">Indication of yield:</td> <td>3.12525 per cent</td> </tr> </table> <p>The yield has been calculated as the interest rate that equals the present value of the cash flows generated by the Note to the Issue Price, on the Issue Date.</p> <p>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future Yield.</p> | | Indication of yield: | 3.12525 per cent | | | | | | | |
| Indication of yield: | 3.12525 per cent | | | | | | | | | | |
| 6. | Historic Interest Rates | Not Applicable | | | | | | | | | |
| 7. | <p>Performance of Index/Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying</p> <p>Not Applicable</p> | | | | | | | | | | |

8. Performance of Rate (s) of Exchange and Explanation of Effect on Value of Investment
Not Applicable
9. **Operational Information**
- | | | |
|-------|--|--------------------------|
| (i) | ISIN Code: | XS0484569446 |
| (ii) | Common Code: | 048456944 |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility: | No |
10. Terms and Conditions of the Offer
- | | |
|---|--|
| Offer Price: | EUR 1,000.00 per Note |
| Conditions to which the offer is subject: | Not Applicable |
| Description of the application process: | Subscriptions can be made at any branch of the Banco Comercial Português, S.A. and of Banco ActivoBank (Portugal), S.A., or, respectively, through the following websites, www.millenniumbcp.pt and www.activobank7.pt or furthermore through other channels provided by the Millennium bcp and ActivoBank7 (eg telephone).

The amounts to be subscribed depend on the outstanding Aggregate Nominal Amount at the subscription date. |
| Details of the minimum and/or maximum amount of application: | Minimum subscription amount is EUR 25,000.00 and maximum subscription amount is limited by the Aggregate Nominal Amount |
| Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |
| Details of the method and time limits for paying up and delivering the Notes: | Not Applicable |
| Manner in and date on which results of the offer are to be made public: | After the end of the Offer Period, the results will immediately be published in CMVM (<i>Comissão do Mercado de Valores Mobiliários</i>) website: http: www.cmvm.pt |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights | |

and treatment of subscription rights not exercised:

Not Applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:

The Notes will be offered to the public in general

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

The Notes are allocated in the order of subscription requests and, therefore, the applicant will be informed of the amount allotted upon such request. There will be no place for dealing before the settlement date.

Amount of any expens(es) and taxes specifically charged to the subscriber or purchaser:

Expenses: Zero per cent. of the Aggregate Nominal Amount and taxes: See "Taxation" wording in Offering Circular

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

Banco Comercial Português, S.A.