#### **FINAL TERMS**

5<sup>th</sup> August 2010

# Banco Comercial Português, S.A (the Bank ) Issue of EUR 86,242,000 Fixed Rate Notes Millennium Rendimento Extra 2ª Série August 2010/ 2015- due 10<sup>th</sup> August 2015 issued pursuant to the EUR 25,000,000,000 Euro Note Programme

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 23<sup>rd</sup> 2010, as supplemented by the Supplement dated 6<sup>th</sup> May 2010, by the Supplement dated 24<sup>th</sup> May 2010 and by the Supplement dated 29<sup>th</sup> July 2010, 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 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 during normal business hours at London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS and <a href="http://hugin.info/134857/R/1407479/360737.pdf">http://hugin.info/134857/R/1407479/360737.pdf</a> and at http: <a href="http://www.cmvm.pt">www.cmvm.pt</a> and copies may be obtained from London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS.

1.	(i)	Issuer:	Banco Comercial Português, S.A. acting through its head office		
	(ii) G	Suarantor:			
	Branch through which the Bank is acting:		Not Applicable		
2.	(i)	Series Number:	732		

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: EUR 86,242,000.00 5. Issue Price of Tranche: 100 per cent of the Aggregate Nominal Amount Specified Denominations: EUR 1,000.00 per Note 6. (i) EUR 1,000.00 per Note Calculation Amount (ii) Issue Date: 10<sup>th</sup> August 2010 7. (i) (ii) **Interest Commencement Date:** Issue Date 10<sup>th</sup> August 2015 8. Maturity Date: 9. Interest Basis: 10<sup>th</sup> August 2010 to 10<sup>th</sup> February 2011 – 2.175 per cent per annum Fixed Rate  $10^{th}$  February 2011 to  $10^{th}$  August 2011 -2.300 per cent per annum Fixed Rate 10<sup>th</sup> August 2011 to 10<sup>th</sup> February 2012 – 2.425 per cent per annum Fixed Rate 10<sup>th</sup> February 2012 to 10<sup>th</sup> August 2012 – 2.550 per cent per annum Fixed Rate 10<sup>th</sup> August 2012 to 10<sup>th</sup> February 2013 – 2.800 per cent per annum Fixed Rate 10<sup>th</sup> February 2013 to 10<sup>th</sup> August 2013 – 3.050 per cent per annum Fixed Rate 10<sup>th</sup> August 2013 to 10<sup>th</sup> February 2014 – 3.300 per cent per annum Fixed Rate 10<sup>th</sup> February 2014 to 10<sup>th</sup> August 2014 – 3.550 per cent per annum Fixed Rate 10<sup>th</sup> August 2014 to 10<sup>th</sup> February 2015 – 3.800 per cent per annum Fixed Rate 10<sup>th</sup> February 2015 to 10<sup>th</sup> August 2015 – 4.300 per cent per annum Fixed Rate (further particulars specified below) 10. Redemption/Payment Basis: Redemption at par. 11. Change of Interest **Basis** Redemption/Payment Basis: Not Applicable 12 Put/Call Options: Not Applicable

Senior

Status of the Notes:

13.

(i)

(ii) If Perpetual: No

(iii) Date of Board approval: 8<sup>th</sup> June 2010

14. Method of distribution: Non-syndicated

(a) If syndicated, names of Managers and if non-syndicated, names of

15.

Dealers: Ba

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

Fixed Rate Note Provisions Applicable

(i) Rate(s) of Interest: 10<sup>th</sup> August 2010 to 10<sup>th</sup> February 2011 – 2.175 per cent per annum Fixed Rate

10<sup>th</sup> February 2011 to 10<sup>th</sup> August 2011 – 2.300 per cent per annum Fixed Rate

10<sup>th</sup> August 2011 to 10<sup>th</sup> February 2012 – 2.425 per cent per annum Fixed Rate

10<sup>th</sup> February 2012 to 10<sup>th</sup> August 2012 – 2.550 per cent per annum Fixed Rate

10<sup>th</sup> August 2012 to 10<sup>th</sup> February 2013 – 2.800 per cent per annum Fixed Rate

10<sup>th</sup> February 2013 to 10<sup>th</sup> August 2013 – 3.050 per cent per annum Fixed Rate

10<sup>th</sup> August 2013 to 10<sup>th</sup> February 2014 – 3.300 per cent per annum Fixed Rate

10<sup>th</sup> February 2014 to 10<sup>th</sup> August 2014 – 3.550 per cent per annum Fixed Rate

10<sup>th</sup> August 2014 to 10<sup>th</sup> February 2015 – 3.800 per cent per annum Fixed Rate

10<sup>th</sup> February 2015 to 10<sup>th</sup> August 2015 – 4.300 per cent per annum Fixed Rate

payable semi-annually in arrear

(ii) Interest Payment Date(s): On 10<sup>th</sup> February and 10<sup>th</sup> August of each year,

starting on 10<sup>th</sup> February 2011 and ending on

the Maturity Date

(iii) Fixed Coupon Amount(s):  $10^{th}$  August 2010 to  $10^{th}$  February 2011 – EUR

10.88

 $10^{th}$  February 2011 to  $10^{th}$  August 2011 - EUR

11.50

10<sup>th</sup> August 2011 to 10<sup>th</sup> February 2012 – EUR 12.13

10<sup>th</sup> February 2012 to 10<sup>th</sup> August 2012 – EUR

10<sup>th</sup> August 2012 to 10<sup>th</sup> February 2013 – EUR 14.00

10<sup>th</sup> February 2013 to 10<sup>th</sup> August 2013 – EUR

10<sup>th</sup> August 2013 to 10<sup>th</sup> February 2014 – EUR 16.50

10<sup>th</sup> February 2014 to 10<sup>th</sup> August 2014 – EUR 17.75

10<sup>th</sup> August 2014 to 10<sup>th</sup> February 2015 – EUR 19.00

10<sup>th</sup> February 2015 to 10<sup>th</sup> August 2015 – EUR 21.50

# per Calculation Amount

(iv) Broken Amount(s): Not Applicable

30/360 (v) Day Count Fraction:

Determination Date(s): Not Applicable (vi)

Other terms relating to the method (vii) 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

Final Redemption Amount of each Note 22. 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: Book Entry Notes (nominativas) New Global Note: No (b) 25. Additional Financial Centre(s) or other special provisions relating to Payment For the avoidance of doubt the Business Dates: Centres will be London and Target Talons for future Coupons or Receipts to be 26. 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 If syndicated, names and addresses 31. (i) 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 Banco Comercial Português, S.A. relevant Dealer: 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 C 35. Non exempt Offer An offer of the Notes may be made by the Dealers in Portugal (Public Offer Jurisdiction) during the period from 21st June 2010 until 5th August 2010 (Offer Period). U.S. federal income tax considerations 36. 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.

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The Issuer accepts responsibility for the information contained in these Final Terms.
Signed on behalf of the Issuer:
By:
Signed on behalf of the Issuer:
By:

### PART B – OTHER INFORMATION

1. Listing and Admission to Trading Not Applicable

2. Ratings The Notes have not been specifically rated:

3. Interests of Natural and Legal Persons Involved in the Issue

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.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i) Reasons for the offer See Use of Proceeds wording in Offering

Circular

(ii) Estimated net proceeds: EUR 86,242,000.00

(iii) Estimated total expenses: None

5. Yield

Indication of yield: 3.01759 per cent

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.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an

indication of future Yield·

6. Historic Interest Rates Not Applicable

7. Performance of Index/Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying

Not Applicable

8. Performance of Rate (s) of Exchange and Explanation of Effect on Value of Investment

Not Applicable

9. Operational Information

(i) ISIN Code: PTBCU6OM0013

(ii) Common Code: Not Applicable

(iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société

anonyme and the relevant identification number(s):

Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A.

(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:

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

No

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 Minimum subscription amount is EUR

amount of application: 25,000.00 and maximum subscription amount is limited by the Aggregate

amount is limited by the Aggregate

Nominal Amount

Not Applicable

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

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 ( *Comissão do Mercado de Valores Mobiliários* ) website: http://www.cmvm.pt

Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:

xercised: 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

rocess for notification to applicants of the The Notes are allocated in the order of

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 Expenses: Zero per cent. of the Aggregate specifically charged to the subscriber or Nominal Amount and taxes: See

purchaser:

"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.

Praça D. João I, 28 4000-295 Porto