SUPPLEMENT DATED 3 FEBRUARY 2021

TO THE OFFERING CIRCULAR DATED 26 MAY 2020

Banco Comercial Português, S.A.

(Incorporated with limited liability under the laws of Portugal)

EUR25,000,000,000

Euro Note Programme

This Supplement (the **Supplement**) to the Offering Circular dated 26 May 2020 which comprises a base prospectus (the **Offering Circular**) constitutes a "supplement" for the purposes of Article 8 and 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended from time to time (the **Prospectus Regulation**) and is prepared in connection with the EUR25,000,000,000 Euro Note 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 Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed under Irish and European Union Law pursuant to the Prospectus Regulation. This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular. Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement also constitutes supplementary listing particulars for the purposes of giving information with regard to the issue of Notes having a maturity of less than 365 days as commercial paper under the Programme. Such supplementary listing particulars have not been approved or reviewed by the Central Bank.

The Issuer accepts responsibility for the information contained in this Supplement as described below. To the best of the knowledge of the Issuer 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 earnings press release and earnings presentation as at 30 September 2020 as well as the Issuer's 1st Half 2020 Report & Accounts with limited review report and (b) update the following sections of the Offering Circular: (**I**) the "*Documents Incorporated by Reference*" section; (**II**) the "*Recent developments in 2020*" sub-section; (**III**) the "*Risk Factors"* section; (**IV**) the "*Taxation*" section and (**V**) the "*General Information*" section, all as set out below.

2. DOCUMENTS INCORPORATED BY REFERENCE

On 29 October 2020 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 2020. A copy of those documents has been filed with the Central Bank and those documents are incorporated in this Supplement, which is supplemental to, and should be read in conjunction with, the Offering Circular, including the information set out at the following pages of the earnings press release:

Balance Sheet	Page 27
Income Statement	Page 26

On 28 July 2020, the Issuer published its 1st Half 2020 Report & Accounts with limited review report. A copy of this document has been filed with the Central Bank of Ireland and this document is incorporated in this Supplement, which is supplemental to, and should be read in conjunction with, the Offering Circular, including the information set out at the following pages:

APMs	Pages 138 to 140
Glossary	Pages 141 and 142
Balance Sheet	Page 150
Income Statement	Page 144
Cash Flows Statement	Page 151
Statement of Changes in Equity	Page 152
Statement of Comprehensive Income	Page 146 to 147
Notes to the Consolidated Financial Statements	Pages 153 to 353
Limited Review Report	Pages 357 and 358

Documents referred to above can be viewed electronically and free of charge at the Bank's website:

- Earnings press release as at 30 September 2020 of BCP Group – https://ind.millenniumbcp.pt/pt/Institucional/investidores/Documents/ApresentacaoResultados/2020/Earnings_Millenniumbcp_3Q20_29102020.pdf;
- Earnings presentation as at 30 September 2020 of BCP Group – https://ind.millenniumbcp.pt/pt/Institucional/investidores/Documents/ApresentacaoResultados/2020/EarningsPresentation_9M20_29102020.pdf

- 1st Half 2020 Report & Accounts with limited review report – https://ind.millenniumbcp.pt/en/Institucional/investidores/Documents/RelatorioContas/2020/RABCP1H2020.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 Offering Circular.

3. DESCRIPTION OF BANCO COMERCIAL PORTUGUÊS, S.A.

The "*Description of Banco Comercial Português, S.A.*" section on pages 170 to 171 of the Offering Circular is amended as follows:

(i) at the end of the "Recent Developments in 2020" sub-section and immediately prior to the "Principal Markets and Competition" subsection, the inclusion of the following paragraphs:

"*(…)*

On 9 September 2020, the Bank informed that it decided not to continue the legal proceeding before the General Court of the European Union with a view to partially cancel the European Commission's decision regarding its approval of the Contingent Capitalisation Mechanism ("MCC") of Novo Banco. Two factors were particularly important in that decision:

• Firstly, the recognition that the goal of preserving the stability of the national financial system, especially relevant in the context of the pandemic, was of crucial importance, with the risk that such stability may be affected by a decision by European bodies that indirectly could challenge the sale process of Novo Banco, unlike the position held by the Bank, which had always only challenged the MCC;

• Secondly, with greater evidence and public awareness of the current model for compensating losses of Novo Banco, through the MCC supported by the National Resolution Fund, places Portuguese banks - those that support most the recovery of Portugal's economy - in a disadvantage and in an unsustainable position vis-à-vis financial institutions not based but operating in Portugal, BCP maintained the legitimate expectation that a funding model for the National Resolution Fund would be found which, without penalising Portuguese taxpayers, ensured a fair competition and safeguards the competitiveness of the financial institutions operating in the Portuguese market.

On 2 December 2020, the Bank informed that following news published on the same day regarding the participation of Sonangol - Sociedade Nacional de Combustíveis de Angola, EP ("Sonangol") in the share capital of Banco Comercial Português, S.A. ("BCP" or "Bank"), mentioning a possible divestment in the Bank, the Bank confirmed with the management of Sonangol that although the latter maintained its strategy in relation to the Bank it is monitoring possible bank consolidation movements in the euro area and in Portugal, and that, as an investor, it would always analyse, in close co-operation with the Bank and its other strategic shareholders, any opportunities for value creation that might make sense to Sonangol, the Bank and its shareholders.

On 15 December 2020, the Bank informed that, under the context of the Supervisory Review and Evaluation Process (SREP), it was notified of the decision of the European Central Bank (ECB) regarding minimum prudential requirements to be fulfilled on a *consolidated basis from 1 January 2021. In addition, the Bank was informed by the Bank of Portugal about its capital buffer requirement as an "other systemically important institution" (O-SII). The capital requirements to be observed as from 1 January 2021 result in the following minimum ratios as a percentage of risk-weighted assets (RWA):*

BCP Consolidated	Sep. 30, 2020* Fully implemented	Minimum capital requirements Phased-in 2021	Of which: Pillar 1	Pillar 2	Buffers	Fully implemented	Of which: Pillar 1	Pillar 2	Buffers
CET1	12.4%	8.83%	4.50%	1.27%	3.06%	9.27%	4.50%	1.27%	3.50%
Tier 1	13.5%	10.75%	6.00%	1.69%	3.06%	11.19%	6.00%	1.69%	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 2020.*

Buffers include the conservation buffer (2.5%), the countercyclical buffer (0%) and the buffer for other systemically important institutions (O-SII: 0.563%). The Bank was granted an additional year (1 January 2023) for the gradual fulfillment of the future O-SII reserve requirement of 1.00%, as communicated by Banco de Portugal on its website on 8 May 2020. Lastly, considering its capital ratios as of 30 September 2020, the Bank complied with the minimum capital ratio requirements for CET1, Tier 1 and total ratio.

On 25 January 2021, the Bank informed that it was notified by Bank Millennium S.A. in Poland, in which the Bank holds a 50.1% stake, about the creation of additional provisions against legal risk related to the foreign exchange ("FX") mortgage loans portfolio, according to the following report: "The Management Board of Bank Millennium S.A. ('the Bank') informs that it took a decision to create in its 4th quarter 2020 accounts PLN 379.6 million of provisions for legal risk connected with FX mortgage loans originated by Bank Millennium. The higher than previous quarters provisions reflect the negative trends in court decisions and changes to the risk assessment methodology. As a result of this level of provisions and despite solid operating performance, the Bank expects a negative net result in the 4th quarter of 2020, although a positive one in the full year 2020. More information about the legal risk and 4th quarter financial results will be disclosed in a current report on the preliminary results due on February 2, 2021 and in annual report for 2020 to be published on February 22, 2021".

4. RISK FACTORS

On pages 37 and 38 of the Offering Circular, in sub-paragraph *"1.2 Legal and regulatory risks"* of the sub-section *"1. Risks relating to the Issuer"* of the "*Risk Factors*" section, the risk factor entitled "*Changes to tax legislation, regulations, higher taxes or lower tax benefits could have an adverse effect on the Bank's activity. Implementation of legislation relating to taxation of the financial sector could have a material adverse effect on the Bank's results of operations"* shall be amended as follows:

(a) the fourth and fifth paragraphs shall be deleted and replaced by the following:

«Under Law No. 55-A/2010, of 31 December, and Ministerial Order ("Portaria") No. 121/2011, of 30 March, as amended, a bank levy is applicable to the Bank (EUR 31,7 million in 2019 and EUR 29,4 million in 2020) and will be applied over (a) the Bank's liabilities at a tax rate of 0.11% and (b) the notional amount of off-balance sheet financial derivatives, excluding hedging derivatives and back-to-back derivatives, at a tax rate of 0.0003%. The taxable base is calculated by reference to an annual average of the monthly balances of the qualifying items, as reflected in the relevant year's approved accounts.

The Bank is also liable to periodic special and additional contributions that must be paid to the Portuguese Resolution Fund, as stipulated in Decree-Law No. 24/2013 and Law No. 23-A/2015, of 26 March (15.9 million in 2019 and EUR 15.0 million in 2020). The periodic contributions are determined by a base rate, established by the Bank of Portugal through regulatory instruments, to be applied in each year and which may be adjusted to the credit institution's risk profile based on the objective incidence of those contributions, deducted from the liability elements that are part of the core capital and supplementary and from the deposits covered by the Deposit Guarantee Fund.»

(b) The following paragraphs shall be added between the fifth and sixth current paragraphs:

«The Supplementary Budget for 2020 approved in the National Parliament on July 2020 introduced a Solidarity Surcharge due by credit institutions and branches in Portugal of credit institutions. The Solidarity Surcharge is levied on the same taxable bases of the above bank levy, as follows:

- Liabilities are subject to a rate of 0.02%;

- The notional value of off-balance sheet derivative financial instruments is subject to a rate of 0.00005%.

A transitional regime in force during years 2020 and 2021 shall apply. For the Solidarity Surcharge due in 2020, the taxable base was computed with reference to the accounts of the first semester of 2020. The Solidarity Surcharge due and paid in 2020 amounted to EUR 5.8 million.»

On pages 42 to 44 of the Offering Circular, in sub-paragraph "1.4 Risks relating to Bank's Business" of the sub-section "1. Risks relating to the Issuer" of the "Risk Factors" section, the risk factor entitled "*The Bank is exposed to the consequences of the COVID-19 pandemic.*" shall be deleted and replaced by the following:

«Since March 2020 the spread of the COVID-19 disease on a global scale has proved to be an unprecedented challenge after the first cases of SARS-CoV-2 (Coronavirus) infection were detected in China in late 2019. The outbreak of this virus shows a significant mortality rate and led to the declaration of a pandemic by the World Health Organization on 11 March 2020. The immediate impacts of this pandemic have already reached an unprecedented dimension in the alert situation created, in the exhaustion of health systems and in the severe containment and combat measures implemented in several countries including Portugal where the state of emergency was declared on 18 March 2020, for the first time since the country's current Constitution was enacted. Given the trend and pace of developments globally, and particularly in some Eurozone economies, it is too early to make a reliable projection of the total impacts that could materialise. However, international and multilateral organisations, as well as rating agencies, have revised down their projections for the growth of the European and World economies in 2020.

The outbreak of COVID-19 forced the majority of the countries to implement restraining measures, including temporary confinement of large proportions of the populations of the most-affected countries and strong restrictions to the normal economic activity of many companies in almost every sector, to contain the spread of the disease. These measures turned out to be very harmful for the global economy, causing a sudden slowdown in activity.

Depending on how long these disruptive impacts persist, and on their intensity, the Group´s activity and profitability will suffer to a greater or a lesser extent. Now that several vaccines have been developed the challenge consists in the timely vaccination of at least 70% of the population in order to prevent a new wave of the pandemic.

Portugal faces now a third wave of the pandemic. On 13 January 2021 Portugal's Prime Minister António Costa announced a new period of general lockdown from 14 January, where people were asked to stay at home, in line with the March and April 2020 lockdown, but with the exception that schools would remain open and fully operating; on 18 January, the Prime Minister, on the face of the worsening of the pandemic numbers, announced more restrictive measures to contain COVID-19, including re-imposing the traffic ban on weekends, limiting people working outside their residence, redefining the closing hours of all businesses and closing certain sports/social centres; on 21 January, the Portuguese government backed-down on the earlier decision to keep the schools open, given the growing prevalence of the new strain of the virus in Portugal, with all schools to remain closed for 15 days. From 8 February all classes will take place online.

To deal with the COVID-19 pandemic, the Bank adopted a set of contingency measures planned and designed to ensure the protection of people and the continuity of the activity, including, among others, the recommendations of health authorities, working from home and segregation of teams, trying to maximise the resilience of the organization. In this context, the Bank activated the Contingency Plan, according to the Business Continuity Plan. This plan was updated and adapted specifically to the current pandemic scenario, with a specific Crisis Management Office being created for this purpose. Thus, in line with the guidelines issued by the authorities and supervisory entities, with which the Bank maintains regular contacts, an action plan was designed to protect Customers and Employees, minimise the chances of contagion and ensure the operational continuity of business.

The outbreak of COVID-19 caused a pandemic on a global scale that forced different countries to adopt exceptional measures with great impact on the lives of people and companies. Financial institutions were forced to change the focus of *their business objectives to outline an action plan to answer to the crisis. In this context, the Bank reacted quickly and adjusted its priorities, trying to anticipate the impacts of the crisis. The strategic orientation focused on growth has temporarily been superimposed by a model aimed at protecting the quality of the balance sheet, supporting the economy and adapting business processes and models to the current situation.*

The main impacts of the COVID-19 pandemic on profitability are as follows:

Net interest income - *The COVID-19 pandemic produced several types of impacts on the net interest income of the Group, with different magnitudes and effects depending on its nature. In the first nine months of 2020, net interest income benefited from the interest generated by the credit lines guaranteed by the Portuguese State, even though the average spread for these lines was lower than the average spread of the existing portfolio. In addition, the lower level of repayments associated to the credits covered by the legal framework of moratoria contributed positively to the net interest income of the first nine months of 2020. Conversely, the increased level of uncertainty associated with the COVID-19 pandemic caused a global economic recession, putting pressure on the reduction in reference interest rates in foreign geographies where the Group operates, with a particular focus on Poland, whose reference rate fell by 140 basis points during the first nine months of 2020.*

Commissions - *Commissions related to the banking business in the first nine months of 2020, in particular commissions related to transfers and cards, were significantly penalised, not only by the direct impacts of the pandemic caused by COVID-19, but also by the initiatives to support the economy adopted by the Bank in Portugal, embodied in exemptions granted to face the crisis situation that the country is going through. Likewise, commissions related to guarantees and credit also decreased from the same period of the previous year, although the commissions generated by the credit granted within the scope of measures related to COVID-19, have contributed positively to the commissions generated in this period. It should be noted that, even so, this contribution is limited, since the commissions generated by these operations are regulated and deferred.*

Net trading income - *In the first nine months of 2020, net trading income was penalised by the negative impact arising from the revaluation of corporate restructuring funds, reflecting a review of the business plans and the evaluations of the assets from the funds by the respective management companies.*

Other net operating income - *Other net operating income was penalised by the introduction, in 2020, of the additional solidarity contribution on the banking sector, aiming to finance the costs with the public measures to the impact of the actual crisis caused by COVID-19 pandemic.*

Operating costs - *The impacts of COVID-19 pandemic on operating costs were mainly in other administrative costs. On the one hand, there were savings associated not only with travel, hotel and representation expenses that did not materialise, but also related to the reduction of current activity and the decline in demand observed in several discretionary projects that were suspended or postponed. In contrast, the COVID-19 pandemic led to the recognition of additional costs with the purchase of protective materials, cleaning services and relocation of facilities.*

Impairment for loan losses - *The recessive macroeconomic scenario led to the deterioration of credit risk parameters and to the constitution of additional impairments, leading to the reversal of the trend towards reducing the cost of risk seen in recent periods. The subsidiaries in Poland and Mozambique reinforced impairments for credit risk, following the emerging economic context of the COVID- 19 pandemic.*

Other impairment and provisions - *The impact of COVID-19 pandemic was also felt in impairment for other financial assets, since the revision of credit risk parameters led to extraordinary reinforcements made for debt instruments and guarantees and commitments.*

Income tax - *In the first nine months of 2020, no impacts related to the derecognition of deferred tax assets were recorded. The analysis performed in the first half of the year leads to the conclusion that all deferred tax assets recognised on 30 June 2020 are recoverable. It should be noted that the assessment of the recoverability of deferred tax assets in Portugal was carried out based on the regulatory framework provided for in Law no. 27-A / 2020, of 24 July 2020, approved under the Supplementary Budget for 2020, which includes a set of additional measures to deal with the contraction of the economic situation in Portugal following the COVID-19 pandemic. The approved Law provides for the suspension in 2020 and 2021 of the period for deducting tax losses existing on 1 January 2020. Additionally, the period for the* *recoverability of deferred tax assets recognised as a result of tax losses generated in 2020 and 2021 has been extended from 5 years to 12 years.*

The Bank has defined five priorities to 2020:

1- Protect Employees

2- Defend the quality of the balance sheet, liquidity and solvency of the Bank

3- Support the economy, families, businesses and institutions

4- Adapt business models and processes to the new normal

5- Strengthen the social support component for the most vulnerable

The economic and social impacts of the public health crisis and the measures adopted by governments and authorities, including supervisory authorities, will produce effects that at this stage are still uncertain, but which will materially affect the activity of the Group in the three main markets where it operates. The answer of financial institutions and of their customers has made it possible to highlight that the current crisis is a powerful trends accelerator, with an adaptation of traditional business models and existing processes to a new context entitled as the "new normal", which is primarily based on digital channels. The pandemic accelerated and even forced the use of digital channels by customers who would otherwise continue to use traditional channels for their needs.

Among the priorities included in the 2018-2021 Strategic Plan, digitisation focused on mobile takes a prominent place. The customers of BCP confirmed their positive appreciation of the digital approach of the Bank, reflected in an increasing number of digital customers, but above all in an increasing number of mobile customers. Thus, the targets initially established for the number of digital customers and mobile customers will not be harmed and are expected to even be exceeded. It should be noted, however, that the potential for revenue generated in a post-pandemic context, probably lower, will increase the pressure on financial institutions to capture additional efficiency gains in order to preserve the sustainability of their business models.

Additionally, it is necessary to highlight that, if the current crisis has accelerated the importance of digitalisation, both in terms of attracting and retaining customers, and in terms of improving operational efficiency, the same crisis will jeopardize the achievement of the financial goals of the Strategic Plan, namely the profitability, financial efficiency and asset quality, within the initially predicted time horizon, until 2021.

In this context, the Bank considers that the targets defined under the 2018-2021 Strategic Plan remain valid, reaffirming its commitment to the established goals. However, it considers that some of the defined financial targets will only be attainable after the effects of the current economic crisis are overcome.

The evolution of macroeconomic conditions on a global scale caused by the COVID-19 pandemic will have materially relevant impacts on the profitability and future financial position of the BCP Group. The impacts on bank income already observed in the first nine months of the year will persist in the subsequent periods, with greater or lesser intensity, depending on the evolution of the public health crisis and economic activity. With regard to operating costs, in addition to the direct impacts of savings from the suspension or cancellation of several initiatives and the expenses arising from measures to protect employees and customers, the evolution of the pandemic will also affect the implementation of restructuring and capture efficiency gains measures. Profitability will also be influenced by the cost of risk, whose downward trend converging to the target of the Plan was interrupted and will tend to remain at a higher level, according to the evolution of macroeconomic conditions. Likewise, the pace of NPE reduction will be affected by a higher level of inflows associated with more adverse economic conditions, as well as by the constraints resulting from these same conditions in exit strategies.

The crisis of public health caused by COVID-19 has led regulators and supervisors to temporarily reduce capital, liquidity and operational requirements for banks, to ensure that they still perform their role in supporting and financing the economy. In particular, the European Commission, the European Central Bank and EBA issued clarifications on some of the flexibilities already incorporated in Regulation (EU) 575/2013, issuing interpretations and guidelines on the application of the prudential framework in the context of COVID-19.

The capital buffers have been designed with a view to allowing banks to withstand stressed situations and since the European banking sector has built up a significant amount of these buffers, the ECB will allow banks to operate temporarily below the capital level defined by Pillar 2 Guidance (P2G), the capital conservation buffer (CCB) and the systemic buffer (O-SII) and suggested the relaxation of the countercyclical capital buffer (CCyB) by the national macroprudential authorities.

Banks will also be allowed to partially use capital instruments that do not qualify as CET1 capital to meet Pillar 2 Requirements (P2R), bringing forward a measure included in the latest revision of the Capital Requirements Directive (CRD V), that was planned to come into force only in January 2021.

In addition, the European Central Bank allows banks, if necessary, to use their liquidity buffers and temporarily operate below the minimum regulatory level of the LCR (100%).

Any of these factors may have a material adverse effect on the Bank's business, financial condition results of operations and prospects, therefore affecting the Bank's ability to make the payments under the Notes.»

On pages 57 and 58 of the Offering Circular, in sub-paragraph *"1.4 Risks relating to Bank's Business"* of the sub-section *"1. Risks relating to the Issuer"* of the "*Risk Factors*" section, the risk factor entitled "*The results of additional stress tests could result in a need to increase capital or a loss of public confidence in the Group."* shall be deleted and replaced with the following:

«National and international regulators, including the IMF, the ECB and the EBA, have been conducting stress tests on the banking sector. The EBA launched on 29 January 2021 EU-wide stress test and released the macroeconomic scenarios. Following the postponement of the 2020 exercise, due to the COVID-19 pandemic, 2021 EU-wide stress test will provide valuable input for assessing the resilience of the European banking sector. Accordingly, the adverse scenario is based on a narrative of a prolonged COVID-19 scenario in a 'lower for longer' interest rate environment, in which negative confidence shocks would prolong the economic contraction. The EBA expects to publish the results of the exercise by 31 July 2021. The Bank was included in the sample of banks for stress tests to be conducted by the EBA during the course of this year although it was not included in the first sample of banks released in November 2020 when the EBA published the methodology for the exercise.

The disclosure of the results of these stress tests may also result in a reduction in confidence in a particular bank or the banking system as a whole. The Bank cannot exclude the need for additional provisions for impairments. Consequently, new stress tests could adversely affect the cost of funding for the Bank and have a materially adverse impact on its business, financial condition, results of operations and prospects.

As a consequence of SREP, excluding P2G, the minimum Group CET1 phased-in ratio required is 8.833% (4.5% Pillar 1, 1.27% Pillar 2 requirements, 2.5% CBR and 0.563% O-SIFI), the Group Tier 1 ratio is 10.753% and the Group total capital ratio is 13.313% from 31 December 2020. The Group's CET1 ratio as at 30 September 2020 was 12.4% (fully implemented).

SREP may increase and an additional cushion may be requested. In addition, Polish SREP requirements for 2021 are as follows: CET1 phased-in ratio required is 9.13%, the Tier 1 is 11.27% and the total capital ratio is 14.10% from 1 January 2021. Bank Millennium's CET1, Tier 1 and total capital ratios as at 30 September 2020 were 16.98%, 16.98% and 20.02%, respectively.»

On pages 78 of the Offering Circular, in sub-paragraph *"2.2 Risks relating to the Notes generally"* of the sub-section *"2. Risks relating to the Notes issued under the Programme"* of the "*Risk Factors*" section, the risk factor entitled "*Administrative co-operation in the field of taxation"* shall be amended as follows:

(a) the heading of the risk factor shall be amended as follows:

*«**Administrative co-operation in the field of taxation – Common Reporting Standard**»;*

(b) the following shall be added after the fifth paragraph:

*«**Administrative co-operation in the field of taxation – Mandatory Disclosure Rules***

Council Directive 2011/16/EU, as amended by Council Directive (EU) 2018/822 of 25 May 2018, introduced the automatic exchange of tax information concerning the cross-border mechanisms to be reported to the tax authorities, in order to ensure a better functioning of the EU market by discouraging the use of aggressive cross-border tax planning arrangements.

Under Council Directive (EU) 2018/822 of 25 May 2018, the intermediaries or the relevant taxpayers are subject to the obligation to communicate cross-border tax planning arrangements' information to the tax authorities of EU Member States, according to certain hallmarks indicating a potential risk of tax avoidance.

Portugal implemented Council Directive (EU) 2018/822 of 25 May 2018 through Law No. 26/2020, of 21 July, and Decree-Law No. 53/2020, of 11 August, with the following features:

- *Reportable arrangements include cross-border and purely domestic arrangements, but generic hallmarks linked to the main benefit test are not relevant in case of purely domestic arrangements.*

- *The main benefit test is only satisfied if the obtaining of a tax advantage, beyond a reasonable doubt, is the main benefit or one of the main benefits which, having regard to all relevant facts and circumstances, a person may reasonably expect to derive from an arrangement.*

- *Tax advantage is defined as any reduction, elimination or tax deferral, including the use of tax losses or the granting of tax benefits that would not be granted fully or partially, without the use of the mechanism.*

- *In case any professional privilege or confidentiality clauses apply, the reporting obligations are shifted to the relevant taxpayer; however, in case the relevant taxpayer does not comply with this obligation, the reporting obligation is then shifted again to the intermediary.*

The deadlines to file information to the Portuguese Tax Authorities are as follows:

- *The standard 30-day reporting period, as well as the period of 5 days to inform the taxpayer in case any professional privilege or confidentiality clauses applies to the intermediary, begin on 1 January 2021;*

- *Reportable cross-border arrangements which first step was implemented between 25 June 2018 and 30 June 2020 – to be filed by 28 February 2021;*

- *Reportable domestic or cross-border arrangements made available for implementation or ready for implementation, or where the first step in its implementation has been made between 1 July 2020 and 31 December 2020 - the period of 30 days for filing information and the period of 5 days to inform the taxpayer begin on 1 January 2021;*

- *The deadline for the first periodic reporting of domestic and cross-border marketable arrangements is 30 April 2021.*

The applicable form (Model 58) to comply with the reporting obligations to the Portuguese Tax Authority was approved by Ministerial Order no. 304/2020, of 29 December.»

5. TAXATION

The "*Portuguese Taxation*" subsection on pages 228 to 233 of the Offering Circular is amended as follows:

On page 229, the fourth complete paragraph shall be deleted and replaced by the following:

«Financial institutions, pension funds, retirement saving funds, venture capital funds, collective investment undertakings and some exempt entities, among other entities, are not subject to withholding tax.»

On page 230, the second paragraph shall be deleted and replaced by the following:

«Under the tax treaties entered into by Portugal, the withholding tax rate may be reduced to 15, 12, 10 or 5%, depending on the applicable treaty and provided that the relevant formalities are met. These formalities include the certification, through a document issued by the competent tax authorities, of the residence of the beneficial owners of the interest and other investment income in the periods concerned, as well as the certification that they are subject to taxation. The reduction may apply at source or through the refund of the excess tax. The standard forms currently applicable for these purposes, to be presented with the document issued by the competent tax authorities, were approved by Order ("Despacho") No. 8363/2020, of 31 August 2020 (second series), published in the Portuguese official gazette, second series, No. 169, of 31 August 2020, of the Portuguese Secretary of State for tax affairs and may be available for viewing and downloading at www.portaldasfinancas.gov.pt.

On page 237, the heading of paragraph "*6. Administrative co-operation in the field of taxation*" shall be deleted and replaced by «*6. Administrative co-operation in the field of taxation – Common Reporting Standard*».

On page 238, after the last paragraph, the following paragraphs shall be added:

«Administrative co-operation in the field of taxation – Mandatory Disclosure Rules

Council Directive 2011/16/EU, as amended by Council Directive (EU) 2018/822 of 25 May 2018, introduced the automatic exchange of tax information concerning the cross-border mechanisms to be reported to the tax authorities, in order to ensure a better functioning of the EU market by discouraging the use of aggressive cross-border tax planning arrangements.

Under Council Directive (EU) 2018/822 of 25 May 2018, the intermediaries or the relevant taxpayers are subject to the obligation to communicate cross-border tax planning arrangements' information to the tax authorities of EU Member States, according to certain hallmarks indicating a potential risk of tax avoidance.

Portugal implemented Council Directive (EU) 2018/822 of 25 May 2018 through Law No. 26/2020, of 21 July, and Decree-Law No. 53/2020, of 11 August, with the following features:

- *Reportable arrangements include cross-border and purely domestic arrangements, but generic hallmarks linked to the main benefit test are not relevant in case of purely domestic arrangements.*
- *The main benefit test is only satisfied if the obtaining of a tax advantage, beyond a reasonable doubt, is the main benefit or one of the main benefits which, having regard to all relevant facts and circumstances, a person may reasonably expect to derive from an arrangement.*
- *Tax advantage is defined as any reduction, elimination or tax deferral, including the use of tax losses or the granting of tax benefits that would not be granted fully or partially, without the use of the mechanism.*
- *In case any professional privilege or confidentiality clauses apply, the reporting obligations are shifted to the relevant taxpayer; however, in case the relevant taxpayer does not comply with this obligation, the reporting obligation is then shifted again to the intermediary.*

The deadlines to file information to the Portuguese Tax Authorities are as follows:

- *The standard 30-day reporting period, as well as the period of 5 days to inform the taxpayer in case any professional privilege or confidentiality clauses applies to the intermediary, begin on 1 January 2021;*
- *Reportable cross-border arrangements which first step was implemented between 25 June 2018 and 30 June 2020 – to be filed by 28 February 2021;*
- *Reportable domestic or cross-border arrangements made available for implementation or ready for implementation, or where the first step in its implementation has been made between 1 July 2020 and 31 December 2020 - the period of 30 days for filing information and the period of 5 days to inform the taxpayer begin on 1 January 2021;*
- *The deadline for the first periodic reporting of domestic and cross-border marketable arrangements is 30 April 2021.*

The applicable form (Model 58) to comply with the reporting obligations to the Portuguese Tax Authority was approved by Ministerial Order no. 304/2020, of 29 December.

6. GENERAL INFORMATION

On page 248 of the Offering Circular, in the sub-section "*Significant or Material Change*" of the chapter "*General Information*", the paragraph should be replaced by the following:

"*Save as disclosed under "The Bank is exposed to the consequences of the COVID-19 pandemic", there has been no significant change in the financial or trading position of the Banco Comercial Português Group since 30 September 2020. 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 2019.*"

7. GENERAL

This Supplement includes in respect of the Issuer all information contained within this Supplement together with all documents incorporated herein by reference.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement (if any) and (b) any other statement in or incorporated by reference in the Offering Circular, 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 Offering Circular which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Offering Circular.

Copies of this Supplement are available for viewing at the official websites of Euronext Dublin (www.ise.ie).