

FINAL TERMS

3 August, 2009

**Banco Comercial Português, S.A. (the “Bank” or the “Issuer”)
Issue of up to 200,000 Valores Mobiliários Perpétuos Subordinados com Juros
Condicionados (*Perpetual Subordinated Debt Instruments with Conditional Interest*)
 (“Debt Instruments”) under the Programa de Emissão de Valores Mobiliários
Representativos de Dívida up to the amount of € 7.500.000.000 (*EUR 7.500.000.000 Debt
Instruments Programme*)**

PART A – CONTRACTUAL TERMS

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

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated May 8th 2009, as supplemented by the Supplement dated May 22nd 2009 and the Supplement dated August 3rd 2009 (“**Base Prospectus**”), which is available for viewing at www.cmvm.pt and at www.millenniumbcp.pt and copies of which may be obtained from the Issuer, free of charge. This document constitutes the Final Terms of the Debt Instruments described herein for the purposes of article 135.º-C of the Portuguese Securities Code and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Debt Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus.

1.	Issuer:	Banco Comercial Português, S.A.
2.	(i) Series Number:	2
	(ii) Tranche Number:	Not Applicable
3.	Currency:	Euro
4.	Aggregate Nominal Amount:	
	– Tranche:	Eur 200,000,000.00
	– Series:	Eur 200,000,000.00
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	EUR 1,000.00 per Debt Instrument
7.	(i) Issue Date:	6 August 2009
	(ii) Interest Commencement Date:	Issue Date, subject to the Limitations on Interest Payment.
8.	Maturity Date:	Not Applicable (not subject to mandatory redemption)
9.	Interest Basis:	Subject to the adoption of a resolution by the management body of the Issuer and to the Limitations on Interest Payment, 7 per cent. Fixed Rate on the first four Interest Payment Dates and 6 months EURIBOR Floating Rate +

		<p>2.5 per cent. on the following Interest Payment Dates, subject to a minimum of 5 per cent.</p> <p>Limitations on Interest Payment means, as described in Condition 3 (c) i), pages 64 and 65, of the Base Prospectus, that under no circumstances can the Issuer make any Interest Payment, nor will the Interest Amounts be due or payable to the holder of the Debt Instruments, regardless of any resolution passed by the Issuer's Executive Board of Directors:</p> <p>a) to the extent that the sum of such potential payment with any other amounts related to securities ranking pari passu with the Debt Instruments (as better specified in the Base Prospectus) exceeds the Distributable Funds of the Issuer; or</p> <p>b) even if the total amount referred to in the previous paragraph a) does not exceed the Distributable Funds, whenever the Issuer is in breach of the Capital Adequacy Regulations or to the extent such payment would cause a breach by the Issuer of the Capital Adequacy Regulations</p> <p>Even if none of the limitations described in (a) and (b) above applies, the Issuer cannot make any Interest Payment and the interest will not be due or payable to the holders of the Debt Instruments if in the opinion (i) of the Executive Board of Directors or (ii) of the Bank of Portugal, by reason of such payment the Issuer may risk breaching the Capital Adequacy Regulations, considering the financial condition (historical and projected) of the Issuer.</p>
10.	Redemption/Payment Basis:	<p>Redemption (if any) at par. As better described in Condition 2 (b) ii), pages 56 and 57, of the Base Prospectus, the Debt Instruments will be available and may be used to cover losses of the Issuer, and may be used to absorb losses, proportionally to its share capital, as determined by resolution passed by the competent corporate body of the Issuer. In this case, the Specified Denomination of the Debt Instruments will be reduced in order to absorb losses of the Issuer, down to the minimum of € 0.01 per Debt Instrument. The so cancelled amount will only be restored and reinstated as a subordinated credit, subject to prior approval by the Bank of Portugal, under specific circumstances, including the events of early redemption, exclusively at the option of the Issuer.</p>
11.	Change of the applicable Interest Basis:	<p>Starting on (and including) the fifth Interest Payment Date, the applicable Interest Rate will be a Floating Rate, as better described in 16. and 17.</p>

		below.
12.	Put/Call Options:	Issuer Call. There is no Investor Put. <i>(further particulars specified in 19 below)</i>
13.	Status of the Debt Instruments:	Perpetual Subordinated with Conditional Interest
14.	Date of Board approval:	21 July 2009
15.	Method of distribution:	Not Syndicated
	a)	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		
16.	Fixed Rate Debt Instrument Provisions	Applicable
	(i)	Rate(s) of Interest: 7 per cent. per annum payable semi-annually in arrear, subject to the adoption of a resolution by the management body of the Issuer and to the Limitations on Interest Payment.
	(ii)	Interest Payment Date(s): 6 February and 6 August of each year, until 6 August 2011 (inclusive), subject to the Limitations on Interest Payment.
	(iii)	Fixed Coupon Amount(s): Not Applicable.
	(iv)	Broken Amounts: Not Applicable
	(v)	Day Count Fraction: 30/360
	(vi)	Other terms relating to the method of calculating interest for Fixed Rate Debt Instruments: None
17.	Floating Rate Debt Instrument Provisions	Applicable
	(i)	Specified Period(s)/Specified Interest Payment Dates: From the period starting on 6 August 2011, semi-annually on 6 February and 6 August of each year, subject to the adoption of a resolution by the management body of the Issuer and to the Limitations on Interest Payment.
	(ii)	Business Day Convention: Following Business Day Convention
	(iii)	Additional Business Centre(s): None
	(iv)	Manner in which the Rate of Interest and Interest Amount is to be Screen Rate Determination

		determined:	
	(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):	Not Applicable
	(vi)	Screen Rate Determination:	
		– Reference Rate:	6 months EURIBOR
		– Interest Determination Date(s):	The second day on which the TARGET System is open prior to the start of each Interest Period.
		– Relevant Screen Page:	EURIBOR01 at Reuters' website
	(vii)	ISDA Determination:	
		– Floating Rate Option:	Not Applicable
		– Designated Maturity:	Not Applicable
		– Reset Date:	Not Applicable
	(viii)	Margin(s):	+ 2.5 per cent. per annum
	(ix)	Minimum Rate of Interest:	5 per cent. per annum, subject to the adoption of a resolution by the management body of the Issuer and to the Limitations on Interest Payment.
	(x)	Maximum Rate of Interest:	Not Applicable
	(xi)	Day Count Fraction:	Actual/360
	(xii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Debt Instruments, if different from those set out in the Conditions:	Not Applicable
18.	Index Linked Interest Debt Instruments Provisions		Not Applicable
PROVISIONS RELATING TO REDEMPTION			
19.	Issuer Call		Applicable
	(i)	Optional Redemption Date(s):	Any Interest Payment Date starting on (and including) the tenth Interest Payment Date, subject to prior approval by the Bank of Portugal.
	(ii)	Optional Redemption Amount(s) and method, if any, of calculation of such	Specified Denomination per Debt Instrument.

		amount(s):	
	(iii)	Notice period:	Not less than 30 days' notice to the Holders of the Debt Instruments.
20.	Investor Put		Not Applicable
21.	Final Redemption Amount of each Debt Instrument		Not Applicable
22.	Early Redemption Amount(s) payable on redemption date for taxation reasons or on event of default and/or the method of calculating the same:		Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE DEBT INSTRUMENTS			
23.	Form of Debt Instruments:		Book Entry (<i>nominativos</i>)
24.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:		Lisbon
25.	Details relating to Instalment Debt Instruments:		Not Applicable
	(i)	Instalment Amount(s):	Not Applicable
	(ii)	Instalment Date(s):	Not Applicable
26.	Other Final Terms:		Not Applicable
DISTRIBUTION			
27.	(i)	If syndicated, names and addresses of Dealers and underwriting commitments:	Not Applicable
	(ii)	Date of the Syndication Agreement:	Not Applicable
	(iii)	Stabilising Manager:	Not Applicable
28.	If non-syndicated, name of relevant Dealer:		Banco Comercial Português, S.A.
29.	Total Fee:		Not Applicable
30.	Additional selling restrictions:		Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading in Euronext Lisbon of the Debt Instrument pursuant to the Programa de Emissão de Valores Mobiliários Representativos de Dívida up to the amount of € 7.500.000.000 (the “EUR 7.500.000.000 Debt Instruments Programme”) of Banco Comercial Português, S.A..

RESPONSABILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer: Duly authorised
Signed on behalf of the Issuer: Duly authorised

PART B – OTHER INFORMATION

1.	Admission to Trading:	Application is expected to be made by the Issuer for the Debt Instruments to be admitted to trading on <i>Euronext Lisbon</i> . If the request is accepted, admission to trading is expected to be effected from 6 August 2009.
2.	Ratings:	Not Applicable
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 Debt Instruments has a relevant material interest in the offer.	
4.	Reasons for the Offer, Estimated Net Proceeds and Total Expenses:	
	(i) Reasons for the offer:	Further to the specified in the chapter “ <i>Motivos da Oferta e Afectação das Receitas</i> ” of the Base Prospectus, widening of Tier I regulatory capital of the Issuer.
	(ii) Estimated net proceeds:	Eur 199,987,600.00
	(iii) Estimated total expenses:	Eur 12,400.00
5.	Yield (<i>Fixed Rate Debt Instruments only</i>):	
	Indication of yield:	Not Applicable
6.	Historic Interest Rates (<i>Floating Rate Debt Instruments only</i>)	
	Details on historic EURIBOR rates may be obtained at Reuters.	
7.	Performance of Index/Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying (<i>Index Linked Debt Instruments only</i>)	
	Not Applicable	
8.	Operational Information	
	(i) ISIN Code:	PTBCPYOM0024
	(ii) Common Code:	044460360
	(iii) Any clearing system(s) other than Interbolsa - Sociedade Gestora de Sistemas Certificados de Valores Mobiliários, S.A., and the relevant identification number(s):	Euroclear Bank S.A./N.V. and Clearstream Banking, Société Anonyme
	(iv) Delivery:	Delivery against payment
	(v) Names and addresses of additional Paying Agent(s):	Banco Comercial Português, S.A.
	(vi) Intended to be held in a manner which would allow Eurosystem eligibility:	No
9.	Terms and Conditions of the Offer	
	Offer Price:	Issue Price

	Period during which the Debt Instruments will be offered:	Not Applicable
	Conditions to which the offer is subject:	Not Applicable
	Description of the application process:	As agreed, pursuant to the already previously foreseen publication by the Issuer, on 29 July 2009, of information relating to the first half of 2009 earnings, the subscribers shall have a two-day period – counted from 29 July 2009, <i>i.e.</i> , up to 31 July 2009 – to revoke their subscription orders.
	Details of the minimum and/or maximum amount of application:	Minimum subscription amount is Euro 1,000.00, corresponding to one Debt Instrument, 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 Debt Instruments:	Not Applicable
	Manner in and date on which results of the offer are to be made public:	Not Applicable
	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 Debt Instruments are offered and whether tranche(s) have been reserved for certain countries:	The Debt Instruments will be privately placed.
	Procedure for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
	Amount of any expens(es) and taxes specifically charged to the subscriber or purchaser:	Expenses: Zero per cent. of the Aggregate Nominal Amount Taxes: See Taxation (“ <i>Regime Fiscal</i> ”) wording in the Base Prospectus
	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., with registered office at Praça Dom João I, 28, 4000 - 295 Porto.
10.	Prescription of Redemption and Interest Payment obligations:	Pursuant to article 1 of Decree-Law no. 187/70, of 30 April, it is considered as abandoned in favor of the Portuguese State:

		<p>a) Notes, shares and equivalent securities, if, for a period of 20 years, the respective holders haven't collected or tried to collect interest or other proceeds or haven't made evident by other legitimate and clear means their rights over such securities;</p> <p>b) Interest or other proceeds related to such securities, if, for a period of 5 years, the respective holders haven't carried out any of the actions referred to in the previous paragraph.</p>
11.	Complex financial product, pursuant to Decree-Law no. 211-A/2008, of 3 November	No, but it considered a complex financial instrument, pursuant to article 314.º-D of the Portuguese Securities Code.