

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF BANCO COMERCIAL PORTUGUÊS, S.A.**

(22/05/2025)

PROPOSAL IN CONNECTION WITH **ITEM 4** OF THE AGENDA

**To resolve on the ratification of the co-option of directors for the
2022-2025 term of office**

Considering that:

- Director Xiao Xu (Julia Gu), representing shareholder Fosun Group, resigned as a non-executive director with effect from 29 February 2024, and the Bank and its reference shareholders opted to select a new independent non-executive director;
- After submitting Esmeralda da Silva Santos Dourado's Fit & Proper assessment process to the European Central Bank, under the terms of articles 30 et seq. of the Legal Framework for Credit Institutions, authorisation to perform her duties was received in January 2025;
- The Board of Directors resolved at its meeting of 22 January 2025 on the co-option of Esmeralda da Silva Santos Dourado to join the Board of Directors as a Non-Executive Director, as announced to the market on the same day;

It is hereby proposed:

To ratify the co-option of Esmeralda da Silva Santos Dourado as a Non-Executive Member of the Board of Directors of BCP.

The following documents are made available to shareholders:

- The curriculum vitae of the co-opted director
- A Statement issued by the co-opted director in compliance with Articles 30-A(3) and (5) of the Legal Framework for Credit Institutions and Financial Companies (LFCIFC)
- A Statement issued by the Nominations and Remunerations Committee with the conclusions of the Fit & Proper Assessment Report on the co-opted director (Article 30-A(7) of the LGDIFCS)
- Number of shares corresponding to the Bank's share capital held by the co-opted director (Article 289 of the Companies Code)

Lisbon, April the 30th 2025

THE BOARD OF DIRECTORS



Esmeralda Dourado

Member of the Board of Directors

Licentiate in Industrial Chemical Engineering from Instituto Superior Técnico and with a diploma in Advanced Corporate Finance from Harvard University, she is, since 2025, non-executive member of the Board of Directors of Banco Comercial Português, S.A.

She began her professional career, in 1978, in the glass industry, has head of an industrial area and of the New Business Development at COVINA - C.^a Vidreira Nacional (Saint-Gobain Group). After this experience, she spent more than fifteen years in the financial and banking sector, performing duties as Vice-Chairwoman of Citibank Portugal, as Chief Corporate Banking (from 1985 to 1990), as member of the Board of Directors of Banco Fonecas & Burnay (from 1991 to 1993), of União de Bancos Portugueses, S.A. (from 1993 to 1995) and of Interbanco, S.A. (from 1996 to 2000), as head of the Business Areas.

Subsequently, she developed her career in several organisations, focusing on strategic and financial planning, namely at PARTAC SGPS S.A., where she was Chairwoman of the Board of Directors and of the Strategic Board, at SAG SGPS SA, where she held several key positions as CEO in Portugal and as Chairwoman in Brazil (from 2000 to 2019) and at BCP Capital, as a non-executive director and member of the Investments Committee. She was also a non-executive member of the Board of Directors and the Audit and Affairs Committee of TAP Portugal (from 2017 to 2021) and member of the General Board of EDP - Energias de Portugal, S.A (from 2021 to 2024).

In addition, and over the years, she has also cooperated with several non-profit, private and governmental organisations, namely as - Chairwoman of the Board of FAE, member of the Executive Committee of EMCE, member of the General Council of the University of Coimbra and member of the General Council of IPCG - Instituto Português de Corporate Governance.

In 2005, she was awarded the Business Woman Prize in Portugal, and in 2006 she was considered the ADVB Golden Personality - Association of Sales and Marketing Managers in Brazil.

Currently, outside the Group, she is Chairwoman of the Supervisory Board of Active Cap - Capital Partners SCR, S.A., member of the Supervisory Board of Mystic Invest Holding S.A., and member of the Board of Directors of several companies in which she holds shares. She also works in the social sphere, as Chairwoman of the Supervisory Board of two private social solidarity organisations.

Chairman of the Board of the General Meeting of
Banco Comercial Português, S.A.

STATEMENT

Considering the intention of the shareholders holding at least 49% of the share capital and voting rights of Banco Comercial Português, S.A., to subscribe to a proposal to ratify my co-optation as a non-executive member by the Board of Directors on 10 January 2025 for the current term-of-office 2022-2025, to be submitted to the Annual General Meeting of the Bank convened for May 22, 2025, in compliance with paragraph 3 of article 30-A of the Legal Framework of Credit Institutions and Financial Companies and for the purposes of paragraph 5 of the aforementioned provision, I hereby declare the following:

I have a University Degree in Chemical Engineering from Instituto Superior Técnico (1975) and an extensive professional experience, having held positions in management and supervisory bodies in several commercial companies, namely, CitiBank Portugal, S.A. (Vice- chairman), Banco Fonsecas & Burnay (member of the Board of Directors), Interbanco (member of the Board of Directors) and Santander Consumer, SAG – Gest – Soluções Automóveis, SGPS, S.A. (Chair of the Board of Directors) SIVA, S.A (Vice-Chairman of the C.A.), SAG Brasil (member of the C.A.), Millennium Gestão de Ativos, S.A. (non-executive member of the C.A.), BCP Capital (non-executive member of the C.A.), TAP – Transportes Aéreos Portugueses (non-executive member of the C.A.), PNCB - Plataforma de Negociação de Créditos Bancários A.C.E. (Chair of the Remuneration Committee), EDP – Energias de Portugal, SA (member of the Supervisory Board).

I am qualified as an independent director, the potential conflicts of interest with companies of which I hold a share capital or am a member of its management or supervisory bodies are identified for the purposes of applying the policy for the prevention of conflicts of interest, so I consider myself to be able to perform the function as independent and with total independence of mind.

I have made a commitment to the Bank to allocate a minimum of 14 hours per week (or the equivalent of 77 days per year) to the performance of the function for which I was co-opted, and I declare that I am complying with the legal limit for the accumulation of functions.

I also declare, under oath, that the content of this statement corresponds to the truth, and I have not omitted any relevant and necessary information for the assessment of my suitability for the role of Non-Executive Member of the Board of Directors, including that required within the scope of the authorisation process of the Bank of Portugal/European Central Bank.

Lisboa, 22 de abril de 2025

(Esmeralda Dourado)

Declaration on the Individual Assessment Report of Esmeralda Dourado

(article 30º- A, no. 7 of the RGICSF)

The CNR informs that Esmeralda Dourado underwent a Fit and Proper process and that in this context an Individual Assessment Report was produced and approved on June 27, 2024, covering the assessment of the reputation, academic qualifications and profession experience, independence, identification of potential conflict-of-interests and mitigation measures, independence of mind, time commitment and accumulation of directorships, concluding that:

“Esmeralda Dourado has a vast professional experience, contributing with a mix of experience in the financial sector, namely in the banking sector (União de Banco Portugueses, Interbanco, Banco FONSECAS & Burnay, Citibank), and non-financial sector, having performed as member of the corporate bodies of relevant companies for the Portuguese economy: EDP (energy sector), TAP (Transportes Aéreos Portugueses), and Plataforma de Negociação de Créditos Bancários (Debt restructuring), and also for smaller companies such as ActiveCap - Capital Partners (Private Equity), and Mystic Invest (Tourism).

Esmeralda Dourado will contribute with her experience in supervisory roles in large companies with challenges in the internationalization and oversight of large economic groups with subsidiaries in different geographies, and in the assessment of large investment and business strategies. Her experience in TAP was also in a critical moment for the company, in the middle of a restructuring process (2017-2021) approved by the European Commission. Esmeralda Dourado also has knowledge of the banking activity, namely of the business portfolios and has knowledge and experience in other retail businesses (e.g. energy providers). Her experience in EDP, in a period where ESG was a focus to develop business activities was also considered.

As such, Esmeralda Dourado reinforces the Board of Directors' supervisory functions, expertise in several areas, such as governance, strategic planning, retail overview and ESG issues.

In view of the above, the Committee for Nominations and Remunerations assessed the Appointee in accordance with the legal framework and guidelines, concluding that the Appointee is of good repute, possesses adequate knowledge, skills and experience to perform her duties, is able to commit sufficient time to perform her functions in the institution, and to act with honesty, integrity and independence of mind to effectively assess, challenge and enrich the decision-making process of the collective body."

Nominations and Remunerations Committee

Preparatory information on the Annual General Meeting	
Number of BCP shares imputable to candidate	
Esmeralda da Silva Santos Dourado	0