

Announcement



Reuters>bcp.ls · Exchange>BCP · Bloomberg>bcp.pl
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22 January 2024

Banco Comercial Português, S.A. (“Bank”) informs about communication received from Chiado (Luxembourg) S.À.R.L regarding the sale of Bank shares through an Accelerated Bookbuilding process

Banco Comercial Português, S.A. (“Bank”) informs about announcement received from Chiado (Luxembourg) S.À.R.L,

End of announcement

Banco Comercial Português, S.A.

BANCO COMERCIAL PORTUGUÊS, S.A.,
having its registered office at Praça D. João I, 28, Oporto,
registered at the Commercial Registry of Oporto, with the
single commercial and tax identification number 501 525 882
and the share capital of EUR 3,000,000,000.00.
LEI: JUIU6SODG9YLT7N8ZV32

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ANNOUNCEMENT

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Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Any offer to acquire Shares pursuant to the proposed Placing will be made, and any investor should make his investment decision, solely on the basis of Banco Comercial Português, S.A.'s publicly available information.

CHIADO (LUXEMBOURG) S.À.R.L. SALE OF BANCO COMERCIAL PORTUGUÊS, S.A. SHARES THROUGH AN ACCELERATED BOOKBUILDING PROCESS

CHIADO (LUXEMBOURG) S.À.R.L. (“**Chiado**”), a company incorporated under the laws of the Grand Duchy of Luxembourg as a limited liability company (*société à responsabilité limitée*) and having its registered office address at 1c, rue Gabriel Lippmann, 5365 Munsbach, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés à Luxembourg*) under number B 209.875, announces its intention to sell up to 846,000,000 shares (the “**Shares**”) representing up to 5.60% of the share capital of BANCO COMERCIAL PORTUGUÊS, S.A. (“**BCP**”).

Accordingly, Chiado hereby announces that it is launching a private placement of the Shares via an accelerated bookbuilding addressed exclusively to qualified institutional investors (the “**Placing**”).

Upon completion of the Placing, Chiado will hold 3,027,936,381 shares in BCP which will be subject to a 60-day lock-up.

UBS AG, London Branch is acting as Sole Bookrunner in respect of the Placing.

The final terms of the Placing will be announced upon completion of the accelerated bookbuilding procedure which is expected to occur prior to market opening tomorrow.

22 January 2024

CHIADO (LUXEMBOURG) S.À.R.L.

IMPORTANT INFORMATION

This announcement and the information contained herein are for information purposes only and do not constitute or form part of any offer or solicitation to purchase or subscribe for securities in any jurisdiction and in particular the United States, Canada, Australia or Japan or in any other jurisdiction in which such an offer or solicitation is unlawful or would require preparation of any prospectus or other offer documentation or would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

There will be no public offering of Shares in the United States, any member state of the EEA, the United Kingdom or elsewhere. Members of the public are not eligible to take part in the Placing.

This announcement and any offer of securities to which it relates are only directed at persons who (1) in any member state of the European Economic Area are "qualified investors" within the meaning of the Prospectus Regulation (Regulation 2017/1129); (2) in the UK are "qualified investors" who are also (a) "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"); or (b) persons falling within Article 49(2)(a) to (e) of the Order (all such persons referred to in (1) and (2) together being referred to as "relevant persons"). The information regarding the Placing set out in this announcement must not be acted on or relied on by persons who are not relevant persons. any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

The Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("**Securities Act**") and, absent registration, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The distribution of this announcement and the offering or sale of the Shares in certain jurisdictions may be restricted by law. No action has been taken by Chiado or UBS, or any of its affiliates that would, or which is intended to, permit a public offer of the Shares in any jurisdiction or possession or distribution of this announcement or any other offering or publicity material relating to the Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by Chiado and UBS to inform themselves about and to observe any such restrictions.

UBS is only acting for Chiado in connection with the Placing, and no one else, and will not be responsible to anyone other than to Chiado for providing the protections offered to clients of UBS, nor will UBS nor any of its affiliates be responsible for providing advice in relation to the Placing or the contents of this announcement. UBS and/or its affiliates may participate in the Placing on a proprietary basis.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Chiado and UBS or by any of its affiliates or agents as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision must be made solely on the basis of publicly available information which has not been independently verified by Chiado or UBS, or any of its affiliate or agents. Neither the content of the BCP's website nor any website accessible by hyperlinks on the BCP's website is incorporated in, or forms part of, this announcement.

The price of the Shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the Shares. Past performance is no guide to future performance and persons who require advice should consult an independent financial adviser.