

## BANCO COMERCIAL PORTUGUÊS, S.A.

### Annual General Meeting of Shareholders

May 22, 2025 | 02:30 p.m.

#### CALL NOTICE

Under the terms of articles 375(1) and 376(1) of the Companies Code and article 21- I of the Securities Code, I hereby convene the General Meeting of Shareholders of Banco Comercial Português, S.A., to be held on 22 May, at 2.30 p.m., at the Bank's premises, located at TagusPark, Av. Prof. Doutor Cavaco Silva, Edifício 8, in Porto Salvo, Oeiras, and by electronic means, with the following

#### Agenda

**Item One** – To resolve on the management report, the balance sheet and the individual and consolidated accounts for the financial year 2024, the Corporate Governance Report, which includes a chapter on the remuneration of the management and supervisory bodies, and the Sustainability Report;

**Item Two** – To resolve on the proposal for the appropriation of profits regarding the 2024 financial year;

**Item Three** – To carry out a general appraisal of the company's management and supervision;

**Item Four** – To resolve on the ratification of the co-option of a director for the 2022-2025 term of office;

**Item Five** – To resolve on the Shareholder Distribution Policy;

**Item Six** – To resolve on updating the Remuneration Policy for Members of the Management and Supervisory Bodies;

**Item Seven** – To resolve on updating the Internal Policy for the Selection and Assessment of the suitability of members of the management and supervisory bodies and key function holders;

**Item Eight** – To resolve on the reduction of the Bank's share capital by up to €150,000,000.00 (one hundred and fifty million euros), with the special purpose of implementing a Buyback Programme and cancelling own shares already acquired or to be acquired under said programme, involving the cancellation of up to 755.699,497 own shares representing up to 5% of the total number of shares representing the share capital, as well as the related reserves, with the consequent amendment of article 4(1) of the articles of association;

**Item Nine** – To resolve on increasing the Bank's share capital to €3,000,000,000, by incorporating the special reserve that may be set up under item Eight of the

Agenda, by the amount corresponding to the resulting share capital reduction and without issuing new shares, with the consequent amendment of Article 4(1) of the articles of association;

**Item Ten** – To resolve on the amendment to article 27(2) of the Articles of Association (postal and electronic voting);

**Item Eleven** – To resolve upon the acquisition and sale of own shares and bonds.

## RELEVANT INFORMATION ABOUT THE GENERAL MEETING

### I. Relevant Dates

Registration Date	May 15   0 horas
<b>Communication of participation in the GM by the Shareholder to the financial intermediary where the shares are deposited</b>	<b>Until May 14   11:59 p.m.</b>
Acceptance by the CBGM of the declarations issued by financial intermediaries	Until May 15   11:59 p.m.
Acceptance by the CBGM of the declarations issued by professional Shareholders who hold shares in their own name but on behalf of clients and wish to vote in different ways	Until May 15   11:59 p.m.
<b>Shareholder request to receive a secret code for voting by electronic means</b>	<b>Until May 16   5:00 p.m.</b>
Period to vote through electronic means	Between midnight on 15 <sup>th</sup> May and 5 p.m. on 20 <sup>th</sup> May
<b>Acceptance by the CBGM of letters of representation</b>	<b>Until May 20   5:00 p.m.</b>
<b>Acceptance of the Postal Ballots</b>	<b>Until May 20   5:00 p.m.</b>
Provision of a mobile phone number to change voting intention by SMS during the GM.	May 21

### II. Preliminary information on the General Meeting

On the date of publication of this call notice, the information provided for in Article 21-J(1) of the Securities Code (SC), as well as that referred to in Article 289(1) of the Companies Code (CC), is available to Shareholders at the registered office and on the website of Banco Comercial Português, S.A. (Bank) [www.millenniumbcp.pt](http://www.millenniumbcp.pt), as well as on the website of *Comissão do Mercado de Valores Mobiliários* (Portuguese stock market regulator) (CMVM) ([www.cmvm.pt](http://www.cmvm.pt)), and the documents and proposals for resolutions to be submitted to the General Meeting (also referred to as the “Meeting”) known to the company on that date, which include the text relating to the amendments of the Articles of Association provided for in items 8 and 10 of the Agenda.

The Bank will also make available, by the date of the meeting, on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt), a Brochure containing the Agenda, a summary of the Annual Report (if applicable) and the proposals.

Furthermore, we would like to inform Shareholders that brochures will not be distributed in physical format at the General Meeting but will be available for consultation in digital format by scanning a QR Code for Shareholders who attend the meeting in person and have a suitable mobile device (tablet or smartphone).

### **III. Rights of the Shareholders**

#### **1 - Right to information**

During the session, any Shareholder may request, in person or via the General Meeting's remote viewing and communication system, that truthful, comprehensive and clear information be provided to enable them to form an informed opinion on the matters subject to resolution. The Board will manage these requests, considering the order in which they are received and their number, with a view to the proper management and progress of the proceedings.

The information requested will be provided by the Shareholders subscribing to the proposals or by the member of the Bank's corporate body authorised to do so, and may be refused if its provision is likely to (i) cause serious damage to the Bank or to a company that is part of Banco Comercial Português, S.A. Group, or (ii) violate the duty of secrecy imposed by law.

#### **2 - Ways to attend the General Meeting**

Shareholders or their representatives who are registered and duly authorised to attend the General Meeting may attend the meeting in person or by electronic means, through live video and audio transmission of the session and the following should be noted:

- a) Shareholders or their representatives wishing to attend and intervene via live video and audio transmission of the session should ensure that they have suitable means of internet access, such as a computer, tablet or smartphone.
- b) Shareholders or their representatives wishing to participate in the meeting by electronic means must vote in advance by post or by electronic means in the case of shareholders, or by post in the case of representatives, in accordance with Chapter VI of this Call Notice of Meeting and may in any case change their vote during the Meeting.
- c) If the Shareholder declares that he/she wishes to participate in the meeting by electronic means after the deadline for requesting the code for voting by electronic means has passed (Section VI (b)), he/she may only vote by post, in compliance with the rules contained in the respective Bulletin and in Section VI (a);
- d) On the day before the meeting, a link will be sent to the email address provided by the Shareholder or their representative, as applicable, on the postal ballot paper, on the letter requesting a secret code to vote by post using

electronic means or on the letter of representation, through which they can follow and participate in the proceedings of the Meeting.

- e) Considering that the General Meeting is scheduled to take place at 2.30 p.m., Shareholders or their duly authorised representatives are advised to access the digital platform at least 15 minutes in advance, so that all the necessary conditions for participation can be verified, and should consult the Instructions for Participating in the General Meeting with Microsoft Teams available on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

### 3 - Right to request the inclusion of items on the Agenda

Shareholders, on their own or in a group, who hold shares corresponding to at least 2% of the Bank's share capital (302,279,800 shares), have the right to request the inclusion of items on the Agenda, by means of a written request addressed to the Chairman of the General Meeting of Shareholders.

The request must be sent to the email address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) by 7 May, duly substantiated and accompanied by a proposal for a resolution for each matter whose inclusion is required, as well as proof of ownership of the necessary share capital.

### 4 - Right to present proposals

Shareholders, on their own or in a group, who hold shares corresponding to at least 2% of the Bank's share capital (302,279,800 shares), may request the inclusion of proposals relating to matters included in the Agenda or added to it.

To this end, they must send a written request, duly substantiated and accompanied by the proposed resolution(s), as well as proof of ownership of the necessary share capital, to the email address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) and this request must be received by May 07 or, for items that have been added, by the 5<sup>th</sup> calendar day following the publication of the respective additional item.

## IV. Participation in the General Meeting and exercise of voting rights

- a) Each share is entitled to one vote.
- b) Participation in the Meeting depends on proof of status as a Shareholder with the right to vote at 0.00 a.m. (Portugal legal time) on May 15<sup>th</sup> (**Registration Date**), which corresponds to the 5<sup>th</sup> trading day prior to the meeting;
- c) Shareholders wishing to participate in the General Meeting of Shareholders must **necessarily declare their intention to do so to the financial intermediary(ies)** with which their shares are registered by 11.59 p.m. (Portugal legal time) on May 14. For that purpose, they may use the form available on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt);

**Statements for the financial intermediary when this is Banco Comercial Português, S.A. or Banco ActivoBank, S.A., are also mandatory.**

- d) The financial intermediary whose client has expressed an intention to participate in the General Meeting transmits this intention to the Chairman of the Board and sends information on the number of shares registered in the name of that client, with reference to the Registry Date. This communication must be received no later than 11.59 p.m. (Portuguese legal time) on May 15, using the email [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt).

The reception of this communication by the Chairman of the General Meeting within the deadline mentioned above is indispensable for the exercise of the voting right and, if applicable, for the in-person participation or the access to the meeting through the link to be provided.

- e) Shareholders who, in their professional capacity, hold shares in their own name but on behalf of clients may vote in a different way with their shares, provided that, in addition to the declaration of intention to participate in the General Meeting of Shareholders and the submission by the respective financial intermediary of the information referred to in the previous paragraph, they present sufficient and proportionate evidence to the Chairman of the Meeting by 11.59 p.m. (legal time in Portugal) on May 15, with sufficient and appropriate means of evidence: (i) the identification of each client; (ii) the number of shares to be voted on their behalf; and, (iii) the specific voting instructions for each item on the Agenda, given by each client, which may not subsequently be altered.
- f) Shareholders who sell their shares between the Registry Date and the close of the General Meeting of Shareholders are obliged to immediately notify the Chairman of the Meeting and the CMVM of the transfer, without affecting the exercise of their right to participate and vote in the General Meeting, and may use the following email addresses for this purpose:

Chairman of the Board of the General Meeting - [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt)

CMVM - [cmvm@cmvm.pt](mailto:cmvm@cmvm.pt)

- g) In addition, the limits set out in the Bank's Articles of Association ("Articles") apply to the exercise of voting rights, namely those set out in Article 26(1). To this end, we inform that 30% of the total votes corresponding to the share capital amount to 4,534,196,985 shares.
- h) Shareholders for whom the information from the financial intermediary(ies) referred to in Section IV(d) **has not been received** by 11.59 p.m. (Portugal legal time) on May 15 will not be allowed to vote or participate in the General Meeting of Shareholders.
- i) The simultaneous presence, either in person or by electronic means, of Shareholders and their representatives at the General Meeting is not permitted.
- j) The in-person attendance of a Shareholder or his/her representative implies the revocation of the vote previously cast by correspondence or electronic means,

while the participation in the audiovisual transmission of the Shareholder and/or his/her representative does not revoke the votes previously cast by those means.

- k) Votes cast by correspondence or by electronic means are taken into account when the vote is counted, without prejudice to the right of each Shareholder or their representative participating in the audiovisual transmission to change their vote during the General Meeting by sending an SMS, until the close of voting on the relevant item on the agenda, to the mobile phone number to be made available by 21 May on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt) and on CMVM's Information Dissemination System. The mobile phone used to change your vote absolutely must be the same as the one provided when you registered, otherwise your change of vote will not be accepted.
- l) Under the applicable legal terms, the Bank may record all communications and the respective participants in relation to the General Meeting.
- m) The Chairman of the General Meeting is responsible for verifying the authenticity and correctness of postal and electronic votes and ensuring their confidentiality until the time of voting. The Bank's employees in charge of IT support for the General Meeting and processing postal and electronic votes are subject to a duty of secrecy with regard to the elements in question.
- n) When the ballot paper does not indicate a vote, the votes cast are counted as abstentions for proposals that have already been announced when the right to vote is exercised and as negative votes for proposals that are not announced until a later date.

## V. Representation at the General Meeting

- a) Shareholders may be represented at the Meeting by any person with full legal capacity, appointed for this purpose using the proxy form made available to them on the Bank's website at [www.millenniumbcp.pt](http://www.millenniumbcp.pt).
- b) Shareholders may appoint different representatives for the shares they hold, provided they are registered in different securities accounts. However, in accordance with the provisions of article 385 of the SC, the Shareholder and his/her representative(s) are obliged to vote in the same way with all their shares.
- c) If votes are cast in different ways, including for these purposes an abstention, all votes cast by and/or on behalf of the Shareholder in question will be considered null and void.
- d) If a proxy represents different Shareholders who wish to vote in different ways, the proxy must attend the General Meeting in person or, if participating by electronic means, must vote in advance for each of the Shareholders they represent, and may not change their vote during the meeting.
- e) The simultaneous presence, either in person or by electronic means, of

Shareholders and their representatives at the General Meeting is not permitted. In the event that the represented Shareholder attends the Meeting, any proxies issued by him/her will be revoked.

- f) The Shareholder may revoke the proxy(ies) granted for the Meeting, provided they notify the Chairman in writing by 5 pm on May 20, 2025.

**The proxy letters referred to in paragraphs a) and b) above must be received by 5 pm on May 20.**

## **VI. Voting by post or using electronic means**

Shareholders with the right to vote may do so in person, by post or by electronic means.

Shareholders wishing to participate in the meeting by electronic means may only vote by post or by electronic means and must do the following:

- a) in the case of postal voting, obtain the voting form and the respective instructions and security conditions from the Bank's website at [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

The ballot paper must have the signature validated in accordance with the instructions contained therein, and must be sent to the email address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) or addressed to Banco Comercial Português, S.A., Departamento de Títulos, Apartado 4744, 4012-970 Porto, Portugal, **where it must be received by 5 pm on May 20.**

If new items are included in the Agenda or new proposals are submitted after the date on which the Shareholder signs the ballot, their vote will be considered negative.

- b) in the case of voting using electronic means, request the respective secret code by 5 pm on May 16, obtaining the form and adopting the procedures and security conditions indicated on the Bank's website at [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

Shareholders (natural persons or Self-employed Individual Entrepreneurs) who are customers of Millennium bcp or ActivoBank or who are registered in the "Espaço Acionista BCP" (Shareholder Space) can fill in the form to obtain the electronic voting code through the Millennium bcp website (using the multichannel code), being automatically identified and receiving, without further ado, the secret code that will allow them to vote.

The period for voting by electronic means will run from **midnight on May 15 to 5 pm on May 20** and access will be available on the Bank's website and at "Espaço Acionista BCP" (Shareholder Space).

Once the right to vote by electronic means has been exercised, and under the terms of article 22-A of the Securities Code, an electronic confirmation of receipt of the votes will be sent to the person who sent them.

Shareholders who, in a professional capacity, hold shares in their own name but on behalf of clients ('Professional Shareholders'), may vote in a different way with their shares, provided that, in addition to the necessary information being sent by the respective financial intermediary, they submit to the Chairman of the Meeting, no later than 11.59 p.m. on May 15, with sufficient and proportionate evidence, (i) the identification of each client (it being understood that the indication of the legal person identification number assigned by the competent entity in the country of origin will be a sufficient and proportionate means for this identification), (ii) the number of shares to be voted on behalf of each client and (iii) the voting instructions, specific to each item on the Agenda, given by each client, which may not subsequently be altered, to be sent by email to the address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) or by any other means made available by the Bank.

Votes cast by postal or electronic ballot shall be counted at the time of the vote, being added to those cast at the General Meeting.

## **VII. Protection of Personal Data**

The personal data that Shareholders, financial intermediaries and Shareholder proxies provide to the Bank when exercising their rights to participate, represent and vote at the General Meeting of Shareholders will be processed by the Bank for the purpose of managing its relationship with Shareholders in the context of the General Meeting in order to fulfil its legal obligations, and will be kept for the periods legally established in the Companies Code and the Securities Code or until the final resolution of any dispute relating to the General Meeting, including the respective deliberative process and voting results. We also inform you that, under the applicable legal terms, Shareholders may exercise their right to request access to personal data concerning them from the Bank, as well as their rectification, restriction of processing or the right to object to processing, through the following e-mail address: [protecao.dados.pessoais@millenniumbcp.pt](mailto:protecao.dados.pessoais@millenniumbcp.pt).

## **VIII. Communications addressed to the Chairman of the General Meeting /Contacts**

All communications not expressly referred to in this call notice and which concern matters relating to the General Meeting convened herein should be sent to the Chairman of the General Meeting at the following addresses:

E-Mail: [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt).

Post:

Attn. Company Secretary's Office

Av. Prof. Dr. Cavaco Silva no. 32, Edifício 1, Piso 0, Ala B 2740-256 Porto Salvo,  
Portugal.

Shareholders must identify the relevant email address and mobile phone number  
for the purposes of all communications with the Bank in relation to this General  
Meeting of Shareholders.

Lisbon, April the 30<sup>th</sup> 2025

The Chairman of the General Meeting of Shareholders.

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Pedro Miguel Duarte Rebelo de Sousa