

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

(22/05/2019)

PROPOSAL IN CONNECTION WITH ITEM 6 OF THE AGENDA

TO RESOLVE UPON THE RATIFICATION OF THE CO-OPTATION OF ONE DIRECTOR FOR THE EXERCISE OF FUNCTIONS IN THE TERM-OF-OFFICE ENDING IN 2021, FILLING IN A MEMBER VACANCY IN THE AUDIT COMMITTEE

Considering that:

1. Mr. Norberto Rosa ,elected by the General Shareholders' Meeting on May 30, 2018 to perform functions as Member and Chairman of the Audit Committee in the 2018/2021 term-of-office, did not take the post;
2. On 27 November 2018, Mr. Norberto Rosa, considering that his Fit and Proper evaluation was still pending, and that, meanwhile, he was invited to exercise the functions as General Secretary of Associação Portuguesa de Bancos (Portuguese Banking Association) presented his renunciation to the position of non-executive Director and Chairman of the Audit Committee of Banco Comercial Português;
3. That, despite the fact they are performing its functions in full, both the Board of Directors and the Audit Committee have been exercising its functions with one member less than the expected; being therefore important to fill in the existing vacancy;
4. Despite the fact that the Board of Directors is exercising its functions with normality, it is important, since it corresponds to the best governance practices, that the Board increases the number of its members qualified as independent;
5. The Board of Directors at a meeting held at a meeting held on this date, co-opted Mr. Fernando Costa Lima to be part of the Board of Directors and of the Audit Committee of Banco Comercial Português,

It is proposed:

I

The approval of the appointment of the new Director, ratifying the co-optation of Mr. Fernando Costa Lima as member of the Board of Directors and of the Audit Committee of Banco Comercial Português, to perform functions until the end of the current four-year period that is 2018/2021.

II

That the effects of this resolution be subject to obtaining from the European Central Bank the authorization for the exercise of the position, if the same has not been granted until the date of this resolution.

The curricula and remaining documents that, under the law, should be made available to the Shareholders are hereto attached.

Lisbon, 23 April 2019

THE BOARD OF DIRECTORS

FERNANDO DA COSTA LIMA

CURRICULUM VITAE

Number of shares of Banco Comercial Português, S.A. held on 31 March 2019:

- 18.986

EDUCATION

1975 - 1980 Faculty of Economics - University of Porto
Degree in Economics

1983 - 1984 Universidade Nova de Lisboa
Master in Business Administration (MBA)

EXPERIENCE

2018 - ... Comissão do Mercado de Capitais (CMC) Luanda
Consultant to the Angolan Securities Commission for Capital Market matters, with six month term contract, extendable for 6 additional months

2018 - ... Netinvoice, S.A. Lisbon
Non-executive Director

2012 - 2017 Banco Português de Investimento Porto
Non-executive Director

2009 - 2017 Banco de Fomento Angola Luanda
As head of BPI's Business Development Unit for Africa, coordinating the investment banking area, namely the attraction of foreign investment to Angola

2006 - 2017 Banco Português de Investimento (BPI) Porto
Managing Director
n Business Development África

2002 - 2006 Portuguese Investment Promotion Agency Porto
Chief Executive Officer
n First CEO

1997 - 2002 Banco Português de Investimento (BPI) Porto
Managing Director
n Corporate Finance

1995 - ... Faculty of Economics - University of Porto
Professor
n Financial Regulation

1997 - 2001 BPI Dealer Porto

Chairman

n Stock brokerage company of BPI Group

1997 – 1999	Lisbon Stock Exchange <i>Non-executive Director</i>
1998 - 1999	Porto Derivatives Exchange <i>Chairman</i>
1996	Fungest – Sociedade Gestora de Fundos de Pensões, S.A. <i>Chairman</i>
1996	BFE – Mercado de Capitais e Serviços – SGPS, S.A. <i>Executive Director</i>
1991 - 1995	Comissão do Mercado de Valores Mobiliários <i>Chairman</i> n First chairman of the Portuguese Securities Commission
1991	Auditor-Geral do Mercado de Títulos <i>The former Portuguese securities regulator</i>
1988 - 1990	Porto Stock Exchange <i>Managing Director</i>
1980 - 1988	Faculty of Economics - University of Porto <i>Professor</i>

OTHER ACTIVITIES

2006 - 2011	Member of the Advisory Board of Comissão do Mercado de Valores Mobiliários (Portuguese Securities Commission)
1998 - 2005	Alumni Association - Faculty of Economics – University of Porto <i>Chairman</i>
1997 - 1999	Member of the National Council for the Securities Market
1990	Associação Portuguesa para o Desenvolvimento do Mercado de Capitais <i>Founder</i>

To the attention of the
Chairman of the Committee for Nominations and Remunerations
Banco Comercial Português, S.A., Rua Augusta, n° 84
1100 - 053 Lisboa

STATEMENT

I, Fernando da Costa Lima, considering:

- A) the provisions of article 30-A (3) of the General Framework for Credit Institutions and Financial companies (LFCIFC);
- B) the request made by the Committee for Nominations and Remunerations of Banco Comercial Português, S.A., for the prior appraisal of my appointment to exercise, until the end of the current term of office, the position of member of the Board of Directors,

hereby declare that:

1. I have the capacity to permanently ensure an ongoing sound and prudent management of the Bank, safeguarding, in particular, the financial system and the interests of its respective customers, depositors, investors and creditors;
2. I comply with the good repute, professional qualifications, independence and availability requirements mentioned by articles 30-D to 31-A of the Legal Framework for Credit Institutions and Financial Companies, as detailed in my CV, attached to this statement;
3. My prior training and experience enable me to understand the functioning and activity of Banco Comercial Português, S.A., evaluate the risks that it faces and critically analyse the decisions made, as per my CV hereto attached.
4. I have the competences and qualifications necessary for the exercise of my function, which have been acquired through my academic qualifications or specialized training and are appropriate to the position I will exercise and through my professional experience with a duration and levels of responsibility which are in accordance with the characteristics, complexity and size of Banco Comercial Português, S.A., as well as with the risks associated with the activity it develops.
5. I hereby declare, on my honour, that the information stated herein above is true and that I omitted no facts that may be relevant for the approval.
6. I further declare that I am fully aware that providing false statements constitutes grounds for

refusal or cancellation of the approval.

7. Moreover I also pledge to immediately inform Banco de Portugal of all facts that may alter any of the information provided herein and which may affect the good repute, professional qualification, independence or availability as set forth in articles 30 to 31-A and 33 of the LFCIFC.

Lisbon, 26/03/2019

A handwritten signature in black ink, reading "Fernando de G.B." with a stylized flourish at the end.