

BANCO COMERCIAL PORTUGUÊS, S.A.  
Registered office: Praça D. João I, 28 - Porto  
Share Capital: 3,000,000,000 euros  
Registered at the Commercial Registry Office of Oporto  
Single commercial registration and TIN 501 525 882

## Annual General Meeting

24 May 2023

### CALL NOTICE

I do hereby convene, under the terms of article 375 (1) and 376 (1) of the Companies Code and in compliance with article 21 - I of the Securities Code, the General Meeting of Banco Comercial Português, S.A, to its annual meeting.

For the smooth running of the work, the General Meeting will take place at the Bank's premises, located at TagusPark, Av. Prof. Doutor Cavaco Silva, Building 8, in Porto Salvo, Oeiras, on the 24 of May 2023 at 2:30 p.m., and, simultaneously, through electronic means, with the following

### Agenda

**Item One** - To resolve upon the management report, the balance sheet and the individual and consolidated accounts for the 2022 financial year, 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 upon the proposal for the appropriation of profit regarding the 2022 financial year;

**Item Three** - To carry out a generic appraisal of the management and supervision of the company;

**Item Four** - To resolve on the update of the Remuneration Policy of Members of the Management and Supervisory Bodies and Revoking the Retirement Regulation of the Executive Directors;

**Item Five** - To resolve on the update of the Policy for Selection and Appointment of the Statutory Auditor or Audit Firm and the Hiring of Not Prohibited Non-Audit Services under the terms of the legislation in force;

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

## **RELEVANT INFORMATION ON THE GENERAL MEETING**

### **I. Relevant Dates**

<b>Registration Date: 00:00 of 17 May 2023</b>
<p><b>Until 17 May 2023, 11:59 p.m.</b></p> <ul style="list-style-type: none"> <li>- Reception by the Chairman of the Board of the General Meeting of the statements issued by the financial intermediaries indicating the number of shares registered in the name of each shareholder, with reference to the Registration Date.</li> <li>- Reception by the Chairman of the Board of the General Meeting of the statements issued by shareholders who, in a professional capacity, hold the shares in their own name, but on behalf of customers and intend to vote differently with those shares.</li> </ul> <p><b>From 00:00 of 16 May 2023 and 5:00 p.m. of 22 May 2023</b></p> <ul style="list-style-type: none"> <li>- Period to vote through electronic means</li> </ul> <p><b>Until 22 May 2023, at 5:00 p.m.</b></p> <ul style="list-style-type: none"> <li>- Reception of the proxy letters</li> <li>- Reception of the postal ballots</li> </ul>

### **II. Preliminary information on the General Meeting**

On the publication date of the present call notice, the information referred to in Article 21-J, no. 1 of the Securities Code (SC), as well as the information referred to in Article 289, no. 1 of the Companies Code (CC) and the documents to be submitted to the General Meeting known by the company on that date, will be available to the Shareholders at the registered office and on Banco Comercial Português, S.A. ("Bank") website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

The financial statements shall also be available for the Shareholders through the Information Disclosure System of the Portuguese Securities and Market Commission (Comissão do Mercado de Valores Mobiliários - CMVM).

The Bank shall keep the above-mentioned information on the Bank's website [www.millenniumbcp.pt](http://www.millenniumbcp.pt), for ten years.

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

## 1 - Right to be informed

During the General Meeting, any Shareholder may request, in person or through the remote visualisation and communication system of the General Meeting, the provision of true, complete and explanatory information that enables him/her/it to form a well-grounded opinion on the matters under appraisal. The Board will accept these requests, or not, considering the respective order of entry and their number, with a view to the good management and progress of the Meeting's work.

The information requested shall be provided by the shareholders subscribers of proposals or by the member of the corporate body of the company, duly empowered to do so, and may be refused if its provision could cause serious damage to the company or to another company connected to it or constitutes a violation of the duty of secrecy imposed by law.

## 2 - Ways to attend the General Meeting

Shareholders or their representatives who are registered and duly empowered to participate in the General Meeting may attend the meeting in person or by electronic means, through the live video and audio transmission directly from the room, and we hereby provide the following information:

- a) Shareholders or their representatives who wish to attend and intervene by the live video and audio transmission from the room, must guarantee that they possess the appropriate means to do so, that is, a computer, tablet or smartphone, in any case with access to internet.
- b) Shareholders or their representatives wishing to participate in the meeting by electronic means must provide the Bank with the relevant electronic address for participation by means of one of the following documents and within the deadlines set for the purpose: postal ballot form, request for the secret code to vote by mail using electronic means or proxy letter;
- c) If Shareholders intend to vote, they must do so in advance by postal ballot or using electronic means, in the case of Shareholders, or by postal ballot, in the case of representatives, under the terms of Chapter VI of this Notice, and may, in in any case, change their vote in the course the General Meeting;
- d) The day before the meeting, a hyperlink (link) will be sent to the email address provided by the Shareholder or by his/her representative, as applicable, through which he/she will be able to follow and participate in the Meeting;
- e) Considering that the General Meeting is scheduled to take place at 2:30 p.m., we do recommend the Shareholders or their duly empowered representatives to access the digital platform 15 minutes prior to the scheduled time to verify if they comply with all the conditions required for their participation. The Shareholders should consult the Instructions to be able to participate in the General Meeting with Microsoft Teams, available on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

## 3 – Right to add matters to the agenda

Shareholders, individually or grouped, who hold shares representing at least 2% of the Bank's share capital (302,279,799 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 Board of the General Meeting.

The request must be sent to the e-mail address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) within 5 (five) consecutive days following the publication of this call notice, duly substantiated and accompanied by a resolution proposal for each item whose inclusion is required, as well as proof of ownership of the necessary share capital.

#### 4 - Right to present proposals

Shareholders, individually or grouped, who hold shares representing at least 2% of the Bank's share capital (302,279,799 shares), may request the inclusion of proposals regarding items included on the agenda or added to it.

For that purpose, they must send a written request to the e-mail address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt), duly substantiated and accompanied by the resolution(s) proposal(s), as well as proof of ownership of the necessary share capital, and such request must be received within 5 (five) calendar days following the publication of this call notice or, regarding items that have been added to it, their publication.

#### IV. Attendance in the Meeting and exercise of voting rights

- a) Each share is entitled to one vote.
- b) The participation in the General Meeting depends on the proof of the quality of Shareholder with voting rights at 00:00 hours (Portugal legal time) of 17 May 2023 (**Registration Date**), which corresponds to the 5<sup>th</sup> trading day prior to the date of the meeting;
- c) Shareholders wishing to participate in the General Meeting must **imperatively declare this to the financial intermediary(ies)** with which the respective shares are registered up to 11:59 p.m. (Portugal legal time) of 16 May 2023. For that purpose, they may use the form available on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt);

**The statements to the financial intermediary when this one is Banco Comercial Português, S.A. or Banco ActivoBank, S.A., are also mandatory.**

- d) The financial intermediary, after being informed of its customer's intention to attend the General Meeting, will transmit that intention to the Chairman of the Board and send the information on the number of shares registered under its customer's name, as at the Registration Date. This communication must be received no later than 11:59 p.m. (Portugal legal time) of 17 May 2023, using the e-mail address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt).

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

- e) Shareholders who, on a professional basis, hold shares in their own name but on behalf of customers may vote differently with their shares, provided that, in

addition to the statement of intention to participate in the General Meeting and the sending, by the respective financial intermediary, of the information referred to in the previous paragraph, submit to the Chairman of the Board, until 11:59 p.m. (Portugal legal time) of 17 May 2023, with sufficient and appropriate means of evidence: (i) the identification of each customer; (ii) the number of shares to vote on his/her/its account; and, (iii) the specific voting instructions for each item of the Agenda given by each customer.

- f) Shareholders who sell their shares between the Registration Date and the date of the General Meeting must immediately inform the Chairman of the Board and the CMVM (Portuguese Securities and Market Commission), not harming the exercise of their right to participate and vote in the general meeting, and for this purpose, they may use the following e-mail addresses:

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

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

- g) The limits set in the Bank's Articles of Association, namely those provided for in Article 26(1), shall also apply to the exercise of voting rights:

*“1. Votes cast by a shareholder, either directly or by proxy, shall not be counted in the event that they:*

- a) exceed 30% of the votes corresponding to the share capital;*
- b) exceed the difference between the eligible votes cast by other shareholders who have any of the types of relationship listed in no. 2 of this article with the said shareholder, and to the extent thereof, and 30 % of all the votes corresponding to the share capital.”*

The 30% of all the votes corresponding to the share capital mentioned in the article transcribed above are equivalent to 4.534.196.986 shares.

- h) Shareholders regarding which the information from the financial intermediary(ies) referred to in item IV (d) has not been received by 11:59 p.m. (Portugal legal time) of 17 May 2023, will not be allowed to vote and attend/participate in the General Meeting.
- i) The in-person participation of any Shareholder or Shareholder's representative implies the revocation of the vote previously cast by post or electronic means, while the participation in the audio-visual transmission of the Shareholder and/or Shareholder's representative does not revoke votes previously cast by those means.
- j) The simultaneous presence, either in-person or by electronic means, of a Shareholder and his/her/its representative at the General Meeting is not allowed.
- k) Votes cast by postal ballot or by electronic means shall be considered at the time of the counting of the votes, notwithstanding the right that every Shareholder or his/her/its representative, who is participating in the audio-visual transmission, has of changing his/her/its vote way in the course of the General Meeting, sending, for that purpose, until the closing of the vote regarding the relevant item on the agenda, an SMS to the mobile phone number that will be made available until 23 May 2023 on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt) and on the CMVM' IDS

(Information Disclosure System). The mobile phone used to amend the vote must be the one provided at the occasion of the signing up or, otherwise, the amendment will not be accepted.

- l) In accordance with the law, the Bank may register all the communications made and respective intervening parties in relation to the General Meeting.
- m) The Chairman of the Board shall be responsible for verifying the authenticity and adequacy of the votes made by postal ballot and by electronic means and for ensuring their confidentiality, until the voting moment. The Bank's employees in charge of IT support to the General Meeting and of handling the votes cast by postal ballot and electronic means are bound by secrecy duty regarding such data.

When postal ballot fails to indicate the voting way, the votes cast shall count as abstentions regarding the proposals already published on the date the voting rights were exercised and as votes against regarding proposals only disclosed afterwards.

#### **V. Representation at the General Meeting**

- a) Shareholders may be represented at the General Meeting by any person with full legal capacity, appointed for that purpose using the proxy letter available on the Bank's website at [www.millenniumbcp.pt](http://www.millenniumbcp.pt).
- b) Shareholders may appoint different representatives for the shares they hold as long as these are deposited in different securities accounts. However, as per article 385 of the CC, the Shareholder and his/her/its representative(s) are bound to vote in the same way, with all their shares.
- c) If votes are cast with different ways, including, for these effects, abstention, all votes cast by and/or on behalf of the Shareholder concerned shall be considered null.
- d) If a representative represents different Shareholders wishing to vote in different ways, the representative must attend the General Meeting in person or, if participating by electronic means, must vote in advance for each of the Shareholders he/she/it represents, and may not change the vote way during the course of the meeting.
- e) The simultaneous presence, either in-person or by electronic means, of a Shareholder and his/her/its representative at the General Meeting is not allowed. If the represented Shareholder attends the Meeting, any powers of attorney issued by him/her/it shall be revoked.
- f) The Shareholder may revoke the proxy(s) granted for the General Meeting by means of an e-mail to be sent to the e-mail address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) until 5:00 p.m. of 22 May 2023.

**The proxy letters mentioned in paragraphs a) and b) above must be received by 5:00 p.m. of 22 May 2023.**



## **VI. Voting by ballot or by electronic means**

Shareholders with the right to vote may exercise it in person, by ballot or using electronic means.

Shareholders wishing to participate in the meeting by electronic means may only vote by ballot or using electronic means, and must:

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

The voting ballot must have the signature validated in accordance with the instructions contained therein and should be sent to the e-mail 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 no later than 5:00 p.m. of 22 May 2023.**

- b) in the case of voting with the use electronic means, request the corresponding password, obtain the form and adopt the procedures and security conditions indicated on the Bank's website at [www.millenniumbcp.pt](http://www.millenniumbcp.pt).

Shareholders (natural or self-employed individuals) who, being Millennium bcp or ActivoBank customers or being registered in the "Shareholder Space", submit their request through the Millennium bcp website (using the multichannel code), will be automatically identified and will receive the secret code, without further requirements, that will allow them to vote.

The period for the exercise to vote by electronic means runs between **00:00 of 16 and 5:00 p.m. of 22 May.**

After the voting right has been exercised by electronic means and according to the requirements of article 22-A of the Securities Code, an electronic confirmation of the vote reception will be sent to the sender.

Shareholders who, on a professional basis, hold shares in their own name but on behalf of customers, ("Professional Shareholders"), shall receive an e-mail containing a table with fields to be filled in with information on the votes to be exercised on behalf of their customers, namely the identification of each customer, the number of the respective votes/rights and the specific voting instructions for each item on the Agenda, issued by each customer and the Professional Shareholders must exercise **the voting right until 11:59 p.m. of 17 May 2023.**

The table must be signed by whoever legally represents the Professional Shareholder, accompanied by a document proving the legitimacy of the representation (a code may also be sent, giving access to the online certificate of the legal person with registered office in Portugal that they represent).

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 made available to the Bank by the Shareholders, the financial intermediaries and the Shareholder's representatives while exercising their

participation, representation and voting rights at the General Meeting shall be processed by the Bank with the objective of managing its relation with the Shareholders within the scope of the General Meeting in order to comply with its legal duties, being kept for the periods of time legally established in the Companies Code and in the Securities Code or until the definitive resolution of any dispute related with the General Meeting, including with its respective procedures and voting results. In addition, we inform that the Shareholders will be able to exercise the right to, in accordance with the applicable law, request the Bank to provide access to their personal data and also to request the amendment, limitation of data processing or the right to oppose the processing, through the e-mail address: [protecao.dados.pessoais@millenniumbcp.pt](mailto:protecao.dados.pessoais@millenniumbcp.pt).

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

All communications not mentioned in this call notice and that regard matters related with the General Meeting are to be addressed to the Chairman of the Board to the following addresses:

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

Post:

Attn. Company Secretary's Office

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

Shareholders must identify the relevant e-mail address and mobile phone number for establishing all communications with the Bank relating to the General Meeting of Shareholders, whenever they indicate their intention to participate and vote in accordance with the requirements set forth in this call notice.

#### **IX. Disclosure of information after the General Meeting**

The Minutes of the General Meeting shall be made available within the legal deadlines and after the conclusion of the General Meeting on the Bank's website [www.millenniumbcp.pt](http://www.millenniumbcp.pt), on the page of the GM:

Lisbon, 28 April 2023

The Chairman of the Board of the General Meeting

---

(Pedro Miguel Duarte Rebelo de Sousa)