



## BANCO COMERCIAL PORTUGUÊS, S.A.

### Annual General Meeting of Shareholders

07 May 2026 | 02:30 PM

#### 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 7 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 2025, the Corporate Governance Report, which includes a chapter on the remuneration of management and supervisory bodies, and the Sustainability Report;

**Item Two** – To resolve on the proposal for the appropriation of profits regarding the 2025 financial year;

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

**Item Four** – To resolve on updating the Shareholder Distribution Policy;

**Item Five** – To resolve on aspects of the remuneration framework for Members of the Management and Supervisory Bodies and, in particular, on:

- a) Updating the Remuneration Policy for Members of the Management and Supervisory Bodies (including ratification of the Remunerations and Welfare Board decision regarding equity and alignment of welfare frameworks);
- b) The variable component of the remuneration of the executive members of the Board of Directors.

**Item Six** – To resolve on the reduction of the Bank's share capital by up to €240,000,000.00 (two hundred and forty million euros), with the special purpose of cancelling own shares already acquired or to be acquired under the share buyback programme, involving the cancellation of own shares representing up to

8% 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 Seven** – 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 Six 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 Eight** – To resolve on the proposal for the ratification of the co-option of a member of the Board of Directors for the 2022/2025 term of office;

**Item Nine** – To resolve on the election of the Board of Directors for the 2026/2029 term of office, including the Audit Committee;

**Item Ten** – To resolve on the election of the Remunerations and Welfare Board for the 2026/2029 term of office;

**Item Eleven** – To resolve on the authorisation provided for in Article 5(1) of the Articles of Association, as well as on the amendment of the respective wording;

**Item Twelve** – To resolve on the acquisition and disposal of own shares and bonds;

**Item Thirteen** – To resolve on the resignation and election of the Chair of the General Meeting to hold office until the end of the current term of office (four-year period 2024/2027).

## RELEVANT INFORMATION ABOUT THE GENERAL MEETING

### I. Relevant Dates

Registration Date	29 April   0:00
<b>Communication of participation in the GM by the Shareholder to the financial intermediary where the shares are deposited</b>	<b>Until 28 April   11:59 PM</b>
Acceptance by the CBGM of the declarations issued by financial intermediaries	Until 29 April   11:59 PM
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 29 April   11:59 PM
Period for voting by electronic means	From 0:00 of 29 April and 5:00 PM of 05 May
<b>Acceptance by the CBGM of Proxy Forms</b>	<b>Until 05 May   5:00 PM</b>
<b>Acceptance of Mail-in ballots</b>	<b>Until 05 May   5:00 PM</b>
Provision of a mobile phone number to change voting intention by SMS during the GM.	06 May

### 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 6, 7 and 11 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, Shareholders should be informed 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 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 proxies who are registered and duly authorised to attend the meeting may attend the meeting in person or by electronic means, via live video and audio transmission of the session.

If you wish to participate by electronic means, please note the following:

- a) You should ensure that you have adequate means with internet access, such as a computer, tablet or smartphone;
- b) If you are a Shareholder, you must vote in advance by post or electronic means and have up-to-date contact details uploaded to the Bank's system (email and mobile phone number);
- c) If you are a Proxy, you must be identified as such by the Shareholders in the Proxy Form, detailing your up-to-date contact details (email and mobile phone number), and you may also vote in advance by post;
- d) Once the conditions of paragraphs b) and c) have been met, a link will be sent the day before the meeting to the e-mail address of the Shareholder or their proxy, as applicable, through which they can follow and participate in the proceedings of the Meeting;
- e) Under the terms of Chapter VI of this Call Notice, participants by electronic means may, in any case, change the vote during the Meeting.
- f) Considering that the General Meeting is scheduled to take place at 2:30 PM, Shareholders or their duly authorised proxies 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 (296,092,542 shares), have the right to request the inclusion of items on the Agenda, by means of a written request addressed to the Chair of the General Meeting of Shareholders.

The request must be sent to the email address [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt) by 20 April, 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 (296,092,542 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 20 April 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 (Portugal legal time) on 29 April (*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 PM (Portugal legal time) on 28 April. For that purpose, they may use the form available on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt);

Declarations 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 the intention to participate in the General Meeting transmits this intention to the Chair of the Board and sends information on the number of shares registered in the name of that client, with reference to the Registration Date. This communication

must be received no later than 11:59 PM (Portuguese legal time) on 29 April, using the email [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt).

The reception of this communication by the Chair 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 direction 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 Chair of the Board by 11:59 PM (Portugal legal time) on 29 April, 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 Chair 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:
  - Chair 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, it is reported that 30% of the total votes corresponding to the share capital amount to 4,441,388,127 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 PM (Portugal legal time) on 29 April 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 proxies at the General Meeting is not permitted.
- j) The physical presence of a Shareholder or his/her proxy implies the revocation of the vote previously cast, unless there is express opposition to its revocation. Participation in the audiovisual broadcast by the Shareholder and/or his/her proxy does not revoke votes previously cast.
- k) To change the vote during the General Meeting, you can do so, until the close of the vote on the relevant item on the agenda, in person or by sending an SMS to the mobile phone number that will be made available by 06 May on the Bank's website, [www.millenniumbcp.pt](http://www.millenniumbcp.pt) and on the CMVM's Information

Dissemination System. The mobile phone used to change the vote must imperatively be the same as the one uploaded to the Bank's system.

- l) Under the applicable legal terms, the Bank may record all communications and the respective participants in relation to the General Meeting.
- m) The Chair of the General Meeting is responsible for verifying the authenticity and correctness of mail-in 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 mail-in 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. Proxies at the General Meeting

- a) Shareholders may be represented at the Meeting by any person with full legal capacity, provided that they formalise their intention to have a proxy by 5:00 PM on 05 May via: (i) filling in the electronic form available on the “*Espaço Acionista BCP*”; or (ii) the “Proxy form” (“representation form”) available on the Bank's website, to be sent by email or post.
- b) Shareholders may appoint different proxies 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 proxy(ies) 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 Shareholder has previously voted by post or by electronic means and subsequently appoints a proxy, the vote will be revoked and the proxy will be considered, thus taking into account the last will demonstrated by the Shareholder.
- e) If a proxy participates in the General Meeting on behalf of different Shareholders who wish to vote in different directions, the proxy must attend the General Meeting in person or, if participating by electronic means, must vote in advance for each of the Shareholders he or she represents by post, and may not change the direction of his or her vote during the meeting.
- f) If a Shareholder with a prior vote simultaneously represents one or more Shareholders, his or her vote shall be attributed to all the Shareholders he or she represents.
- g) The simultaneous presence, either in person or by electronic means, of

Shareholders and their proxies 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.

- h) The Shareholder may revoke the proxy(ies) granted for the Meeting, provided they notify the Chair of the Meeting in writing by 5:00 PM on 05 May.

## VI. Voting by post or electronic means

Shareholders with voting rights may exercise them 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 mail-in ballots, obtain the ballot paper and the respective instructions and security conditions on 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 5:00 PM on 05 May.

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 electronic voting through the “*Espaço Acionista BCP*”:
  1. Shareholders (natural persons or Self-employed Individual Entrepreneurs) who are customers of Millennium bcp or ActivoBank, or Shareholders who have access to the “*Espaço Acionista BCP*”, can directly access and fill in the electronic voting form.
  2. Shareholders (natural persons or Self-employed Individual Entrepreneurs) who do not yet have such access must register in the “*Espaço Acionista BCP*” as a shareholder, following the steps indicated, after which they will be able to vote electronically. Since the process can take a considerable amount of time to complete, it is recommended that you register in advance.

Electronic voting is not available to shareholders who are legal persons.

The period for voting by electronic means will run from 0:00 on 29 April to 5:00 PM on 05 May, and access to it is available on the Bank's website and in the “*Espaço Acionista BCP*”.

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 Chair of the Meeting, no later than 11:59 PM on 29 April, 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.

Mail-in ballots are taken into account when the vote is counted in addition to those cast during 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, be represented 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. Shareholders are also reminded that, under the applicable legal terms, they may exercise their right to request access to personal data concerning them, as well as rectification, restriction of processing or the right to object to processing, by sending an e-mail to: [protecao.dados.pessoais@millenniumbcp.pt](mailto:protecao.dados.pessoais@millenniumbcp.pt).

## **VIII. Communication addressed to the Chair 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 Chair of the Board to the following addresses:

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

Post:

A/C Gabinete de Corporate Governance e Secretariado da Sociedade



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

In all written communications in this context, Shareholders are requested to identify the relevant email address and mobile phone number for further contact.

Lisbon, 14 April 2026

### **Chair of the Board of the General Meeting**

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(Pedro Miguel Duarte Rebelo de Sousa)