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BANCO COMERCIAL PORTUGUÊS, S.A.  
Company open to public investment  
Registered Office: Praça D. João I, 28 - Porto  
Share Capital: 4,725,000,000.00Euros  
Registered at the Companies Registry Office of Oporto  
Single registration and tax identification number 501 525 882

### GENERAL MEETING OF BONDHOLDERS

BONDS	ISIN CODE
BCP HIP SR 8 - Listed in Euronext Dublin	PTBCQLOE0036
BCP HIP Sr 6 - Listed in Euronext Dublin	PTBCSFOE0024
BCP HIP Sr 7 Listed in London Stock Exchange Gilt Edge and Fixed Market	PTBCS3OE0028
COVERED BONDS Sr 5 - Listed in Euronext Dublin	PTBIPGOE0061
BCP OBRIGACOES SUBORDINADAS 3SR APRIL 2021 - EMTN 812	PTBIUGOM0072
FIXED RATE RESET PERP TEM WRITE DOWN AT1 PROJETO TEJO - Listed in Euronext Dublin	PTBCPFOM0043
BCP SUBORDINADAS NOVEMBER 2019 - EMTN 830	PTBCL2OM0016
MILLENNIUM BCP SUBORDINADAS DEZEMBRO 2019 EMTN 833	PTBCTZOM0037
MILLENNIUM BCP SUBORDINADAS JANEIRO 2020 - EMTN 834	PTBCU9OM0028
BCP SUBORDINADAS JULHO 2020 - EMTN 844	PTBIZUOM0053
BCP OBRIGACOES SUBORDINADAS APRIL 2021 - MTN 809	PTBIVSOM0077
BCP OBRIGACOES SUBORDINADAS MARCH 2021 - EMTN 804	PTBIVXOM0013
BCP REND SECT EURO ZONA AUTOC V19 31MAIO22 SMTN 40	PTBITXBM0103
REMBOLSOS PARCIAIS EURO TELECOM XI EUR SMTN SR 26	PTBCPBMM0059
BCP REEMBOLSOS PARCIAIS ENERGIA EUROPA VIII 17 EUR AUG 2020-SMTN SR 2	PTBCPOBM0021
BCP INVESTIMENTO EURO ACOES CUPAO EXTRA XI/17 EUR - SMTN SR 4	PTBCPVBM0022
BCP RENDIMENTO EURO-DIVIDENDOS AUTOCCALABLE XII 17 DEC 2020 SMTN SR 5	PTBCPGBM0054
BCP DIV CABAZ 3 ACOES 17/14.12.20 - SMTN SR. 3	PTBCPEBM0049
BCP MILLENNIUM CABAZ 3 ACOES FEV 2021 - SMTN SR 6	PTBCPQBM0029
BCP RENDIMENTO SECTORES IX 18/27092021 - SMTN 22	PTBCPPBM0053
CABAZ MULTI SECT EUROPA AUTOCALLABLE XI18 29OCT2021 SMTN 23	PTBCPUBM0049
BCP RETORNO PARTICIPACAO DIV AUTOCALLABLE 29NOV2021 SMTN 24	PTBCPABM0043
BCP PERFORMANCE EURO DIVIDENDOS 29NOV2021 SMTN 27	PTBITMBM0072
BCP RENDIMENTO SECTORES EUROPA AUTOCALLABLE XII/18 SMTN SR 29	PTBCPZBM0036
BCP REND EURO SECT AUTOC 119 EUR 31JAN2022 SMTN SR 30	PTBCPHBM0053
BCP RENDIM ACOES EUROPA CUPAO MINIMO AUTOC II 19 SMTN SR 32	PTBCP3BM0037
BCP TIT DIV MILLENNIUM CABAZ 3 ACOES 10SET2023 SMTN SR 20	PTBCPCBM0041
BCP TIT DIV MILLENNIUM CABAZ 3 ACOES 18 22OUT23 SMTN SR 21	PTBCPRBM0028
BCP TIT DIVIDA MILLENNIUM CABAZ 3 ACOES 3DEZ2023 SMTN 25	PTBCP9BM0080
BCP TIT DIV MILLENNIUM CABAZ 3 ACOES JAN24 7JAN2024 SMTN SR 28	PTBITWBM0096
BCP CABAZ 3 ACOES FEVEREIRO 2024 - SMTN SR 31	PTBITDBM0099
BCP FIXED RATE RESET SUBORDINATED NOTES 2017-2027 - EMTN 854 - Listed in Euronext Dublin	PTBCPWOM0034
BCP EUR CLN PORTUGAL 10/15.06.20 EMTN 766	PTBITGOM0067
BCP EURO DIVIDENDOS CUPAO MEMORIA VI 17 - SMTN SR 1	PTBCPKBM0025
BCP PARTICIPACAO EURO ACOES VALOR III/18 - SMTN SR. 8	PTBCP6BM0059
BCP EURO DIVIDENDOS CUPAO MEMORIA III18 - SMTN SR. 9	PTBCP7BM0082
TITULOS DE DIVIDA MILLENNIUM CABAZ 3 ACOES MARÇO 2021 - SMTN SR 7	PTBCP5BM0035
BCP REND MULTI SET EUROPA AUTOCALLABLE ABRIL 2021 SMTN 11	PTBCPTBM0034
BCP TIT DIVIDA MILLENNIUM CABAZ 3 ACOES MAIO 2021 - SMTN SR 10	PTBCPNBM0030
BCP PERFORMANCE CABAZ PONDERADO 18/17.05.21 - SMTN SR.14	PTBITIBM0060
BCP REND CABAZ SECTORIAL AUTOCALLABLE 28JUNHO2021 SMTN SR 15	PTBITJBM0085
BCP INVESTIMENTO EURO ACOES CUPAO LOCK IN 28JUNHO2021 SMTN SR 16	PTBITKBM0058
BCP RETORNO SECT EUROPA AUTCALLABLE VII18 26JULHO2021 SMTN SR 18	PTBITLBM0073
BCP REND ACOES VALOR GLOB AUT III19 12MAR2022 SMTN 33	PTBITBBM0034
BCP ACOES EUROPA REND MIN AUT III19 12MAR2022 SMTN 34	PTBITFBM0048
BCP REND MIN CB MULTI SET III19 EUR 28MAR2022 SMTN SR 36	PTBITOBM0096

COVERED BONDS SR 9 - Listed in Euronext Dublin	PTBCPIOM0057
BCP EURO SECTORES RETORNO GARANTIDO IV 19 MAY 2022 - SMTN 37	PTBITQBM0086
BCP ACOES EURO ZONA RETORNO MINIMO V19 31MAIO2022 SMTN 39	PTBITSBM0100
BCP EUR CABAZ ACOES RETORNO MINIMO VII 19 EUR AGOSTO 2022 SMTN SR 43	PTBIT1BM0046
MILLENNIUM CABAZ 3 ACOES JUNHO 2023 - SMTN SR 13	PTBCP8BM0123
BCP TIT DIV MILLENNIUM CABAZ 3 ACOES 25JULHO2023 SMTN SR 17	PTBITUOM0093
BCP TIT DIV MILL CABAZ 3 ACOES 8ABR2024 SMTN SR 35	PTBITNBM0089
BCP TIT DIV MILL CABAZ 4 ACOES 5JUNHO2024 SMTN SR 38	PTBITRBM0069
BCP TIT DIV MILLENNIUM CABAZ 5 AC 26JULHO2024 SMTN 42	PTBITZBM0119
BCP RENDIMENTO MINIMO EURO SETORES VI 19 JUNE 2022 - SMTN SR 41	PTBITYBM0094
BCP 4.03 MAIO 2021 30MAIO2021 EPVM SR 33	PTBCP4OM0023
MILLENNIUM BCP SUBORDINADA FEV2020 - VM SR. 173	PTBCQJOM0030
BCP SUBORDINADAS ABRIL 2020 - VM SR 187	PTBIUMOM0082
BCP SUBORDINADAS 2 SERIE ABRIL 2020 - VM 194	PTBIZKOM0063
BCP 4.75 POR CENTO SETEMBRO 2020 - VALORES MOBILIARIOS SR 279	PTBIZZOM0058
BCP CLN BRISA FEVEREIRO 2023 - EPVM SR 23	PTBCP2OM0041
BCP LEASING OBR.PERPETUAS SUBORD 2001. PRORROG BCPL-01-PERP	PTBCLAOE0000
VALORES MOBILIARIOS PERP. SUBORDINADOS VM SR.NR.1 - Listed in Euronext Lisbon	PTBCPMOM0002
BCP OBRIGACOES JANEIRO 2026	PTBCPSOM0014
BCP FIXA OUTUBRO 2019 - VM SR. 44	PTBCQVOM0034
BCP FIXA OUTUBRO 2019 - VM SR. 61	PTBCTLOM0025
BCP FIXA OUTUBRO 2019 - VM SR 110	PTBCTSOM0028
BCP FIXA OUTUBRO 2019 - VM SR. 177	PTBIVPOM0021
BCP FIXA OUTUBRO 2019 - VM SR 193	PTBIUSOM0086
BCP REEMBOLSOS PARCIAIS EURO ACOES III/17 MARCO 2020 - EPVM SR 49	PTBCPJOM0049
BCP INVESTIMENTO BANCOS ZONA EURO XI 15 NOV 2019 - EPVM SR 37	PTBCPYOM0040

I do hereby convoke, in accordance with the provisions of article 355 and for the purposes of the provisions of article 101-C, both from the Companies Code, the Bondholders, holders of Bonds of any of the above identified issues, issued by Banco Comercial Português, S.A., to meet at a General Meeting of Bondholders.

To ensure the good functioning of the meeting, the General Meeting of Bondholders is to be held at 9:00 a.m. on 21 October 2019, at the Bank's premises in Taguspark, Av. Prof. Doutor Cavaco Silva, Building 5 (Auditorium), in Porto Salvo, Oeiras, with the following

## AGENDA

**Single Item** – To comment on the possible losses to the Bondholders resulting from the merger by incorporation, through the global transfer of the assets, of Banco de Investimento Imobiliário, S.A. into Banco Comercial Português, S.A. under the terms and for the purposes of article 101-C of the Companies Code.

### Relevant information on the General Meeting

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

You may find the information listed in article 21-C (1) of the Securities Code (SC) as well as the one in article 289 (1) of the Companies Code (CC) namely the documents to be submitted to the General Meeting presently available to the company, at the company's registered office and on the website of Banco Comercial Português, S.A. ("the Bank") [www.millenniumbcp.pt](http://www.millenniumbcp.pt) as of the date of this call notice, namely the

merger project.

As the incorporating company fully owns the share capital of the company to incorporate, we hereby inform that the merger shall take place, without prior resolution at the General Meetings of the companies involved, without prejudice to the provisions of article 116 (3) (d) of the Companies Code.

The Bank shall keep the information mentioned herein on the Bank's website [www.millenniumbcp.pt](http://www.millenniumbcp.pt) for 10 years.

## **II. Rights of the Bondholders**

### **1 - Right to information at the General Meeting**

During the General Meeting, the Bondholders may request true, complete and detailed information that enables them to form a well-grounded opinion on the matters under appraisal.

The information requested at the General Meeting shall be provided by the corporate body that holds such information and may be refused if its provision seriously damages the company or another company connected to it, or constitutes a violation of the duty of secrecy imposed by law.

### **2 - Right to add matters to the agenda**

Bondholders single-handedly or grouped, holding at least 2% of an issue identified above may request the inclusion of items in the agenda, by means of a written request addressed to the Chairman of the Board of the General Meeting.

Such request must be presented within 5 (five) days after the publication of the call notice, be duly justified and have attached a resolution proposal for each item to be included, as well as proof of ownership of the issue above mentioned.


### **3 - Right to present proposals**

Bondholders, single-handedly or grouped, holding bonds corresponding to, at least 2% of an issue identified above, may request the inclusion of resolution proposals regarding items in the agenda or added to it.

For that purpose, they must send a written request addressed to the Chairman of the Board of the General Meeting. Such request must be presented within 5 (five) days after the publication of the call notice or, in what concerns items added to it, the publication of the latter, be duly justified and have attached the resolution proposed, as well as proof of ownership of the issue identified above

## **III. Attendance and voting rights**

- a) Each bond shall be entitled to one vote;
- b) To be able to attend the Meeting, Bondholders must prove their capacity as Bondholder with right to vote at 00:00 (Portugal legal time) on 14 October 2019, the 5th trading day prior to the day of the meeting.

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- c) The Bondholders who wish to attend the General Meeting must state so:
- i) to BCP through its institutional website, through the Shareholders Club page or at any Millennium bcp branch  
**and also**
  - ii) to the financial intermediary(ries) (Bank(s)) where the respective bonds are registered. For that purpose, the Bondholders may use the form available at the registered office, at [www.millenniumbcp.pt](http://www.millenniumbcp.pt) or at any Millennium bcp branch.

The statements addressed to the Chairman of the Board, as well as to the financial intermediary when the latter is Banco Comercial Português, S.A., should preferably be sent by e-mail to [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt), until 24:00 (Portugal legal time) on 11 October 2019 at the latest.

- d) The financial intermediary, after being informed of its customer's intention to attend the General Meeting, will send to the Chairman of the Board of the General Meeting the information on the number of bonds registered under its customer's name, as at the registry date. This information must be received until 24:00 (Portugal legal time) on 11 October 2019, and may be sent to the e-mail, [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt). The remittance of this statement to the Chairman of the General Meeting until 24:00 (Portugal legal time) on 14 October 2019 is mandatory for attending the General Meeting.
- e) The Bondholders who, professionally hold bonds on behalf of their own customers, may vote differently as long as, besides the statement of intention to attend the General Meeting and the remittance by the respective financial intermediary of the information mentioned in the previous paragraph, they present to the Chairman of the Board of the General Meeting, until 24:00 (Portugal legal time) on 14 October 2019, using sufficient and appropriate means of evidence, the following: (i) the identification of each client; (ii) the number of bonds to vote on his/her/its account; and, (iii) the specific voting instructions for each item of the Agenda given by each client.
- f) Bondholders who sell their bonds between the registry date and the date of the General Meeting must inform the Chairman of the Board of the General Meeting and the CMVM thereon immediately and may use the following e-mails:
- Chairman of the Board of the General Meeting - [pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt)
- \* CMVM - [cmvm@cmvm.pt](mailto:cmvm@cmvm.pt)
- g) Shall not be allowed to attend and vote at the General Meeting the bondholders, whose:
- (i) Statements mentioned in III c) were not received until 24:00 (Portugal legal time) on 11 October 2019;
  - (ii) Information from the financial intermediary mentioned in III d) and e) was not received until 24:00 (Portugal legal time) on 14 October 2019.
- h) The proposal made under the single item on the Agenda shall be voted on by the holders of each bond issue independently from the holders of the other bond issues attending the meeting.

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

- a) Bondholders may be represented by any person with full legal capacity appointed for the purpose, using the proxy letter available at [www.millenniumbcp.pt](http://www.millenniumbcp.pt), at the registered office, or at any Millennium bcp branch.
- b) Bondholders may appoint different representatives for the bonds they hold as long as these are deposited in different securities accounts. Yet, as per article 385 of the CC, the Bondholder and his/her/its representative(s) is/are bound to vote in the same manner with all their bonds.

Should different votes be cast, including abstention, the totality of the votes issued by and/or on behalf of the Bondholder in question shall be null.

- c) The effective presence of the Bondholder issuer of a proxy up to the moment of the beginning of the Meeting shall imply the immediate cancellation of the proxies.
- d) The proxies mentioned in a) and b) above must be received until 17:00 (Portugal legal time) on 17 October 2019.

#### **V. Communication with the Chairman of the Board of the General Meeting**

All communications not mentioned herein and that regard matters related with the General Meeting are to be addressed to the Chairman of the Board of the General Meeting:

E-mail:

[pmag@millenniumbcp.pt](mailto:pmag@millenniumbcp.pt)

\* Mail

Attn. Company Secretary's Office  
Prof. Dr. Cavaco Silva (Tagus Park), Edifício 1, Piso 0, Ala B - 2740-256 Porto Salvo, Portugal

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

The following information shall be made available at [www.millenniumbcp.pt](http://www.millenniumbcp.pt), within the legal terms after the General Meeting:

- the information mentioned in article 63 (2) (a, b and d to g) of the CC, such as the constitutive quorum, agenda, resolutions adopted and a table with the voting results.
- the information mentioned in article 23-D (1) of the SC, such as the total number of votes cast.

Lisbon, 17 September 2019

(Pedro Miguel Duarte Rebelo de Sousa)

