

GENERAL MEETING OF BANCO COMERCIAL PORTUGUÊS, S.A.

(4/05/2022)

PROPOSAL IN CONNECTION WITH **ITEM 2** OF THE AGENDA

TO RESOLVE UPON THE PROPOSAL FOR THE APPROPRIATION OF PROFIT CONCERNING THE 2021 FINANCIAL YEAR

Taking into consideration:

- A.** The provisions of the law and of the articles of association concerning the legal reserve;
- B.** The dividends policy of Banco Comercial Português (BCP);
- C.** The alteration introduced in the Work Collective Agreement, published on 29 March 2014 on the no Bulletin of Work and Employment nr. 12 which enabled the Employees of Group Banco Comercial Português in Portugal, in the period of time comprised between June 2014 and June 2017, to accept a temporary reduction in their remuneration. This reduction was done with the purpose of rendering the Bank's recovery process feasible and contribute for the compliance with the requirements imposed to the Bank to be able to benefit from State Aid;
- D.** That the said alteration to the Work Collective Agreement presumed that the Board of Directors, in the years following the end of the State aid, if there were earnings for such, would present to the General Meeting of Shareholders a proposal for the distribution of earnings to Employees that, at the end of the years, would enable the delivery of an accumulated global amount, at least, equal to the total amount which the Employees did not receive during the period while the temporary reduction in their remuneration was in effect;
- E.** That BCP completed the payment of the State aid, plus respective interests, in February 2017 and the General Meetings of Shareholders held on 22 May 2019 and on 20 May 2020 approved the allocation of a portion of the earnings of the financial years to be distributed to the Employees;
- F.** That, according to the financial statements to be submitted to the approval of the Shareholders, in the 2021 financial year Banco Comercial Português recorded consolidated net earnings amounting to € 138,082,212.58 euros and individual net earnings amounting to 90.060.487,24;
- G.** That the approval of any compensation for the Employees against the income statement, as well as the estimation of the respective amount, pertains exclusively to the General Meeting of Shareholders,
- H.** That the Dividends Policy approved by this General Meeting of Shareholders on 20 May 2021 sets as its Guidelines:

- a. The promotion of conditions for the sustainable observance of the capital ratios at any moment applicable to the Bank, as well as the remaining applicable legal requirements, including the limitations that are applicable at any moment, resulting from the calculation of the maximum amount to be distributed;
 - b. The retention of own funds that enable to promote coherence with the Risk Appetite Statement (RAS) and with the results of the internal capital adequacy assessment process (ICAAP);
 - c. The safeguard of an appropriate safety margin on the values established by the regulator within the scope of its assessment and evaluation on the adequacy of strategies, processes, capital and liquidity that are appropriate to the risks to which the Bank is or might be exposed to (SREP);
- I. That, reiterating its intention to comply with the Bank's dividends policy, the Board of Directors cannot fail to consider the potential impacts and uncertainties associated with the current pandemic situation and international geopolitical crisis and respective impacts on the economy in general, that advise extreme caution in the proposal for the appropriation of income, caution also recommended by the Supervisory Authorities,

The Board of Directors

Proposes:

I

In accordance with article 66 (5) (f) and for purposes of article 376 (1) (b) of the Companies Code, and article 54 of the Bank's articles of association, we propose the following application of year-end results amounting to € 90.060.487,24, euros:

- a) For the reinforcement of legal reserve, € 9.006.048,73;
- b) For attribution of dividends, € 13.602.590,96
- c) For distribution to the employees € 5.692.000,00;
- d) € 61.759.847,55, that is, the remaining, to Retained Earnings.

II

Considering that the global amount € 13,602,590.96 foreseen in number one as dividends was estimated based on a unit dividend per share issued (in the case, € 0,0009 per share) and the fact that it is not possible to make an accurate determination the number of own shares in the portfolio on the date the dividends are paid, we do hereby propose, in case of approval of the proposed allocation of dividends, the adoption of a resolution setting forth the following:

a) The payment to each share of the unit dividend of € 0,0009, the rational supporting the proposal;

b) The non-payment, placing it in Retained Earnings, of the unit quantitative corresponding to the shares that, on the first day of the dividend payment period, belong to the Company.

III

We do hereby propose that, pursuant to the approval regarding the distribution of the global amount of € € 5.692.000,00 foreseen in number one of paragraph c), it is resolved that the determination of the specific amount to attribute to each employee be established by the Executive Committee and paid together with the remuneration corresponding to June 2022.

THE BOARD OF DIRECTORS

Lisbon, 28 March 2022