

**SUPERVISORY BOARD
OF BANCO COMERCIAL
PORTUGUÊS, S.A.**

REGULATIONS

11 May 2009

CHAPTER I

NATURE AND COMPOSITION

Article 1 **(Definition)**

1. These Regulations govern the working of the Supervisory Board (Board or SB) of Banco Comercial Português (the Bank) establishing as well rules of conduct of its members, complementing the Bank's Articles of Association.
2. These Regulations are binding on all members of the SB who are to take full cognizance hereof on accepting their position, at which time the Company Secretary will provide them with a copy of the same.

Article 2 **(Composition)**

The Board shall be composed by a number of members always above the one of the Executive Board of Directors (EBD) and shall be elected at the Annual General Meeting. The effective exercise of their duties depends on the registration at "Banco de Portugal".

CHAPTER II

POWERS

Article 3 **(Powers)**

1. It shall pertain to the Supervisory Board to:
 - a) Represent the company in its relations with the Members of the EB;
 - b) Supervise the activities performed by the EB;
 - c) Monitor the compliance with all legal requirements and with the Articles of Association;
 - d) Assess, when and as deemed convenient, the accuracy of the accounting books, accounting records and supporting documents, as well as the situation of all assets and securities owned by the company under any terms;
 - e) Verify if the accounting processes and valuation criteria adopted by the company lead to a correct valuation of assets and results.
 - f) Issue its opinion on the annual management report and year-end financial statements;
 - g) Monitor the level of efficiency of risk management, internal control and internal auditing systems;
 - h) Receive the communications stating irregularities reported by shareholders, employees or others;
 - i) Monitor the preparation and disclosure of financial information;
 - j) Propose at the General Meeting the appointment of the Statutory Auditor;
 - k) Supervise the audit of the company's annual report and financial statements;
 - l) Verify the Statutory Auditor's independence, namely regarding the rendering of non-audit services;
 - m) Hire experts to assist one or more of its members in the performance of its functions; the hiring and remuneration of the experts shall take into consideration the level of importance of the matters and the company's financial situation;

- n) Elaborate a yearly report on its activities to be presented at the General Meeting;
 - o) Whenever deemed convenient, summon the General Meeting;
2. According to the Law and the Bank's Articles of the Association, the SB is also charged with:
- a) Issuing its opinion on the share capital increases resolved by the EB;
 - b) Issuing its opinion on the issue of bonds under the terms set forth in the Articles of Association;
 - c) Carry out a continuous follow-up of the external auditor's activities, being responsible for proposing to the General Meeting its appointment (issuing an opinion on the auditor's independence and other relations with the Bank) or dismissal;
 - d) In case of replacement, impediment or refusal of the external auditor, propose a new external auditor to be engaged by the EBD, subject to the ratification at the next General Meeting;
 - e) Constantly monitor the company's management and thereon provide counselling and assistance to the EBD regarding strategy, pursuing objectives and compliance with the applicable law;
 - f) Monitor the definition of the criteria and competences necessary or convenient, and observe their repercussions in the composition of internal structures and bodies, as well as their succession plans;
 - g) Issue its own initiative or when requested to by the Chairman of the EBD an its opinion on the annual vote of confidence awarded to members of the EBD, as provided in the Companies Code, article 455;
 - h) Follow-up and appraise matters concerning corporate governance, sustainability, ethic and conduct codes and systems for the evaluation and settlement of conflicts of interests;
 - i) Request to the EBD the means, financial or others, so as to properly carry out its functions and propose the adoption of measures or corrections deemed convenient, having the powers to employ the means necessary for its own independent counselling.
3. The SB must also fulfil all the other duties and obligations provided for by law or by the Articles of Association.

Article 4 (Incompatibilities)

1. The exercise of the functions as member of the SB is subject to the incompatibilities regime established by the Law and the Bank's Articles of Association.
2. If, after his/her election occurs, or it is expected to occur, a change in the personal circumstances of any SB member that may eventually constitute an incompatibility in accordance with the conditions stated in the previous number, the SB member in question must immediately inform in writing the Chairman of the SB and the Company Secretary.
3. In accordance with nr. 5 of article 414 of the Companies Code, the Board members that at the moment of his/her election are considered independent, must immediately issue the written statement referred to in the previous number in the event any circumstance that may affect this condition occurs or is expected to occur.

Article 5 (Secrecy duty and diligence)

1. The SB members are bound to secrecy in respect of any matters that they become aware of due to the exercise of their functions. This duty will persist even after they leave office.
2. The SB members are not allowed to use or permit the use for their own benefit of privileged information that they are aware of as a consequence of his /her capacity as members of the SB.
3. In the exercise of their functions, the SB members shall have the duty to:
 - a) Gather information and diligently prepare the meetings of the SB and of the Committees wherein they participate;
 - b) Attend all meetings of the SB and of all Committees they are members of, intervening therein actively in such a way that their participation effectively contributes to the decision-making process;
 - c) Investigate or assure that are investigated all facts that, relating to the Bank's activities, they have taken knowledge of and that may eventually indicate the carrying out of criminal, harmful or irregular practices.

CHAPTER III FUNCTIONING

Article 6 (Representation)

1. In its relations with the Bank and its Executive Board of Directors, the SB shall be represented by its Chairman and by the Chairman of the Audit Committee (AC).
2. It shall also pertain to the SB members mentioned in number 1 above to represent the Bank in all legal agreements to establish with Experts the SB resolved to engage.
3. It shall pertain to the Chairman of the Supervisory Board the appointment, whenever he deems convenient, of the member assigned to attend the EBD meetings, in accordance with the provisos of article 432 (5) of the Companies Code.

Article 7 (Meetings and call notices)

1. The SB shall ordinarily meet once every three months, on a day, time and place indicated by the Chairman or in accordance with a calendar established for that purpose annually.
2. The SB shall meet extraordinarily whenever summoned by its Chairman according to his/her own initiative, or by request of other two SB members, the Chairman of the AC or the Chairman of the EBD.
3. The request addressed to the Chairman of the SB must indicate the agenda and the grounds for calling the meeting.
4. The call notice of each meeting, together with the agenda, must be sent in writing to each SB member by the Company Secretary with a minimum of 10 days prior to the scheduled date. The call notice made by electronic means shall be considered as being made in writing.
5. The Company Secretary shall send to each SB member the documents supporting the meeting sent to the Office up to five days prior to the meeting. These documents or their summary, made whenever the extension or the contents of the documents so require, must always be translated into the English language if the SB has a member whose language is not the Portuguese language.

6. The SB members that are not able to take part in the SB meetings must inform the Company Secretary of that fact, whenever possible, 5 days prior to the scheduled date.
7. Exceptionally, the Chairman of the Supervisory Board may determine the exemption of compliance with the rules set forth in numbers 4 and 5.

Article 8
(Quorum)

1. To be able to meet and deliberate validly, half plus one of the SB members must be present without prejudice to the fact that SB members are also deemed to be present when taking part in the meeting using telecommunication means providing real time transmission of voice, or voice and image.
2. The Chairman or his substitute must always be physically present.
3. The resolutions of the SB shall be taken by the majority of its members.
4. In the event of a tied vote, the Chairman or his substitute shall have the casting vote.
5. When approved by the majority of all its effective members, the SB may deliberate on issues not included in the Agenda.
6. Should any member of the SB consider that he/she is inhibited to vote by virtue of some incompatibility or possible conflict of interests, the SB member shall dictate a declaration to the effect into the respective minutes.

Article 9
(Written Resolutions)

1. The SB may also pass resolutions in writing, as long as the decision to do so is unanimously approved by the members and the resolutions passed in this manner are written in the minutes signed by all.
2. For cases of the utmost urgency, the Chairman of the SB may, on his own accord, obtain the vote of the SB members by electronic means, that will be kept on file. The general rules for estimating majority shall apply.

Article 10
(Meetings attendance)

1. The Chairman of the Executive Board of Directors must always attend the SB meetings.
2. All EBD members or employees summoned by the Chairman of the Supervisory Board by his own initiative or following a request by any of the Chairmen of the Specialized Committees or the Chairman of the EBD must attend the SB meetings.
3. The Company Secretary or his/her Alternate and the head of the Support Office of the SB must also attend the SB meetings. If any of them is absent, a SB Member shall be appointed to collect the information necessary for the drawing up of the respective minutes.

Article 11
(Minutes)

1. The draft minutes of each meeting shall be written up by the Company Secretary or his/her Alternate, who shall distribute the said draft to each of the SB members for analysis and, except in cases in which the urgency of any matter requires otherwise, the minutes shall be formally approved at the next SB meeting.
2. In the absence of the Company Secretary, his/her Alternate and of the head of the Support Office of the SB, the appointed SB Member shall convey to the Company

Secretary or his/her Alternate the information and the documents required to write up the minutes.

3. The minutes shall be written up and transcribed into the respective minute book in Portuguese and later on shall be signed by all members present and by the individual acting as Secretary.
4. If there is a SB member whose speaking language is not Portuguese, an English version of the minutes shall be made. This version shall be sent to him/her together with the Portuguese version and be filed together with the remaining documents related to the meeting, after being initialled by the SB Member(s) whose mother language is not the Portuguese.

Article 12 (Specialized Committees)

1. In the exercise of its functions, the SB may appoint Committees to carry out the exercise of specific functions.
2. Without damaging the creation of other Committees as deemed fit, the SB must always appoint the following committees:
 - a) Audit Committee, appointed in accordance with article 444 of the Companies Code;
 - b) Nomination Committee;
 - c) Sustainability and Corporate Governance Committee;
3. The composition of the specialized committees observes the following rulings:
 - a) The Committees shall have the composition that, at any moment, is determined by the SB;
 - b) Each Committee shall have a Chairperson, who will be responsible for representing the Committee and ensuring the relations established with the Bank;
 - c) The term of office of the committees together with expiration of the agreements entered into with its experts shall coincide with the term of office of the SB that appointed them;
 - d) The renouncement to the position by any Member must be done by means of a letter addressed to the Chairman of the Supervisory Board and shall be considered effective at first meeting held after receiving that letter;
 - e) Regardless of the underlying motives, the vacancies in the Committees must be occupied at the first meeting held afterwards.
4. The Chairman of the SB may, of his own accord or at the request of the Chairpersons of any specialized committee or of the EBD, also invite any guests to attend the meetings of the Committees whenever their presence is deemed convenient to clarify or advise on any issue on the Agenda.
5. The resolutions adopted by the Committees shall be taken by the majority of the Members present.
6. The Committees may propose the hiring of Experts to assist them, whenever their academic qualifications and professional experience enable them to give a significant contribution to the performance of each Committee.
7. The members of the Committees, experts and other individuals, who participate in the meetings, are bound by secrecy duty and are not allowed to take advantage of the information gathered due to their position as a Committee member, expert or guest at the meetings, for any purposes other than the Bank's corporate interests.

8. The Members of Committees may ask the SB, the EBD, the Director or Head of the Department in question (with prior notice to the Chairman of the EBD), and the External Auditors for any information required.
9. The support and administrative services for the Committees shall be provided by the Support Office of the SB or by the Company Secretary which, for that purpose, will render available to the Committees all the necessary means and will be in charge of the remittance of call notices, preparing and handing out all the supporting documentation determined by the Chairmen for each meeting, acting as secretary and drawing up the minutes of meetings.
10. The Committees shall be ruled, provided that the necessary adaptations are made, by the provisos of Articles 7 (nr. 3 to 7), 8, 9 and 11 of these Regulations.

Article 13
(Audit Committee)

1. The Audit Committee will have the powers enshrined in the Companies Code, Article 432 (5 and 6) and Article 441 (f to o) and will also be responsible for all matters submitted by the Chairman of the Supervisory Board or by resolution of the SB.
2. In its role as a Committee established within the scope of the Supervisory Board, it is particularly responsible for:
 - a) Verifying the accuracy of the books, accounting records and support documents, as well as the status of all assets and valuables owned by the company in any way whatsoever, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - b) Verifying if the accounting procedures and valuation criteria adopted by the company provide an accurate evaluation of the assets and earnings, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - c) Issue an opinion on the directors report and financial statements, advising the SB on the contents of the opinion it must issue;
 - d) Verifying the adequacy of the risk management and control systems, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - e) Receive all reports of irregularities made by shareholders, employees or others, assuring that the same are followed-up by the internal audit or the Client Ombudsman, reporting them to the SB and proposing the appropriate improvement measures, whenever necessary;
 - f) Monitor the preparation and disclosure of financial information, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - g) Provide the SB with all the required data for it to propose to the General Meeting the appointment of the Statutory Auditor;
 - h) Monitor the revision of the company's financial statements, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - i) Supervising the independence of the Statutory Auditor, namely in what concerns the provision of additional services, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - j) Issuing an opinion for the Nomination Committee on the technical and professional profile required for the appointment of the Head of the Internal Audit Department;

- k) Supervising the activity of the Internal Audit Department, informing the SB of the work carried out and proposing the appropriate improvement measures;
 - l) Issuing a recommendation to the SB on the engagement of external auditors and the terms and conditions of the services agreement to be entered into with the external auditors;
 - m) Supervise the activities carried out by the External Auditors and monitor their independence, informing the SB of the conclusions reached;
 - n) Issuing an opinion on the recruitment of people who used to work for the external auditors of the Bank;
 - o) Assessing the integrity and adequacy of the risk management and control function within the Bank and respective group, including reviewing the policy and limits established, proposing to the SB the appropriate improvement measures;
 - p) Identifying potential financial, operational, safety, legal and/or social risks that may cause significant direct or indirect losses, proposing to the SB the appropriate measures to decrease these risks;
 - q) Issue an opinion on the Bank's risk manual, proposing amendments whenever necessary;
 - r) Provide the SB with all the necessary information enabling it to issue an opinion on the issue of shares, bonds or other securities, whenever these must be approved by the SB pursuant to the Bank's Articles of Association.
3. The Chairman of the Audit Committee will regularly inform the Supervisory Board, in writing, on the work carried out and the conclusions achieved on relevant matters; The Committee shall also draw up an annual report on its activities and present it to the Chairman of the Supervisory Board and to the General Meeting of Shareholders.
 4. The Audit Committee will, with an agenda drawn up by its Chairperson, hold a meeting every month with the presence of all its members to be appointed at the first plenary meeting. The Committee will also meet whenever its Chairperson calls a meeting on his/her own initiative or when requested by the Chairman of the Supervisory Board, by two SB members, by the Chairman of the EBD or by two EBD members.
 5. The Chairman of the Audit Committee or any of its members, duly empowered to do so by it, may attend the EBD meetings, provided that he/she previously informs the Chairman of the EBD of that intent.
 6. The Audit Committee, shall have amongst its members at least a SB member with an academic degree suited for the exercise of those specific functions, knowledgeable in auditing and accounting issues, that may be classified as an independent member, according to nr. 5 of article 414 of the Companies Code.

Article 14 (Nomination Committee)

1. In its role as Committee established within the scope of the SB, it is particularly responsible for:
 - a) When requested, issuing an opinion for the SB on the filling of vacant seats at the Bank's EBD; i. Issuing an opinion on the appointment of members for the corporate bodies of the Group's subsidiaries and of managers directly reporting to the Bank's EBD. The appointment of the Head of the Internal Audit Department must be supported by an opinion issued by the AC on his/her technical and professional profile.

2. The Nomination Committee will meet four times a year. It shall also meet when its Chairman calls a meeting by his own initiative or when convoked by the Chairman of the SB, two SB members, the Chairman of the EBD or two EBD Members.
3. The Nomination Committee will inform the SB of its activities by means of a detailed report at least every three months.

Article 15

(Sustainability and Corporate Governance Committee)

1. The Sustainability and Corporate Governance Committee (SCGC) shall be responsible for all matters formally submitted by the Chairman of the SB or by resolution of the SB.
2. As a Committee of the SB, the Sustainability and Corporate Governance Committee is particularly responsible for:
 - a) Proposing to the SB the general guidelines for the Bank's sustainability and corporate governance policy to be implemented by the EBD, supervising and ensuring its adequate execution, namely and when deemed necessary by:
 - i. Making periodic recommendations for the SB on corporate governance matters, including the following:
 - The corporate governance general guidelines and model;
 - The organizational design at the different structure levels of the Bank and of the Group companies;
 - ii. Sending the SB periodic reviews of the main internal regulatory documents and preparing recommendations for the alignment with the best corporate governance practices at each moment, including the following:
 - The Bank's Articles of Association;
 - The Regulations of the SB and of its specialized Committees;
 - The Regulations of the EBD and of the committees or commissions it decides to create;
 - The Code of Conduct and other documents that define the ethical principles for conducting business;
 - iii. Providing the SB with the information required for it to assess the systems that identify and solve conflicts of interests;
 - iv. Providing the SB with the information required for it to periodically review and prepare recommendations on the compliance of the internal policies and practices with the Bank's general guidelines for sustainability and for corporate governance;
 - b) Issuing an annual opinion to the SB on the Corporate Governance and Sustainability Reports.
3. The SCGC will meet four times a year. It will also meet when its Chairman calls a meeting by his own initiative or when requested by the Chairman of the Supervisory Board, by two SB members, by the Chairman of the EBD or by two EBD members.
4. The SCGC will inform the SB of its activities by means of a detailed report at least every six months.

Article 16

(Secretariat)

Concerning the Supervisory Board and besides the powers conferred by Law, the Company Secretary shall be responsible for:

- a) Acting as secretary at the SB meetings and supervising their good functioning by assuring that each SB member receives the call notice and the Agenda in due time;
- b) Writing up the minutes of the meetings of the SB and signing the same together with the SB members;
- c) Rendering to the SB and to each and every one of its members all the assistance required by them, assuring that they have all the information and documentation required by the regular performance of their functions;
- d) Keeping the mandatory registrations of the SB and of each and every of its members updated, namely at the supervision authorities and the commercial registry;
- e) Maintaining an updated record of all the Committees established according to these Regulations and respective composition.

Article 17

(Support Office of the SB)

1. The Supervisory Board shall appoint his own support office, which will be named Support Office of the Supervisory Board and will work together with the Company Secretary's Office.
2. Among other functions that are committed to it by the Supervisory Board, the Support Office shall be responsible for:
 - a) Being informed of all SB meetings and all meetings of the specialized committees created herein, acting as secretary for the latter;
 - b) Making and receiving notifications and requests addressed to or made by SB members;
 - c) Technically and administratively assist the Chairman of the SB, specifically by gathering and listing information and other elements for analysis, carrying out studies, inquiries and all preparatory works that the Chairman of the SB may deem convenient;
 - d) Technically and administratively assist the SB and its specialized committees, specifically by gathering and listing information and other elements for analysis, carrying out studies, inquiries and all preparatory works that the SB and the specialized committees foreseen in these Regulations may deem convenient;

CHAPTER IV OTHER PROVISOS

Article 18

(Entrance into force)

These Regulations shall enter into force on the date of their approval by the Supervisory Board.

Article 19

(Amendments)

Any amendment to these Regulations requires the approval of the SB. The Chairman of the Board shall exercise the casting vote.