

**ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF BANCO COMERCIAL PORTUGUÊS, S.A.**

(22/05/2025)

**PROPOSAL IN CONNECTION WITH ITEM 7 OF THE AGENDA**

**To resolve on updating the policy for the selection and assessment of the suitability of members of the management and supervisory bodies and key function holders**

**Considering that:**

- a) Under the Legal Framework for Credit Institutions and Financial Companies, members of the management and supervisory bodies of credit institutions are subject to an assessment of their suitability for the position they will hold and throughout their term of office, and it is up to the credit institutions to verify, first and foremost, that (i) all members of the management and supervisory bodies are assessed in relation to the requirements of good repute, professional qualifications, independence and availability for the performance of their duties and that (ii) from a collective point of view, the management and supervisory bodies include an appropriately broad diversity, namely in terms of knowledge, experience and gender, in compliance with the diversity policy in force, with a view to obtaining a variety of perspectives and experiences and favouring independent opinions and sound decision-making;
- b) Three years after the last update of the current policy, approved by the General Meeting of May the 4<sup>th</sup> 2022, and considering that in 2025 the process of selecting and assessing candidates for members of the Bank's management and supervisory bodies for the 2026-2029 term of office will begin, to be elected at the 2026 annual general meeting, it was deemed necessary to update the text of the policy, taking into account legislative developments and the experience acquired since then in terms of selection and assessment;
- c) The Bank has also implemented and approved a Succession Policy that guarantees an orderly succession without disruption, which is available on the Bank's institutional website, and the intention is to ensure that this policy is fully aligned with the one now being proposed;
- d) The Bank's Nominations and Remunerations Committee is the corporate body that carries out the internal assessment of candidates and submits its appraisal to the supervisor for authorisation, and has deemed it beneficial to make a thorough revision of the text of the Policy in question;
- e) With regard to Key Function Holders, especially those carrying out control

functions, it is proposed to clarify the selection and assessment process, ensuring compliance with the provisions of Banco de Portugal Notice 3/2020.

**It is hereby proposed:**

That the update of the Policy for the Selection and Assessment of the Suitability of Members of the Management and Supervisory Bodies and Key Function Holders be approved, the text of which has been subject to a comprehensive review with the aim of simplifying it and making it more coherent and adapted to the terminology that results from the evolution of legislation and experience acquired in the matter, without, however, dictating any significant change to the process.

Lisbon, April the 30<sup>th</sup> 2025

THE BOARD OF DIRECTORS