

**NOTICE TO THE AGENT
REGARDING A WRITTEN RESOLUTION OF HOLDERS OF COVERED BONDS**

To: Banco Comercial Português, S.A.
Praça D. João I, 28
4000-295 Porto
Portugal
(the “**Agent**”)

Cc: Deutsche Trustee Company Limited
(the “**Common Representative**”)

**BANCO COMERCIAL PORTUGUÊS, S.A. (the "Issuer")
EUR 1,750,000,000 Floating Rate Covered Bonds due May 2013 (ISIN: PTBIPGOE0061)
(the “Covered Bonds”)
issued by the Issuer under its Euro 10,000,000,000 Covered Bonds Programme
(currently, the Euro 12,500,000,000 Covered Bonds Programme)
(the “Programme”)**

Banco Comercial Português, S.A., in its capacity as sole Holder of the Covered Bonds (the “**Sole Holder**”), hereby gives duly notice of the following resolutions, which shall come into effect on 18 May 2013, immediately before the original Maturity Date:

1. Amendment to the Final Terms dated 14 May 2010 relating to the Covered Bonds, as follows:
 - the Maturity Date shall be amended to 18 May 2016 (the Interest Payment Date falling in or nearest to May 2016);
 - the Extended Maturity Date shall be amended to 18 May 2017 (the Interest Payment Date falling in or nearest to May 2017); and
 - the Margin shall be amended to +2.00 per cent. per annum, and
2. Cancellation of 8,000 Covered Bonds and consequent amendment of the *Aggregate Nominal Amount* set out in the Final Terms dated 14 May 2010 relating to the Covered Bonds to EUR 1,350,000,000.

For evidence whereof, attached herewith is a copy of the Written Resolution taken by the Sole Holder dated 9 May 2013 as Schedule 1 (*Written Resolution of Holders of Covered Bonds*), together with a copy of the signed Amended and Restated Final Terms dated 9 May 2013 as Schedule 2 (*Amended and Restated Final Terms*), including for purposes of the filing of the Amended and Restated Final Terms with the London Stock Exchange.

Signed for and on behalf of the Sole Holder

By: 

Name: Miguel A. Alvarado

Title:

Dated: 2013.05.09

By: 

Name: Rosalva Almelva

Title: AUTHORIZED SIGNATORY

SCHEDULE 1

WRITTEN RESOLUTION OF HOLDERS OF COVERED BONDS

SCHEDULE 2

AMENDED AND RESTATED FINAL TERMS