

**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:

Ricardo Almeida

Name:

Title:

Dated: 2013.05.09

By:

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Name:

Ricardo ALMEIDA

Title:

AUTHORIZED SIGNATORY

SCHEDULE 1

WRITTEN RESOLUTION OF HOLDERS OF COVERED BONDS

SCHEDULE 2

AMENDED AND RESTATED FINAL TERMS