

**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 1,000,000,000 Floating Rate Covered Bonds due 23 July 2015 (ISIN: PTBCSFOE0024)
(the "Covered Bonds")
issued by the Issuer under its 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 22 October 2014:

1. Amendments to the Final Terms dated 21 July 2010, as amended and restated on 17 August 2012, relating to the Covered Bonds, as follows:
 - the current Specified Period relating to Interest shall be extended so that the next Interest Payment Date falls on 29 October 2014;
 - the Specified Interest Payment Date to Maturity Date shall, from 29 October 2014, be amended to 29 calendar day of each month up to the Maturity Date, and the Specified Interest Payment Date from Maturity Date up to Extended Maturity Date shall be amended to 29 calendar day of each month starting on 29 August 2015 up to the Extended Maturity Date.

For evidence whereof, attached herewith is a copy of the Written Resolution taken by the Sole Holder dated 16 October 2014 as Schedule 1 (*Written Resolution of Holders of Covered Bonds*), together with a copy of the signed Amended and Restated Final Terms dated 16 October 2014 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:

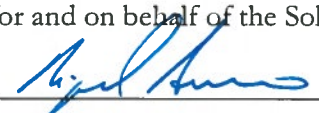
Title:

Dated:

By:

Name:

Title:









SCHEDULE 1

WRITTEN RESOLUTION OF HOLDERS OF COVERED BONDS

SCHEDULE 2

AMENDED AND RESTATED FINAL TERMS