



**BANCO BPI, S.A.**

Publicly held company

Head Office: Rua Tenente Valadim, no.284, Porto, Portugal

Registered in Oporto C.R.C. and corporate body no. 501 214 534

Share capital: € 1 293 063 324,98

**ANNOUNCEMENT**

Following the initiative of the Executive Committee in this regard, the Board of Directors approved on this date, with two votes against and one abstention, to submit for the consideration of a General Meeting to be convened a proposed amendment to Banco BPI's statutes with a view to the elimination of the statutory limit on the counting of votes cast in General Meeting, a copy of which proposal is annexed hereto.

Bearing in mind the very significant changes that have taken place within the Portuguese financial system in the recent past and the new and demanding challenges stemming from those changes, this proposal is founded on the understanding that the Bank has to have at its disposal all the possible instruments to deal with those challenges and, accordingly, to better defend the interests of the institution, its shareholders, depositors, employees and other stakeholders.

One of those instruments is the existing and future shareholders' monitoring and involvement in the Bank's activities, whether it be supporting the funding of its business and the respective expansion, or with regard to supporting the Bank's participation in any eventual concentration operations.

The Board of Directors is of the opinion that, in the current context of the Portuguese financial system, the existence of a statutory limit to the counting of votes may condition the aforesaid monitoring and involvement of the Bank's current or future shareholders, and that for this reason it is advisable to eliminate the limit currently enshrined in the Bank's statutes on the counting of votes

Porto, 4 February 2016

**Banco BPI, S.A.**

**MOTION**  
**Point X on the Order of Business**  
**Of Banco BPI, S.A.'s Shareholder's General Meeting of**  
**XXX**

**PROPOSED AMENDMENT OT THE ARTICLES OF ASSOCIATION)**

Whereas:

- a) The current wording of article 12 of Banco BPI's statutes provides for the limitation on the counting of votes cast by the same shareholder that exceed 20% of the total votes corresponding to the share capital;
- b) The aforesaid limitation was first introduced into Banco BPI's statutes by way of a resolution passed at the General Meeting of 21 April 1999, following a proposal of the company's General Board at that time, and then with a percentage of 12.5%;
- c) In the meantime, at the General Meeting of 20 April 2006, it was resolved to raise that limit to 17.5%, and at the General Meeting of 22 April 2009 to the current 20%;
- d) The vote-limitation rule in question was aimed at promoting a scenario fostering the Shareholders' balanced participation in the Bank's affairs from the standpoint of the Shareholders' long-term interests, and, of course, within what can be considered to be advisable from the viewpoint of the maintenance of an appropriate decision-making capacity on the part of the Bank;
- e) Considering its instrumental character, the aforementioned vote-limitation rule must be permanently appraised in light of the specific circumstances of the Bank's affairs, so that a proper judgment can be made as to whether it is still remains relevant in light of the context and objects referred to in the preceding sub-paragraph;
- f) It was that requirement of a revised approach to the vote-limitation rule that was the basis of the abovementioned evolution as regards the percentage limit utilised in that limitation;
- g) The Bank is currently confronted with a context of circumstances that differ from that which existed up until quite recently;
- h) In fact, the Portuguese financial system has witnessed over the past year and a half very substantial changes, amongst which the entry into functioning of the Banking Union and the consequent subjection to a new supervisory framework, as well as the resolution of two banks of considerable size;
- i) This new context that the Portuguese financial system is facing poses new and demanding challenges which involve, amongst other aspects, the need to respond to and manage the effects of the bank resolutions which have occurred, the capacity to respond to the eventuality of possible further concentration, and the ability to respond to the new requirements arising from the new supervisory environment;
- j) These challenges require the Bank to have at its disposal all the instruments to enable it to confront them and, accordingly, be better prepared to defend the interests of the institution, its shareholders, its depositors, employees and other stakeholders;
- k) One of those instruments is the monitoring and involvement of the existing and future shareholders in the Bank's activity, whether it be supporting the funding of its business and the respective expansion, or with regard to supporting the Bank's participation in any eventual concentration operations;

- l) Above all and against the backdrop outlined above, the existence of a statutory limit to the counting of votes may condition on the aforesaid monitoring and involvement of the Bank's current or future shareholders;
- m) In this scenario and for the reasons referred to, it has become advisable to eliminate the limitation enshrined in the Bank's statutes on the counting of votes;

It is proposed that the following be approved:

a) The deletion of the present provisions of article 12 (4) and (5) of the statutes, and the consequent renumbering of the current numbers 6 to 8 of the said article, the wording of which shall henceforth be:

#### *Article 12*

1. *Shareholders are entitled to attend the General Meeting provided that their shares are registered in their name in a share register at 00:00 on the Registration Date, i.e., on the fifth trading day before the day scheduled for holding the General Meeting, and:*
  - a) *They notify, in writing, the Chairman of the General Meeting of their intention to attend the General Meeting until the end of the day preceding the Registration Date; and*
  - b) *In respect of whom such registration evidence is produced by the respective depositary entity until the end of the Registration Date.*
2. *In case the General Meeting is adjourned, and whenever the interval between the initial session and the new one is more than twenty days, only Shareholders who, in respect of this latter, meet the requirements established in the foregoing paragraph may attend and vote at the new session.*
3. *Each share shall correspond to one vote.*
4. *Postal voting is permitted.*
5. *Postal votes shall count for the formation of a quorum for a General Meeting, and the Chairman of the Meeting shall verify its authenticity and proper execution, as well as safeguard its confidentiality up until the time of voting. Postal voting by any Shareholder or his proxy attending the General Meeting shall be deemed to be revoked.*
6. *Postal votes shall be considered as negative votes for the proposed resolutions put to motion after the date said votes were cast.*

b) The alteration to the existing article 30 (2) of the statutes, with the object of eliminating the reference to article 12 (4) and (5) (those which currently provide for the limitation on the counting of votes), with this article 30 now having the following wording:

#### *Article 30*

1. *Any amendment to these articles of association requires approval by a majority of two thirds of the votes cast at a General Meeting specially convened for this purpose.*
2. *Any amendment to Article thirty-one, paragraph one, as well as to this number two, requires approval by seventy-five per cent of votes cast.*

Porto, 4 February 2016

**Board of Directors**