

**SUPPLEMENT DATED 24 JANUARY 2018**  
**TO THE BASE PROSPECTUS DATED 3 MARCH 2017,**  
**AS SUPPLEMENTED BY THE SUPPLEMENT DATED 2 NOVEMBER 2017 AND THE**  
**SUPPLEMENT DATED 30 NOVEMBER 2017**

**Banco Comercial Português, S.A.**

*(Incorporated with limited liability under the laws of Portugal)*

**€2,000,000,000**

**Structured Medium Term Note Programme**

This Supplement (the "**Supplement**") to the Base Prospectus dated 3 March 2017 which comprises a base prospectus for the purposes of Article 5(4) of the Prospectus Directive, a supplement dated 2 November 2017 and a supplement dated 30 November 2017 (together, the "**Base Prospectus**"), constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and Article 51 of Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (S.I. No. 324 of 2005) (as amended) (the "**Prospectus Regulations**") and is prepared in connection with the €2,000,000,000 Structured Medium Term Note Programme (the "**Programme**") established by Banco Comercial Português, S.A. as issuer (the "**Issuer**"). This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European Union Law pursuant to the Prospectus Directive.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in the Supplement, Prospectus Directive means Directive 2003/71/EU (as amended), and, where the context so requires, includes any relevant implementing measure in a relevant Member State of the EEA.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Investors in an existing offer of Notes (if any) who have already agreed to purchase or subscribe for Notes before this Supplement is published (if any) have the right, exercisable until 26 January 2018, which is two working days after the publication of this Supplement, to withdraw their acceptances.

## 1. PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to (I) include a statement titled “IMPORTANT – EEA Retail Investors”; (II) update the “*Risk Factors*”; (III) update the “*Form of Final Terms*”; (IV) update the “*Form of Pricing Supplement*”; (V) update the “*Recent Developments in 2017*” sub-section of the “*Description of Banco Comercial Português, S.A.*”; (VI) the “*Portuguese Taxation*” sub-section of “*Taxation*”; and (VII) update the “*European Union*” sub-section of the “*Subscription and Sale and Transfer and Selling Restrictions*”, in each case as set out below.

## 2. IMPORTANT – EEA RETAIL INVESTORS

On page 3 of the Base Prospectus, the following information shall be added before the paragraph entitled “IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF NOTES”:

### “IMPORTANT – EEA RETAIL INVESTORS

If the Final Terms in respect of any Non-Exempt offers of Notes (or Pricing Supplement, in respect of Exempt Notes) includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 (“**MIFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC of the European Parliament and of the Council of 9 December 2002, as amended (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive. Consequently, where such restriction applies, no key information document required by Regulation (EU) No. 1286/2014 of the European Parliament and of the Council of 26 November 2014 (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared or will be available and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.”

## 3. RISK FACTORS

On page 75 of the Base Prospectus, the following risk factor shall be added before the risk factor titled “*The Banking Union may impose additional regulatory requirements that may condition the Bank's results, and relevant uncertainties remain regarding the definition and implementation of the European Deposit Insurance Scheme.*”:

***“The regulation and reform of “benchmarks” may adversely affect the value of Notes linked to or referencing such “benchmarks”***

Interest rates and indices which are deemed to be "benchmarks", are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to or referencing such a "benchmark". The Benchmarks Regulation was published in the Official Journal of the EU on 29 June 2016 and applies from 1 January 2018. The Benchmarks Regulation applies to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. It, among other things, (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities (such as the Issuer) of "benchmarks" provided by administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed).

The Benchmarks Regulation could have a material impact on any Notes linked to or referencing a "benchmark", in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the requirements of the Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the "benchmark".

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of "benchmarks", could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the following effects on certain "benchmarks": (i) discourage market participants from continuing to administer or contribute to the "benchmark"; (ii) trigger changes in the rules or methodologies used in the "benchmark" and/or (iii) lead to the disappearance of the "benchmark". Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a "benchmark".

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the Benchmarks Regulation reforms in making any investment decision with respect to any Notes linked to or referencing a "benchmark".

#### **4. FORM OF FINAL TERMS**

On page 352 of the Base Prospectus, the following shall be added beneath the statement that reads "*Set out below is the form of Final Terms which will be completed for each Tranche of Notes issued under the Programme.*":

“**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS]** –The Notes are not intended[, from [●],] to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC of the European Parliament and of the Council of 9 December 2002, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA [has been prepared/will be available following [●]] and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.]

**[The Base Prospectus expires on 2 March 2018 and the Issuer intends that the Base Prospectus will be updated prior to, or immediately after, such expiry date. The updated base prospectus will be available as indicated below.<sup>1</sup>]**

On page 353 of the Base Prospectus, the following shall be added prior to the paragraph that begins “[Investors should note that if a supplement to or an updated version of the Base Prospectus is published at any time...”:

*“(The following alternative language applies in respect of issues of Notes where the public offer and/or settlement spans an update to the Base Prospectus)*

[Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the “**Conditions**”) set forth in the Base Prospectus dated [original date] [and the supplement[s] thereto dated [●]] (copies of which are available as described below) (the “[●] **Base Prospectus**”), notwithstanding the approval of an updated base prospectus which will replace the [●] Base Prospectus (the “[●] **Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and (i) prior to the publication of the [●] Base Prospectus, must be read in conjunction with the [●] Base Prospectus [as so supplemented] and (ii) after the publication of the [●] Base Prospectus, must be read in conjunction with the [●] Base Prospectus, save in respect of the Conditions which are extracted from the [●] Base Prospectus [as so supplemented]. The [●] Base Prospectus [as so supplemented] constitutes, and the [●] Base Prospectus will constitute, a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of Notes described herein is only available on the basis of a combination of these Final Terms and (i) prior to the publication of the [●] Base Prospectus, the [●] Base Prospectus [as so supplemented] and (ii) after the publication of the [●] Base Prospectus, the [●]

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<sup>1</sup> Include in respect of a Tranche of Notes for which the offer and/or settlement spans an update of the Base Prospectus.

Base Prospectus, save in respect of the Conditions which are extracted from the [●] Base Prospectus [as so supplemented]. [An issue specific summary of the Notes (which comprises the summary in the [●] Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.]<sup>2</sup> The [●] Base Prospectus [(including the supplements thereto)] has been, and the [●] Base Prospectus will be, published on the websites of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and the Central Bank of Ireland (<http://www.centralbank.ie>).]

In addition, on page 411 of the Base Prospectus, the following shall be added as the new final paragraph of 9.6 of Part B of the “*Form of Final Terms*” beneath the sub-section titled “*Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:*”:

“Prohibition of Sales to EEA Retail Investors:

[Applicable/Not applicable/Not applicable from [specify date] until [specify date]][[the date which falls [ ] Business Days after] the Issue Date], otherwise, applicable]  
*(If the Notes clearly do not constitute “packaged” products, “Not applicable” should be specified. If (i) the Notes may constitute “packaged” products and (ii) the PRIIP manufacturer does not intend to prepare and publish a PRIIPs KID, “Applicable” should be specified. Use the “Not applicable from [ ] until [ ]” option where a PRIIPs KID is only to be available for a certain period (e.g. the primary Offer Period))*”

## 5. FORM OF PRICING SUPPLEMENT

On page 416 of the Base Prospectus, the following shall be added beneath the statement “**NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC FOR THE ISSUE OF NOTES DESCRIBED BELOW.**”:

“**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS** –The Notes are not intended[, from [●],] to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC of the European Parliament and of the Council of 9 December 2002, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA [has been prepared/will be available following [●]] and therefore offering or selling the

<sup>2</sup> Include this wording if the Specified Denomination is less than €100,000 (or its equivalent in another currency).

Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]”

In addition, on page 473 of the Base Prospectus, the following shall be added as a new paragraph 5.6 of Part B of the Form of Pricing Supplement beneath paragraph 5.5 titled “*Additional U.S. Federal Income Tax Considerations:*”:

“5.6	Prohibition of Sales to EEA Retail Investors:	[Applicable/Not applicable/Not applicable from [specify date] until [specify date]][[the date which falls [ ] Business Days after] the Issue Date], otherwise, applicable]
		<i>(If the Notes clearly do not constitute “packaged” products, “Not applicable” should be specified. If (i) the Notes may constitute “packaged” products and (ii) the PRIIP manufacturer does not intend to prepare and publish a PRIIPs KID, “Applicable” should be specified. Use the “Not applicable from [] until []” option where a PRIIPs KID is only to be available for a certain period (e.g. the primary Offer Period))”</i>

## 6. DESCRIPTION OF BANCO COMERCIAL PORTUGUÊS, S.A.

The “*Recent Developments in 2017*” sub-section on pages 505 to 506 of the Base Prospectus is amended by the insertion of the following new paragraphs at the end of the existing sub-section. The following paragraphs correspond to events that occurred subsequent to the publication of the supplement dated 30 November 2017 to the Base Prospectus and up to the publication of this Supplement:

“On 20 December 2017, the Bank informed that it had been notified of the decision of the European Central Bank (ECB) regarding minimum prudential requirements to be fulfilled from January 1<sup>st</sup>, 2018, based on the results of the Supervisory Review and Evaluation Process (SREP). In addition, BCP had been informed by the Bank of Portugal on its capital buffer requirement as “other systemically important institution” (O-SII).

The Bank also informed that the ECB’s decision prescribes the following minimum ratios as a percentage of total risk weighted assets (RWA) from January 1<sup>st</sup>, 2018:

	Capital ratios September 30 <sup>th</sup> , 2017			Minimum capital requirements from January 1 <sup>st</sup> , 2018			
	Phased-in	Fully Loaded	Fully Loaded pro-forma	Phased-in 2018	Of which:		
BCP Consolidated					Pillar 1	Pillar 2	Buffers
CET1	13.2%	11.7%	11.7%	8.8125%	4.5%	2.25%	2.0625%
T1	13.2%	11.8%	11.8%	10.3125%	6.0%	2.25%	2.0625%
Total	14.2%	12.7%	13.6%	12.3125%	8.0%	2.25%	2.0625%

Also, on such date, the Bank informed that pro-forma capital ratios included the impact of subordinated debt issued by BCP and by Bank Millennium in the 4<sup>th</sup> quarter of 2017 and that buffers included the

conservation buffer (1.875%), the countercyclical buffer (0%) and the buffer for other systemically important institutions (O-SII: 0.1875%). According to ECB's decision under the SREP, the Pillar 2 requirement for BCP was set at 2.25%, a 0.15 percentage point reduction from 2017.

Lastly, on that date, the Bank informed that taking into account its capital ratios as of September 30<sup>th</sup>, 2017, BCP complies with the new minimum capital ratio requirements for CET1 (Common Equity Tier 1), Tier 1 and total ratio."

## **7. TAXATION**

The "*Portuguese Taxation*" subsection on pages 561 to 565 of the Base Prospectus is amended as follows:

The first paragraph under the heading "*Portuguese resident holders and non-resident holders with a Portuguese permanent establishment*" shall be deleted and replaced with the following:

*"Interest and other types of investment income obtained on Notes by a Portuguese resident individual is subject to withholding tax at 28%, which, if such income is not earned as business or professional income, is the final tax on that income unless the individual elects to include it in his/her taxable income, subject to tax at progressive rates of up to 53%. In this case, the tax withheld is deemed a payment on account of the final tax due."*

The third paragraph under the heading "*Portuguese resident holders and non-resident holders with a Portuguese permanent establishment*" shall be deleted and replaced with the following:

*"Gains obtained on the disposal or the refund of the Notes by an individual resident in Portugal for tax purposes are subject to Portuguese capital gains taxation on the positive difference between such gains and gains on other securities and losses in securities. Tax applies at 28%, which is the final tax on that income, unless the individual elects to include it in his/her taxable income, subject to tax at progressive rates of up to 53%. Accrued interest qualifies as interest for tax purposes."*

The fifth paragraph under the heading "*Portuguese resident holders and non-resident holders with a Portuguese permanent establishment*" shall be deleted and replaced with the following:

*"Interest or other investment income derived from the Notes and capital gains realised with the transfer of the Notes by legal persons resident for tax purposes in Portugal and by non-resident legal persons with a permanent establishment in Portugal to which the income or gains are attributable are included in their taxable profits and are subject to Portuguese corporate tax at 21% or 17% on the first EUR 15,000 in the case of small and medium sized enterprises and may be subject to a municipal surcharge ("derrama municipal") of up to 1.5%. A state surcharge ("derrama estadual") also applies at 3% on taxable profits in excess of EUR 1,500,000 and up to EUR 7,500,000, and at 5% on taxable profits in excess of EUR 7,500,000 up to EUR 35,000,000, and at 9% on taxable profits in excess of EUR 35,000,000."*

The eighth paragraph under the heading "*Portuguese resident holders and non-resident holders with a Portuguese permanent establishment*" shall be deleted and replaced with the following:

*“The acquisition of Notes through gift or inheritance by a Portuguese resident legal person or a non-resident acting through a Portuguese permanent establishment is subject to Portuguese corporate tax at 21%, or 17% on the first EUR 15,000 in the case of small and medium-sized enterprises. A municipal surcharge (“derrama municipal”) of up to 1.5% may also be due. A state surcharge (“derrama estadual”) also applies at 3% on taxable profits in excess of EUR 1,500,000 and up to EUR 7,500,000, and at 5% on taxable profits in excess of EUR 7,500,000 up to EUR 35,000,000, and at 9% state on taxable profits in excess of EUR 35,000,000.”*

## **8. SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS**

The entire sub-section titled “European Union” of the “Subscription and Sale and Transfer and Selling Restrictions” set out on pages 576 and 577 of the Base Prospectus shall be deemed deleted and replaced by the following:

### **“European Union**

#### ***Prohibition of sales to EEA Retail Investors***

Unless the Final Terms in respect of any Notes (or Pricing Supplement in the case of Exempt Notes) specifies “Prohibition of Sales to EEA Retail Investors” as “Not applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms (or Pricing Supplement in the case of Exempt Notes) in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
  - (ii) a customer within the meaning of IMD, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive; and
- (b) the expression “**offer**” includes the communication in any form and by any means, presenting sufficient information on the terms of the offer and the Notes to be offered, so as to enable an investor to decide to purchase or subscribe the Notes.

If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) specifies “Prohibition of Sales to EEA Retail Investors” as “Not applicable”, in relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), the Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final



Terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (a) if the Final Terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Final Terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or Final Terms, as applicable, and the Issuer has consented in writing to its use for the purpose of such Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision:

- the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State; and
- the expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended), and includes any relevant implementing measure in the Relevant Member State.”