



Banco Comercial Português, S.A.

**REGULATIONS OF THE AUDIT
COMMITTEE OF BANCO
COMERCIAL PORTUGUÊS, S.A**

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Chapter 1

General Part

Article 1

(Definition)

1. These regulations aim to govern the functioning of the Audit Committee of Banco Comercial Português, S.A. (CAud or Committee), identifying its own and delegated competences and complementing the applicable legal and statutory provisions.
2. These regulations bound all the members of the CAud and a copy of the same will be delivered to them, at the time of their election and always before they commence exercising their functions.

Article 2

(Composition)

1. The CAud is composed of a minimum of three and a maximum of five members, elected by the General Meeting of Shareholders, from among the non-executive directors.
2. Should the General Meeting of Shareholders not appoint the Chairperson of the Audit Committee, or should the latter be prevented from exercising his/her functions, a Chairperson shall be appointed, even if temporarily, by the Committee itself.
3. The majority of the CAud members are independent, one of whom is the Chairperson.
4. All CAud members must have adequate individual and collective knowledge, skills and experience for the exercise of their functions, acquired through academic qualification or specialised training, which will enable them to understand the Bank's operation and activity, assess the risks to which it is subject and critically analyse the decisions taken. At least one of the independent members must have specific knowledge of audit and/or accounting.
5. All members of the CAud must be able to devote the time and effort required to effectively perform their duties.

Article 3

(Meetings and Functioning)

1. The CAud meets, ordinarily, at least once a month, except in August, and whenever summoned by its Chairperson, by his/her initiative or at the request of any of its members, of the Chairperson of the Board of Directors or the Chairperson of the Executive Committee.

2. The call notice convening the meeting, together with the respective agenda, shall be sent in writing, which may be by electronic means, and shall be sent to each member at least 5 working days prior to the scheduled date, without prejudice to a shorter call notice if justified by the company's interests.
3. As a rule, the supporting documents to the meeting shall be made available to the members of the CAud, at least 5 days before the date scheduled for the meeting, or less if the meeting is called with a shorter period, except in the case of credit operations or contracts with related parties where it is not possible to meet the deadline or if there is another duly justified reason.
4. Apart from exceptional situations, the supporting documents for each item on the Agenda should include a summary presentation incorporating an executive summary. When the documents made available before the meeting are updated, the Members of the Committee shall be informed of the changes made and these shall be highlighted in the new versions.
5. The members of the CAud may also meet to resolve waiving prior formalities if all its members are present or duly represented and agree with it.
6. The CAud may take unanimous resolutions in writing, with no prior formalities, provided that all members of the Committee agree to this form of decision.
7. The meetings of the CAud may be held using electronic means, provided that the authenticity of the statements, the security and confidentiality of the interventions and recording of the contents are ensured.
8. The CAud can only resolve if the majority of its members are present, and the Chairperson shall have the casting vote.
9. The CAud must prepare a Multiannual Activity Plan in accordance with Article 31(9) and (10) of Banco de Portugal Notice 3/2020, as well as schedule the actions necessary for its implementation.
10. The CAud is supported by the Board of Directors' Support Office, which provides the secretarial assistance for meetings and ensures that the CAud's documents are kept.

Chapter 2

Powers and Duties

Article 4

(Powers of the Chairperson and duties of CAud members)

1. Without prejudice to the other powers provided for in the applicable legal and statutory provisions, the Chairperson of the CAud is responsible for:
 - a) Convening CAud meetings and coordinate its activity;
 - b) Exercising a casting vote when necessary;

- c) Making communications on his/her behalf or on behalf of the CAud;
- d) Ensuring that the CAud's resolutions are implemented;
- e) Authorising the participation of guests at the CAud meetings;
- f) Exercising the duty of vigilance, namely the activation of the prevention mechanisms established in article 420-A of the Companies Code.

2. The duties of CAud members are to:

- a) Attend the meetings of this Committee;
- b) Attend meetings of the Board of Directors and the General Meeting;
- c) Access the call notices and minutes of the Executive Committee and attend meetings of this Committee where the annual accounts are appraised, as well as others where any matter considered relevant to the exercise of the CAud's functions is discussed, thus allowing its members to attend the debate of items they identify as necessary.

Article 5 **(Powers of the CAud)**

1. The CAud, as a supervisory body under the terms defined by the legal and regulatory framework in force, monitors compliance with the law and the articles of association, verifies the regularity of the accounting records and supporting documents, the accuracy of the financial statements, supervises the effectiveness of the risk management system, the internal control system and the internal audit system, as well as the process of preparation, financial disclosure and review of the Bank's financial statements by the Statutory Auditor and the External Auditor, also ensuring the necessary procedures for hiring them and monitoring their independence, under the terms of the powers laid down by law and in the following section.
2. For the purposes of these Regulations, the CAud's powers and responsibilities are structured into 4 areas of activity:

2.1 General supervisory powers

- a) Supervising the Bank's management;
- b) Monitor the Group's management, which is understood as covering all the entities within the Bank's consolidation perimeter, notwithstanding the powers of the supervisory bodies of the entities with autonomous legal capacity;
- c) Calling the General Meeting of Shareholders, whenever the Chairperson of the Board of the General Meeting fails to do so when he/she should;
- d) Issue an opinion, prior to approval by the Board of Directors, on the Bank's

Annual and Multi-Annual Budgets, with special focus on the fulfilment of the objectives set out in the Bank's Strategic Plan and on compliance with capital requirements;

- e) Issue an opinion, prior to approval by the Board of Directors, on share capital increases;
- f) Issue an opinion on the suspension of directors in accordance with the law and with the Bank's articles of association;
- g) Issue an opinion, prior to approval by the Board of Directors, on possible changes to the corporate structure of the group, as referred to in the BoD's Regulations;
- h) Issue a preliminary opinion to the Board of Directors on mergers, demergers and transformation operations of the Company;
- i) Identify and assess needs in terms of its composition and organisation, which should be reassessed at least at the beginning of the mandate or whenever it deems appropriate;
- j) Issue an opinion, prior to appraisal by the Board of Directors, on the selection, evaluation and succession policies for members of the management, supervisory bodies and the key function holders, taking into account the assessment of the CNR;
- k) Issue a prior and binding opinion on matters of organisational structure, to be approved by the Board of Directors, insofar as they relate to its own organisation;
- l) Issue an opinion prior to approval by the Board of Directors on the Code of Conduct defining, in particular, the responsibilities of the control functions, the procedures for regular verification of compliance, the measures for the prevention, identification, management and mitigation of conflicts of interest and the associated duties applicable to Directors, including members of the CAud, members of top management, key function holders and other employees of the Bank;
- m) Promote, at the beginning of the first year and in the last year of the term-of-office, periodic independent evaluations, to be performed by an independent entity external to the Institution on the conduct and values of the body itself, in articulation with the Corporate Governance, Ethics and Sustainability Committee;

2.2 Powers related to financial reporting and accountability and to the Statutory Auditor and External Auditor

- a) Verify that the accounting policies and valuation criteria adopted by the Bank lead to a correct assessment of assets and results;

- b) Supervise the process of preparation of the financial information and the key prudential indicators, and present recommendations or proposals to ensure its reliability and monitoring the process of its disclosure;
- c) Verify legal review of the individual and consolidated financial statements, and supervise their compliance with the applicable legal framework, considering any analyses or guidelines from the relevant supervisory entity;
- d) To meet regularly with the External Auditor and with the Statutory Auditor and must, mandatorily, meet with them for the appraisal of the quarterly, half-year and annual financial statements of the company.
- e) Issue an opinion prior to approval by the General Meeting on a policy for selecting and appointing the statutory auditor or audit firm and for contracting non-audit services not prohibited, under the terms of the applicable legislation, and to assess the need for its revision at least every two years;
- f) Ensure that the Executive Committee promotes adequate internal and external disclosure of the selection and appointment policy referred to in the preceding paragraph and guarantee its proper implementation;
- g) Propose to the General Meeting, in compliance with the applicable legal provisions, the appointment of the Statutory Auditor and External Auditor or their reappointment, with a duly reasoned proposal, as well as their dismissal or termination of the contract for provision of their services, whenever there is just cause to do so;
- h) Issue an opinion on the remuneration of the Statutory Auditor and of the External Auditor, and ensuring that both have all the conditions to exercise their functions;
- i) Supervise and assess, on an annual basis, the independence and performance of the Statutory Auditor and the External Auditor, namely with regard to the provision of non-audit services;
- j) Appraise the Budgetary Control and the Financial Statements, including the quarterly, half-yearly and annual Financial Statements, considering the conclusions of the Statutory Auditor and External Auditor, issuing an opinion, prior to its approval by the Board of Directors, on the accuracy of the financial statements;
- k) Issue an opinion on the financial statements and proposals presented by the board of directors, including the appropriation of profits, to be submitted to the General Meeting of Shareholders;
- l) Draw up an annual report on its supervisory activity, informing the Board of Directors of the results of the audit to the financial statements, explaining

how the audit contributed to the integrity of the procedure for preparing and disclosing financial information, as well as describing the role the Committee played in that procedure, clearly stating its concurrence with the contents of the legal certification of accounts, when applicable;

- m) Approve the contracting of non-auditing services to the Bank's External Auditor or to companies belonging to the same network (for the Bank itself and for Group companies), as well as to companies in the network of external auditors of Group companies, safeguarding that such services do not jeopardise their independence, in accordance with European and national laws and regulations;
- n) Receive the additional report to the supervisory body, prepared by the Statutory Auditor in compliance with the provisions of Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014, as well as the Quality Assurance report.

2.3 Powers related to internal control

- a) Analyse and monitor, on a regular basis, the main prudential indicators, the risk report prepared by the Risk Office, the activity of the Compliance Office, the activity of the Internal Audit, the handling of complaints and claims and the main correspondence exchanged with the Regulatory and Supervisory Authorities;
- b) Take cognisance of the various reports drawn up by the internal control functions, requesting any clarifications it deems necessary;
- c) Issue an opinion, prior to approval by the Board of Directors, on Group Codes within the scope of its competence and on the Service Orders concerning the organisational structure and mission of the Audit Division, Compliance Office and Risk Office;
- d) Ensure the existence and supervise the efficiency of the risk management, internal control system and internal audit and issue an opinion, prior to approval by the Board of Directors, on the respective design of the system. For this purpose, and as far as the risk management systems are concerned, the Risk Assessment Committee should provide a prior evaluation;
- e) Issue an opinion prior to approval by the Board of Directors on the annual activity and training plans of the Risk Office and Compliance Office, and the annual and multi-annual plans of the Audit Division, monitoring their execution, ensuring that the internal control functions are carried out independently, without any constraints, and that the material means and human resources necessary to carry out a comprehensive examination of the risks to which the Bank is or may be exposed are ensured; in the specific case of the Risk Office and the Compliance Office, the latter only for financial

crime risk issues, the CAud should bear in mind the prior assessment made by the Risk Assessment Committee;

- f) Hire the services of experts, subject to budgetary allocation and in coordination with the Chairperson of the Board of Directors and observing the principles of OS0003 (Authorisation of Charges, Negotiation and Award of Purchases, Authorisation of Payments and Processing of Invoices);
- g) Participate in the process of assessing the performance of internal control functions and those responsible for them;
- h) Issue a binding reasoned opinion on decisions to appoint or replace those responsible for internal control functions, based on the assessments made by the Nomination and Remuneration Committee, and also, in the case of the Risk Office, by the Risk Assessment Committee;
- i) In the specific area of overseeing the risk management function:
 - i) Assess the rationale considered by the Risk Office whenever it excludes certain risk categories identified in the applicable legislation, regulations and guidelines, considering the risk taxonomy adopted by the Bank;
 - ii) Issue an opinion, prior to approval by the Board of Directors, on the policies and procedures prepared with the aim of supporting the risk management system and its effective application, taking into account the prior assessment of the Risk Assessment Committee;
 - iii) Monitor the review process of the Risk Strategy on an annual basis;
 - iv) Issue an opinion prior to submission to the Board of Directors on the reports to be drawn up by the Risk Office, as provided for in Article 27(1)(r) and (s) of Notice 3/2020, taking into account the assessment previously made by the Risk Assessment Committee.
- j) Within the specific scope of supervising the compliance function, issue an opinion prior to submission to the Board of Directors on the reports to be drawn up by the Compliance Office, as provided for in Article 28(1)(o) and (p) of Notice 3/2020.
- k) Within the specific scope of supervising the audit function, issue an opinion prior to submission to the Board of Directors on the reports to be drawn up by the Audit Division, as provided for in Article 32(1)(c) and (d) of Notice 3/2020.
- l) Ensure, within the scope of its supervisory functions, the reliability, integrity, consistency, completeness, validity, timeliness, accessibility and granularity of all the information provided by the Bank, both the information to be used exclusively by the Bank and the information to be disclosed to the public, including the information contained in the reports to be made to the

respective supervisory authorities;

- m) Define a multi-annual action plan, under the terms of its legal and regulatory powers, which must be approved and updated on an annual basis;
- n) Issue prior consent for the outsourcing of operational tasks of the Internal Control Functions;
- o) Make an assessment report on the suitability and efficiency of the organizational culture in effect at the Bank and of its governance and internal control systems that include all the formalisms mentioned in article 56 of the Notice of Banco de Portugal 3/2020, which will be part of the annual self-assessment report mentioned by article 55 of said Notice, the timely preparation of which it must ensure, together with the Board of Directors;
- p) Prepare a summary of the self-assessment report for disclosure as an annex to the Bank's annual accounting documents, as provided for in article 60 of the Notice referred to in the previous paragraph;
- q) Assess the adequacy of the classification attributed to deficiencies classified as 'high' or 'severe' according to the methodology defined by the Bank and issue an express statement confirming its agreement with this classification;
- r) Assess in detail the adequacy and efficiency of the Group's internal control system, ensuring, among others, the control of risks associated with the activity of the subsidiaries; the processes and controls required to obtain relevant information for the consolidation process; the identification, evaluation and control of intra-group transactions, namely at the level of risk concentration; the consistency of the management information in the different entities of the group; and compliance, at all times, with the prudential ratios and limits on a consolidated basis, controlling the respective reporting.
- s) Assess the consistency between the internal control systems of the subsidiaries and the Bank's internal control system; such assessment may be based on the evaluations prepared to this purpose by the supervisory bodies of each one of the subsidiaries;
- t) Issue a substantiated opinion on the exclusion of subsidiaries from the self-assessment report;
- u) Prepare a quarterly report informing the Board of Directors of the work carried out and the findings obtained, and an annual report of its activity to be submitted to the Chairperson of the Board of Directors under the terms of Article 423-F of the Companies Code, notwithstanding the duty of reporting to it any and all situations the Committee finds and deems to be of high risk;

- v) Issue an opinion on the quality of the Bank's internal control system as regards the prevention of money laundering and terrorist financing and inform in the report on the possible detection of high-risk degree deficiencies in the said control.

2.4 Powers related to reporting irregularities, managing conflicts of interest, transactions with related parties and Increased Risk Debtors

- a) Receive, handle and record the communications of serious irregularities (whistleblowing) related with the management, accounting organization and internal supervision and of serious signs of infractions of duties foreseen in the Legal Framework for Credit Institutions and Financial Companies and remaining Portuguese and European legislation in effect, presented by shareholders, Bank employees or other;
- b) Review the reports prepared by the internal control functions relating to situations of conflict of interest and the reporting of irregularities;
- c) Give its opinion, prior to approval by the Board of Directors, on the proposed policy for reporting irregularities;
- d) Issue an opinion, prior to the approval by the Board of Directors, on the internal policy of identification and approval of transactions with related parties.
- e) Be aware of the complete and updated list, on a quarterly basis, of related parties;
- f) Monitor the evolution of credit exposure to shareholders of qualifying stakes;
- g) Issue an opinion prior to approval by the Board of Directors, on the assessment of transactions with related parties under the terms of the Related Parties Policy in force, validating that these are carried out under market conditions and ensuring that there are no conflicts of interest;
- h) Take note of the credit operations to Increased-Risk Debtors;
- i) Approve its own Regulations and Training Plan and inform the BoD of them.

Chapter 3

Relationship with the Board of Directors and other entities

Article 6

(Relationship with the Board of Directors and with its Committees)

1. In carrying out its duties, the CAud may meet with the different Committees of the Board of Directors, ensuring the exchange of information necessary for the full performance of its duties, including to enable all relevant risks to be

detected and assessed, and may also hold joint meetings under the terms of Article 10(11) of the Regulations of the Board of Directors.

2. Where the CAud requires opinions, advice or information from other Committees for its decision-making, it shall be given access to the documentation on the basis of which such opinions or advice were issued, in which case it may waive the need for formal submission of such documentation.
3. For the adequate performance of its duties, the Audit Committee implements internal communication procedures with the Board of Directors and the Executive Committee.

Article 7 **(Relationship with the Bank's divisions)**

1. The CAud may call or request clarification from any Director or Employee of the Bank and may schedule periodic meetings when the respective annual agenda is approved.
2. Notwithstanding the existing hierarchical relation with the Chairperson of the Board of Directors and the Executive Committee, respectively, the Head of the Internal Audit Division and the Compliance Officer report, functionally, to the CAud on all matters defined by it.
3. Should the Internal Audit Division, the Compliance Office or the Risk Office find any issue deemed to be high risk, the respective Heads shall immediately report it to the Chairperson of the CAud.
4. The CAud, as the supervisory body, may request, at any time and directly to the different structural units or any employee of the institution, particularly the internal control functions, any document or information, written or oral, that it deems relevant, without the need for any prior request or communication to the management body, and without this body being able to prevent direct access to the information or documentation.
5. The internal control functions may, on their own initiative, transmit any information or submit directly to the CAud any document deemed relevant, without the need for any prior request or communication to the management body and without this body being able to prevent direct access to the information or document concerned.
6. Any event which, even temporarily, limits the provisions of the preceding paragraphs shall be discussed at a meeting of the CAud, recorded in the minutes, and communicated immediately to the relevant supervisory authority.

Chapter 4

Other formalities

Article 8

(Minutes of meetings)

1. The Committee shall ensure that minutes of all meetings held are drawn up which allow for the proper identification of all those who took part in each item of the agenda, including the position held, as well as an understanding of the matters dealt with therein and the meaning and reasoning of the resolutions adopted, the identification of the voting members and an express reference to any dissenting opinions, as well as a description of any recommendations made and identification of issues that need to be followed up at future meetings.
2. The draft minutes of each meeting of the Committee shall be written up by the Secretary of the Committee, who shall distribute them among the members who attended the meeting for analysis and amendments deemed relevant and should as a rule, be formally approved at the next meeting and signed by its members, except when the urgency of a matter requires otherwise.
3. In case the Secretary of the Committee is absent, the Chairperson of the Committee, or his/her substitute, shall appoint the member who shall pass on to the Secretary of the Committee the information and documents required to draw up the minutes.
4. The minutes must be drawn up and transcribed into the respective book in Portuguese, but whenever one of the members does not speak Portuguese, a version of the minutes must also be drawn up in English, which will be sent to him/her and kept as an annex to the minutes of the meeting.
5. The Secretary of the Committee shall ensure that all those who are not members of the Committee who intervened in the meetings, validate the extract of the minutes related with their intervention.
6. The minutes of meeting shall contain the information provided for in Art.8 of Notice of Banco de Portugal No. 3/2020 and other applicable legal provisions.
7. The minutes of meeting and the documents supporting each one of the items of the agenda must be filed in an IT document management system.

Article 9

(Final provisions)

Matters not governed by these Regulations shall be governed by the Common Provisions laid down in Articles 3 to 7 of the Regulations of the Board of Directors and by the provisions of the applicable legislation in force.

Approval date: 22nd November 2024

Approved by: Audit Committee with knowledge to the Board of Directors

Main changes: adjustments to Article 5, 2.1, subparagraph j), 2.3, subparagraph e) and 2.4 subparagraph i); addition of an expression at the end of Article 6, paragraph 1.