



DEED OF CHANGE OF NAME AND HEADQUARTERS OF FUNDAÇÃO MILLENNIUM BCP

THIRTEENTH NOTARY OFFICE OF LISBON

Rua das Portas de Santo Antão, nº 9, 1º Esq.

Telephone 21 324 08 90 – Fax 21 321 06 99

1150-264 LISBON

NOTARY:

Ms. FÁTIMA RAMADA

I HEREBY CERTIFY:

ONE - That the photocopy hereto attached fully reproduces the original.

TWO – That the same was extracted from the deed made in this Notary Office written up in pages *one-hundred and forty-two to one-hundred and forty-three* of the Book for sundry deeds number *five-hundred and nine M and respective supplementary document*.

THREE – That it has *eleven* pages, all showing the embossed seal of this Notary Office, and all have been numbered and initialled by me, Clerk_____.

Lisbon, on the sixteenth of May of two thousand and five.

The Clerk

[Illegible Signature]

Charges:

Art. 20 4.1. € 5,00

Art. 20 4.1.1€

Art. 20 4.1.2...€

Art. 20 4.1.2€

Addition € 5,00

€

Total €5,00

Five Euros

Checked and registered under nr. 315

Book 590 H

Pages 142

Slip Nr. 57E

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AMENDMENT OF THE ARTICLES OF INCORPORATION

----- On the sixteenth of May of the year two-thousand and five, in Lisbon, at Rua Augusta nr. 64, at BANCO COMERCIAL PORTUGUÊS, S.A. before me, MARIA DE FÁTIMA FERNANDES RAMADA DE SOUSA, Notary of the thirteenth notary office of Lisbon, appeared: -----

----- FILIPE DE JESUS PINHAL, married, born in Sesimbra (Castelo), Sesimbra, with professional domicile at Rua de S. Nicolau, 120, in Lisbon ---
----- who signs in the capacity of director of the Foundation:-----

----- a) Denominated "FUNDAÇÃO BANCO COMERCIAL PORTUGUÊS", TIN – 502 689 943; -----

----- b) With registered office in the municipality of Lisbon, at Rua Augusta, nr. 62 – 74, parish of São Nicolau; -----

----- c) Registered in the 1st Section of the Commercial Registry Office of Lisbon under number one-hundred and ninety-nine; -----

----- d) Recognized by the Government and published in the Official Gazette, II Series, nr. 195 of 24 August, Ordinance nr. 115/94 published in the Official Gazette, II Series of 24 August 1994 of the Ministry for Internal Affairs;-----

----- capacities and powers that I have verified by means of the certified copies of the commercial certificate, of the minutes of meeting nr. of the resolution adopted by the Board of Directors of Banco Comercial Português on the eleventh of October of two-thousand and four, of minutes of meeting number three, of the resolution adopted by the General Board of the Foundation on the tenth of May of two-thousand and five, and of notice nr.

176/DSPE/05 of the Ministry for Internal Affairs – General Secretariat wherein appears the decision dated of 15.02.2005 authorising of the amendment of the articles of incorporation, hereinafter recorded. -----

----- I do hereby certify the identity of the signatory since I know him personally. -----

-----AND HE HAS DECLARED -----

----- That, by means of this deed and to execute the resolution adopted at the meeting of the General Board mentioned above, held on the tenth of this month of may, he is, this way, proceeding with; -----

----- 1. The amendment of the articles of incorporation, in respect of:-----

----- a) Alteration of the denomination to:-----

----- “FUNDAÇÃO MILLENNIUM BCP” -----

----- b) Alteration of the head office to: -----

----- Rua de S. Nicolau, 120, parish of S. Nicolau, municipality of Lisbon.-----

----- c) Thus, are hereby **altered** the articles one, three and nine, paragraph b) of article 11 and article 15, are **added** paragraphs d) and e) to article 6; are **suppressed** article 10 and the paragraph d) of article 11 and, as a consequence, the articles of incorporation are **renumbered** in the following way: current article 11 becomes 10, the current article 12 becomes 11, the current article 13 becomes 12, the current article 14 becomes 13, the current article 15 becomes 14, the current article 16 becomes 15 and the current article 17 becomes 16.-----

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That the articles of incorporation, in their updated version, are those of the supplementary document organized in accordance with number two of article sixty four of the Notary Code, the contents of which the signatory hereby declares that he knows and therefore waives having the same read.

-----THESE WERE HIS STATEMENTS -----

----- HE PRESENTED: -----

-----the certificate evidencing the acceptance of the name or denomination with number 408844 issued by the Legal Persons National Registry Office on 29 September 2004, re-validated on 2 march 2005. -----

----- **ATTACHMENTS:** -----

----- Certified copies, in accordance with Decree-Law nr. 28/2000 dated 13 March of the Commercial Registry Office certificate, of the minutes of meeting mentioned above and the notice issued by the Ministry for Internal Affairs.-----

----- This deed was read to the signatory and its contents were explained to him. -----

[Signatures of:]

Filipe de Jesus Pinhal

The Notary

Maria Fátima Ramada

Stamp duty paid – Amount 15.1 – 25€

Charges recorded under nr. 177 [illegible initials]

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Supplementary document made in accordance with number two of article sixty-four of the Notary Code that is an integrant part of this deed made on the sixteenth of May of the year two thousand and five, pages one-hundred and forty-two and following of the Book five-hundred and ninety-H of the Thirteenth Notary Office of Lisbon. -----

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**ARTICLES OF INCORPORATION
OF
FUNDAÇÃO MILLENNIUM BCP**

-----Article 1 -----

Fundação Millennium bcp, hereinafter referred to as Foundation,
is a private non-profit legal person with goals that are exclusively
of social interest, promoting cultural, scientific and charitable
activities. -----

-----Article 2 -----

1 - The aim of the Foundation is to develop activities that promote
the enhancement and disclosure of the Portuguese language and
culture, scientific research, charitable activities in Portuguese
speaking countries and provide financial support to entities that

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promote cultural and scientific activities or provide health care and those developing social activities in general and with humanitarian pursuits.-----

2 – The following activities are included in the general goals listed above:-----

- a) The organisation of cultural events, as well as of painting, sculpture and photography exhibits. -----
- b) Help those in need, be it on account of age, illness, disability, poverty or of special social and economic conditions. -----

-----Article 3 -----

The registered office is at Rua de S. Nicolau, 120, parish of São Nicolau, in Lisbon.-----

-----Article 4 -----

- a) The assets of the Foundation are composed of: -----
 - a) 300,000,000\$00 (three hundred million Escudos), fully paid-up by Banco Comercial Português, S.A.; -----
 - b) The amounts granted to it by means of a resolution adopted at the General Meeting of Shareholders of Banco Comercial Português, S.A., pursuant to the appropriation of the net income for the year; -----

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c) The income deriving from future assets;-----

d) The subsidies, eventual or permanent, granted to it by any legal or natural persons, private or public, and by all movable or immovable assets granted to it for free. -----

-----Article 5 -----

The management of the Foundation is exercised by a board of directors composed of the individuals that, at any moment, are part of the board of directors of Banco Comercial Português. The chairman of the Board of Directors of Banco Comercial Português will be the chairman of the board of directors of the Foundation.---

-----Article 6 -----

The competences of the Board of Directors are to:-----

a) Manage and dispose of the assets of the Foundation for the purposes above, selling and encumbering assets, either movable or immovable; -----

b) Select the entities that will benefit from its activities so as to better achieve the goals established in articles 1 and 2;-----

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c) Represent the Foundation in and out of court, having all powers required to do so;-----

d) Appoint the Secretary-General; and -----

e) Appoint attorneys of the Foundation. -----

-----Article 7 -----

The board of directors shall adopt resolutions by a majority of the votes of its members and in case of a tie the Chairperson shall have the casting vote.

-----Article 8 -----

In all acts and contracts the Foundation is bound by the signature of two members of the board of directors. -----

-----Article 9 -----

The Secretary-General shall be responsible for: -----

a) The day-to-day management of the Foundation; -----

b) Using the bank accounts of the Foundation, together with the signature of one Director, being also allowed to use the accounts, within the limits set forth by the Board of Directors, by means of the signatures of the Secretary-General and of an Attorney; -----

c) Certifying the contents, partially or in full, of the Articles of Incorporation of the Foundation, as well as the identity of the

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members of the various bodies of the foundation and the powers they were entrusted with;-----

d) Certifying copies, partially or in full, of the resolutions adopted by the Board of Directors or by the General Board;-----

e) Certifying the signatures of the members of the Board of Directors and of the General Board. -----

-----Article 10-----

The Foundation has another corporate body, the general board, composed of a minimum of twenty-one members, which has the following powers:-----

a) Issue, every year, an opinion on the management of the board of directors; -----

b) Issue an opinion on the sale of categorised assets; -----

c) Supervise the actions carried out by the board of directors in what concerns compliance with the laws and the articles of incorporation; -----

d) Supervise and certify the annual report and financial statements.

-----Article 11-----

The board of directors will appoint the members of the general board, determine the duration of the mandates of its members and their eventual extension. The absence or impediment of any

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members shall be resolved by the board of directors. -----

-----Article 12-----

Every year, until the end of April, the board of directors will approve and present a report on its activity and the financial statements, together with the report of the general board. -----

-----Article 13-----

The board of directors will have a minute book containing a summary of the main items of the most relevant resolutions.-----

-----Article 14-----

Apart from the mandatory accounting books or those deemed useful by the board of directors and besides the book mentioned in the previous article, the Foundation will also have the minute book of the general board and another minute book where all the appointments of members of both boards and of the Secretary-General are to be written-up. -----

-----Article 15-----

The Foundation shall enter a process of winding up in the cases foreseen by law or by means of a unanimous resolution of the members of the Board of Directors, after consulting the General Board.-----

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-----Article 16-----

In case of winding up, the members of the Board of Directors will be the liquidators and must sell the existing assets and distribute the remaining balance, after consulting the General Board, amongst entities whose activities abide by the provisos of articles 1 and 2 of these articles of incorporation.-----

[Signatures of:]
Filipe de Jesus Pinhal
The Notary
Maria Fátima Ramada



Millennium bcp Foundation
Rua Augusta nº84, 2nd floor, 1100-053
Lisbon

Legal Person governed by Private Law,
operating on a non-profit making basis, set
up on 27-12-1991, recognized on 01-08-
1994 by Order nr. 115/94, published in the
Diário da República, Series II, on 24-08-
1994, with a public charity statute granted
by order of the prime minister on 29-12-
1994, published in the Diário da República,
Series II, on 18-01-1995

Economic Activity Code (NACE): 91333
Tax Identification Number: 502689943