



REGULATIONS OF THE BOARD OF CURATORS OF FUNDAÇÃO MILLENNIUM BCP

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OF THE BOARD OF CURATORS OF
FUNDAÇÃO MILLENNIUM BCP

Article 1
(Composition)

1. The Board of Curators is a body that must decide as a whole, composed of a minimum of five members and a maximum of eleven, appointed from amongst individuals with a recognized moral integrity and competence in the areas where the Foundation develops its activities.
2. The members of the Board of Curators are appointed by the Board of Directors of Millennium bcp.
3. The functions of the members of the Board of Curators are not remunerated. Presence allowances may be attributed, the amount of which will be determined by Remunerations Committee.
4. Without damaging the maximum number of members established in nr. 1, the Chairperson of the Board of Directors and the Chairperson of the Executive Committee, both from Millennium bcp, are members of the Board of Curators due to the functions they exercise.

Article 2
(Chairperson)

The Chairperson of the Board of Curators is appointed by the Board of Directors of Millennium bcp, which also names the member of the Board of Curators who will replace him/her on his/her absences and impediments.

Article 3 (Powers)

The competences of the Board of Curators are to:

- a) Ensure the compliance with the articles of association of the Foundation and with the founder's will;
- b) Ensure the maintenance of the principles that inspired the creation of the Foundation and, in general, issue opinions on the activities pursued by the Foundation;
- c) Issue a prior opinion on the proposals to alter the articles of association of the Foundation;
- d) Issue a prior opinion on the transformation, merger and winding-up of the Foundation ;
- e) Define the long-term strategic guidelines of the Foundation pursuant to a proposal made by the Board of Directors of the Foundation;
- f) Approve the Code of Conduct of the Foundation;
- g) Issue an opinion on the Annual Activities Plan project and respective Budget, before the same are appraised by the Board of Directors of the Foundation;

- h) Issue an opinion on the Annual Report, Balance Sheet and Financial Statements relating to the previous financial year made by the Executive Committee of the Foundation;
- i) Issue an opinion on the management carried out by the Board of Directors of the Foundation;
- j) Issue an opinion on the sale of classified assets;
- k) Resolve on the dismissal with just cause of the members of the corporate bodies in case of a serious breach of their respective duties;
- l) Resolve on any other issues that the Board of Directors or the Executive Committee of the Foundation deem convenient to submit to it.

Article 4
(Resolutions adopted by the Board of Curators)

1. The Board of Curators can only resolve if the majority of its members are present or represented. Members attending the meeting by electronic means shall be deemed to be present.
2. The meetings are led and coordinated by the Chairperson of the Board of Curators.
3. Resolutions shall be adopted by a majority of the votes of the curators and, in case of a tie, the Chairperson of the Board of Curators shall have the casting vote.

Article 5
(Resolutions adopted by the Board of Curators)

1. The Board of Curators shall ordinarily meet once every six months and, extraordinarily, whenever convoked by its Chairperson.
2. The meetings are called by e-mail or by using other telecommunication means.
3. Any curator may be represented by another curator by means of a letter addressed to the Chairperson of the Board of Curators, which can only be used for the meeting for which it was issued.
4. Each member of the Board of Curators can only represent one other member.
5. The meetings may be held through electronic means, if the authenticity of the statements, their security and confidentiality, as well as the recording of their content is insured.
6. Curators who cannot attend a meeting must justify their absence to the Chairperson or to his/her substitute, if possible, at least 48 hours prior to the date scheduled for the meeting to take place.
7. The call notice of the meeting, together with the agenda, must be sent in writing to each curator by the Chairperson of the Board of Curators, at least 5 days prior to the date scheduled for the meeting, and electronic means may be used for that purpose.
8. The Chairperson of the Board of Curators will promptly make available to each curator, by email, the preparatory documents sent to him/her prior to the meeting
9. When approved by the majority of its members, the Board of Curators may resolve on issues not included in the meeting's agenda.

Article 6
(Dismissal)

1. The curator who, having been called and in the absence of a justification accepted by the Chairperson of the Board, is absent three consecutive times or five non-consecutive times, shall be dismissed.
2. The definitive dismissal of a curator must be declared by the Board of Curators. Its Chairperson must, for all due purposes, inform the Board of Directors of Millennium bcp of such fact.
3. In case of dismissal, under the terms of the previous numbers or due to any other reasons, or in case of a justified temporary impediment, the curator will be replaced in accordance with the provisions of article 1 (2) of these Regulations.

Article 7
(Minutes of meetings)

1. Minutes should be drawn up from each meeting and the Chairperson of the Board of Curators is responsible for promoting the making the respective drafts, which are distributed to all members of the Board of Curators, well in advance so that, as a rule, its final version is formally approved at the next meeting.
2. In case the minutes are drawn up by a person who did not participate in the meeting to which they refer, chosen by the Chairperson of the Board of Curators, the person or whoever replaces him/her, must designate the curator who will convey the information and documents necessary for the drafting of the minutes.

Article 8
(Final provisos)

Any amendment to these Regulations shall require the approval of the Board of Curators of the Foundation.



Fundação Millennium bcp
Rua Augusta, 2-96, 1100-053 Lisbon

A private non-profit legal person, established on 27-12-1991, recognized on 01-08-1994 by the Ordinance 115/94, published in the Official Gazette 2nd series, on 24-08-1994, as an institution serving the public interest, a condition granted by a decision made by the Prime Minister on 29-12-1994, published in the Official Gazette, 2nd series on 18-01-1995.

The status of institution serving the public interest was renewed through Decision No. 2032/2019 made by the Minister of the Presidency and Administrative Modernization, dated February 13, 2019, being this renewal valid for a period of 10 years, starting on February 18, 2018, in accordance with the Legal Framework of the condition as an institution serving the public interest, approved by Law No. 36/2021 of 14 June.

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