

FIRST SUPPLEMENT DATED 6 MARCH 2019 TO THE PROSPECTUS DATED 19 FEBRUARY 2019

BANCO BPI, S.A.

(incorporated with limited liability in the Republic of Portugal)

EUR 9,000,000,000

COVERED BONDS PROGRAMME

This supplement dated 6 March 2019 (the “Supplement”) to the Base Prospectus dated 19 February 2019 (the “Base Prospectus”), constitutes a supplement to the Base Prospectus, in the meaning of article 16 of Directive 2003/71/EC, as amended, prepared in connection with the Covered Bonds Programme (the “Programme”) established by Banco BPI, S.A. (the “Issuer”, fully identified in the Base Prospectus). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of the Issuer, the members of the Board of Directors of the Issuer and the members of the Supervisory Board and the Statutory Auditor of the Issuer (see the relevant subsections of the “DESCRIPTION OF THE ISSUER” section in the Base Prospectus as supplemented) hereby declares that, to the best of its knowledge (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 contains no omissions likely to affect its import.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus, as supplemented, has arisen or been noted, as the case may be, since the approval of the Base Prospectus.

This Supplement to the Base Prospectus will be available for inspection at and may be obtained free of charge from the registered office of the Issuer and is available for viewing in the following websites:

- Website of the Issuer; and
- Website of the *Comissão do Mercado de Valores Mobiliários*: www.cmvm.pt.

A. GENERAL AMENDMENTS

References to, and the definition of, the Base Prospectus dated 19 February 2019 shall be amended to include this Supplement dated 6 March 2019.

B. RISK FACTORS

1. A new paragraph is hereby inserted at the end of the risk factor under the heading “*The fulfilment of both the current and future capital requirements as set out by the European authorities and by the Bank of Portugal could lead the Issuer’s Group to attract additional capital and/or to face adverse consequences*”, which could be found on page 22 of the Base Prospectus, as follows:

“According to the Supervisory Review and Evaluation Process (SREP) decision for 2019, the following are the minimum capital ratios that BPI has to meet from 1 January 2019:

		Minimum capital ratios requirements ⁽²⁾							
Capital ratios at 31.12.2018		Phase-in	Of which:			Fully loaded	Of which:		
Banco BPI consolidated	Fully loaded ⁽¹⁾		Pilar 1	Pilar 2	Buffers ⁽³⁾		Pilar 1	Pilar 2	Buffers ⁽³⁾
CET1	13.2%	9.25%	4.5%	2.0%	2.75%	9.5%	4.5%	2.0%	3.0%
T1	13.2%	10.75%	6.0%	2.0%	2.75%	11.0%	6.0%	2.0%	3.0%
Total ratio	14.9%	12.75%	8.0%	2.0%	2.75%	13.0%	8.0%	2.0%	3.0%

(1) As from the 1st January 2018, Banco BPI calculates the capital ratios as fully loaded only.

(2) The SREP Decision for 2019 only applies to Banco BPI's ratios on a consolidated basis. Thus, from the 1st January 2019, the CET1 requirement on an individual basis is 7.25%, less restrictive than the consolidated one. At 31 December 2018, CET1 fully loaded on an individual basis was 12.8%.

(3) The capital conservation buffer for 2019 is 2.5%, reaching the maximum foreseen for this buffer. The counter-cyclical buffer is kept at 0% for Portugal. The O-SII buffer increases linearly over 4 years starting in 2018 to reach 0.5% by 2021, standing at 0.25% in 2019.

2. A new paragraph is hereby inserted at the end of the ninth paragraph of the risk factor under the heading “*The impact on BPI of the recent resolution measures in Portugal cannot be anticipated*”, which could be found on page 32 of the Base Prospectus, as follows:

“On 1 March 2019, the Resolution Fund made a communication on the activation of the contingent mechanism, following the disclosure of the 2018 annual results by Novo Banco, totalling EUR 1.149 million. The payment due in 2019 by the Resolution Fund will be made after the legal certification of Novo Banco’s accounts and following a certification procedure, to be carried out by an independent entity, with the objective to confirm that the amount payable by the Resolution Fund has been correctly calculated.

In order to make the payment, the Resolution Fund will use, firstly, the available financial resources, resulting from the contributions paid, directly or indirectly, by the banking sector. These resources will be complemented by the use of a loan agreed with the Portuguese State in October 2017, with the annual ceiling, then set, of 850 million euros.”

Dated 6 March, 2019