

BANCO BPI, S.A.

(incorporated with limited liability in the Republic of Portugal)

EUR 7,000,000,000 Euro Medium Term Note Programme

for the issue of Senior Notes, Dated Subordinated Notes, Undated Subordinated Notes and Undated Deeply Subordinated Notes

This Supplement (the **Supplement**) to the Prospectus dated 28 June 2019 (the **Prospectus**) constitutes a supplement to the base prospectus for the purposes of article 13 of Part II of the Luxembourg act dated 10 July 2005 relating to prospectuses for securities (the **Prospectus Act**) and is prepared in connection with the EUR7,000,000,000 Euro Medium Term Note Programme (the **Programme**) for the issue of Senior Notes, Dated Subordinated Notes, Undated Subordinated Notes and Undated Deeply Subordinated Notes established by Banco BPI, S.A. (**BPI**). Terms defined in the Prospectus have the same meaning when used in this Supplement. A first supplement dated 7 August 2019 has been approved. This Supplement is supplemental to and should be read in conjunction with the Prospectus and the supplement dated 7 August 2019.

The purpose of this Supplement is (i) to update the rating information on the Portuguese Republic and (ii) to make certain clarifications in respect of the regulatory capital instruments in light of the currently applicable legal regime of such instruments, including the Regulation (EU) 2019/876 (the **CRR2**), Directive (EU) 2019/878 (the **CRD V**) and Directive (EU) 2019/879 (the **BRRD 2**).

BPI accepts responsibility for the information contained in this Supplement. To the best of the knowledge of BPI (who has 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.

1. SUMMARY

1.1. A new sentence in paragraph five under “Redemption” in Element C.9 (“The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders”) on page 13, shall be included in the end as follows:

Any redemption of Undated Deeply Subordinated Notes may only be made if it is done in accordance with Articles 77 and 78 of the CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Own Funds Requirements Regulations then in force, as applicable.

1.2. The second and third paragraphs of the risk factor headed “There is no scheduled redemption date for the Undated Deeply Subordinated Notes and Noteholders have no right to require redemption. The Issuer may redeem the Undated Deeply Subordinated Notes in certain circumstances” in Element D.3 (“Risks Specific to the Notes”) on page 20 shall be replaced with the following:

The Issuer may redeem the Undated Deeply Subordinated Notes (in whole but not in part) in its sole discretion, subject to the approval of the Competent Authority (in accordance with Articles 77 and 78 of the CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Own Funds Requirements Regulations then in force, as applicable), on any Interest Payment Date on or after the fifth anniversary of the issue date of the Notes (where the applicable call option is specified in the relevant Final Terms).

Further, following the occurrence of a Capital Event or a circumstance giving rise to the right of the Issuer to redeem the Undated Deeply Subordinated Notes for taxation reasons under Condition 6 (b), the Issuer may redeem the Undated Deeply Subordinated Notes (for taxation reasons in whole or in part, for a Capital Event only in whole) in its sole discretion, subject to the approval of the Competent Authority and to compliance with the Capital Regulations, at any time at their Final Redemption Amount which may be lower than the Original Principal Amount if the Undated Deeply Subordinated Notes have previously been the subject of a Write-Down or write-down or conversion imposed by the Relevant Resolution Authority pursuant to any Bail-in Power.

1.3. The risk factor headed “*The Undated Deeply Subordinated Notes are undated securities and need not be redeemed by the Issuer*” in Element D.3 (“*Risks Specific to the Notes*”) on page 21 shall be replaced with the following:

The Undated Deeply Subordinated Notes are not redeemable at the option of the holders and have no fixed redemption date, and the Issuer shall have the right to call, redeem, repay or repurchase the Undated Deeply Subordinated Notes only in accordance (and subject to) the conditions set out in Articles 77 and 78 of the CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Own Funds Requirements Regulations then in force, as applicable, being met.

1.4. The risk factor headed “*Payments on the Undated Deeply Subordinated Notes cannot exceed the Maximum Distributable Amount*” in Element D.3 (“*Risks Specific to the Notes*”) on page 22 shall be replaced with the following:

No payments will be made on the Undated Deeply Subordinated Notes if and to the extent that such payment would, when aggregated together with other Relevant Distributions (being distributions on any other Tier 1 capital instruments and any other payments which at the relevant time are subject to a Maximum Distributable Amount restriction) cause the Maximum Distributable Amount (if any) then applicable to the Issuer to be exceeded.

1.5. The first sentence of the risk factor headed “*The circumstances surrounding or triggering a Write Down are unpredictable, and there are a number of factors, any of which may be outside the Issuer's control, that could affect the CET1 ratio of the Issuer and/or the Group*” in Element D.3 (“*Risks Specific to the Notes*”) on page 23 shall be replaced with the following:

The occurrence of a Capital Ratio Event is inherently unpredictable and depends on a number of factors, which may be outside the control of the Issuer.

2. RISK FACTORS

2.1 The third sentence of the twelfth paragraph of the risk factor headed “*Economic and financial situation in Portugal may impact the condition, business and results of the Issuer on page 32 shall be replaced with the following:*”

Current ratings of the Portuguese Republic are as follows: S&P: BBB, upgraded from BBB- as of 15 March 2019, with a stable outlook; Moody’s: Baa3, upgraded from Ba1 as of 12 October 2018, with a positive outlook as of 9 August 2019; Fitch: BBB as of 15 December 2017, with a positive outlook as of 24 May 2019; and DBRS: BBB as of 20 April 2018, with stable outlook and reaffirmed as of 5 April 2019, with a positive outlook.

2.2 A new paragraph at the end of the risk factor headed “*The Issuer is subject to compliance risk with existing and future regulations, the breach of which can cause damages to the Issuer*”, which risk factor ends on page 38, shall be included as follows:

Following the publication of Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 amending the Capital Requirements Regulation as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements (“**CRR II**”), Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending the Capital Requirements Directive IV as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures (“**CRD V**”) and Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending Directive 2014/59/EU as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms and Directive 98/26/EC (“**BRRD2**”), the Issuer will be subject to more burdensome capital and other legal requirements, as they become applicable. Any difficulty or failure to comply with such requirements may have a material adverse effect on the Issuer’s business, financial condition and the results of its operations and/or on Notes issued.

2.3 The second and third paragraphs of the risk factor headed “*There is no scheduled redemption date for the Undated Deeply Subordinated Notes and Noteholders have no right to require redemption. The Issuer may redeem the Undated Deeply Subordinated Notes in certain circumstances*” on page 65 shall be replaced with the following:

The Issuer may redeem the Undated Deeply Subordinated Notes (in whole but not in part) in its sole discretion, subject to the approval of the Competent Authority (in accordance with Articles 77 and 78 of the CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Own Funds Requirements Regulations then in force, as applicable), on any Interest Payment Date on or after the fifth anniversary of the issue date of the Notes (where the applicable call option is specified in the relevant Final Terms).

Further, following the occurrence of a Capital Event or a circumstance giving rise to the right of the Issuer to redeem the Undated Deeply Subordinated Notes for taxation reasons under Condition 6 (b), the Issuer may redeem the Undated Deeply Subordinated Notes (for taxation reasons in whole or in part, for a Capital Event only in whole) in its sole discretion, subject to the approval of the Competent Authority and to compliance with the Capital Regulations, at any time at their Final Redemption Amount which may be lower than the Original Principal Amount if the Undated Deeply Subordinated Notes have previously been the subject of a Write-Down or write-down or conversion imposed by the Relevant Resolution Authority pursuant to any Bail-in Power.

2.4 The first paragraph of the risk factor headed “*Payments on the Undated Deeply Subordinated Notes cannot exceed the Maximum Distributable Amount*” on page 72 shall be replaced with the following:

No payments will be made on the Undated Deeply Subordinated Notes if and to the extent that such payment would, when aggregated together with other Relevant Distributions (being distributions on any other Tier 1 capital instruments and any other payments which at the relevant time are subject to a Maximum Distributable Amount restriction) cause the Maximum Distributable Amount (if any) then applicable to the Issuer to be exceeded.

2.5 In the end of the risk factor headed “*Payments on the Undated Deeply Subordinated Notes cannot exceed the Maximum Distributable Amount*”, the definition of “*Relevant Distributions*” shall be deleted on page 72 and replaced with the following paragraph:

Following the publication of CRD V, the Issuer will become subject to additional capital and other legal requirements. CRD V shall be transposed into national law by 28 December 2020. Any difficulty or failure to comply with such requirements may have a material adverse effect on the Issuer’s business, financial condition and the results of its operations and/or on Notes issued.

3. TERMS AND CONDITIONS OF THE UNDATED DEEPLY SUBORDINATED NOTES

3.1. The paragraph in item (iii) (but not its subparagraphs (1) to (3) below it) included in Condition 2(b)(iii) on page 181 shall be replaced with the following:

(iii) the Maximum Distributable Amount (when aggregated together with other Relevant Distributions, being distributions on any other Tier 1 capital instruments and any other payments which at the relevant time are subject to a Maximum Distributable Amount restriction) not being exceeded thereby, increase the Current Principal Amount of each Note (a “Reinstatement”) up to a maximum of the Original Principal Amount, on a pro rata basis with the other Notes and with any other Discretionary Temporary Write-Down Instruments, provided that the sum of:

3.2 The definition of “Current Principal Amount” in Condition 2(d)(v) on page 183 shall be replaced with the following:

“*Current Principal Amount*” means in respect of each Note, at any time, the outstanding principal amount of such Note being the Original Principal Amount of such Note as such amount may be reduced, on one or more

occasions, pursuant to the application of the loss absorption mechanism and/or reinstated on one or more occasions following a Return to Financial Health, as the case may be, as such terms are defined in, and pursuant to, Conditions 2(b)(i) and 2(b)(iii), respectively, and/or as such amount may be reduced, on one or more occasions, pursuant to any write-down or conversion imposed by the Relevant Resolution Authority pursuant to any Bail-in Power;

3.3. The definition of “Maximum Distributable Amount” in Condition 2(d)(x) on page 184 shall be replaced with the following:

“*Maximum Distributable Amount*” means any maximum distributable amount relating to the Issuer required to be calculated in accordance with the Articles 138-AA and 138-AB of the RGICSF, which implement Article 141 of CRD IV or any analogous payment restrictions arising in respect of capital buffers under the Own Funds Requirements Regulations or the BRRD, including, for the avoidance of doubt, any payment restrictions arising under CRR 2, CRD V or BRRD 2 (as defined below).

3.4. A new paragraph after the definition of “Tier 2” in Condition 2(d)(xiii) on page 184 shall be included as follows:

For the avoidance of doubt, when used in these Conditions, any reference to CRR, CRD IV and BRRD includes in each case any past or (if applicable) future amendments to Regulation (EU) No 575/2013, Directive 2013/36/EU and Directive 2014/59/EU since its respective publication, including, as respectively applicable, by Regulation (EU) 2019/876 (the “CRR 2”), by Directive (EU) 2019/878 (the “CRD V”) and by Directive (EU) 2019/879 (the “BRRD 2”).

3.5. The paragraph included in Condition 4(d)(2)2) and the paragraph immediately below that (but not its subparagraphs (A) to (F) below it) on page 194 shall be replaced with the following:

2) to the extent that the payment of the Interest Amounts (in whole or, as the case may be, in part) would cause, when aggregated together with other Relevant Distributions, cause the Maximum Distributable Amount (if any) then applicable to the Issuer to be exceeded. For this purpose, “Relevant Distributions” means distributions on any other Tier 1 capital instruments and any other payments which at the relevant time are subject to a Maximum Distributable Amount restriction.

Notice of any cancellation (voluntarily or mandatorily) of payment of a scheduled Interest Amount must be given to the Noteholders (in accordance with Condition 11 as soon as possible, but not more than 60 calendar days, prior to the relevant Interest Payment Date. For the avoidance of doubt:

3.6. The paragraph where definition of “Capital Event” is included in Condition 6(a) on page 202 shall be replaced with the following:

For this purposes a “*Capital Event*” is deemed to have occurred if there is a change in the regulatory classification of the Undated Deeply Subordinated Notes under the Capital Regulations that was not reasonably foreseeable at the time of the Notes issuance and that would result, or would likely to result, in their exclusion in full or in part from the Issuer’s Additional Tier 1 capital (on consolidated or individual basis, and other than as a consequence of write-down or conversion, where applicable) or in reclassification as a lower quality form

of the Issuer's own funds (on consolidated or individual basis) and that the Competent Authority considers to be sufficiently certain.

3.7. A new paragraph is included after the final paragraph of Condition 6(a) on page 202 as follows:

Any redemption under this Condition may only be made if it is done in accordance with Articles 77 and 78 of the CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Own Funds Requirements Regulations then in force, as applicable.

Copies of this Supplement can be obtained from the registered office of each BPI and from the specified offices of the Agent and the Paying Agent for the time being in Luxembourg as described on page 227 of the Prospectus.

In addition, copies of this Supplement are available for viewing at the Luxembourg Stock Exchange's website (www.bourse.lu).

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 Prospectus, the statements in this Supplement will prevail. Any websites included in the Supplement are for information purposes only and do not form part of the Supplement.

Save as disclosed in this Supplement there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the approval of the last supplement to the Prospectus (i.e. 7 August 2019).

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who, before this Supplement is published, have already agreed to purchase or subscribe for any Notes to be issued under the Programme, have the right, exercisable within a time limit of two working days after the publication of this Supplement, which means 12 September 2019, to withdraw their acceptances.

Dated 10 September 2019