

## FINAL TERMS FOR COVERED BONDS

Final Terms dated 13 January 2014

**Caixa Geral de Depósitos, S.A.**

Issue of €750,000,000 3.00 per cent. Covered Bonds due 15 January 2019

under the €15,000,000,000 Covered Bonds Programme

THE COVERED BONDS (AS DESCRIBED HEREIN) ARE MORTGAGE COVERED BONDS ISSUED IN ACCORDANCE WITH DECREE-LAW 59/2006, OF 20 MARCH 2006 (THE “COVERED BONDS LAW”). THE ISSUER HAS THE CAPACITY TO ISSUE COVERED BONDS IN ACCORDANCE WITH THE COVERED BONDS LAW. THE FINANCIAL OBLIGATIONS OF THE ISSUER UNDER THE COVERED BONDS ARE SECURED ON THE COVER POOL MAINTAINED BY THE ISSUER IN ACCORDANCE WITH THE COVERED BONDS LAW.

This document constitutes the Final Terms relating to the issue of Covered Bonds described herein.

### PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Covered Bonds (the “**Terms and Conditions**”) set forth in the Base Prospectus dated 17 October 2013, as supplemented on 3 January 2014 which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the “**Prospectus Directive**”, as amended, (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State), Commission Regulation (EC) No 809/2004 (the “**Prospectus Regulation**” as amended) and the Portuguese Securities Code (approved by Decree-Law 486/99 of 13 November, the “**Portuguese Securities Code**” as amended). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 135-C of the Portuguese Securities Code, which implemented Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus (as so supplemented). Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at Caixa Geral de Depósitos, S.A., Av. João XXI, no. 63, 1000-300, Lisboa, [www.cgd.pt](http://www.cgd.pt) and [www.cmvm.pt](http://www.cmvm.pt) and copies may be obtained from the same addresses.

- |   |                      |    |
|---|----------------------|----|
| 1 | (i) Series Number:   | 16 |
|   | (ii) Tranche Number: | 1  |

|    |  |   |
|----|--|---|
| 2  | Specified Currency or Currencies:  | EUR / €   |
| 3  | (i) Aggregate Nominal Amount of Covered Bonds:   |   |
|    | A. Series:   | €750,000,000                                      |
|    | (ii) Specify whether Covered Bonds to be admitted to trading:                                | Yes (Series 16)                                   |
| 4  | (i) Issue Price:   | 99.452 per cent. of the Aggregate Nominal Amount  |
|    | (ii) Net Proceeds<br>(Required only for listed issues)                                       | €744,202,500                                      |
| 5  | Specified Denominations:   | €100,000  |
| 6  | Issue Date:  | 15 January 2014                                   |
| 7  | Maturity Date:   | 15 January 2019                                   |
| 8  | Extended Maturity Date:  | Applicable<br><br>15 January 2020                 |
| 9  | Interest Basis:  |   |
|    | (i) Period to (and including) Maturity Date:   | Fixed Rate Notes<br><br>3.00 per cent. Fixed Rate |
|    | (ii) Period from (but excluding) Maturity Date up to (and including) Extended Maturity Date: | 3.00 per cent. Fixed Rate                         |
| 10 | Redemption/Payment Basis:  | Redemption at par                                 |
| 11 | Change of Interest or Redemption/Payment Basis:  | Not Applicable                                    |
| 12 | Put/Call Options:  | Not Applicable                                    |

- |    |  |   |
|----|--|---|
| 13 | (i) Status of the Covered Bonds:   | The Covered Bonds will be direct, unconditional and senior obligations of the Issuer and rank equally with all other mortgage covered bonds issued or to be issued by the Issuer. The Covered Bonds will qualify as mortgage covered bonds for the purposes of the Covered Bonds Law. |
|    | (ii) Date Executive Committee approval for issuance of Covered Bonds obtained: | 8 January 2014  |
| 14 | Method of distribution:  | Syndicated  |
| 15 | Listing/Admission to Regulated Market  | Euronext Lisbon   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16 Fixed Rate Covered Bonds Provisions

- |  |            |
|--|------------|
| • To Maturity Date:                                | Applicable |
| • From Maturity Date up to Extended Maturity Date: | Applicable |

(i) Rate of Interest:

- |  |   |
|--|---|
| • To Maturity Date:                                | 3.00 per cent. per annum payable annually in arrear |
| • From Maturity Date up to Extended Maturity Date: | 3.00 per cent. per annum. payable monthly in arrear |

(ii) Interest Payment Date(s):

- |  |   |
|--|---|
| • To Maturity Date:                                | 15 January in each year up to and including the Maturity Date   |
| • From Maturity Date up to Extended Maturity Date: | 15 in each month up to and including the Extended Maturity Date |

(iii) Fixed Coupon Amount:

- |                     |                                       |
|---------------------|---------------------------------------|
| • To Maturity Date: | €3,000 per €100,000 in nominal amount |
|---------------------|---------------------------------------|

|  |  |   |
|--|--|---|
|  | • From Maturity Date up to Extended Maturity Date:   | €250 per €100,000 in nominal amount   |
|  | (iv) Broken Amount:  |   |
|  | • To Maturity Date:  | Not Applicable  |
|  | • From Maturity Date up to Extended Maturity Date:   | Not Applicable  |
|  | (v) Day Count Fraction:  |   |
|  | • To Maturity Date:  | Actual/Actual (ICMA)  |
|  | • From Maturity Date up to Extended Maturity Date:   | 30/360  |
|  | (vi) Determination Date(s):  |   |
|  | • To Maturity Date:  | 15 January in each year from and including 15 January 2015  |
|  | • From Maturity Date up to Extended Maturity Date:   | 15 February 2019, 15 March 2019, 15 April 2019, 15 May 2019, 15 June 2019, 15 July 2019, 15 August 2019, 15 September 2019, 15 October 2019, 15 November 2019, 15 December 2019 and 15 January 2020 |
|  | (vii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: | None  |
| 17                                       | Floating Rate Covered Bonds Provisions   |   |
|  | • To Maturity Date:  | Not Applicable  |
|  | • From Maturity Date up to Extended Maturity Date:   | Not Applicable  |
| 18                                       | Zero Coupon Covered Bonds Provisions   | Not Applicable  |
| <b>PROVISIONS RELATING TO REDEMPTION</b> |  |   |
| 19                                       | Call Option  | Not Applicable  |
| 20                                       | Put Option   | Not Applicable  |

|    |   |  |
|----|---|--|
| 21 | Final Redemption Amount of each Covered Bond:   | €100,000 per Covered Bond of €100,000 Specified Denomination |
| 22 | Early Redemption Amount of each Covered Bond payable on an event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6 ( <i>Redemption and Purchase</i> )) | Not Applicable   |

#### GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

|    |   |   |
|----|---|---|
| 23 | Form of Covered Bonds:  | Bearer ( <i>ao portador</i> ) Covered Bonds |
| 24 | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable                              |
| 25 | Details relating to Instalment Covered Bonds:   |   |
|    | (i) Instalment Amount(s):   | Not Applicable                              |
|    | (ii) Instalment Date(s):  | Not Applicable                              |
| 26 | Redenomination applicable:  | Not Applicable                              |
| 27 | Other final terms:  | Not Applicable                              |

#### DISTRIBUTION

|    |  |  |
|----|--|--|
| 28 | (i) If syndicated, names of Dealers:           | Caixa – Banco de Investimento, S.A.;<br>Commerzbank Aktiengesellschaft; Crédit Agricole<br>Corporate and Investment Bank; HSBC France;<br>and J.P. Morgan Securities plc |
|    | (ii) Stabilising Manager (if any):             | Not Applicable   |
|    | (iii) Commission Payable / Selling Concession: | 0.225 per cent. up-front of the Aggregate Nominal Amount   |
| 29 | If non-syndicated, name of relevant Dealer:    | Not Applicable   |
| 30 | Additional selling restrictions:               | Not Applicable   |

## LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list the issue of the Covered Bonds described herein pursuant to the €15,000,000,000 Covered Bonds Programme of Caixa Geral de Depósitos, S.A.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by it, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

Duly authorised

  
BRUNO COSTA  
Deputy Manager

  
JOSÉ SILVA BRITO  
General Manager

## PART B – OTHER INFORMATION

### 1. Listing

- (i) Listing and admission to trading: Application has been made for the Covered Bonds to be admitted to trading on Euronext Lisbon with effect from 15 January 2014.
- (ii) Estimate of total expenses related to admission to trading: €4,000

### 2. Ratings

- Ratings: The Covered Bonds to be issued have been rated:
- Moody's: Baa3
- Fitch: BBB
- DBRS: A
- Moody's is established in the European Union and is registered under Regulation (EC) no. 1060/2009.
- Fitch is established in the European Union and is registered under Regulation (EC) no. 1060/2009.
- DBRS is not established in the European Union and has not applied for registration under Regulation (EC) no. 1060/2009. The ratings have been endorsed by DBRS Ratings Limited in accordance with Regulation (EC) no. 1060/2009.

### 3. Notification to other Member States

Not Applicable.

### 4. Interests of Natural and Legal Persons Involved in the Offer

Save as discussed in “**Subscription and Sale**”, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

### 5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: See Use of Proceeds wording in Base Prospectus.
- (ii) Estimated net proceeds: €744,202,500

(iii) Estimated total expenses: Not Applicable

**6. YIELD—Fixed Rate Covered Bonds only**

Indication of yield: 3.12 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. Operational Information**

ISIN Code: PTCGHAOE0019

Common Code: 101595196

Delivery: Delivery free of payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable



## SUMMARY

*Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).*

*This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.*

*Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".*

| Section A – Introduction and Warnings |  |   |
|---------------------------------------|--|---|
| A.1                                   | Warnings   | <p><i>This summary should be read as an introduction to this Base Prospectus.</i></p> <p><i>Any decision to invest in any Covered Bonds should be based on consideration of this Base Prospectus as a whole by the investor.</i></p> <p><i>Where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</i></p> <p><i>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in Covered Bonds.</i></p> |
| A2                                    | Retail Offers  | Not Applicable. The Issuer does not consent to the use of this Base Prospectus by any other financial intermediary.   |
| Section B – The Issuer                |  |   |
| B.1                                   | Legal name and commercial name of the Issuer:  | Caixa Geral de Depósitos, S.A. ("CGD")  |
| B.2                                   | Domicile and legal form of the Issuer and legislation governing the Issuer's activity: | <p>CGD is a bank incorporated in Portugal (with commercial registry and tax payer number 500 960 046) created as a state bank by legislative charter ("Carta de Lei") of 10 April 1876, transformed into a state owned public limited company ("sociedade anónima de capitais exclusivamente públicos") on 20 August 1993, by Decree-law 287/93 on 26 September, 1990, and is organised under the laws of Portugal.</p> <p>The domicile of CGD is at Av. João XXI, no. 63, 1000-300 Lisbon, Portugal.</p> <p>The Issuer is governed by EU rules, Portuguese banking and commercial laws, including the Portuguese Commercial Companies Code ("Código das Sociedades Comerciais"), the General Framework for Credit Institutions and Financial Companies ("Regime Geral das Instituições de Crédito e Sociedades Financeiras"), the Portuguese Securities Code ("Código das Sociedades Comerciais") and other secondary legislation.</p>   |

| B.17                              | Ratings assigned to the Issuers or their Debt Securities:  | <p>As at the date of this Base Prospectus CGD enjoys the following short-term and long-term ratings: In July 2012 Moody’s Investors Services Ltd. (“<b>Moody’s</b>”) has confirmed its ratings for CGD, specifically the senior long-term debt and deposit rating of Ba3 and the short-term debt and deposit rating of N/P. On the other hand, in June 2013 the rating agency DBRS Ratings Limited published its ratings for CGD with a negative trend, namely the senior long-term debt and deposit rating of BBB (low) and the short-term debt and deposit rating of R-2 (middle). Moreover, in July 2013 Fitch Ratings Limited (“<b>Fitch</b>”) has confirmed its ratings for CGD, namely the senior long-term debt and deposit rating of BB+ and the short-term debt and deposit rating of B. Finally, on 20 September 2013 Standard &amp; Poor’s Credit Market Services Europe Limited (“<b>S&amp;P</b>”) placed on Credit Watch with negative implications CGD’s BB- long-term and B short-term ratings.</p> <p>These Covered Bonds are on issue rated BBB by Fitch, Baa3 by Moody's and A by DBRS.</p> <p>Covered Bonds issued under the Programme are expected on issue to be rated by Moody’s, S&amp;P and Fitch, which are established in the European Union and are registered under Regulation (EC) no. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended by Regulation (EU) No. 513/2011 of the European Parliament and the Council and by Regulation (EU) 462/2013 of the European Parliament and the Council (the “<b>CRA Regulation</b>”). As such, the referred credit rating agencies are included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.</p> |                               |                               |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
|-----------------------------------|--|---|-------------------------------|-------------------------------|------|-------------------------------|-------------------------------|--------------|---------|---------|---------|---------|-----------------------------------|--------|--------|--------|--------|-------------------|--------|--------|--------|--------|-------------------|-------|-------|-------|-------|
| B.20                              | Nature of the Issuer as special purpose vehicle or as an entity established for the purpose of issuing asset backed securities | Not Applicable. The Issuer is not a special purpose vehicle or an entity established for the purpose of issuing asset backed securities.  |                               |                               |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| B.21                              | The Issuers’ Principal Activities:   | <p>The CGD Group offers a full range of banking and financial activities, including commercial and investment banking, insurance, leasing and factoring, asset management, venture capital, financial services and real estate management.</p> <p>The CGD Group provides a full range of products and services to all clients, private, corporate or institutional, with a differentiated approach, suitable to their specific and distinctive needs.</p> <p>The CGD Group has expanded into foreign markets mainly neighbouring regions in Spain and into markets with historical or linguistic ties to Portugal, such as Mozambique, Cape Verde and Macao.</p>  |                               |                               |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| B.22                              | No operations or no financial statements made up by the Issuer   | Not Applicable. The Issuer has carried out operations and prepared financial statements relating thereto as disclosed in this Base Prospectus.  |                               |                               |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| B.23                              | Key Financial Information:   | <p>Main financial indicators:</p> <table><tr><th>Activity (eur millions)</th><th>2011</th><th>2012</th><th>1<sup>st</sup> Semester 2012</th><th>1<sup>st</sup> Semester 2013</th></tr><tr><td>Total Assets</td><td>120 565</td><td>116 857</td><td>117 694</td><td>112 684</td></tr><tr><td>Loans and Advances to Customers *</td><td>81 631</td><td>78 790</td><td>81 283</td><td>77 109</td></tr><tr><td>Customer Deposits</td><td>64 030</td><td>65 546</td><td>64 398</td><td>65 795</td></tr><tr><td>Core Capital - BP</td><td>6 543</td><td>7 926</td><td>8 200</td><td>7 698</td></tr></table>   | Activity (eur millions)       | 2011                          | 2012 | 1 <sup>st</sup> Semester 2012 | 1 <sup>st</sup> Semester 2013 | Total Assets | 120 565 | 116 857 | 117 694 | 112 684 | Loans and Advances to Customers * | 81 631 | 78 790 | 81 283 | 77 109 | Customer Deposits | 64 030 | 65 546 | 64 398 | 65 795 | Core Capital - BP | 6 543 | 7 926 | 8 200 | 7 698 |
| Activity (eur millions)           | 2011   | 2012  | 1 <sup>st</sup> Semester 2012 | 1 <sup>st</sup> Semester 2013 |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| Total Assets                      | 120 565  | 116 857   | 117 694                       | 112 684                       |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| Loans and Advances to Customers * | 81 631   | 78 790  | 81 283                        | 77 109                        |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| Customer Deposits                 | 64 030   | 65 546  | 64 398                        | 65 795                        |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |
| Core Capital - BP                 | 6 543  | 7 926   | 8 200                         | 7 698                         |      |                               |                               |              |         |         |         |         |                                   |        |        |        |        |                   |        |        |        |        |                   |       |       |       |       |

|                            |  | <table><tr><th colspan="5">Results/Profitability</th></tr><tr><td>Net Income</td><td>(488)</td><td>(395)</td><td>(182)</td><td>(182)</td></tr><tr><td>Net Return on equity (ROE)</td><td>(6.4%)</td><td>(5.34%)</td><td>0.18%</td><td>(4.41%)</td></tr><tr><td>Net Return on Assets (ROA)</td><td>(0.35%)</td><td>(0.29%)</td><td>0.01%</td><td>(0.28%)</td></tr><tr><th colspan="5">Solvency</th></tr><tr><td>Total solvency Ratio</td><td>11.6%</td><td>13.6%</td><td>13.8%</td><td>13.6%</td></tr><tr><td>Tier 1</td><td>9%</td><td>11.2%</td><td>11.3%</td><td>11.0%</td></tr><tr><td>Core Tier 1</td><td>9.5%</td><td>11.6%</td><td>11.7%</td><td>11.4%</td></tr><tr><td>Core Tier 1(EBA)</td><td>-</td><td>9.4%</td><td>9.6%</td><td>9.3%</td></tr></table>   | Results/Profitability |         |  |  |  | Net Income | (488) | (395) | (182) | (182) | Net Return on equity (ROE) | (6.4%) | (5.34%) | 0.18% | (4.41%) | Net Return on Assets (ROA) | (0.35%) | (0.29%) | 0.01% | (0.28%) | Solvency |  |  |  |  | Total solvency Ratio | 11.6% | 13.6% | 13.8% | 13.6% | Tier 1 | 9% | 11.2% | 11.3% | 11.0% | Core Tier 1 | 9.5% | 11.6% | 11.7% | 11.4% | Core Tier 1(EBA) | - | 9.4% | 9.6% | 9.3% |
|----------------------------|--|---|-----------------------|---------|--|--|--|------------|-------|-------|-------|-------|----------------------------|--------|---------|-------|---------|----------------------------|---------|---------|-------|---------|----------|--|--|--|--|----------------------|-------|-------|-------|-------|--------|----|-------|-------|-------|-------------|------|-------|-------|-------|------------------|---|------|------|------|
| Results/Profitability      |  |   |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Net Income                 | (488)  | (395)   | (182)                 | (182)   |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Net Return on equity (ROE) | (6.4%)   | (5.34%)   | 0.18%                 | (4.41%) |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Net Return on Assets (ROA) | (0.35%)  | (0.29%)   | 0.01%                 | (0.28%) |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Solvency                   |  |   |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Total solvency Ratio       | 11.6%  | 13.6%   | 13.8%                 | 13.6%   |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Tier 1                     | 9%   | 11.2%   | 11.3%                 | 11.0%   |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Core Tier 1                | 9.5%   | 11.6%   | 11.7%                 | 11.4%   |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| Core Tier 1(EBA)           | -  | 9.4%  | 9.6%                  | 9.3%    |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.24                       | Material adverse changes                               | Since 31 December 2012, the date of CGD's last published audited financial statements, there has been no material adverse change or any development reasonably likely to involve any material adverse change in the condition, financial, prospects or otherwise, of CGD.   |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.25                       | Description of the underlying assets                   | <p>All issues of Covered Bond are backed by a pool of assets allocated to it and maintained by the Issuer, held to the benefit of the holders of Covered Bonds and of Deutsche Trustee Company Limited, in its capacity as representative of the holders of the Covered Bonds (or any successor thereof) and any hedge counterparties (“Other Preferred Creditors”), and including the Mortgage Credits, the Hedging Contracts and the Other Assets, subject to the limitations provided for in Decree-law 59/2006, of 20 March 2006 (“Covered Bonds Law”).</p> <p>The Covered Bonds Law allows for the composition of the pool of assets maintained by the Issuer and allocated to the issue of Covered Bonds under the Programme (“Cover Pool”) to be dynamic and does not require it to be static. Accordingly, the mortgage credit assets (and other permitted assets) to be comprised in the Cover Pool may change from time to time after the date hereof in order to ensure compliance with the requirements of the Covered Bonds Law and with the Bank of Portugal Regulatory Notices. The value of the Cover Pool maintained by the Issuer shall at all times be a minimum of 105.26 per cent. of the aggregate Value of all outstanding Covered Bonds issued under the Programme less any Covered Bonds held by the Issuer pursuant to article 21.2 of the Covered Bonds Law and not cancelled or such higher percentage as may be selected by the Issuer from time to time and notified to the Cover Pool Monitor.</p> |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.26                       | Actively managed pool of assets                        | The composition of the Cover Pool may change from time to time in accordance with the Covered Bonds Law and subject to the eligibility criteria. The Cover Pool which shall be maintained by the Issuer may contain mortgage credits, other eligible assets, substitution assets and hedging contracts, in all cases subject to the limitations provided for in the Covered Bonds Law.  |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.27                       | Several issues of securities backed by the same assets | All the Covered Bonds issued, irrespectively of the series under which they are issued, are backed by the Cover Pool.   |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.28                       | Structure of the transaction                           | Not Applicable. The Base Prospectus does not relate to a securitisation transaction.  |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.29                       | Description of flow of funds                           | Not Applicable. The Base Prospectus does not relate to a securitisation transaction.  |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |
| B.30                       | Originator of the securitised assets                   | Not Applicable. The Base Prospectus does not relate to a securitisation of assets.  |                       |         |  |  |  |            |       |       |       |       |                            |        |         |       |         |                            |         |         |       |         |          |  |  |  |  |                      |       |       |       |       |        |    |       |       |       |             |      |       |       |       |                  |   |      |      |      |

| Section C – The Covered Bonds |   |  |
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| C.1                           | Type and the class of the Covered Bonds                       | <p>The Covered Bonds will be issued in series. Each series may comprise one or more tranches issued on different issue dates. The Covered Bonds of each series will all be subject to identical terms.</p> <p>Final Terms will be prepared in respect of each tranche of Covered Bonds, detailing Terms and Conditions of the Covered Bonds.</p> <p>The Covered Bonds are issued as Series number 16, Tranche number 1.</p> <p><b>Form of Covered Bonds:</b> The Covered Bonds will be held through Interbolsa - Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. (“Interbolsa”) and will be in book-entry form, either in bearer (ao portador) or in registered (nominativas) form, and thus title to such Covered Bonds will be evidenced by book entries in accordance with the provisions of the Portuguese Securities Code and the applicable CMVM regulations. No physical document of title will be issued in respect of Covered Bonds held through Interbolsa.</p> <p><b>Security Identification Number(s):</b> In respect of each tranche of Covered Bonds, the relevant security identification number(s) will be specified in the relevant Final Terms.</p> <p>ISIN Code PTCGHAOE0019</p> <p>Common Code: 101595196</p> |
| C.2                           | Currency of the Covered Bonds issue                           | <p>Subject to compliance with relevant laws, Covered Bonds may be issued in any currency agreed between the Issuer and the relevant Dealer(s) (as set out in the applicable Final Terms) to the extent admitted by Interbolsa and if in a currency other than euro, will be settled through the Non-euro Currency Settlement System (SLME) of Interbolsa. The following currencies may be settled through Interbolsa: Euro, United States Dollar, Pound Sterling, Japanese Yen, Swiss Franc, Australian Dollar and Canadian Dollar.</p> <p>The applicable Final Terms may provide that certain Covered Bonds not denominated in euro on issue may be redenominated in euro.</p> <p>The Covered Bonds are denominated in Euro.</p>  |
| C.5                           | Restrictions on the free transferability of the Covered Bonds | <p>The Covered Bonds may be transferred in accordance with the provisions of Interbolsa and Portuguese law. The transferability of the Covered Bonds is not restricted.</p> <p>There are only restrictions on the offer, sale and transfer of the Covered Bonds in the United States, the EEA (including Italy, Portugal and the United Kingdom) and Japan and such other restrictions as may be required in connection with the offering and sale of a particular tranche of Covered Bonds in a particular jurisdiction, which will be set out in the relevant Final Terms.</p>   |
| C.8                           | Rights attached to the Covered Bonds                          | <p><b>Status of the Covered Bonds:</b> The Covered Bonds will constitute direct, unconditional and unsubordinated obligations of the Issuer and will rank pari passu among themselves and with all other mortgage Covered Bonds issued or to be issued by the Issuer pursuant to the Covered Bonds Law. The Covered Bonds will be mortgage covered bonds issued by the Issuer in accordance with the Covered Bonds Law and, accordingly, will be secured by a Cover Pool comprised</p>   |

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|     |                               | <p>by assets maintained by the Issuer in accordance with the terms of the Covered Bonds Law.</p> <p><b>Denominations:</b> Covered Bonds which are distributed to the public or admitted to trading on a regulated market, will always be issued in a denomination per unit not lower than €100,000 (or its equivalent in any other currency), as may be agreed between the Issuer and the relevant Dealer(s), as specified in the applicable Final Terms, subject to compliance with the applicable legal and/or regulatory and/or central bank requirements and provided that each series will have Covered Bonds of one denomination only.</p> <p>The Covered Bonds will be issued in denomination of €100,000 per unit.</p> <p><b>Negative Pledge:</b> None.</p> <p><b>Cross Default:</b> None.</p> <p><b>Prescription:</b> The Covered Bonds will become void unless presented for payment within 20 years (in the case of principal) and 5 years (in the case of interest).</p> <p><b>Insolvency Event:</b> In case of winding-up and dissolution of the Issuer, the holders of the Covered Bonds may approve a resolution to determine the serving of an acceleration notice, in which case all outstanding Covered Bonds shall immediately become due and payable.</p> <p><b>Guarantor:</b> None.</p> <p><b>Taxation:</b> All payments in respect of the Covered Bonds will be subject to Portuguese mandatory withholding tax on interest payments, unless certain exemptions apply and/or certain tax certification procedures are available and duly met. Mandatory rules in place in other jurisdictions may require additional withholdings or deductions for, or on account of, withholding taxes to be made. The Issuer will not be obliged to make any additional payments in respect of any such mandatory withholding or deduction.</p> <p><b>Governing Law:</b> Unless otherwise specifically provided, the Covered Bonds and all other documentation relating to the Programme are governed by, and will be construed in accordance with, Portuguese Law.</p> |
| C.9 | Features of the Covered Bonds | <p><b>Interests:</b> The Covered Bonds may be in any of the following types according to their interest features: Fixed Rate Covered Bonds, Floating Rate Covered Bonds and Zero Coupon Covered Bonds.</p> <p>The Covered Bonds are Fixed Rate Covered Bonds and bear interest from 15 January 2014 at a rate of 3.00 per cent. per annum payable in arrear on 15 January each year up to and including the Maturity Date (and, in case the Extended Maturity Date applies, 15 of each month up to and including the Extended Maturity Date).</p> <p><b>Maturities:</b> The Covered Bonds will have such maturities as may be agreed between the Issuer and the relevant Dealer(s) and as set out in the applicable Final Terms, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body), the Covered Bonds Law or any laws or regulations applicable to the Issuer or the relevant specified currency. Currently the Covered Bonds Law establishes that Covered Bonds may not be issued with a maturity term shorter than 2 years or in excess of 50 years.</p>   |

Unless previously redeemed, the Covered Bonds will be redeemed on 15 January 2019.

**Extended Maturity Date:** Unless the rating provided by the rating agencies appointed by the Issuer at the relevant time in respect of the Programme is adversely affected by such provisions, the applicable Final Terms will also provide that an Extended Maturity Date applies to each series of the Covered Bonds.

As regards redemption of Covered Bonds to which an Extended Maturity Date so applies, if the Issuer fails to redeem the relevant Covered Bonds in full on the date of the final legal maturity of the Covered Bonds, as defined in the relevant Final Terms ("Maturity Date") (or within two Business Days thereafter), the maturity of the principal amount outstanding of the Covered Bonds not redeemed will automatically extend on a monthly basis up to one year but no later than the Extended Maturity Date, subject as otherwise provided for in the applicable Final Terms. In that event, the Issuer may redeem all or any part of the principal amount outstanding of the Covered Bonds on an Interest Payment Date falling in any month after the Maturity Date up to and including the Extended Maturity Date or as otherwise provided for in the applicable Final Terms.

As regards interest on Covered Bonds to which an Extended Maturity Date so applies, if the Issuer fails to redeem the relevant Covered Bonds in full on the Maturity Date (or within two Business Days thereafter), the Covered Bonds will bear interest on the principal amount outstanding of the Covered Bonds from (and including) the Maturity Date to (but excluding) the earlier of the Interest Payment Date after the Maturity Date on which the Covered Bonds are redeemed in full and the Extended Maturity Date and will be payable in respect of the Interest Period ending immediately prior to the relevant Interest Payment Date in arrear or as otherwise provided for in the applicable Final Terms on each Interest Payment Date after the Maturity Date at the rate provided for in the applicable Final Terms.

In the case of a series of Covered Bonds to which an Extended Maturity Date so applies, those Covered Bonds may for the purposes of the Programme be:

- (a) Fixed Rate Covered Bonds, Zero Coupon Covered Bonds or Floating Rate Covered Bonds in respect of the period from the Issue Date to (and including) the Maturity Date;
- (b) Fixed Rate Covered Bonds or Floating Rate Covered Bonds in respect of the period from (but excluding) the Maturity Date to (and including) the Extended Maturity Date, as set out in the applicable Final Terms.

In the case of Covered Bonds which are Zero Coupon Covered Bonds up to (and including) the Maturity Date and for which an Extended Maturity Date applies, the initial outstanding principal amount on the Maturity Date for the above purposes will be the total amount otherwise payable by the Issuer but unpaid on the relevant Covered Bonds on the Maturity Date.

For the sake of clarity, the Final Terms of a Covered Bond which is a Zero Coupon Covered Bond as of the Issue Date and which foresee an Extended Maturity Date, will state if that Covered Bond (following the Maturity Date, in case the Extended Maturity Date applies) is a Fixed Rate Covered Bond or a Floating Rate Covered Bond.

The Maturity Date of the Covered Bonds may be extended up to one year.



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|      |  | <p><b>Redemption:</b> The applicable Final Terms relating to each tranche of Covered Bonds will specify either (i) that the relevant Covered Bonds cannot be redeemed prior to their stated maturity, save as provided for in the Covered Bonds Law (other than in specified instalments, if applicable), or (ii) that the relevant Covered Bonds will be redeemable at the option of the Issuer and/or the holder of Covered Bonds upon giving notice to the holder of Covered Bonds or the Issuer (as applicable), on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the relevant Dealer(s). The applicable Final Terms may provide that the Covered Bonds may be redeemable in two or more instalments of such amounts and on such dates as are specified in the applicable Final Terms.</p> <p>Unless previously redeemed, each Covered Bond will be redeemed at 100 per cent. of its nominal amount.</p> <p><b>Yield:</b> The yield is calculated at the Issue Date on the basis of the price of the issue ("Issue Price") as specified in the applicable Final Terms. It is not an indication of future yield.</p> <p>Based upon the Issue Price of 99.452 per cent. of the Aggregate Nominal Amount, at the Issue Date, the anticipated yield of the Covered Bonds is 3.12 per cent. per annum.</p> <p><b>Representative of the holders of Covered Bonds:</b> The Common Representative is Deutsche Trustee Company Limited., acting through its registered office at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p> |
| C.12 | <b>Minimum denomination of an issue:</b>         | The Covered Bonds distributed to the public or admitted to trading on a regulated market, will always be issued in a denomination per unit not lower than €100,000 (or its equivalent in any other currency), as specified in the relevant Final Terms.  |
| C.21 | <b>Admission to trading of the Covered Bonds</b> | <p>Application has been made to the Portuguese Securities Market Commission ("CMVM") to approve this document as a Base Prospectus and further application has been made to Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. ("<b>Euronext</b>") for the admission of Covered Bonds issued under the Programme to trading on the regulated market in Portugal Euronext Lisbon ("<b>Euronext Lisbon</b>"). Covered Bonds may, after notification by the CMVM to the supervision authority of the relevant Member State(s) of the European Union ("EU") in accordance with Article 18 of the Prospectus Directive (in which case a local language translation of the summary may be required), be admitted to trading on the regulated market(s) of and/or be admitted to listing on stock exchange(s) of any other Member States of the EEA. Covered Bonds which are neither listed nor admitted to trading on any market may also be issued under the Programme. The relevant Final Terms will state whether or not the relevant Covered Bonds are to be listed and/or admitted to trading and, if so, on which stock exchange(s) and/or regulated market(s).</p> <p>Application has been made for the Covered Bonds to be listed and admitted to trading on the regulated market Euronext Lisbon.</p>   |
|      |  | <b>Section D – Risks</b>   |
| D.2  | <b>Risks Specific to the Issuer:</b>             | There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Covered Bonds issued under the Programme, which include:  |

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|            |                                      | <ul style="list-style-type: none"> <li>• Covered Bonds are obligations of the Issuer only;</li> <li>• Strong competition is faced by the Issuer across all of the markets in which it operates;</li> <li>• The Issuer's performance is influenced by the economic activity in Portugal;</li> <li>• Portugal may be subject to further rating reviews by the rating agencies, with implications on the funding of the economy and on the Issuer's activity;</li> <li>• Exposure to the Issuer's credit risk in case of insufficiency of the assets comprised by the Cover Pool;</li> <li>• Regulation of the Portuguese financial industry restrains the banking activities of the CGD Group;</li> <li>• Recapitalisation of the Issuer may have an adverse effect on CGD's activity and prospects over the next years;</li> <li>• The recovery and value of the Issuer's assets are subject to adverse changes in the credit quality of the Issuer's borrowers and counterparties;</li> <li>• The Issuer's business relies on the soundness of other counterparties;</li> <li>• Market Risk such as interest rate, foreign exchange and bond and equity price risks are faced by the Issuer;</li> <li>• Operational risk;</li> <li>• Changes in supervision and regulation could materially affect the Issuer's business, the products and services it offers or the value of its assets;</li> <li>• The international financial markets crisis may affect the Issuer's business;</li> <li>• Adjustments to the financial system and to the European banking model may have an impact hard to forecast;</li> <li>• The Issuer's relationship with the Dealers and their ongoing investment and trading activities; and</li> <li>• New ECB provisions relating to the discretionary acceptance of bank debt guaranteed by National Central Banks represent the risk of reduction of the pool of eligible assets with impact on the Issuer's ability to have access to Eurosystem credit operations.</li> </ul> |
| <b>D.3</b> | <b>Risks Specific to the Covered</b> | There are risk factors which are material for the purpose of assessing the risks associated with Covered Bonds issued under the Programme, in addition to the   |



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|  | <p><b>Bonds:</b></p> | <p>ones above, which include:</p> <ul style="list-style-type: none"> <li>• Portuguese Mortgage Covered Bonds Legislation has not yet been judicially challenged;</li> <li>• The Covered Bonds may not be a suitable investment for all investors;</li> <li>• Extended Maturity of the Covered Bonds will not result in any right of the holders to accelerate payments on those Covered Bonds or constitute an event of default for any purpose;</li> <li>• Benefit of special creditor privilege (“privilégio creditório”) available not only to the Noteholders of a Series;</li> <li>• EU Savings Directive compliance;</li> <li>• Covered Bonds may be subject to Financial Transaction Tax;</li> <li>• U.S. Foreign Account Tax Compliance Withholding;</li> <li>• Judicial decision and change of law impact after the date of issue of the relevant Covered Bonds;</li> <li>• The lack of a profitable secondary market;</li> <li>• Interest rate risks;</li> <li>• Credit ratings may not reflect all risks;</li> <li>• Legal investment considerations may restrict certain investments; and</li> <li>• Other Risks.</li> </ul> <p><b>Risks Specific to Cover Pool</b></p> <ul style="list-style-type: none"> <li>• Dynamic Nature of the Cover Pool;</li> <li>• The inclusion in the Cover Pool of other eligible assets and hedging contracts under the Covered Bonds Law;</li> <li>• The Issuer’s entitlement to enter into Hedging Contracts;</li> <li>• The variable value of security over residential property;</li> <li>• Amortisation of Mortgage Credits;</li> <li>• No Due Diligence;</li> <li>• Risks related to the structure of a particular issue of Covered Bonds;</li> <li>• The Issuer cannot predict the precise effects of the Basel Capital Requirements Directive on the impact on the pricing of Covered Bonds;</li> </ul> |
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|            |   | <p>and</p> <ul style="list-style-type: none"> <li>• Reliance upon Interbolsa procedures and Portuguese law.</li> </ul>   |
|            | <b>Section E - Offer</b>                |  |
| <b>E.4</b> | <b>Interests Material to the Issue:</b> | <p>The Issuer has appointed Banco Bilbao Vizcaya Argentaria, S.A., Bankia S.A., Barclays Bank PLC, Bayerische Landesbank, BNP Paribas, Caixa - Banco de Investimento, S.A., Crédit Agricole CIB, Credit Suisse Securities (Europe) Limited, Citigroup Global Markets Limited, Commerzbank Aktiengesellschaft, Daiwa Capital Markets Europe Limited, Deutsche Bank Aktiengesellschaft, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, HSBC France, Natixis, J.P. Morgan Securities plc, Merrill Lynch International, Morgan Stanley &amp; Co. International plc, Nomura International plc, Société Générale, The Royal Bank of Scotland plc, UBS Limited and UniCredit Bank AG, and any other Dealer(s) appointed from time to time by the Issuer in accordance with the Programme Agreement, as Dealers.</p> <p>Certain of the Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer and their affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, the Dealers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or Issuer's affiliates. Certain of the Dealers or their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Dealers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Covered Bonds issued under the Programme. Any such short positions could adversely affect future trading prices of the Covered Bonds issued under the Programme. The Dealers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.</p> |
| <b>E.7</b> | <b>Estimated Expenses:</b>              | <p>No expenses will be chargeable by the Issuer to an investor in connection with any offer of Covered Bonds. Any expenses chargeable by an authorised offeror to an investor shall be charged in accordance with any contractual arrangements agreed between the investor and such authorised offeror or established by such authorised offeror at the time of the relevant offer. Investors may also become subject to expenses due for the opening and holding of their securities accounts where their Covered Bonds are registered.</p>   |