

## PROPOSAL

DELIBERATE ON THE TERMS AND CONDITIONS OF THE “VARIABLE REMUNERATION PLAN – (PPRV-2008/2010)”

(with reference to **Point Six** of the agenda for the Annual General Meeting of 31 March 2008)

In view of:

1. The current state of the global economy and strong competition in the domestic and foreign markets require permanent mobility of all the employees of the Banco Espírito Santo Group (BES Group), making the motivation the key point at all levels;
2. As in previously implemented programmes, the aim of this programme is to create an incentive system that promotes the employee loyalty and participation in increasing the value of BES;
3. This system consists of attributing a bonus in cash to employees selected according to levels of efficiency and loyalty, where the payment is deferred in time and depends on the relationship with the BES share price, held by the shareholders.

Given the above mentioned reasons, the Board of Directors of BES proposes the approval of the Variable Remuneration Plan - PPRV-2008-2010, linked to the BES share price appreciation, as well as the respective Terms and Conditions annexed to this proposal.

Lisbon, 26 February 2008

THE BOARD OF DIRECTORS