

Notice of the 2006 General Meeting

Under the terms of the law and the Company's bylaws, I hereby call the shareholders of BANCO ESPÍRITO SANTO, S.A. to the Annual General Meeting to be held on April 17th, 2006, at 10:00 a.m., at HOTEL RITZ - Salão Nobre, Rua Rodrigo da Fonseca, 88, in Lisbon, with the following Agenda:

1 - To deliberate on the Management Report, Balance Sheet, and remaining reporting documents of Banco Espírito Santo, S.A. for the financial year of 2005;

2 - To deliberate on the Consolidated Management Report, Consolidated Balance Sheet and remaining consolidated reporting documents for the financial year of 2005;

3 - To deliberate on a proposal concerning the variable remuneration of the executive members of the Board of Directors, a bonus for the employees and also the proposed distribution of earnings;

4 - To make a general assessment of the Bank's administration and supervision;

5 - To deliberate on a proposal submitted by the Board of Directors to increase the share capital of Banco Espírito Santo, S.A. from euro 1,500,000,000 to up to euro 2,500,000,000 through the issue of up to 200,000,000 new shares of euro 5 nominal value each, of which 50,000,000 through incorporation of reserves available for the purpose, with a ratio of 1 bonus share for each 6 shares held, and up to 150,000,000 through a rights issue, to be subscribed by current shareholders, at a price to be established by the Board of Directors in accordance with market conditions. The Board of Directors shall also decide on the subscription rights to be attributed to each shareholders according to the number of shares held. The premium that will result from the capital increase will correspond to the difference between the shares' nominal value and the determined subscription value;

6 - As per the resolution taken regarding the proposal to increase the share capital, to deliberate on the amendment of the memorandum of association of Banco Espírito Santo, S.A., specifically of article five thereof (Capital);

7 - To consider the statement issued by the Remuneration Committee on the remuneration policy of the corporate bodies of Banco Espírito Santo, S.A.;

8 - To deliberate on whether or not to maintain the group relation with the companies whose share capital is fully held by the Bank, under the terms and for the purposes of paragraph c), no. 2, article 489 of the Companies Code;

9 - To deliberate on the proposal to acquire and subsequently sell Banco Espírito Santo, S.A.'s own shares by BES or by companies controlled by it;

10 - To ratify the designation, by cooptation, of Nuno Maria Monteiro Godinho de Matos and Alberto de Oliveira Pinto, to fill two vacancies in the Board of Directors, decided on 20 February 2006;

11 - To deliberate on the filling of a vacancy in the Remuneration Committee.

Requirements for participation in the General Meeting and for exercising voting rights:

a) Only those shareholders owning at least one hundred shares registered in their name no later than fifteen days prior to the date of the meeting and who maintain ownership of such shares until the date of the General Meeting are entitled to participate in the meeting;

b) Each one hundred shares will be entitled to one vote. Shareholders owning less than one hundred shares may form a group under the terms of the law;

c) The time limit for reception of the instruments of representation of shareholders and indication of the representatives of corporate shareholders ends on 12th April 2006 (25th March falls on a Saturday);

d) Shareholders wishing to participate in the General Meeting should request from the authorized financial intermediary where their shares are registered the respective blocking up to the close of the Meeting, and communication thereof by letter addressed to the Chairman of the General Meeting, to be received no later than on 12th April 2006;

e) Under the terms and for the purposes of article 110 of the General Law on Credit Institutions and Financial Companies, a list of shareholders whose stake in the Bank's share capital exceeds 2% as well as the respective percentage held will be made public.

Postal votes are admitted. Voting instructions should be received in the Company's Legal Department (Avenida da Liberdade n.º 195 - 14º andar, Lisboa) no later than by 06:00 p.m. of the fifth business day prior to the day designated for the General Meeting (i.e., no later than 12th April 2006). The shareholder should group voting instructions by each point of the agenda, seal each group of voting instructions in envelopes mentioning outside the point of the agenda they are referring to. All envelopes should be sealed in another envelope, together with the documents that enable the Shareholder to participate in the General Meeting, and sent to the Chairman of the General Meeting with the sender properly identified. The shareholder's signature in each voting instruction should be authenticated by a notary public or certified by the Company's Secretary. The Chairman of the General Meeting shall ascertain the authenticity and conformity of postal votes, and ensure that they will remain confidential up to the time of voting.

The proposals that will be submitted to the General Meeting, as well as draft voting instructions are available in the Legal Department of the Company or in the company website (www.bes.pt).

Postal votes count for purposes of establishing the quorum required for the General Meeting to function and take valid decisions, it being the responsibility of the Chairman of the General Meeting to ascertain the authenticity and conformity thereof. Postal votes shall be considered as revoked should the corresponding shareholder or his representative to the General Meeting be present in the same meeting.

The proposals that will be submitted to consideration and approval by the General Meeting, as well as the information elements and documents referred to in Articles 288 and 289 of the Companies Code, will be available for consultation by shareholders at the Company's headquarters from 31 March 2006.

Lisboa, 9th March 2006

The Chairman of the General Meeting

(Carlos Fernando Olavo Corrêa de Azevedo)