

# Jerónimo Martins

---

**JERÓNIMO MARTINS, SGPS, S.A.**

**Public Company**

**Rua Actor António Silva, no. 7, Lisbon**

**Share Capital: Euro 629,293,220.00**

**Registered at the Commercial Registry**

**of Lisbon and Corporate Tax No.: 500 100 144**

## **NOTICE OF MEETING**

As requested by the Board of Directors and pursuant to the law and the company's articles of association, the shareholders of **JERÓNIMO MARTINS, SGPS, S.A.**, are hereby convened for the Annual General Meeting to be held at 11:00 a.m. on April 12<sup>th</sup>, 2018, at the 15<sup>th</sup> floor of its head-office, at Rua Actor António Silva, no. 7, in Lisbon, with the following Agenda:

1. To resolve on the 2017 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report and other corporate, supervisory and audit information documents;
2. To resolve on the proposal for application of results;
3. To assess, in general terms, the management and audit of the Company;
4. To assess the statement on the remuneration policy of the management and audit bodies of the Company prepared by the Remuneration Committee;

### **I. Participation in the General Meeting**

In accordance with the legislation in force, shareholders who meet the following conditions, may participate and vote at the General Meeting:

- a) Shareholders that have stated their intention to participate in the meeting, by way of written document addressed to the Chairman of the General Meeting and to the financial intermediary with which they have opened the relevant individual securities account, until 11:59 p.m. (GMT) of April 4<sup>th</sup>, 2018. In order to do so, shareholders may use the forms available on Jerónimo Martins Group's website ([www.jeronimomartins.com](http://www.jeronimomartins.com)) and, for the purposes of remitting the aforementioned statement to the Chairman of the General

Jerónimo Martins, SGPS, SA

Rua Actor António Silva, 7, 1649-033 Lisboa • Portugal • T.: +351 21 753 20 00

[www.jeronimomartins.com](http://www.jeronimomartins.com)

Meeting, shareholders may use the following e-mail address: [assembleiageral@jeronimo-martins.com](mailto:assembleiageral@jeronimo-martins.com);

- b) At 00:00 (GMT) of April 5<sup>th</sup>, 2018 ( the “Record Date”), corresponding to the fifth trading day prior to the date of the General Meeting, the shareholders hold shares entitling to at least one vote;
- c) The financial intermediary who, under the terms of sub-paragraph a) above, has been informed of the shareholder’s intention to participate in the General Meeting, has sent to the Chairman of the General Meeting, until 11.59 p.m. (GMT) of the Record Date, the information on the number of shares registered on behalf of the shareholder in question as of 00:00 (GMT) of the Record Date. In order do to so, the e-mail address [assembleiageral@jeronimo-martins.com](mailto:assembleiageral@jeronimo-martins.com) may be used.

The exercising of voting rights shall not be affected by the transfer of shares at any time after 00:00 (GMT) of the Record Date, nor shall it be dependent on their blocking (“bloqueio”) between such Record Date and the date of the General Meeting. Nevertheless, shareholders who having stated their intention to participate in the General Meeting, subsequently transfer title to their shares within the period from 00:00 (GMT) of the Record Date until the closing of the General Meeting, shall immediately communicate such fact to the Chairman of the General Meeting and to the Portuguese Securities Commission. The e-mail address [assembleiageral@jeronimo-martins.com](mailto:assembleiageral@jeronimo-martins.com) may be used for the purposes of the communication to be sent to the Chairman of the General Meeting.

Any shareholder who, as a professional, holds shares in his/her/its own name but on behalf of his/her/its clients, may vote in different directions with its shares, provided that, apart from the documents mentioned in sub-paragraphs a) and c) above, it submits to the Chairman of the General Meeting, until 11.59 p.m. (GMT) of the Record Date, by using sufficient and proportionate means of proof, the identification of each client and the number of shares entitled to vote on such client’s account, as well as detailing the voting instructions given by each client.

Each share shall entitle to one vote.

The votes shall be cast concerning each point of the agenda as follows: in favour, against and abstention.

Under the terms of Article 386, paragraph 1 of the Portuguese Companies Code, abstentions shall not be counted.

## **II. Right to Information at the General Meeting**

Any shareholder may, during the course of the General Meeting, request true, detailed and clear information so as to enable him/her/it to form a grounded opinion on the item on the Agenda.

The information requested will be provided by the Board of Directors and may only be refused if its disclosure may cause serious damages to the Company or to other company related thereto, or breach of a secrecy duty imposed by law.

## **III. Right to Insert Items on the Agenda**

Shareholders holding shares representing at least 2% (two per cent) of the Company's share capital are entitled to request the insertion of new items on the Agenda, by means of a written request addressed to the Chairman of the General Meeting, within five days following the date of publication of the present notice. This written request must be accompanied by a resolution proposal for each item whose inclusion has been requested.

## **IV. Right to Submit Resolution Proposals**

Shareholders holding shares representing at least 2% (two per cent) of the Company's share capital are entitled to request the insertion of resolution proposals regarding the item(s) on the Agenda, by means of written request addressed to the Chairman of the General Meeting, within five days following the date of publication of the present notice. The said written request must include the information that should accompany each resolution proposal.

## **V. Representation at the General Meeting**

Shareholders may be represented at the General Meeting, pursuant to the law, through a signed letter of representation, addressed to the Chairman of the General Meeting and

delivered before the beginning of the meeting, stating the name and domicile of the representative and the date of the meeting. For this purpose, shareholders may use the proxy forms available on Jerónimo Martins Group website ([www.jeronimomartins.com](http://www.jeronimomartins.com)) and at its head office, as from the date of publication of the present notice.

Without prejudice to the mandatory unity of voting set out in article 385 of the Portuguese Companies' Code, any shareholder may appoint different representatives for the shares he/she/it holds in different securities accounts.

#### **VI. Vote by Post and by E-mail**

Under the terms of Article 22 of the Portuguese Securities Code, Shareholders may exercise their right to vote by post or by e-mail, under the following terms:

- a) In the case of postal vote, each of the vote declarations should be enclosed in an envelope on which should be written: "Contains vote declaration under number (indicate the respective number) on the agenda". The envelopes must include a letter signed by the owner of the shares, with a certified signature (or in the case of individuals, with their own signature and a copy of the respective Citizen Card, or Identity Card). Postal votes will only be included in the vote if received until 11:59 p.m. (GMT) of April 10<sup>th</sup>, 2018, at Rua Actor António Silva, n.º 7, in Lisbon, by means of registered letter with acknowledgement of receipt, addressed to the Chairman of the General Meeting, notwithstanding the statement of intention to participate and the information from the financial intermediary, mentioned in sub-paragraphs a) and c) of Part I above, respectively.
- b) In the case of e-mail votes, shareholders must transmit their intention to exercise their right to vote by this means, until 11:59 p.m. (GMT) of March 29<sup>th</sup>, 2018, through a written statement addressed to the Chairman of the General Meeting, at the address of the head office or through the website [www.jeronimomartins.com](http://www.jeronimomartins.com). The address of the financial intermediary where the shares are registered must be indicated on the aforementioned statement. Subsequently, a registered letter, containing the electronic address to be used to exercise the right to vote and an identification code to be used in the e-mail message to enable the vote to be cast, will be sent to the address of the financial intermediary indicated. Electronic votes will only be included in the vote, if received until 11:59 p.m. (GMT) of April 10<sup>th</sup>, 2018, notwithstanding the statement of intention to participate and

the information from the financial intermediary, mentioned in sub-paragraphs a) and c) of Part I above, respectively.

- c) Only postal vote declarations and e-mail vote declarations containing the following shall be accepted:
- i) Indication of the item or items on the agenda concerned;
  - ii) Precise and unconditional vote concerning each proposal.
- d) The Chairman of the General Meeting, or his substitute, will check the conformity of the postal and e-mail vote declarations. Votes whose declarations are not accepted shall be registered as non-issued votes. Postal votes and e-mail votes count as negative votes in relation to proposals presented subsequently to the date on which those votes were cast.
- e) To exercise the right to vote by post or e-mail, the shareholders shall use the voting forms, clearly and unequivocally expressing their vote. To do so, the form available on the Jerónimo Martins Group website ([www.jeronimomartins.com](http://www.jeronimomartins.com)) can be used. Such form can also be requested, in writing, to the Chairman of the General Meeting, until 11:59 p.m. (GMT) of March 29<sup>th</sup>, 2018.

Preparatory elements and information relating to the General Meeting, notably those referred in article 289, paragraph 1 of the Portuguese Companies Code and in article 21-C, paragraph 1 of the Portuguese Securities Code, shall be available to shareholders, as from the date of publication of the present notice, on Jerónimo Martins Group website ([www.jeronimomartins.com](http://www.jeronimomartins.com)), as well as at the Company's head office, during business hours.

Lisbon, March 9<sup>th</sup>, 2018

The President of the General Meeting

*Abel Bernardino Teixeira Mesquita*