

## **SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**

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### **GENERAL MEETING OF THE 24<sup>th</sup> OF APRIL 2025**

### **ITEM 3**

**Proposal by the shareholder SOCIEDADE FRANCISCO MANUEL DOS Santos B.V., with registered office in Amsterdam, the Netherlands and principal place of business at Claude Debussyalaan 8 - 2<sup>o</sup>, Hoogbouw entrance, 1082 MD Amsterdam, the Netherlands, registered at the Dutch Chamber of Commerce, under number 34.283.061, regarding ITEM 3 of the agenda of the Annual General Meeting of JERÓNIMO MARTINS, SGPS, S.A., convened to meet on the 24<sup>th</sup> of April 2025.**

Whereas the year 2024, despite the enormous global challenges, Jerónimo Martins managed to make real progress in its global objective of creating value, in a sustainable manner, mainly with its customers.

Whereas also the expected rapid decline in food inflation, together with the continuous increase in costs, particularly wages, led to an intensification of competition for volumes in the markets where Jerónimo Martins operates through its different banners.

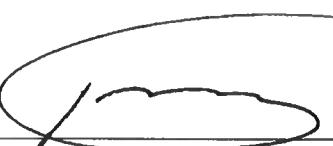
Finally, whereas the strengthening of price positioning and continuous investment in its value propositions led the Group's banners to, once again, achieve better performance than their respective markets, despite the aforementioned challenges.

For the purposes of paragraph c) of no. 1 of article 376 and article 455 of the Companies Code, it is proposed that the General Meeting approve a vote of confidence, recognition and appreciation for (i) the Board of Directors and for each and every one of its members and, very particularly, its Chairman, Pedro Soares dos Santos, and (ii) the Audit Committee and each and every one of its members.

The shareholder Sociedade Francisco Manuel dos Santos B.V. expresses appreciation and gratitude to the members of the corporate bodies whose mandate will not be renewed, further recognizing their loyalty and service to Jerónimo Martins.

4<sup>th</sup> April, 2025

**SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**



**JOSÉ SOARES DOS SANTOS**  
(EXECUTIVE PRESIDENT)



**TRUST INTERNATIONAL MANAGEMENT (T.I.M.) B.V.**  
(EXECUTIVE BOARD MEMBER)

## **SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**

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### **GENERAL MEETING OF THE 24<sup>TH</sup> OF APRIL 2025**

### **ITEM 5**

**Proposal of the shareholder SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V., with registered office in Amsterdam, the Netherlands and principal place of business at Claude Debussyalaan 8 - 2<sup>o</sup>, Hoogbouw entrance, 1082 MD Amsterdam, the Netherlands, registered at the Dutch Chamber of Commerce, under number 34.283.061, regarding ITEM 5 of the agenda of the Annual General Meeting of JERÓNIMO MARTINS, SGPS, S.A., convened to meet on the 24<sup>th</sup> of April 2025.**

The shareholder Sociedade Francisco Manuel dos Santos B.V. proposes that the General Meeting resolves to appoint to the corporate bodies of Jerónimo Martins, SGPS, S.A., for the period 2025-2027:

#### **Board of Directors**

Comprised by 11 members, in accordance with article 12, no.1 of the Articles of Association of Jerónimo Martins, SGPS, S.A.:

*Chairman:* Mr. Pedro Soares dos Santos

*Members:* Ms. Agnieszka Słomka-Gołębiewska

Mr. António Domingues

Ms. Elizabeth Ann Bastoni

Mr. Fabio Villegas

Mr. Francisco Sá Carneiro

Mr. João Vale de Almeida

Ms. María Ángela Holguín

Ms. Nigar Makhmudova

Mr. Sérgio Tavares Rebelo

Sociedade Francisco Manuel dos Santos B.V., represented by Mr. José Soares dos Santos

## **SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**

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### **Audit Committee**

*Chairman:* Ms. Elizabeth Ann Bastoni

*Members:* Mr. António Domingues

Mr. Sérgio Tavares Rebelo

### **Board of the General Meeting**

*Chairman:* Mr. Luís Sobral

*Secretary:* Ms. Marta Leitão

Under the terms and for the purposes of article 289 of the Companies Code, the *curricula vitae* of the persons proposed for the corporate bodies of Jerónimo Martins, SGPS, S.A. are enclosed hereto.

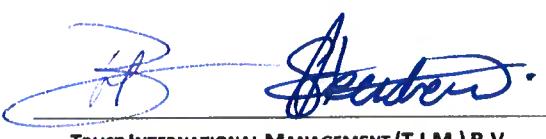
It is further informed that the proposed persons indicated on the table which is also enclosed hereto, hold, as at this date, the number of shares in the share capital of Jerónimo Martins, SGPS, S.A. therein indicated.

4<sup>th</sup> April, 2025

**SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**



JOSÉ SOARES DOS SANTOS  
(Executive Board Member)



TRUST INTERNATIONAL MANAGEMENT (T.I.M.) B.V.  
(Executive Board Member)

**ANNEXES**



**Pedro Soares dos Santos**

Chairman of the Board of Directors and CEO

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Pedro Soares dos Santos is a Portuguese national and was born in 1960.

He started his professional activity in 1983, at the age of 23, at Jerónimo Martins, as a Purchasing Assistant in the Perishables department of Pingo Doce. He later joined the Operations Division as a Store Manager.

In 1986, he embraced a new challenge in the Industry Area, selling Olá ice creams. He later joined the Sales and Marketing Department of Iglo/Unilever, where he took on responsibility for the Catering area, a role he combined with that of Product Manager. In December 1989, he leaves Unilever Jerónimo Martins and is invited to assume the position of Deputy Operations Director at Recheio Cash & Carry. Two years later he is appointed General Manager of Arminho - an emblematic Company in Braga, which was meanwhile acquired by Recheio.

In 1992, he has his first international working experience in Great Britain, at Booker, the English largest wholesaler of food products. Returning a year later to Portugal, he becomes the Head of Operations at Recheio and in 1994 is named General Manager of this Company, being responsible at the same time for the coordination of the recently acquired operation in Madeira (supermarkets and cash & carries).

In 1995, he is elected a Board Member of Jerónimo Martins SGPS and, in 1996, in the scope of the internationalisation process, he is invited by the Board of Directors to undertake the responsibility of Jerónimo Martins activities in a new geography, Poland. In 1999, he leaves Recheio in order to ensure a better monitoring of the Group's internationalisation process, becoming responsible for operations both in Poland and Brazil.

In 2000, he moves to Poland, with a decisive assignment which was crucial to the success of the Group in this country: the responsibility for restructuring the entire polish operation, leading the process of divestments of cash & carries and hypermarkets, and ensuring the definition of Biedronka's strategy, as well as the relaunch of this brand. Still in Poland, he was reappointed in 2001 by the Board of Directors as Chief Operations Officer for the Group's Food Distribution. He returned to Portugal in 2002, assuming a leading role in Jerónimo Martins' restructuring process: focus on core business and sale of non-strategic assets in Poland and Brazil.

Besides the repositioning of Biedronka in Poland and Pingo Doce in Portugal, he leads the entry of the Group in a new country – Colombia, where operations started in 2013.

Throughout his career, Pedro Soares dos Santos attended several Management courses in the world's most prestigious universities, such as Kellogg, Harvard, IMD, Darden, and others.

On April 10, 2010, he was appointed Chief Executive Officer of Jerónimo Martins Group and on December 18, 2013 he was also elected as Chairman of the Board of Directors, positions that he still accumulates.



**Agnieszka Słomka-Gołębiowska**

Member of the Board of Directors

Agnieszka Słomka-Gołębiowska is a Polish national and holds a PhD in Economics and a master's degree with distinction in Finance and Banking from the Warsaw School of Economics. She also completed a master's degree in international business at Copenhagen Business School.

Her professional career began in the consulting area, working at Accenture and Arthur Andersen. She has nearly 20 years of extensive experience as independent member of supervisory boards and an advisor to companies in the field of corporate governance and the sustainable development agenda.

Agnieszka Słomka-Gołębiowska currently holds several prominent positions. She has been serving as the Chairwoman of the Board of mBank (Commerzbank AG Group) since 2020. She is also a Supervisory Board Member and Non-Executive Director at CD PROJEKT. In addition, she holds the position of Deputy Chair of the Supervisory Board at PTE PZU. Since 2021, she has been a Non-Executive Director and Chair of the Audit Committee at Grupa Pracuj (a leading Human Resources technology platform in Europe).

She is a member of the European Union Platform on Sustainable Finance, which advises the European Commission on the implementation of the sustainable development agenda, and the Program Board of the Sustainable Investment Forum Poland (POLSIF).

She is a professor at the Warsaw School of Economics and at IE University, the author of books and numerous articles and a speaker at business and economic conferences. In 2019, she received the Corporate Governance Personality Award.

She is a mentor at the Hertie School of Governance in Berlin and a global ambassador for the Vital Voices Program for women's entrepreneurship and empowerment.



### **António Domingues**

**Member of the Board of Directors and of the Audit Committee**

António Domingues is a Portuguese national and was born in 1956. He holds a degree in Economics from ISEG.

His professional career began in the public sector, working at the Portuguese Ministry of Industry and Energy. He later moved to Macau, where he worked at the Monetary Authority, gaining experience in statistics, research, and reserve management. Upon returning to Portugal, he joined the Banco de Portugal.

He transitioned to commercial banking in 1988, starting at Banco Português do Atlântico in France before joining Grupo Banco BPI in 1989. Over nearly three decades at BPI, he played a pivotal role in the bank's growth and development, serving as Vice-CEO and CFO.

In 2016, he was appointed Chairman and CEO of Caixa Geral de Depósitos, Portugal's state-owned bank. Beyond his executive roles, he has served as a board member for several leading financial and corporate entities, including Allianz Portugal (2003-2016), SIBS (1999-2012), and Unicre (1999-2008).

He was also a board member of NOS S.A. (2004-2022), where he chaired the Audit and Finance Committee and was a member of the Governance Committee.

Currently, António Domingues is a board member of Haitong Investment Bank S.A. (since 2018), where he chairs the Risk Committee and is a member of the Remuneration and Governance Committees. He also sits on the board of Banco CTT (since 2022) and, most recently, joined the board of UniCredit SpA in 2024, where he serves as Chairman of the Remuneration Committee and a member of the Nomination Committee.

With a distinguished career spanning over four decades, António Domingues is recognized for his leadership in banking, risk management, and corporate governance, playing a significant role in shaping the financial sector in Portugal and beyond.



**Elizabeth Ann Bastoni**

Member of the Board of Directors and President of the Audit Committee

Elizabeth Ann Bastoni is an American national and was born in 1965. She holds a BA degree with a concentration in Accounting from Providence College and a degree in French Civilization studies from the Sorbonne University in Paris.

She started her career in Paris with KPMG in 1989 in the International Tax Practice where she served in various roles, including senior manager of Business Development.

From 1998 to 2000, she served as Director of Global Compensation, Benefits and Expatriate Programs for Lyonnaise des Eaux worldwide. Prior to joining The Coca-Cola Company in 2005, she held senior human resources positions with the Paris-based Thales Group. She joined Carlson from The Coca-Cola Company where she served as Chief Human Resources and Communications Officer. She served as Director of Carlson Wagonlit Travel and as a Director of The Rezidor Hotel Group, President of Bastoni Consulting Group LLC, Director of Société BIC and Chair of the Board of Directors and of the Remuneration and Nomination Committee of Limeade Inc.

Currently, she is Director of Euroapi, S.A., of CNH Industrial, Coca Cola HBC A.G. and Qorium B.V..

She Chaired the Remuneration Committee of the Jerónimo Martins Group between 2016 and 2018. She is a Non-executive Director of the Company since 11<sup>th</sup> April 2019.



**Fabio Villegas**

Member of the Board of Directors

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Fabio Villegas Ramírez is a Colombian national and was born in 1955. He graduated with a degree in Economics from the Jorge Tadeo Lozano University in Bogotá. He also has a master's degree in economics from the London School of Economics. He was professor at the University of Los Andes and a visiting researcher at the Center for International Affairs at Harvard University.

He has held various positions in the public and private sectors, including Chief of Staff to the President of the Republic of Colombia, Minister of the Interior of the Colombian government, General Manager of Deutsche Bank and the Rothschild Group for Colombia and the Andean Group, and President of the National Association of Financial Institutions (ANIF).

Between 2005 and 2016, he served as CEO of Aerovías del Continente Americano (Avianca). He led the company's modernization and growth, as well as its entry into the stock market on the New York Stock Exchange.

Since March 2016, he has been the president of the Decameron Organization, a hotel chain specializing in the all-inclusive vacation market, with a presence in Latin America, Central America, Mexico, and the Caribbean.

He currently serves on the Board of Directors of Carvajal S.A., an industrial conglomerate focused on packaging, paper, and technology services.



**Francisco Sá Carneiro**

Member of the Board of Directors

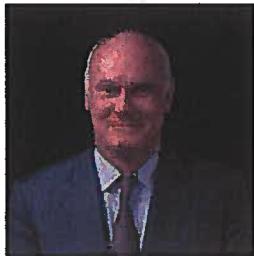
Francisco Sá Carneiro is a Portuguese national and has a law degree from the Lisbon Law School of the Catholic University.

He is a Portuguese lawyer with over 35 years of experience in corporate law, mergers and acquisitions (M&A), capital markets, banking and finance.

He was Partner (1986-1993) and Associate (1982-1986) at João Morais Leitão & Associados and a Trainee Lawyer at Oppenheimer Wolff & Donnelly, Brussels Office. He was Founding Partner and Managing Partner at Vasconcelos, F. Sá Carneiro, Fontes & Associados (1993-2004). He was also Partner and Co-Managing Director in Portugal (2004-2009), Member of the Board (2004-2009) and of the Executive Committee (2007-2009) of Uría Menéndez.

In 2009, Francisco Sá Carneiro co-founded Campos Ferreira Sá Carneiro & Associados, where he held executive roles. In 2022, he joined Vieira de Almeida as a Partner in the Corporate and M&A practice.

He is currently Member of the Board of Directors, and general counsel, of Sociedade Francisco Manuel dos Santos B.V.. He also serves on the Boards of Directors of Arica – Investimentos, Participações e Gestão, S.A., and of Sociedade Francisco Manuel dos Santos II, S.A.. Francisco Sá Carneiro is also a manager at Alnilam – Sociedade Imobiliária Lda..



**João Vale de Almeida**

Member of the Board of Directors

**João Vale de Almeida** is a Portuguese national and was born in 1957. He has a degree in History from the Faculty of Arts at the University of Lisbon and was a European diplomat for 40 years.

After a short career as a young journalist in Portugal ("Diário de Notícias"), he was recruited by the European Commission in 1982, even before the country joined the European Communities. He served at the diplomatic representation of the European Commission in Lisbon before moving, in 1989, to the institution's headquarters in Brussels, where he eventually reached the top of the hierarchy as Director-General for External Relations.

During his time at the European Commission, he held various positions under the direct supervision of Presidents Jacques Delors, Jacques Santer, and Romano Prodi, served as Deputy Spokesperson of the institution, and led several departments. He also worked at the European Economic and Social Committee.

João Vale de Almeida was Chief of Staff and principal advisor to President José Manuel Durão Barroso during his first term at the helm of the European Commission (2004-2009) and served as the EU's "Sherpa" for the G8 and G20 summits (2004-2010).

The final stage of his career was spent on the external diplomatic front. He was successively the European Union's Ambassador to the United States (Washington, 2010-2014), to the United Nations (New York, 2015-2019), and to the United Kingdom (London, 2020-2022). After retiring, he was invited to teach as an Adjunct Professor at Columbia University in New York and as a Visiting Fellow at the University of Cambridge (2023-2024).

He is currently a member of the Board of Trustees of the Oceano Azul Foundation, Chairman of the Board of Directors of the think tank ODI Europe, and a member of the Strategic Council of the European Policy Center, both based in Brussels. He frequently participates in debates on international relations, European affairs, and geopolitical issues, through the media and within academic and business circles.



**María Ángela Holguín**

Member of the Board of Directors

María Ángela Holguín Cuéllar is a Colombian national and was born in 1963. She has a degree in Political Sciences from Universidad de los Andes. She also holds a specialization in Public Administration at the Andes University, and a specialization in Diplomacy and Strategy from the Centre d' Études Diplomatiques et Stratégie.

With over two decades of public and private sector experience, she held high-level positions throughout her extensive diplomatic career. In 1997, she served as Coordinator for Colombia on the Inter-American Development Bank, as well as Executive Director of the Latin American and Caribbean Regional Conference on Early Childhood. She was appointed Deputy Minister of Foreign Affairs of Colombia in 1998.

From 2000 to 2002, she was Regional Director for Latin America of the Worldview International Foundation. She then served as Ambassador of Colombia to Venezuela from 2002 to 2004, followed by her role as Ambassador and Permanent Representative of the Colombian Mission to the United Nations from 2004 to 2006. Between 2006 and 2007, she was Chief of Staff at the Office of the Vice President of Colombia, supporting key governmental initiatives. From 2008 to 2010, she was Representative in Argentina of the CAF Development Bank of Latin America.

She then held the position of Minister of Foreign Affairs of Colombia from 2010 to 2018, playing a crucial role in the country's international relations. From 2022 to 2024, she was a member of the Organization of American States (OAS), working to promote women's political participation. Most recently, from January to July 2024, she served as the Personal Envoy of the Secretary-General of the United Nations on Cyprus.

She is a Non-executive Director of Hoteles Estelar S.A., of Gases del Pacífico S.A.C., of Gases del Norte del Perú S.A.C., of Procafecol S.A., and of TESICOL – Tejidos Sintéticos de Colombia S.A.

She is a non-executive director of the Company since 11<sup>th</sup> April 2019.



**Nigyar Makhmudova**

Member of the Board of Directors

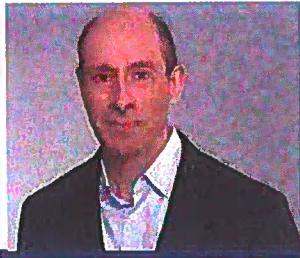
**Nigyar Makhmudova** is a British national, born in Azerbaijan in 1967. Nigyar holds an MSc in Biochemistry from Moscow State University and a Diploma in Management from Nottingham Business School, along with numerous advanced leadership trainings from Harvard Business School, IMD, and Wharton. She also obtained a Board certification from a joint Harvard Business School and IESE program.

She is an experienced non-executive board member with a proven track record across diverse industries. Nigyar Makhmudova served as Chief Growth Officer on the Executive Committee of Danone Group. In this role, she led global marketing and sales, e-commerce, innovation, and advanced analytics teams, playing a key part in integrating sustainability into Danone's growth strategy and driving digital transformation. Before joining Danone, she held executive board positions at MARS Petcare, including Global CEO of Pet Nutrition and CEO of MARS Petcare Europe, CIS and South Africa.

She currently serves on the boards of ISDIN SA, an international family-owned dermatology and skincare company, and C&A NV, one of Europe's largest fashion retailers. At C&A, she is a member of the Audit and Remuneration Committees. From 2019 to 2024, Nigyar was a board member of Jungbunzlauer AG, family-owned Swiss company, a global leader in the biotechnology of biodegradable ingredients.

In addition to her corporate board roles, she is a member of the European Advisory Board at the Ehrenberg-Bass Institute of Marketing Science, the world's leading independent centre for evidence-based marketing.

Nigyar Makhmudova brings a wealth of expertise in global business transformation, digital innovation, marketing, and sustainability. She is passionate about talent development and diversity, having championed Inclusion & Diversity programs at MARS and Danone. She continues to mentor emerging leaders and is dedicated to fostering inclusive environments within the organizations she serves.



**Sérgio Tavares Rebelo**

Member of the Board of Directors and of the Audit Committee

Sérgio Tavares Rebelo is a Portuguese national and was born in 1959. He has a degree in Economics from Universidade Católica Portuguesa. He also has a M.Sc. in Operations Research from Instituto Superior Técnico of Lisbon, as well as a M.A. and a Ph.D. in Economics from University of Rochester.

He has held various prestigious advisory and academic roles throughout his career. He began his academic career as an Instructor at the Portuguese Catholic University in 1981. He was also an Assistant Professor of Finance at Northwestern University from 1988 to 1991, later becoming an Associate Professor of Finance until 1992. From 1992 to 1997, he was an Associate Professor in the Department of Economics at the University of Rochester. In 1997, he joined the Kellogg School of Management at Northwestern University as the Tokai Bank Distinguished Professor of International Finance, a position he held until September 2019, when he was appointed the MUFG Distinguished Professor of International Finance.

His advisory roles include serving as a member of the Advisory Council to the Global Markets Institute at Goldman Sachs since 2012, an Academic Advisor at the Center for Macro Finance at the Shanghai Advanced Institute of Finance since 2014, an Advisor to the Independent Evaluation Office of the International Monetary Fund in 2015, and a member of the Federal Reserve Bank of Chicago Academic Advisory Council from 2015 to 2017.

Since 1982, he has published numerous articles and books on economics and finance.

He was Chairman of the Company's Audit Committee between 2016 and 2022. He has been a Non-executive Director of the Company, since 10<sup>th</sup> April 2013.



**José Soares dos Santos**

Member of the Board of Directors

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**José Soares dos Santos** is a Portuguese national and was born in 1962. He graduated in Marine Biology from Lisbon Classic University (1986), with executive education at IMD (1995) and Harvard (1997), and an Alumni Member of Stanford (2000).

Executive President of Sociedade Francisco Manuel dos Santos B.V., main shareholder of Jerónimo Martins, SGPS, S.A. since its establishment in 2012.

Member of the Board of Directors of Jerónimo Martins SGPS, S.A., a position also held between 1995 and 2001 and from 2004 to 2015.

Chairman of Unilever Firma, Lda., Gallo Worldwide, Lda., JMDB Representação e Distribuição de Marcas Lda. and, of Movendo Capital B.V. since 2017.

Chairman of the Board of Trustees of the Francisco Manuel dos Santos Foundation, since 2020, of which he was Board Member from 2009 to 2018.

Chairman of Oceanário de Lisboa, S.A. since 2015 and Chairman of the Board of Trustees and the Board of Directors of the Oceano Azul Foundation since 2016.

He has been a Non-Executive Director of the Company since 11 April 2019.

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### **Luís Sobral**

**Chairman of the Board of the General Meeting**

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Luís Sobral has a degree in Law from the Faculty of Law of the University of Lisbon.

He joined the Judiciary in 1990, having performed functions in the courts of Leiria (1991-1992), Ansião (1992), Albergaria-a-Velha (1993-1995), Funchal (Labor Court, 1995-1997), and Lisbon (Civil Court, 1997-1999; Labor Court, 1999-2002; Supreme Court of Justice, advisor in the 4<sup>th</sup> Section | Social, 2002).

Registered as a Lawyer with the Bar Association since 2003, he practiced at PLMJ – Sociedade de Advogados RL, having been a partners in the firm (2007-2016).

Lawyer in solo practice since 2016.

Currently performs functions as Executive Director of the National Association of Pharmacies (ANF) and is responsible for the Legal and Compliance Department, as well as the People and Organizational Culture Department. He also performs functions as a member of the board of directors/management of ANF's subsidiaries: Farminveste – SGPS, S.A., Farminveste 2 – SGPS, Unipessoal, Lda., and Farminveste – Investimentos, Participações e Gestão, S.A.. Additionally, he serves as Chairman of the Board of the General Meeting of Infosaúde – Instituto de Formação e Inovação em Saúde, S.A., and as Secretary of the Board of the General Meeting of CUF, S.A..

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**Marta Leitão**

Secretary of the Board of the General Meeting

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Marta Leitão has a degree in Law from the Faculty of Law of the Universidade Nova de Lisboa. She later completed a Postgraduate degree in Commercial Law at Universidade Católica Portuguesa and an Advanced LL.M. in International Business Law at Católica Global School of Law.

Her professional career began at A.M. Pereira, Sáragga Leal, Oliveira Martins, Júdice & Associados, where she worked in the Corporate/Financial Department. In 2002, she joined Abreu, Marques, Vinhas e Associados, Sociedade de Advogados, R.L., specializing in corporate and labor law. Between 2007 and 2012, she worked at Serra Lopes, Cortes Martins & Associados, Sociedade de Advogados, R.L., as an Associate Lawyer. In 2012, she joined PLEN – Sociedade de Advogados, R.L., focusing on commercial law (corporate, contracts, M&A), financial law, and energy law.

Since 2013 she is the Secretary of the Board of the General Meeting of Estoril Sol – SGPS S.A.. Since 2019, she has been President of the Board of the General Meeting of Draycott SCR S.A. and of “Fundo de Capital de Risco Draycott”. In 2023, she assumed the presidency of the Board of the General Meeting of Draycott Growth Fund I and Draycott II.

## Assembleia Geral 24 Abril 2025

## Annual General Meeting April 24, 2025

**Número ações representativas do Capital Social de Jerónimo Martins, SGPS, S.A.  
detidas por membros propostos**

**Number of shares of Jerónimo Martins, SGPS, S.A. held by proposed members**

<b>Membro Proposto</b> <b>Proposed Member</b>	<b>Nº de ações que detém no capital social da Jerónimo Martins, SGPS, S.A.</b> <b>Number of shares that he/she holds in Jerónimo Martins, SGPS, S.A.</b>
Pedro Soares dos Santos	274 805
Agnieszka Słomka-Gołebiowska	-
António Domingues	-
Elizabeth Bastoni	-
Fabio Villegas	-
Francisco Sá Carneiro	-
João Vale de Almeida	-
José Soares dos Santos	20 509
María Ángela Holguín	-
Nigyar Makhmudova	-
Sérgio Tavares Rebelo	-
Sociedade Francisco Manuel dos Santos B.V.	353 260 814
Luís Sobral	-
Marta Leitão	-
Jorge Ponce de Leão	-
Erik Geilenkirchen	-
Kirsty Russell	-
PWC (incluindo sócios – including partners)	-
KPMG (incluindo sócios – including partners)	-

## **SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**

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**GENERAL MEETING OF THE 24<sup>TH</sup> OF APRIL 2025**

**ITEM 7**

**Proposal of the shareholder SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V., with registered office in Amsterdam, the Netherlands and principal place of business at Claude Debussyalaan 8 - 2<sup>o</sup>, Hoogbouw entrance, 1082 MD Amsterdam, the Netherlands, registered at the Dutch Chamber of Commerce, under number 34.283.061, regarding ITEM 7 of the agenda of the Annual General Meeting of JERÓNIMO MARTINS, SGPS, S.A., convened to meet on the 24<sup>th</sup> of April 2025.**

The shareholder Sociedade Francisco Manuel dos Santos B.V. proposes that the General Meeting resolves to appoint to the REMUNERATION COMMITTEE of Jerónimo Martins, SGPS, S.A., for the period 2025-2027:

**President:** Mr. Jorge Ponce de Leão  
**Members:** Mr. Erik Geilenkirchen  
Ms. Kirsty Russell

Under the terms and for the purposes of article 289 of the Companies Code, the *curricula vitae* of the persons proposed for the REMUNERATION COMMITTEE of Jerónimo Martins, SGPS, S.A. are enclosed hereto.

It is further informed that the proposed persons indicated herein above do not hold, as at this date, shares in the share capital of Jerónimo Martins, SGPS, S.A.

4<sup>th</sup> April 2025

**SOCIEDADE FRANCISCO MANUEL DOS SANTOS B.V.**



**JOSÉ SOARES DOS SANTOS**  
(Executive Board Member)



**TRUST INTERNATIONAL MANAGEMENT (T.I.M.) B.V.**  
(Executive Board Member)

### **ANNEXES**

Claude Debussyalaan 8, 2nd floor. Hoogbouw entrance. 1082 MD Amsterdam, The Netherlands  
Dutch Commercial Register of the Chamber of Commerce, registration number 34.283.061  
Issued Share Capital € 4.719.167.041,91

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### **Jorge Ponce de Leão**

President of the Remuneration Committee

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Jorge Ponce de Leão is a Portuguese national and was born in 1947. He has a degree in Law from the University of Coimbra, with executive education at Dauphine University in Paris, Erasmus University in Rotterdam, and Stanford University in California.

He registered with the Bar Association in 1970, practicing forensic law until 1987 and legal consulting to this day. He was part of the team that founded the Portuguese Industry Confederation in 1974.

In 1975, he began his collaboration with the Jerónimo Martins Group as Head of Legal and Tax Services in the industrial sector. He maintained this collaboration for 26 years (until 2001), taking on a full-time role from 1987, first as Advisor Director, then as M&A Officer (1987–1992), and later as a Board Member responsible for the Group's strategy and financial area (1993–2001).

In 2002, he took on responsibility for the Human Resources, Control and Finance departments of Radiotelevisão Portuguesa, SA, as Vice President of the Board of Directors. In 2007, he joined PLMJ – Sociedade de Advogados RL as a Senior Consultant but left at the end of 2008 to serve as CEO of SAIP SGPS, the company responsible for the tourism project in the Alqueva influence area.

In 2012, he was invited by the Government to lead the privatization of ANA – Aeroportos de Portugal, SA. He remained in office after the privatization, at the invitation of Vinci Group, which won the tender. He ended his executive duties in 2016, but was invited to continue as Chairman, overseeing the company's strategic direction until the end of 2017. In 2018, he became Chairman of the Board of Directors of NAV – Navegação Aérea de Portugal, EPE, a position he resigned from in 2019.

Since 2008, he has served as a Non-Executive Director at Explorer Investments, a management company for private equity and real estate funds.



## **Erik Geilenkirchen**

Member of the Remuneration Committee

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Erik Geilenkirchen is a Netherlands national and was born in 1961. He holds a master's degree in mechanical engineering from Wageningen University and executive education at IMD and Singularity University.

He started his professional journey in 2000 at Philips Electronics, where he held leadership positions, ultimately becoming the CEO for Domestic Appliances and Personal Care in the Asia-Pacific region. In 2008 he moved to Techtronic Industries and took on the role of Chief Purchasing Officer, where he implemented systems for supply chain management. In 2014, Erik Geilenkirchen joined COFRA Holding AG as Chief Human Resources Officer & Executive Board Member, where he was pivotal in driving organizational transformation, focusing on talent management, succession planning and strategic workforce decisions across the group.

In 2017, he founded Intelligent Board Room, a platform aimed at enhancing strategy execution through improved people decisions. Erik Geilenkirchen also holds positions as Advisory Board Member at EMK Capital and as a Board Member and Shareholder at Chili Labs.

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**Kirsty Russell**

Member of the Remuneration Committee

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Kirsty Russell is a global Human Resources (HR) executive with extensive experience in leading people, culture and organizational transformation at the C-suite level. She has played a key role in business growth, M&A integration, organizational restructuring and cultural change across multiple industries.

She began her career in financial services and consulting, including coaching senior leaders in investment banking, insurance, FMCG and telecommunications.

In 1998, she joined Nokia in marketing and business development roles, later transitioning into HR leadership. She held various positions, including Director of Compensation & Benefits and VP of HR for Global Practices. She played a critical role in Nokia's turnaround and the separation of HR functions during Microsoft's acquisition of Nokia's Devices & Services division.

Following the acquisition, she moved to Microsoft in 2014 as HR General Manager, leading the integration of 33,000 employees into Microsoft's systems and culture, while overseeing major restructuring efforts.

In 2016, she joined Logitech as Head of People & Culture, where she supported business growth through leadership development, workforce planning, and global HR operations. Up to 2024, she was also a trusted advisor to the CEO and Board of Logitech on organizational strategy and culture.