

PART 1.

INFORMATION ON SHAREHOLDER STRUCTURE, ORGANISATION AND CORPORATE GOVERNANCE

Section A Shareholder Structure

Subsection I Capital Structure

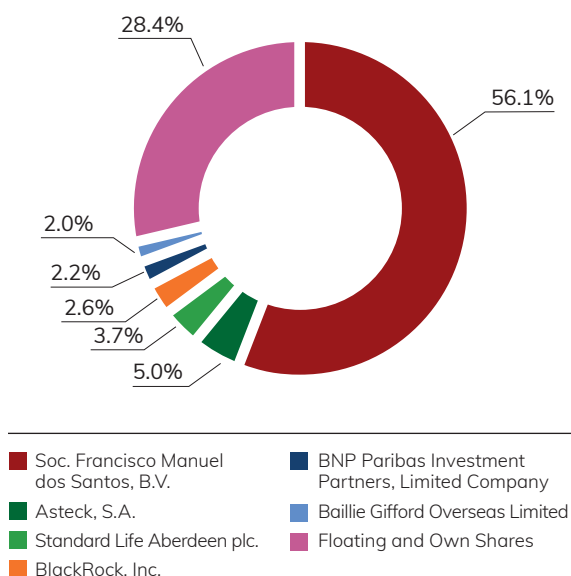
1. Capital Structure

The Company's share capital is 629,293,220 euros. It is fully subscribed and paid up, and divided into six hundred and twenty-nine million, two hundred and ninety-three thousand, two hundred and twenty shares with a nominal value of one euro each.

All issued shares are ordinary, there are no other categories of shares, and all shares have been admitted to trading on the Euronext Lisbon stock exchange.

The Company's shareholder structure is the following, with reference to 31 December 2017*:

Shareholder Structure



* According to the last communications made by the shareholders with qualifying holdings to Jerónimo Martins, SGPS, S.A. up to the said date.

2. Restrictions on the Transfer of Shares

Jerónimo Martins' shares are freely transferable and there are no restrictions concerning their tradability.

3. Own Shares

The Company holds 859 thousand shares in its own portfolio, which were acquired in 1999 at an average price of 7.06 euros per share (price adjusted by the restatement of capital). These shares represent 0.14% of the Company's share capital, which would correspond to equal percentage of voting rights.

4. Important Agreements to Which the Company is a Party and That Come Into Effect, Amend or are Terminated in Cases Such as a Change in the Control of the Company After a Takeover Bid

There are no significant agreements (including financing agreements) to which the Company is a party and that come into effect, are amended or terminated in case of a change in the control of the Company after a takeover bid.

5. Defensive Measures

No defensive measures were adopted that require payments or the assumption of costs by the Company in the event of a change of control or a change in the composition of the Board of

Directors and that are likely to impair the free transfer of shares and the free assessment by the shareholders of the performance of the Board members, or that provide for a restriction on the number of votes capable of being held or exercised by only one shareholder individually or together with other shareholders.

6. Shareholders' Agreements Known to the Company

Pursuant to the communication regarding the qualifying holding received by the Company on 2nd January, 2012, the same was informed of a shareholders' agreement concerning the exercise of voting rights, on the following terms:

"It is further informed that, in accordance with the terms of number 2 of article 21, paragraphs b) and c), of the Portuguese Securities Code, Sociedade Francisco Manuel dos Santos, SGPS, S.A.[*] controls Sociedade Francisco Manuel dos Santos B.V., since it may exercise the corresponding voting rights under a Shareholders Agreement.

In accordance with the terms of article 20 of the Portuguese Securities Code, especially paragraph b) of its number 1, under the above mentioned Shareholders Agreement, the corresponding voting rights of the Jerónimo Martins, SGPS, S.A. shares, object of the purchase and sale above mentioned, remain attributed to Sociedade Francisco Manuel dos Santos, SGPS S.A.[*]"

The Company, however, does not know of any restrictions concerning the transfer of securities or voting rights.

* The company name was changed on 2015 to "Sociedade Francisco Manuel dos Santos, SGPS, S.E."

Subsection II Shareholdings and Bonds Held

7. Shareholders with Qualifying Holdings

The holders of qualifying holdings, calculated in accordance with the terms of paragraph 1 of Article 20 PSC, based on the total number of shares under the terms of section b), paragraph 3 of Article 16 PSC, as at 31st December 2017, are identified in the table below.

List of Qualifying Holdings as at 31st December 2017*

(Pursuant to paragraph 4 of Article 448 of the Commercial Companies Code – CCC, and in sub-paragraph b) of paragraph 1 of Article 8 of the Portuguese Securities Regulations no. 5/2008)

Shareholder	No. of Shares Held	% Capital	No. of Voting Rights	% of Voting Rights*
Sociedade Francisco Manuel dos Santos, SGPS, S.E. Through Sociedade Francisco Manuel dos Santos, B.V.	353,260,814	56.136%	353,260,814	56.136%
Heerema Holding Company Inc. Through Asteck, S.A.	31,464,750	5.000%	31,464,750	5.000%
Standard Life Aberdeen plc. Through Investment Managed by Standard Life Aberdeen plc	23,127,393	3.675%	23,127,393	3.675%
BlackRock, Inc.	16,623,792	2.642%	16,623,792	2.642%
Baillie Gifford & Co. Through Baillie Gifford Overseas Limited	12,723,138	2.022%	12,723,138	2.022%
BNP Paribas Investment Partners, Limited Company Through Investment Funds Managed by BNP Paribas	13,536,757	2.151%	12,604,860	2.003%

* Source: Last communications made by the shareholders with qualifying holdings to Jerónimo Martins, SGPS, S.A. up to the said date.

8. Number of Shares and Bonds Held by Members of the Management and Supervisory Boards

(Pursuant to paragraph 5 of Article 447 CCC)

The Board of Directors

Members of the Board of Directors	Held on 31.12.16		Increases during the year		Decreases during the year		Held on 31.12.17	
	Shares	Bonds	Shares	Bonds	Shares	Bonds	Shares	Bonds
Pedro Manuel de Castro Soares dos Santos	274,805	-	-	-	-	-	274,805	-
Andrzej Szlezak	-	-	-	-	-	-	-	-
António Pedro de Carvalho Viana-Baptista	-	-	-	-	-	-	-	-
Artur Stefan Kirsten Belonging to company in which is a Director (sec. d), § 2 of Article 447 Commercial Companies Code) ¹	353,260,814	-	-	-	-	-	353,260,814	-
Clara Christina Streit	800	-	-	-	-	-	800	-
Francisco Manuel Seixas da Costa	-	-	-	-	-	-	-	-
Hans Eggerstedt	19,700	-	-	-	-	-	19,700	-
Henrique Manuel da Silveira e Castro Soares dos Santos	26,455 ²	-	-	-	-	-	26,455 ²	-
Sérgio Tavares Rebelo	-	-	-	-	-	-	-	-

¹ Sociedade Francisco Manuel dos Santos, B.V.; see Point 20.

² Of which 1,500 shares held by spouse.

Statutory Auditor

As at 31st December, 2017, the Statutory Auditor, Ernst & Young Audit & Associados, SROC, S.A., confirmed not holding any shares or bonds of Jerónimo Martins, SGPS, S.A. and not having made any transactions, during 2017, with Jerónimo Martins, SGPS, S.A. securities.

9. Special Powers of the Board of Directors, especially as Regards Resolutions on the Capital Increase

Any capital increase is subject to prior deliberation by the General Shareholders' Meeting.

10. Significant Business Relationships between the Holders of Qualifying Holdings and the Company

Pursuant to the policy that has been followed by the Company in this area, no business was carried out by the Company with the owners of Qualifying Holdings or entities in any type of relationship with the owners of such Holdings, outside of normal market conditions.

There are no significant business relationships between holders of Qualifying Holdings and the Company.