

Statutory Auditor

As at 31st December 2015, the Statutory Auditor PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda. did not hold any shares or bonds of Jerónimo Martins, SGPS, S.A. and did not make any transactions, during 2015, with Jerónimo Martins, SGPS, S.A. securities.

9. SPECIAL POWERS OF THE BOARD OF DIRECTORS, ESPECIALLY IN RELATION TO DELIBERATIONS ON CAPITAL INCREASES

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.

SECTION B CORPORATE BODIES AND COMMITTEES

SUBSECTION I GENERAL SHAREHOLDERS' MEETING

A. COMPOSITION OF THE PRESIDING BOARD OF THE GENERAL SHAREHOLDERS' MEETING

11. DETAILS AND POSITION OF THE MEMBERS OF THE PRESIDING BOARD OF THE GENERAL SHAREHOLDERS' MEETING

On 10th April 2013 João Vieira de Castro and Tiago Ferreira de Lemos were appointed as Chairman and Secretary of the General Shareholders' Meeting respectively, for the term of office that expired on 31st December 2015. On 17th December 2013 the Company was informed of the resignation of the Chairman of the General Shareholders' Meeting.

Subsequently to said resignation, Abel Bernardino Teixeira Mesquita was elected Chairman of the General Shareholders' Meeting on 10th April 2014, for the remainder of the term in force.

B. EXERCISING THE RIGHT TO VOTE

12. RESTRICTIONS ON THE RIGHT TO VOTE

The Company and its Board of Directors particularly value the principles of free transferability of shares and assessment by shareholders of the performance of members of the Board of Directors.

As such Article Twenty Four of the Articles of Association of the Company establishes the rule that each share has the right to one vote.

Accordingly, the Company has not established mechanisms intended to cause mismatching between the right to receive dividends or the subscription of new securities and the voting right of each ordinary share, particularly no special rights for shareholders or restraints on the exercise of voting rights are provided for in the Company's Articles of Association, nor is there any special rule in the Articles of Association regarding systems whereby the financial rights attached to securities are separated from the holding of securities.

Attending the General Shareholders' Meeting is not subject to holding a minimum number of shares.

According to Article Twenty-Six of the Articles of Association of the Company, the General Shareholders' Meeting may take place upon the first convocation, as long as more than 50% of the Company's capital is present or represented.

Participation in the General Shareholders' Meeting

Under the provisions of the Portuguese Securities Code and Article Twenty-Three of the Articles of Association, the shareholders that meet the following conditions can participate and vote at the General Shareholders' Meeting:

- i. On the record date, corresponding to 00:00 (GMT) of the fifth trading day prior to the General Shareholders' Meeting, they held shares of the Company entitling them to at least one vote;
- ii. By the end of the day prior to the day of the record date, they had stated in writing, to the Chairman of the General Shareholders' Meeting and to the respective financial intermediary, their intention to participate in the meeting;
- iii. By the end of the day of the record date, the respective financial intermediary has sent to the Chairman of the General Shareholders' Meeting information on the number of shares registered under that shareholder name on the record date.

Postal Vote

According to paragraph three of Article Twenty-Five of the Articles of Association, postal votes are allowed. Pursuant to the Articles of Association, postal votes count for the formation of a constitutive quorum for the General Shareholders' Meeting and it is the responsibility of the Chairman of the Board of the General Shareholders' Meeting or his substitute to verify their authenticity and full compliance with the procedures, as well as to assure confidentiality when a vote is submitted. In the event that a shareholder or a shareholders' representative is present at the General Shareholders' Meeting, the postal vote that was issued is revoked.

Postal votes count as negative votes in relation to deliberative proposals presented subsequent to the date on which those votes were issued.

The Company has provided a form to exercise the right to vote by post on its web page.

As the Company's Articles of Association do not state anything on this matter, the Company has established a deadline of 48 hours prior to the General Shareholders' Meeting for receipt of postal votes, thus complying with and, to a certain extent, exceeding the recommendations of the CMVM on this matter.

Vote by Electronic Means

The Company, also recognising that using new technologies encourages shareholders to exercise their right to vote, has adopted, since 2006, adequate mechanisms so that they may vote electronically in General Shareholders' Meetings. Thus, shareholders must state their intent to exercise their right to vote electronically to the Chairman of the Board of the General Shareholders' Meeting at the Company's Head Office or using the Jerónimo Martins website at www.jeronimomartins.pt/. In that expression of interest, shareholders must indicate the address of the financial intermediary with whom the securities are registered, to which a registered letter will be subsequently sent containing the electronic address to be used to vote and an identification code to use in the electronic mail message by which the shareholder exercises its right to vote.

13. MAXIMUM PERCENTAGE OF VOTING RIGHTS THAT MAY BE EXERCISED BY A SINGLE SHAREHOLDER OR BY SHAREHOLDERS THAT ARE IN ANY RELATIONSHIP AS SET OUT IN NO. 1 OF ARTICLE 20 OF THE PORTUGUESE SECURITY CODE

The Company has not established rules stating that voting rights over a certain number are not counted, when issued by a single shareholder or shareholders related to him.



The Board of Directors is composed of Non-Executive Directors, in particular Independent Directors who possess a wide range of technical skills, contact networks and connections with national and international bodies, who therefore enrich and optimise the Company's management.

14. SHAREHOLDERS' RESOLUTIONS THAT, IMPOSED BY THE ARTICLES OF ASSOCIATION, MAY ONLY BE TAKEN WITH A QUALIFIED MAJORITY, IN ADDITION TO THOSE LEGALLY PROVIDED

There is no special rule in the Articles of Association regarding deliberative quorums.

SUBSECTION II MANAGEMENT AND SUPERVISION

A. COMPOSITION

15. CORPORATE GOVERNANCE MODEL ADOPTED

The Company has adopted the anglo-saxon governance model which corresponds to the option foreseen in subparagraph b) of Article 278 of the Commercial Companies Code. According to this model the management and supervision of the Company are organized through a Board of Directors, which includes the Audit Committee and a Statutory Auditor.

16. ARTICLES OF ASSOCIATION RULES ON THE PROCEDURAL REQUIREMENTS GOVERNING THE APPOINTMENT AND REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE SUPERVISORY BOARD

The first Article of the Regulations of the Company's Board of Directors foresees that the composition of this body will be decided in the General Shareholders' Meeting, pursuant to the terms indicated in paragraph one of Article Twelve of the Articles of Association, and that it will be presided over by the respective Chairman, chosen by the General Shareholders' Meeting.

Paragraph number three of Article nine of the same Regulations prescribes that in the event of death, resignation or impediment, whether temporary or definitive, of any of its members, the Board of Directors will agree on a substitute. If the appointment does not occur within 60 days of the absence of the Director, the Audit Committee will be responsible for appointing the substitute.

According to Article one of the respective Regulations and Article Nineteen of the Articles of Association, the Audit Committee is composed of three members of the Board of Directors, one of whom will be its Chairman. The members of the Audit Committee are appointed simultaneously with the members of the Board of Directors and the lists of proposed members of the latter body must indicate those that are intended to form the Audit Committee. The members of the Audit Committee cannot perform executive roles in the Company.

There is no specific regulatory provision regarding the appointment and replacement of members of the Audit Committee, being applicable only what is set forth in law.

17. COMPOSITION OF THE BOARD OF DIRECTORS

According to the Articles of Associations, the Board of Directors is comprised of a minimum of seven and a maximum of eleven members, elected by the General Shareholders' Meeting for three year terms. Currently, the Board of Directors has eleven effective members and there are no substitute members:

Pedro Manuel de Castro Soares dos Santos

- Chairman of the Board of Directors since 18th December 2013
- CEO
- First appointment on 31st March 1995
- Expiry of the term of office on 31st December 2015

Alan Johnson

- Non-Executive Director
- First appointment on 30th March 2012
- Expiry of the term of office on 31st December 2015

Andrzej Szlezak

- Non-Executive Director
- First appointment on 10th April 2013
- Expiry of the term of office on 31st December 2015

António Pedro de Carvalho Viana-Baptista

- Independent Non-Executive Director
- First appointment on 9th April 2010
- Expiry of the term of office on 31st December 2015

Francisco Manuel Seixas da Costa

- Independent Non-Executive Director
- First appointment on 10th April 2013
- Expiry of the term of office on 31st December 2015

Hans Eggerstedt

- Non-Executive Director
- First appointment on 29th June 2001
- Expiry of the term of office on 31st December 2015

José Manuel da Silveira e Castro Soares dos Santos

- Director with special tasks (see Point 18)
- First appointment on 31st March 1995
- Expiry of the term of office on 9th April 2015

Nicolaas Pronk

- Non-Executive Director
- First appointment on 30th March 2007
- Expiry of the term of office on 31st December 2015

Sérgio Tavares Rebelo

- Independent Non-Executive Director
- First appointment on 10th April 2013
- Expiry of the term of office on 31st December 2015

Henrique Manuel da Silveira e Castro Soares dos Santos

- Non-Executive Director
- First appointment on 9th April 2015
- Expiry of the term of office on 31st December 2015

Clara Christina Streit

- Independent Non-Executive Director
- First appointment on 9th April 2015
- Expiry of the term of office on 31st December 2015

Artur Stefan Kirsten

- Non-Executive Director
- First appointment on April 2010 (term of office expired on February 2011)
- New appointment on 9th April 2015. Expiry of the term of office on 31st December 2015

With regard to changes in the composition of the Board of Directors throughout 2015, it is to note the resignation from the position of member of the Board of Directors by José Manuel da Silveira e Castro Soares dos Santos, by letter dated of 3rd March 2015 which became effective on 9th April 2015.

In the General Shareholders' Meeting held on 9th April 2015, it was decided to increase the number of members of the Board of Directors in the current term of office and, additionally, to replace José Manuel da Silveira e Castro Soares dos Santos as Member of the Board of Directors until the end of the current term of office. Therefore, in this General Shareholders' Meeting were appointed as Members of the Board of Directors until the end of the current term of office Henrique Manuel da Silveira e Castro Soares dos Santos, Clara Christina Streit and Artur Stefan Kirsten.

18. DISTINCTION BETWEEN EXECUTIVE AND NON-EXECUTIVE DIRECTORS, AND IDENTIFICATION OF INDEPENDENT DIRECTORS AMONG NON-EXECUTIVE DIRECTORS

The Company seeks a balance in the composition of the Board of Directors through the integration of Non-Executive Directors and Independent Directors alongside the Executive Director, in the scope of a delegation of duties, the respective discrimination of which being referred in point 17, above. The distinctive criterium used by the Company coincides with that of the EU Commission's Recommendation 2005/162/EC, of 15th February 2005, being considered as Executive Director any member who is engaged in the daily management of the Company and, *a contrario sensu*, Non-Executive Directors are those who are not engaged in the daily management. However, according to understanding expressed by the CMVM, the existence of a special task would allow to qualify a Director as Executive Director.

The Board of Directors is therefore composed of Non-Executive Directors, in particular Independent Directors who possess a wide range of technical skills, contact networks and connections with national and international bodies, who therefore enrich and optimise the Company's management in terms of creating value and ensuring adequate protection of the interests of all its shareholders, thereby ensuring

effective monitoring, supervision and assessment of the activity of the remaining members of the Board of Directors.

In accordance with the principles by which the Company is run, although all Board Members are accountable to all shareholders equally, the independence of the Board of Directors in relation to the shareholders is further reinforced by the existence of Independent Board Members.

Pursuant to the 2013 CMVM's Recommendations on Corporate Governance, hereafter referred to as "2013 CMVM's Recommendations", considering the provision of recommendation II.1.7, which establishes the independence criteria to be used in the evaluation made by the Board of Directors, Francisco Seixas da Costa, Clara Christina Streit, António Viana-Baptista, Sérgio Rebelo and Hans Eggerstedt qualify as Independent Directors. The latter three Directors are also members of the Audit Committee and therefore they are subject further to the independence criteria indicated in paragraph 5 of Article 414 of the Commercial Companies Code. According to these criteria Director Hans Eggerstedt cannot be regarded as independent. Each of the members of the Audit Committee also complies with the rules of incompatibility laid down in paragraph 1 of Article 414-A of the Commercial Companies Code, except that provided for in sub-paragraph b).

Having passed the number of Independent Directors to four, in accordance to the criteria above mentioned, out of a total of eleven Directors, the Company complies with recommendation II.1.7. (2013 CMVM's Recommendations), also in the part where it establishes that Non-Executive Directors shall include an appropriate number of independent members (*in casu*, more than one third).

19. PROFESSIONAL QUALIFICATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

Pedro Soares dos Santos is a Portuguese national and joined the Operating Division of Pingo Doce in 1983. In 1985, he joined the Sales and Marketing Department of Iglo/Unilever and, five years later, assumed the post of Assistant Director of Recheio Operations. In 1995, he was named General Manager of the Company. Between 1999 and 2000 he accepted responsibility for operations in Poland and in Brazil. In 2001, he also assumed responsibility for the operations area for Food Distribution in Portugal. He has been a Director of Jerónimo Martins, SGPS, S.A. since 31st March 1995, Chief Executive Officer since 9th April 2010 and Chairman of the Board of Directors of the Company since 18th December 2013.

José Soares dos Santos is a Portuguese national and holds a Degree in Biology from Universidade Clássica de Lisboa, joined Svea Lab AB in Sweden in 1985, before going to work for the URL Colworth Laboratory in March 1987.

In 1988, he joined the Human Resources Department of FimaVG - Distribuição de Produtos Alimentares, Lda. and in 1990 he was named Product Manager. Between 1992 and 1995 he worked for Brooke Bond Foods. He was a Director of Jerónimo Martins SGPS, S.A. between 31st March 1995 and 29th June 2001 and was reappointed on 15th April 2004 up to 9th April 2015.

Alan Johnson is a British national, with a degree in Finance & Accounting obtained in the UK. He joined Unilever in 1976, where he made his professional career occupying various financial positions in several countries such as United Kingdom, Brazil, Nigeria, France, Belgium, the Netherlands and Italy. Amongst other positions, he was Senior Vice President Strategy & Finance for Europe, Senior Vice President Finance & IT and CFO of Unilever Foods Division worldwide. Until March 2011, he was Chief Audit Executive based in Rotterdam. He was a member of the Market Oversight Committee of the Chartered Association of Certified Accountants between 2007 and 2013 and has been a member of the Professional Accountants in Business Committee of the International Federation of Accountants based in New York since 2011. In January 2012, he joined the Jerónimo Martins Group as Chief Financial Officer, being Director of Jerónimo Martins, SGPS, S.A. since 30th March 2012.

Hans Eggerstedt is a German national, with a degree in Economics from the University of Hamburg. He joined Unilever in 1964, where he has spent his entire

career. Among other positions, he was Director of Retail Operations, Ice Cream and Frozen Foods in Germany, President and CEO of Unilever Turkey, Regional Director for Central and Eastern Europe, Financial Director and Information and Technology Director of Unilever. He was nominated to the Board of Directors of Unilever N.V. and Unilever PLC in 1985, a position he held until 1999. Between 2003 and 2012 he was a Non-Executive Director of the COLT Telekom Group S.A. from Luxembourg. He has been Non-Executive Director of Jerónimo Martins, SGPS, S.A. since 29th June 2001.

Andrzej Szlezak is a Polish national and has a Master degree in English philology and in law from Adam Mickiewicz University in Poznan, Poland. In 1981, he passed the judicial exam and in 1994, he was admitted to the Chamber of Legal Advisors (Poznan Chapter). In 1979 he started his academic career at said university where he was awarded his doctorate and post-doctorate degrees in Law ("Habilitated Doctor") in 1985 and in 1992, respectively. In 1994, he was awarded a professorship at Adam Mickiewicz University (Law School), which he held until 1996. At present, he is a professor at Warsaw School of Social Sciences and Humanities. In 1991, he joined the law firm of Soltysinski, Kawecki & Szlezak ("SK&S") where he became Partner in 1993 and Senior Partner in 1996. During his practice at SK&S he has provided legal advice in numerous privatization and restructuring transactions in many sectors of Polish economy (mostly in M&A, corporate and greenfield projects). Since 1999, he has been an

arbitrator of the Arbitration Court at the Polish Chamber of Commerce (KIG) in Warsaw, being at the moment Deputy Chairman of the Arbitration Board of this Court. He has also been appointed an arbitrator in several proceedings (national and international) before the ICC International Court of Arbitration in Paris and in ad hoc proceedings conducted according to the UNCITRAL Arbitration Rules. He is also the author of several publications, including foreign-language publications, in the fields of civil, commercial and arbitration law. He has been a Non-Executive Director of the Company since 10th April 2013.

António Viana-Baptista is a Portuguese national and holds a Degree in Economics from Universidade Católica Portuguesa (1980), has a postgraduate diploma in European Economics from Universidade Católica Portuguesa (1981) and an MBA from INSEAD (Fontainebleau, 1983). Between 1985 and 1991 he was Principal Partner of McKinsey & Co. in the Madrid and Lisbon offices. He held the post of Director in the Banco Português de Investimento between 1991 and 1998. From 1998 to 2002 he was Chairman and CEO of Telefónica International. From 2002 to 2006 he was Chairman and CEO of Telefónica Móviles S.A. From 2006 to 2008 he was Chairman and CEO of Telefónica España. Between 2000 and 2008 he was a Non-Executive Director of the Board of Directors of Portugal Telecom. Since 2011, he is CEO of Crédit Suisse AG for Spain and Portugal. He has been Non-Executive Director of the Company since 9th April 2010.



Francisco Seixas da Costa is a Portuguese national and has a degree in Political and Social Sciences from the Universidade Técnica of Lisbon. He started his diplomatic career in 1975 as a diplomat in the Portuguese Ministry of Foreign Affairs. Between 1995 and 2001, he was Secretary of State for European Affairs, where he had several official functions, amongst others, Portuguese chief negotiator of the EU Amsterdam treaty from 1995 to 1997, Portuguese coordinator for the negotiation of the EU financial framework from 1997 to 1999 and President of the Council of Ministers of the EU Internal Market in 2000. From 2001 until 2002 he was Ambassador, Permanent Representative to the United Nations in New York and, from 2002 until 2004, he was Ambassador, Permanent Representative to the Organization for Security and Cooperation in Europe (OSCE) in Vienna. Between 2004 and 2008 he was Ambassador to Brazil, in Brasília and between 2009 and 2013 he was Ambassador to France and Permanent Representative to UNESCO (since 2012) in Paris. Since 2013 he has been member of the Consultative Council of Fundação Calouste Gulbenkian and member of the Strategic Council of Mota-Engil, SGPS, S.A. He has been a Non-Executive Director of the Company since 10th April 2013.

Nicolaas Pronk is a Dutch national and has a degree in Finance, Auditing and Information Technology. Between 1981 and 1989 he worked for KPMG in the Financial Audit area for Dutch and foreign companies. In 1989 he joined the Heerema Group, created the Internal Audit

Department, and since then has performed various functions within the Group, having been responsible for various acquisitions and disinvestments and defining Corporate Governance. Since 1999 he has been the Financial Director of the Heerema Group, including responsibility for the areas of Finance, Treasury, Corporate Governance, Insurance and Taxation, reporting to that Group's President. He has been a Non-Executive Director of the Company since 30th March 2007.

Sérgio Tavares Rebelo is a Portuguese national and has a degree in Economy 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 Economy from University of Rochester. He began his academic career as an instructor at Universidade Católica Portuguesa in 1981. In 1988 he joined Northwestern University as Assistant Professor of Finance and became Associated Professor of Finance in 1991. Between 1992 and 1997 he was Associated Professor of the Department of Economics of the University of Rochester and since 1997 he has been Tokai Bank Distinguished Professor of International Finance, Kellogg School of Management, of Northwestern University. Since 1982, he has published numerous Articles and books on economics and finance. He has been a member of the Advisory Council to the Global Markets Institute at Goldman Sachs since April 2012 and was appointed Non-Executive Director of Integrated DNA Technologies as from September 2015. He has been Non-Executive Director of the Company since 10th April 2013.

Henrique Soares dos Santos is a Portuguese national and holds a Degree in Management by Instituto Superior de Gestão and is an Alumni of INSEAD. He began his career in 1993 as Management Accountant Trainee at Fima - Produtos Alimentares S.A. and one year later was Assistant of the Management Accounting Director. He served as Budget Controller of Jerónimo Martins, SGPS, S.A. between 1996 and 1997, the year he started serving as Treasury Manager of Eurocash Sp z.o.o in Poland until 1998. The following year he was appointed Financial Controller of Jerónimo Martins Retail Activity Polska Sp z.o.o. In 2001, he served as Deputy Group Controller and in the same year he was appointed Chief of Staff to the Chairman of the Board of Directors, a position he held until 2002. He last served as both Company Secretary and Chief Information Security Officer of Jerónimo Martins, SGPS, S.A. He is a Member of the Board of Directors of Jerónimo Martins - Serviços, S.A., of Sindcom - Investimentos, Participações e Gestão, S.A., as well as of Nesfia - Sociedade Imobiliária, S.A. and of Waterventures - Consultoria, Projectos e Investimentos, S.A. He has been Non-Executive Director of the Company since 9th April 2015.

Clara Christina Streit is both a US and German citizen and holds a Master's Degree in Business Administration from the University of St. Gallen, Switzerland. She serves as an Associate Professor at the Nova and Católica Lisbon Universities and independent Non-Executive Director of several European corporations. She began her career as a Consultant at McKinsey & Company where she retired

as Senior Partner in 2012, after more than 20 years of experience as an advisor to financial institutions. She serves as a Director of Bank Vontobel AG since 2011 where she is also a member of the Nomination and Compensation Committee. Since 2013, she has been a member of the Supervisory Board and chairs the Nomination Committee of the Dutch insurance company Delta Lloyd N.V. She also chairs the Finance Committee of the German real estate company Vonovia SE (former "Deutsche Annington SE"). From May 2015, she is a Member of the Board of Directors, of the Internal Controls, Risks and Corporate Governance and of HR & Nomination Committees at Unicredit S.p.A, Milan. She has been Non-Executive Director of the Company since 9th April 2015.

Artur Stefan Kirsten is a German national and took his master degree in Business Economics and Informatics from 1981 to 1986 at the FernUniversität Hagen and Georg-August-Universität Göttingen. In 1991 he has taken his Doctorate Degree followed later by the Stanford Executive Program with the Graduate School of Business of Stanford University in California. Since 1995 he has been teaching at different universities in Germany and abroad. Dr. Kirsten has been appointed

to a professorship with the Westfaelische University in Gelsenkirchen since 2001. He serves as the Chief Financial Officer of Vonovia SE (former "Deutsche Annington SE") where he has been a member of the Management Board since 1st January 2011. He was member of the Board of Directors of the Company from April 2010 to February 2011 and he is currently a Board member at Sociedade Francisco Manuel dos Santos BV. His previous positions were as Chief Executive Officer (CEO) of Majid Al Futtaiim Group LLC, a real estate development company focusing mainly on property, retail and ventures in the Emirates, and Chief Financial Officer (CFO) of Metro AG and ThyssenKrupp AG in Germany. He has been Non-Executive Director of the Company since 9th April 2015.

20. CUSTOMARY AND SIGNIFICANT RELATIONSHIPS OF THE MEMBERS OF THE BOARD WITH SHAREHOLDERS WITH QUALIFYING HOLDINGS

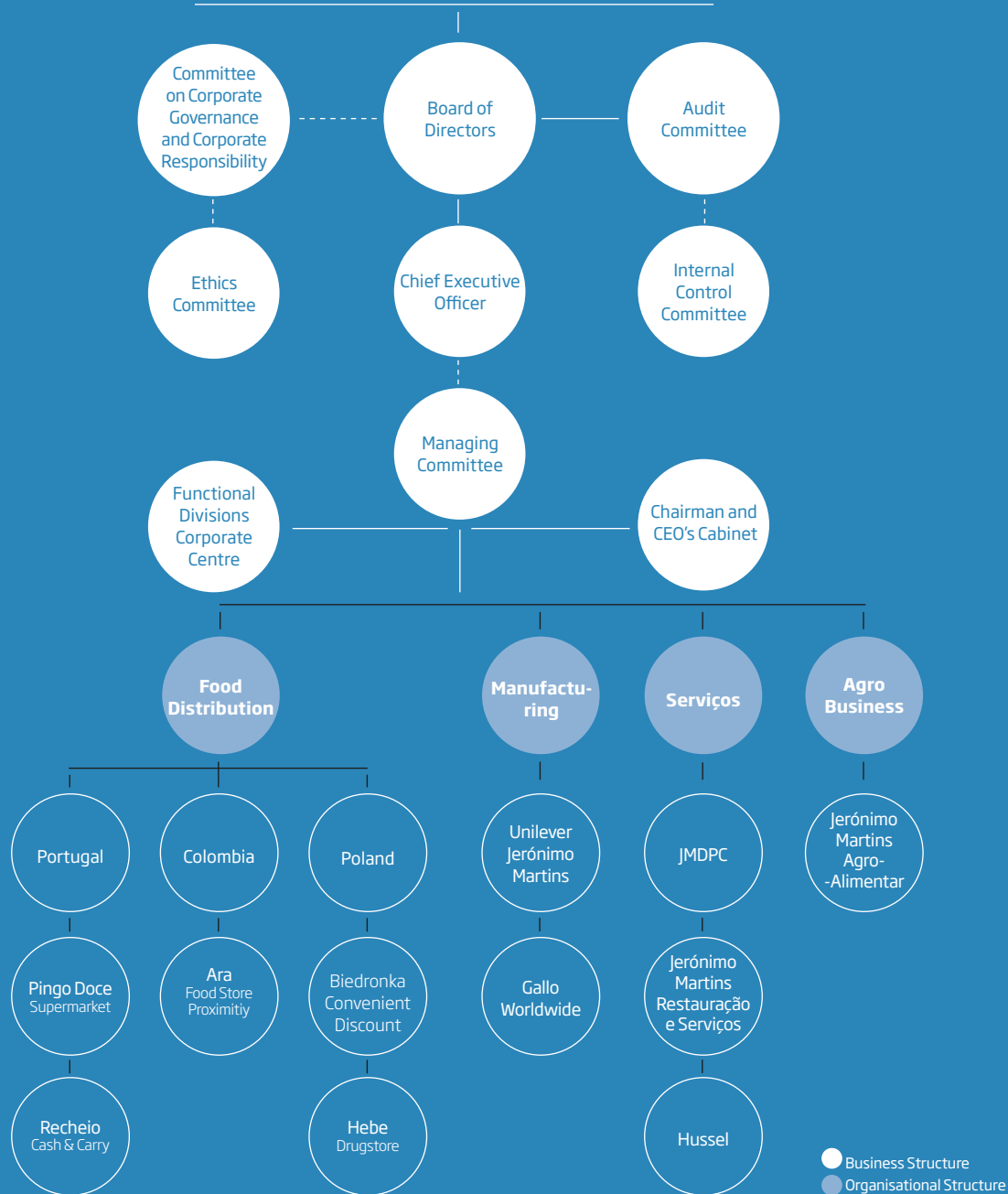
Member of the Board of Directors	Type of Relationship	Shareholder with Qualifying Holding
José Soares dos Santos ¹	Director	Sociedade Francisco Manuel dos Santos, SGPS, S.A.
Artur Stefan Kirsten	Director	Sociedade Francisco Manuel dos Santos, B.V.
Nicolaas Pronk	Director	Asteck, S.A.

¹ Expiry of the term of office on 9th April 2015.



21. ORGANISATIONAL CHARTS DELEGATION OF POWERS AND DIVISION OF RESPONSIBILITIES

JERÓNIMO MARTINS, SGPS,S.A.



Chairman of the Board of Directors

The Chairman of the Board of Directors, according to the Board of Directors' Regulations, in addition to the institutional representation of the Company, has the special responsibility of managing the respective meetings, for monitoring the action taken on the decisions made by this body, for taking part in the meetings of other committees set up by the Board of Directors and for defining the overall strategy of the Company.

Delegation of Powers, Coordination of Non-Executive Directors and Special Duties

The Board of Directors, by resolution, delegated various duties regarding the day-to-day management of the Company on one Chief Executive Officer who, in the terms of such delegation, is entitled:

- To manage all corporate businesses and perform all operations relating to its corporate objectives, included in the scope of its current role as a holding company;
- To represent the company, in court or otherwise, to propose and answer to any lawsuits or engage in any arbitrations, for which purpose it may designate proxies, as well as compromise in, confess or withdraw from any such lawsuits or arbitrations;
- To decide on loans or other financial operations to be contracted from the financial market at home or abroad, as well as on the issuance of debt securities within the

powers of the Board of Directors and to accept the supervision of the lending entities, all these up to the amount of 50,000,000 (fifty million) euros and in full compliance with that prescribed in the Articles of Association of the Company;

- d. To decide on the provision of technical and financial support, including through the granting of loans by the Company to companies whose stakes or shares the former holds in total or in part;
- e. To decide on the sale/transfer or lease (as lessor) any movable or immovable assets, including shares, units, quotas and bonds and in general to decide on any divestments up to the amount of 50,000,000 (fifty million) euros or, independently of such threshold, whenever such divestment is set out in the Medium or Long Term Plans, as defined below, approved by the Board of Directors;
- f. To decide on the acquisition or lease (as lessee) of any movable or immovable assets, including shares, units, quotas and bonds and in general to decide on any investments up to the amount of 50,000,000 (fifty million) euros or, independently of such threshold, whenever such investment is set out in the Medium and Long Term Plans, as defined below, approved by the Board of Directors;
- g. To appoint the individuals to be proposed to the General Shareholders' Meeting from the companies referred to in sub-paragraph d) above, to fill the roles of the respective corporate bodies, indicating those who will fulfil executive functions;

- h. To approve policies and rules transverse to the Companies of the Group, such as procedure manuals, regulations and service instructions, maxime, those concerning (i) Human Resources, (ii) Operational Control, (iii) Food Safety and Quality Control and (iv) Reporting and Investments;
- i. To approve the expansion plans with respect to the activities of each of the business areas, as well as Group Companies forming part of the Group but not included in the business areas;
- j. To approve the organic structure for the Group's companies;
- k. To decide on the instructions to be given by the Company to the management of its subsidiary Companies with respect to those matters referred to herein, pursuant to and in compliance with the applicable laws.

For the purpose of the delegation of powers, it is considered as being foreseen in the Medium and Long Term Plans (which are considered to be the activity and investment plans and financial projections on a three-year term), the acquisitions, sales, investments or divestments, the amount of which does not exceed by more than 10% each heading contained in those Plans.

In 2015, the Managing Committee remained in office as the consultative body which, as referred in point 29, has the primary goal of assisting the Chief Executive Officer in the duties delegated by the Board, in relation

to the daily management of the businesses within the corporate purpose of the Company.

Nevertheless, pursuant to the terms of its Internal Regulation, the Board of Directors retains authority over strategic matters of management of the Group, in particular those regarding the definition of general policies of the Company and the corporate structure of the Group and those that, due to their importance and special nature, may significantly impact on the business activity of the Group.

The matters referred to in Article 407(4) of the Commercial Companies Code are off-limits to the Chief Executive Officer.

Apart from the powers on strategic matters of management of the Group, the Board of Directors has effective control on directing corporate activities by always seeking to be duly informed and by ensuring the supervision of the Company's management, having implemented mechanisms that ensure such supervision.

To this end, at each Board of Directors meeting the Chief Executive Officer reports on the Company activity since the last meeting and provides any further clarification that the Non-Executive Directors may require. All information requested by the Non-Executive Directors in 2015 was provided in full and in a timely manner by the Chief Executive Officer.



Additionally, considering that the Chief Executive Officer is, simultaneously, Chairman of the Board of Directors, it was approved by decision of the said Board, a mechanism for coordinating the activities of Non-Executive Directors, complying with Recommendation II.1.10 of CMVM's Recommendations 2013.

Such mechanism foresees that the members of the Board of Directors who are not part of an Executive Committee or are not Executive Directors are responsible, pursuant to the terms of Article 407, paragraph 8 of the Commercial Companies Code, for monitoring the activity of the Executive Committee or the Executive Directors, as the case may be, as well as for the damages caused by their acts or omissions when, having knowledge of such acts or the intent to commit them, they do not seek the intervention of the Board of Directors to take the necessary measures.

The monitoring and supervising activity is also carried out by Non Executive Directors through their participation in specialized committees and working groups set up by the Company as well as in the corporate bodies of subsidiary companies.

Still on the terms of such mechanism, the Executive Directors or the Chairman of the Executive Committee, as applicable, as well as Directors charged with a special duty, pursuant to the terms of Article 407,

paragraphs 1 and 2 of the Commercial Companies Code, shall:

- a) whenever necessary, disclose to Non-Executive directors all the relevant information regarding the performance of the delegated powers or the special duty conferred upon them;
- b) answer, within a reasonable deadline, to any information request presented by any Non-Executive Director, within their respective functions, and such information shall also be made available to the remainder members of the Board of Directors.

It is foreseen in the said Mechanism that Non-Executive Directors may also meet in *ad hoc* meetings, convened at the request of any two of them by the Company's Secretary (who shall inform the Chairman of the Board of Directors about the summons), pursuant to the terms foreseen in the Board of Directors Regulations.

In order to allow for an independent and informed participation of Non-Executive Directors in the meetings of the Board of Directors or in the meetings of the specialised committees and working groups set up by the Company, as well as in the corporate bodies of subsidiary companies they integrate, the mentioned mechanism foresees that the Company's Secretary shall make available to them the definitive agenda of the meeting and respective preliminary

documentation, pursuant to the terms and within the deadlines foreseen in the Board of Directors Regulation.

The Company's Secretary shall also ensure, according to the mechanism implemented, the delivery to the Directors, who so request, of a copy of the minutes of the meetings of the Managing Committee as well as a copy of any other minutes of the meetings of corporate bodies or specialised committees within the Board of Directors. Moreover, the Company's Secretary shall, within its duties, provide Directors with all information regarding the resolutions of the Board of Directors or Executive Committee or the decisions of the Executive Directors.

Pursuant to Article 407 (1) of the Commercial Companies Code, the Board of Directors had allocated to Director José Manuel da Silveira e Castro Soares dos Santos the special task of monitoring of the activities of the joint venture Unilever Jerónimo Martins, of the activities of Jerónimo Martins - Distribuição de Produtos de Consumo, Lda. and the activities of Jerónimo Martins - Restauração e Serviços, S.A., having such special task ceased with the cessation of functions of the said Director on 9th April 2015.

Organisational Structure and Division of Responsibilities

Jerónimo Martins SGPS, S.A. is the Holding Company of the Group and, as such, is responsible for the main guidelines

for the various business areas, as well as for ensuring consistency between the established objectives and available resources.

The Holding Company's services include a set of Functional Divisions which provide support for Corporate Centre and services to the Operating Areas of the Group's Companies, in the different geographical areas in which they operate.

In operational terms, Jerónimo Martins is organised into four business segments: i. Food Distribution; ii. Manufacturing; iii. Marketing Services, Representations and Restaurant Services; and iv. Agro Business. The first area is organised into Geographical Areas and Operating Areas.

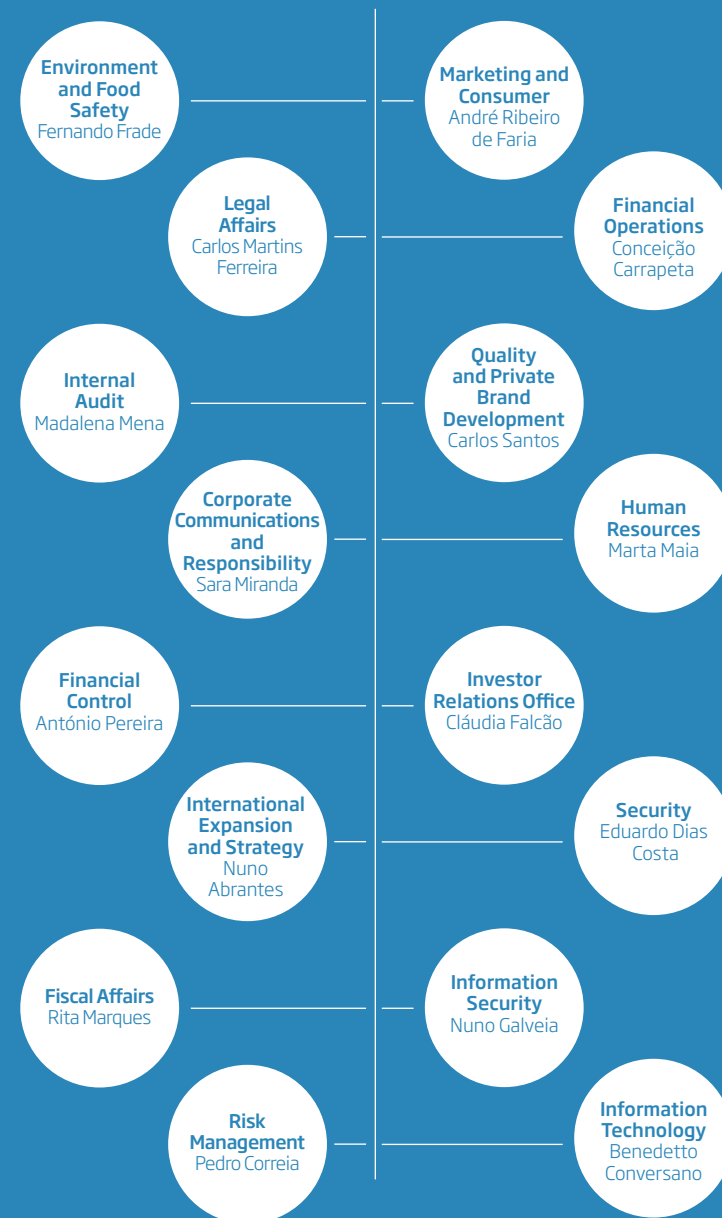
Holding Company Functional Divisions

The Holding Company is responsible for: i. defining and implementing the development strategy of the Group's portfolio; ii. strategic planning and control of the various businesses and consistency with the global objectives; iii. defining and controlling financial policies; and iv. defining Human Resources Policy, with direct responsibility for implementing the Management Development Policy.

The Holding Company's Functional Divisions are organised as follows:

JERÓNIMO MARTINS GROUP

Functional Divisions of Corporate Support



Environment and Food Safety - Responsible for defining the strategy, policies and procedures to be implemented within the areas under its responsibility across all the countries where the Jerónimo Martins Group is present.

Concerning the environment, Jerónimo Martins has defined the principle of establishing strategies, processes, projects, goals and targets, as part of the value chain, in order to minimise the direct and indirect impacts caused by its operations, especially those linked to the consumption of energy and water, to ensure the proper use of materials, to implement correct waste management and to protect biodiversity. The main actions implemented in 2015 and the results obtained can be found in the Chapter IV of the Annual Report.

A crucial activity at Jerónimo Martins is Food Safety. The respective information component was strengthened through communications with our customers published in various media and through different ways of informing the consumer on how to keep the food freshness until the moment of consumption.

Legal Affairs - Ensures ongoing legal assistance to the Company, preparing contracts, opinions and studies, assisting the Board of Directors in decision making, implementing risk planning policies and giving support to other functional divisions. It also ensures the

necessary coordination between the legal departments of subsidiaries in the different jurisdictions in which they operate.

In 2015, this Department continued to focus on monitoring the evolution of the corporate rules and recommendations in the Group's various reorganisation operations and on supporting the Board of Directors and other functional divisions in the project of internationalisation of the Group, among other matters.

It also had an important role regarding the prevention of legal disputes, through legal counselling and internal training.

Internal Audit - Assesses the quality and effectiveness of the internal control and risk management systems (both operational and non-operational) that are set by the Board of Directors, ensuring their compliance with the Group's procedures, as well as with procedures laid out in the Operations Manual of each business unit, ensuring compliance with the legislation and regulations applicable to the respective operations.

This Department reports hierarchically to the Chairman of the Board of Directors and functionally to the Audit Committee. The activities carried out by this Functional Division are referred in point 50.

Corporate Communications and Responsibility Department - It is responsible for the strategic management of the Jerónimo Martins brand, by enhancing relations with the various non-financial stakeholders and promoting and strengthening the integration of environmental, social and ethical issues in the value chain, preserving and developing the Group's reputation capital. It acts as an agent of inter-departmental integration, promoting the alignment of messages and practices with the values and strategic goals of the Group.

In 2015, this Department organised the conference "Sustainability in the Supply Chain" that aimed at sensitising the senior management of the Group and some selected business partners to environmental and social issues along the value chain. For the first time, some suppliers have joined the debate by sharing with an audience of around 200 people their sustainable investment cases and practices.

It implemented an internal training model on the brand's reputation management which encompasses aspects including the Group's External Communication Policy or reputation risk, threats and crisis management. The identification of spokespeople for the brand and their respective training is also part of this Department's mission.

As the manager of the Jerónimo Martins' LinkedIn page, in partnership with Human Resources, this Department

activated this channel also as a way to convey messages that are associated to the values of the brand, in general, and as a benchmark employer, in particular, having surpassed the 50,000 followers mark on this social network.

Financial Control - Responsible for providing financial information to support decision-making by the Company's Corporate Bodies. It encompasses the areas of Consolidation, Accounting, Financial Planning and Control.

The Consolidation and Accounting area prepares consolidated financial information in order to comply with statutory and legal obligations and supports the Board of Directors by implementing and monitoring the policies and the accounting principles adopted by the Group.

It also supervises the financial reporting of the different Group Companies to ensure that it conforms to the standards, supporting the Companies in the accounting assessment of non-recurrent transactions, as well as restructuring and expansion operations.

The area of Planning and Control coordinates and supports the process for creating the Jerónimo Martins Strategic Plans, which are used as a basis for strategic decision-making by the Corporate Governance bodies.

It has a control function, monitoring the performance of the different business units of the Group and investigating any deviations from the plans. It thus provides the Managing Committee of Jerónimo Martins with relevant information and proposals to guarantee corrective measures that allow the defined strategic objectives to be achieved.

It also makes a financial assessment of all investment projects that are relevant for the Group, providing support to the Managing Committee for its approval and subsequent follow-up.

In 2015, it focused its activity on the implementation of supporting structures to the Agro Business project, on the monitoring of the performance of the business units and on supporting the development of the medium and long-term strategic plans of the Group.

International Expansion and Strategy - Responsible for prospecting and analysing opportunities to develop the Group's business portfolio and for leading and participating in projects of a strategic nature.

With regard to the development of the business portfolio, it holds the responsibility to search for, analyse and evaluate opportunities for the Group to expand and increase its value, focusing its activity on markets and businesses that can support the development of new and relevant business units for the Jerónimo Martins portfolio.

With regard to strategic projects, it holds the responsibility to lead or support both corporate group-wide projects and strategic projects that are specific to the Group Companies.

During 2015, it led and supported several strategic projects across the Group's geographies, and continued to develop prospects for expansion in new markets and businesses.

Fiscal Affairs - Provides all of the Group's Companies with assistance in tax matters, ensuring compliance with legislation in force and in the optimisation of the business units' management activities from a tax perspective. It also manages the Group's tax disputes and its relations with external consultants and lawyers, as well as with Tax Authorities.

In 2015, this Functional Division monitored the various international developments and the OECD's presentation of proposed actions on the Base Erosion and Profit Shifting (BEPS), and through the associations that represent the sector it ensured the defense of the Group's interests, whether collaborating on the clarification and implementation of new legislation or in the public debate of legislative projects. This Department also participated actively in the procedures which allow the Group, through its activities in the scope of the applicable regimes, to obtain tax benefits.



Risk Management - Responsible for implementing the Group's risk management policies and procedures, as well as for providing the necessary support to the Governance Bodies of the Company in identifying any risks that might compromise the strategy defined by the Group, as well as its business objectives.

The activities carried out in the area of Risk Management are described in points 52 to 55 of this Report.

Marketing and Consumer Office - It is responsible for Marketing's strategic vision according to a consumer centric perspective with special focus on the Digital area.

It is this area's priority to understand thoroughly the clients so that the same are provided with an always improving experience in each of the Group's brands. For this are used tools and methodologies in consumer Data and Insights that enable the establishment of a relevant interaction and a better experience in all contact points.

In 2015, this Department produced a strategic vision for digital in the Group, prioritising key activities. Additionally it supported the companies in several Marketing, Communication and Digital activities.

Financial Operations - This Department includes Financial Risk Management as well as Treasury

Management. The activity of the first area is discussed in detail in points 52 to 55.

Treasury Management is responsible for managing relations with the financial institutions that already have or intend to have in the future a business relationship with Jerónimo Martins in terms of financing, ensuring that these entities fulfil the defined criteria, and also ensuring that the best possible conditions may be obtained at all times. It also executes treasury planning with the aim of negotiating and implementing, for all the Group's Companies, the most suitable financial sources according to its cash flow generation profile. It is also this area's responsibility to elaborate and to ensure the execution of the treasury budget that is based on the activity plans of the Group's Companies.

A large part of the treasury activities of Jerónimo Martins is centralized in the Holding Company, which is a structure that provides services to all other Companies of the Group. In compliance with the above-described activities, during 2015 new debt was issued to finance the investments in Poland and in Colombia.

Quality and Private Brand Development -

Responsible for defining, planning, implementing and controlling the policies, procedures, methodologies and rules in the various countries where Jerónimo Martins operates, ensuring the use of the best and most up-to-date practices in this area.

In 2015, the main activities carried out focused on: i. increasing the control of products and suppliers mainly in Poland and in Colombia; ii. continuing with the improvement process for Private Brands by reformulating existing products with a big focus in Poland; iii. first launches of products dedicated to consumers with special needs in Poland, mainly gluten-free and lactose-free products; iv. upgrading and using the IT tool QMS Projects in Portugal to support the development of new products; v. use of IT tool QMS Suppliers in Poland and in Colombia; vi. QMS Recall IT tool implementation in Poland and Colombia; vii. Quality and Food Safety certifications maintenance; viii. systematizing the implemented changes on the new products development procedure in Poland; ix. finalizing the "Non-Food Products Corporate Guidelines" document applicable to our Private Brands.

Human Resources - Founded on the culture and values of Jerónimo Martins, this Corporate area is responsible for defining and implementing the strategy and global policies of Human Resources with regard to the main pillars of Human Resource Management - Recruitment, Training, Development, Compensation and Benefits - promoting its compliance, safeguarding the uniqueness of the different geographical areas in which the Group operates and the individual nature of the different companies.

The activities that this Functional Division carried out in 2015 can be found in detail in Chapter V, Section 8 – Being a Benchmark Employer.

Investor Relations Office - Responsible for the communication with investors - whether current shareholders or not, institutional and private, national and foreign - as well as with the analysts who formulate opinions and recommendations regarding Jerónimo Martins' share price. It is also the responsibility of this Department to co-ordinate all matters related to the Portuguese financial markets regulator (CMVM).

The activities carried out by this Functional Department can be found in detail in points 56 and 58.

Security - This area defines and controls procedures in terms of protecting the security of the Group's people and assets, intervening whenever there are thefts and robberies, fraud and other illegal and/or violent activities perpetrated in the facilities or against employees of the Group.

Information Security - Responsible for implementing and maintaining an information security management system which ensures the confidentiality, integrity and availability of information in all Group Companies, as well as assuring recovery of systems in the event of any disruption to the operations.

Information Security Officers (ISO) in each country, who report to this Department, ensure local compliance with applicable Information Security Policies and Standards and provide assistance to the respective business and support areas.

In 2015, Information Security assessed and mitigated information risks in the Group's information systems, including in the new Agro Business area. The Mobile Device Security Policy, applicable to all Group companies, was reviewed to improve protection of information handled on these devices.

Information Technology - Responsible for defining and implementing the Global Information Technology strategy for the Group, for promoting technology-based innovation and for aligning IT systems, policies and processes.

IT also has the responsibility to create the conditions for the businesses to achieve their goals, by providing IT services that enable to implement and support the solutions required by the processes of the organisation, from infrastructure to applications.

Of the work carried out in 2015, the following should be highlighted: i. the definition of the strategic plan of the Group for the coming years, in line with the ambition for its businesses; ii. the redesign of a Disaster Recovery infrastructure; iii. the start-up of the operation in the second region in Colombia.

In addition, major progress was made towards the definition of a Global Project Portfolio, which includes strengthening the infrastructure back-end and towards a reinforced digital agenda.

Operational Areas

The organisational structure of Jerónimo Martins is aimed mainly at ensuring specialisation in the Group's various businesses by creating geographical areas and operational areas, thus guaranteeing the required proximity to the different markets.

The Food Distribution business is divided into geographical areas - Portugal, Poland and Colombia - and within those countries then further divided into operational areas. In Portugal there are two operational areas: Pingo Doce (Supermarkets and Hypermarkets) and Recheio (Cash & Carry), which encompasses the Foodservice division through Caterplus. In Poland there are also two operational areas: Biedronka (food stores) and Hebe (drugstores) that includes Apteka Na Zdrowie (pharmacies). In Colombia one area: Ara (food stores).

In the Manufacturing segment, Jerónimo Martins operates in partnership with Unilever through the company Unilever Jerónimo Martins, Lda., which conducts the businesses of the Food, Personal and Home Care products and Ice Creams, and through the company Gallo Worldwide, Lda. which produces and sells olive oil and cooking oils.



Within the Group's portfolio there is also a business segment devoted to Marketing Services, Representations and Restaurant Services, which includes: i. Jerónimo Martins Distribuição de Produtos de Consumo, which represents major international brands of food products and premium cosmetic brands in Portugal; ii. Hussel, a retail chain specialised in chocolates and confectionary; and iii. Jerónimo Martins Restauração e Serviços, which owns the chain of Jeronimo coffee shops and Olá ice cream parlors.

In 2015, the Group implemented the first investments in the Agro Business area, starting its activity in the areas of dairy products and beef, with a special focus in the protection and differentiation of the supply chain from the operations of Food Distribution.

B. FUNCTIONING

22. AVAILABILITY AND PLACE WHERE RULES ON THE FUNCTIONING OF THE BOARD OF DIRECTORS MAY BE VIEWED

The Regulation of the Board of Directors is available on the Company's website, through the link mentioned in point 61 ("Relevant Addresses").

23. THE NUMBER OF MEETINGS HELD AND ATTENDANCE

The Board of Directors, whose duties are described in Article Thirteen of the Company's Articles of Association,

meets at least four times a year and any of its members may be represented at the Board Meetings by another member, by means of a letter addressed to the Chairman.

During 2015, the Board of Directors met seven times. The respective minutes were prepared for all meetings.

The Directors who have not personally attended Board Meetings have, in general, appointed another Board Member to represent them as statutorily provided, with the attendance of each Director to the referred meetings during the exercise of respective duties as follows:

Pedro Soares dos Santos	86%
Alan Johnson	100%
Andrzej Szlezak	100%
António Viana-Baptista	86%
Francisco Seixas da Costa	100%
Hans Eggerstedt	100%
José Soares dos Santos	100%
Nicolaas Pronk*	71%
Sérgio Rebelo*	57%
Henrique Soares dos Santos**	100%
Clara Streit* and **	80%
Artur Stefan Kirsten* and **	80%

* In every meeting not attended, the Director in question issued a representation letter, according to the Company's by-laws.

** Only the meetings of the Board of Directors held after 9th April 2015, date of the respective appointment as Director, were taken into account.

24. PERFORMANCE APPRAISAL OF EXECUTIVE DIRECTORS

The assessment of performance of Executive Directors is made by the Remuneration Committee, elected by the General Shareholders' Meeting (see points 66 *et seq.*).

The Remuneration Committee is in charge of, in the scope of the Remuneration Policy, assessing the individual and collective performance of Executive Directors, evaluate their influence and impact in Jerónimo Martins' businesses and assessing their alignment with the medium and long-term interests of the Company.

As referred below (see point 27) currently there are no committees composed exclusively by Directors. Notwithstanding such fact, the performance of Executive Directors who are part of mixed Committees (i.e. also composed of Non-directors) is evaluated by the Remuneration Committee, in the terms referred above.

25. PREDEFINED CRITERIA FOR ASSESSING EXECUTIVE DIRECTORS' PERFORMANCE

The predefined criteria for assessing Executive Directors' performance arise from that established in the Remuneration Policy described in point 69.

26. POSITIONS THAT THE MEMBERS OF THE BOARD OF DIRECTORS HOLD IN OTHER COMPANIES, AND RESPECTIVE AVAILABILITY

Throughout the said year, the members of the Board of Directors held positions in other companies, namely:

Pedro Soares dos Santos

- Director of Jerónimo Martins Serviços, S.A.*
- Director of Jerónimo Martins Polska, S.A.*
- Director of Jerónimo Martins Drogerie i Farmacja Sp. z o.o.*
- Director of Jerónimo Martins Colombia, SAS*
- Director of Recheio, SGPS, S.A.*
- Director of Funchalgest - Sociedade Gestora de Participações Sociais, S.A.*
- Director of JMR - Gestão de Empresas de Retalho, SGPS, S.A.*
- Director of Jerónimo Martins - Agro-Alimentar, S.A.*
- Director of Quinta da Parreira - Exploração Agrícola, S.A. until 7 December 2015
- Manager of Jerónimo Martins - Distribuição de Produtos de Consumo, Lda.*
- Manager of Servicompra, SGPS, Lda.* until 11 August 2015
- Chairman of the Supervisory Board of Warta - Retail & Services Investments B.V.*

José Soares dos Santos (until 9th April 2015)

- Director of Jerónimo Martins Serviços, S.A.*
- Director of Victor Guedes Indústria e Comércio, S.A.**

- Director of FIMA Olá - Produtos Alimentares, S.A. **
- Director of Jerónimo Martins - Restauração e Serviços, S.A.*
- Director of Sociedade Imobiliária da Matinha, S.A.
- Director of Sociedade Francisco Manuel dos Santos, SGPS, S.A.
- Director of Sociedade Francisco Manuel dos Santos, B.V.
- Director of SFMS - Imobiliária, S.A.
- Director of Fundação Francisco Manuel dos Santos
- Member of the Supervisory Board of Warta - Retail & Services Investments B.V.*
- Manager of Unilever Jerónimo Martins, Lda.**
- Manager of Gallo Worldwide, Lda.**
- Manager of Jerónimo Martins - Distribuição de Produtos de Consumo, Lda.*
- Manager of Transportadora Central do Infante, Lda.**

Alan Johnson

- Does not hold any position in other companies

Hans Eggerstedt

- Member of the Board of Directors of Arica B.V.
- Member of the Advisory Board of the Amsterdam Institute of Finance (The Netherlands)
- Member of the Supervisory Board of Warta - Retail & Services Investments B.V.*

Andrzej Szlezak

- Chairman of the Supervisory Board of Agora, S.A.
- Member of the Supervisory Board of Warta - Retail & Services Investments B.V.*

António Viana-Baptista

- CEO of Crédit Suisse AG for Spain and Portugal
- Member of the Board of Directors of Semapa, SGPS, S.A.
- Member of the Board of Directors of Arica B.V.
- Member of the Board of Directors of Jasper Wireless Inc.

Francisco Seixas da Costa

- Member of the Consultive Board of Faculdade de Economia da Universidade de Coimbra
- Member of the Consultive Board of Faculdade de Ciências Sociais e Humanas da Universidade Nova de Lisboa
- President of the Consultive Board of Fundação Calouste Gulbenkian
- Member of the Strategic Committee of Mota-Engil, S.A.
- Member of the Board of Directors (Non-Executive) of Mota-Engil Africa, N.V.
- Member of the Supervisory Board of Warta - Retail & Services Investments B.V.*

Nicolaas Pronk

- Member of the Board of Directors of Antillian Holding Company N.V.
- Member of the Board of Directors of Aquamondo Insurance N.V.
- Member of the Board of Directors of Asteck S.A.
- Member of the Board of Directors of Cellotek Finance Luxembourg S.à.r.l.
- Member of the Board of Directors of Cellotek Holding (Luxembourg) S.A.



- Member of the Board of Directors of Epcote S.A.
- Member of the Board of Directors of Heavy Transport Group, Inc.
- Member of the Board of Directors of Heavy Transport Holding Denmark ApS
- Member of the Board of Directors of Heerema Engineering & Project Services, Inc.
- Member of the Board of Directors of Heerema Engineering and Project Services (Luxembourg) S.à.r.l.
- Member of the Board of Directors of Heerema Engineering Holding (Luxembourg) S.A.
- Member of the Board of Directors of Heerema Fabrication Finance (Luxembourg) S.A.
- Member of the Board of Directors of Heerema Fabrication Holding S.E.
- Member of the Board of Directors of Heerema Group Services S.A.
- Member of the Board of Directors of Heerema Holding Services (Antilles) N.V.
- Member of the Board of Directors of Heerema International Group Services Holding S.A.
- Member of the Board of Directors of Heerema International Group Services S.A.
- Member of the Board of Directors of Heerema Marine Contractors Finance (Luxembourg) S.A.
- Member of the Board of Directors of Heerema Marine Contractors Holding, S.E.
- Member of the Board of Directors of Heerema Transport Finance (Luxembourg) S.à.r.l.

- Member of the Board of Directors of Heerema Transport Finance II (Luxembourg) S.A.
- Member of the Supervisory Board of Spyker N.V.

Sérgio Tavares Rebelo

- Member of the Advisory Council to the Global Markets Institute at Goldman Sachs
- Member of the Board of Directors (Non-Executive) of Integrated DNA Technologies, Inc.

Henrique Soares dos Santos

- Director of Nesfia – Sociedade Imobiliária, S.A.
- Director of Jerónimo Martins - Serviços, S.A.*
- Director of Sindcom – Investimentos, Participações e Gestão, S.A.
- Director of Waterventures – Consultoria, Projectos e Investimentos, S.A.

Clara Christina Streit

- Member of the Board of Directors (Non-Executive) of Vontobel Holding AG, Vontobel Bank AG (Zurique)
- Member of the Supervisory Board of Delta Lloyd N.V.
- Member of the Supervisory Board of Vonovia SE
- Member of the Board of Directors (Non-Executive) of Unicredit SpA

Artur Stefan Kirsten

- Member of the Executive Committee and Chief Financial Officer of Vonovia SE

- Member of the Supervisory Board of AVW Versicherungsmakler GmbH
- Member of the Management Board of Sociedade Francisco Manuel dos Santos, B.V.

The positions held by the members of the Board in other companies did not affect their availability to take part in the Company's affairs, as demonstrated in the attendance report mentioned in point 23.

C. COMMITTEES WITHIN THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

27. DETAILS OF THE COMMITTEES CREATED WITHIN THE BOARD OF DIRECTORS

Currently there are no committees in the Company composed exclusively by Directors, without prejudice to the Audit Committee to which is made reference to in points 30 to 33, being the Regulation of the Audit Committee available on the Company's website, through the link mentioned in point 61 ("Relevant Addresses").

However, some committees were created in the Company, composed by Directors and by other individuals who are not Directors, analysed in point 29.

* Companies that are part of the Group.

** Companies that integrate the Unilever Jerónimo Martins joint venture.

28. DETAILS OF THE CHIEF EXECUTIVE OFFICER

The Board of Directors appointed a Chief Executive Officer responsible for implementing the strategic decisions taken by the Board, in accordance with the delegated powers, and a Managing Committee responsible for assisting the Chief Executive Officer in the duties delegated to that officer by the Board of Directors.

The role of Chief Executive Officer is performed by Pedro Soares dos Santos.

29. DESCRIPTION OF THE POWERS OF EACH OF THE COMMITTEES ESTABLISHED AND A SUMMARY OF ACTIVITIES UNDERTAKEN

Managing Committee

The Managing Committee of the Company, which has the same term of office as that of the Board of Directors that appointed it, is composed of the Chief Executive Officer, Pedro Soares dos Santos, who is the Chair, Javier van Engelen (the Group's Chief Financial Officer), Pedro Pereira da Silva (who resigned on 31st December 2015), Marta Lopes Maia, Nuno Abrantes, Sara Miranda and Carlos Martins Ferreira. In accordance with its regulations, the Managing Committee is responsible for advising the CEO, within the respective delegation of powers, in carrying out the following functions:

- Control over the implementation by the Companies in the Group of the strategic guidelines and policies defined by the Board of Directors;
- Financial and accounting control of the Group and of the companies that are a part thereof;
- Senior coordination of the operational activities of the different Companies in the Group, whether integrated or not in business areas;
- Launching of new businesses and monitoring them until they are implemented and integrated in the respective business areas;
- Implementation of the management policy of Human Resources defined for the top-level management of the entire Group.

In 2015, the Managing Committee met 18 times, drawing up minutes of the meetings, which were sent to the Chairman of the Board of Directors and to the Company Secretary.

Committee on Corporate Governance and Corporate Responsibility (CCGCR)

CCGCR is made up of a minimum of three and a maximum of nine Members, who are not required to be Directors, appointed by the Board of Directors. One of the members will be the Chairman.

The Board of Directors decided to appoint the current Chairman of the Board of Directors, Pedro Soares dos Santos, as Chairman of CCGCR, with the other members

of the Committee being Andrzej Szlezak, Francisco Sá Carneiro, Francisco Seixas da Costa, Henrique Soares dos Santos, J. J. Gomes Canotilho, José Soares dos Santos, Ludo van der Heyden and Sara Miranda.

In carrying out its mission, the CCGCR collaborates with the Board of Directors, assessing and submitting to it proposals for strategic orientation in the area of Corporate Responsibility, as well as monitoring and supervising on a permanent basis matters concerning: i. corporate governance, social responsibility, the environment and ethics; ii. the business sustainability of the Group; iii. internal codes of ethics and of conduct; and iv. systems of assessment and resolution of conflicts of interest, especially regarding relations between the Company and its shareholders or other stakeholders.

Especially on what concerns company governance, CCGCR has the duty to keep up, review and assess the appropriateness of the Company's model of governance and its consistency with the recommendations, patterns and national and international best practices on company governance, addressing the Board of Directors the recommendations and proposing any changes deemed adequate.

Ethics Committee

The Ethics Committee of Jerónimo Martins is composed of three to five members appointed by the Board of Directors, based on a proposal from the Committee on Corporate



Governance and Corporate Responsibility. Currently it is composed by Susana Correia de Campos, Agata Wojcik-Ryszawa and Helena Morais. The mission of the Ethics Committee is to provide independent supervision of the disclosure and compliance with the Group's Code of Conduct in all the Companies of the Group.

The duties of the Ethics Committee include: i. establishing the channels of communication with the addressees of the Jerónimo Martins Group Code of Conduct and gathering such information as may be addressed to it in this connection; ii. ensuring the existence of an adequate system of internal control of compliance with the Jerónimo Martins Group Code of Conduct and with the appraisal of the recommendations stemming from such control; iii. appraising such issues as may be submitted to it by the Board of Directors, by the Audit Committee or by the CCGCR within the scope of compliance with Code of Conduct and with analysing in abstract those that may be raised by any employee, customer or business partner (stakeholders); iv. proposing to the CCGCR the adoption of such measures as it may deem fit in this connection, including a review of internal procedures and alterations to the Jerónimo Martins Group Code of Conduct; and v. drawing up an annual report on its activities to be presented to the Committee on Corporate Governance and Corporate Responsibility.

The Ethics Committee reports functionally to the CCGCR, which has responsibilities in the fields of corporate governance, social responsibility, environment and ethics,

including those related to the internal codes of ethics and of conduct, having met twice in 2015.

Internal Control Committee

The Internal Control Committee (ICC), appointed by the Board of Directors and reporting to the Audit Committee, is specifically responsible for evaluating the quality and reliability of the internal control system and the process of preparing financial statements, as well as for evaluating the quality of the monitoring process in force in Jerónimo Martins' Companies, with a view to ensuring compliance with the laws and regulations to which they are subject. In performing this latter task, the ICC must obtain regular information on the legal and fiscal contingencies that affect the Companies of the Group.

The ICC meets monthly, as a general rule, and is composed of a Chairman (Alan Johnson) and four members (David Duarte, José Gomes Miguel, Madalena Mena and Henrique Soares dos Santos). None of the members is an Executive Director of the Company.

In 2015, the ICC met 11 times, having continued its activities of supervision and evaluation of risks and critical processes, analysing the reports prepared by the Internal Audit Department. As a representative of the External Audit team is invited to attend these meetings, the Committee is also informed of the conclusions of the external audit work that takes place during the year.

SUBSECTION III SUPERVISION

A. COMPOSITION

30. DETAILS OF THE SUPERVISORY BOARD

The supervisory board of the Company is the Audit Committee, consequence of the anglo-saxon governance model adopted.

In addition to the responsibilities conferred by law, the Audit Committee, in performing its activities, is responsible in for the following:

- Monitoring the preparation and disclosure of financial information;
- Monitoring the effectiveness of internal control systems, internal auditing and risk management. For this purpose, they may work with the ICC, which shall report to them regularly on their work, pointing out situations that should be analysed by the Audit Committee;
- Evaluating the external audit on a regular basis;
- Approving activity plans in the area of risk management and following up on their execution, proceeding with the assessment of the recommendations resulting from the audit actions and the revisions of the procedures undertaken;
- Looking after the existence of an adequate internal risk management system for the companies of which

Jerónimo Martins is holder of shares or quotas, ensuring full compliance with its objectives;

- Approving internal audit activity programmes, which respective Department functionally reports to it, as well as of the external audit;
- Selecting, as proposed by the Managing Committee, the service provider for the external audit;
- Monitoring the legal accounts audit services;
- Assessing and monitoring the independence of the Statutory Auditor, especially when it performs additional services for the Company;
- Issuing prior opinion on transactions of significant importance between the Company and its shareholders with qualifying holdings – or entities with them related under the terms of Article 20, no. 1 of the Portuguese Securities Code –, establishing the procedures and criteria necessary to define the level of significant importance.

The Audit Committee, for the adequate performance of its duties, requests and appraises all the management information deemed necessary. In addition it has unrestricted access to the documentation produced by the auditors of the Company, having the possibility to request any information from them it deems necessary and being the first recipient of the final reports prepared by the external auditors.

During the previous year, the Audit Committee paid particular attention to the financial risk management

and to the analysis of the reports and corrective measures proposed by Internal Audit.

31. COMPOSITION OF THE AUDIT COMMITTEE

According to the Articles of Association, the Audit Committee is comprised of three members of the Board of Directors, elected by the General Shareholders' Meeting to terms of three years. Currently, the Audit Committee has no substitute members.

Currently, the Audit Committee is composed of:

Hans Eggerstedt

- Chairman of the Audit Committee
- First appointment on 29th June 2001
- Expiry of the term of office on 31st December 2015

Sérgio Tavares Rebelo

- First appointment on 10th April 2013
- Expiry of the term of office on 31st December 2015

António Viana-Baptista

- First appointment on 9th April 2010
- Expiry of the term of office on 31st December 2015

32. DETAILS OF THE INDEPENDENT MEMBERS OF THE AUDIT COMMITTEE

Each member of the Audit Committee complies with the rules of incompatibility laid down in paragraph 1

of Article 414-A of the Commercial Companies Code, except that provided for in sub-paragraph b). Except for its Chairman, the other two members further comply with the independence criteria foreseen in paragraph 5 of Article 414 of the Commercial Companies Code.

33. PROFESSIONAL QUALIFICATIONS OF THE MEMBERS OF THE AUDIT COMMITTEE

The professional qualifications of the members of the Audit Committee are those described on point 19 (“Professional Qualifications of the Members of the Board of Directors”).

Additionally, reference should be made to the fact that the vast experience of the members of the Committee in corporate body positions, as well as to their special technical merit in this particular matter, have created particular added value for the Company.

The Chairman of the Audit Committee, Hans Eggerstedt, is internationally recognised as one of the best managers of his generation, having worked, over the course of his long career, in positions of great responsibility in various countries. His solid academic training and professional experience in areas of management and control ensure he has the special skills to chair the Company's supervisory body.



B. FUNCTIONING

34. AVAILABILITY AND PLACE WHERE THE RULES ON THE FUNCTIONING OF THE AUDIT COMMITTEE REGULATION MAY BE VIEWED

The Regulation of the Audit Committee is available on the Company's website, through the link mentioned in point 61 ("Relevant Addresses").

35. NUMBER OF MEETINGS HELD AND ATTENDANCE OF EACH MEMBER OF THE AUDIT COMMITTEE

The Audit Committee meets, at least, once every three months and is responsible for supervising Company management, carrying out the duties attributed by law and by Article Twenty of the Articles of Association.

During 2015, the Audit Committee met five times and all meetings were duly minuted.

The attendance of each Director at the meetings during the exercise of the respective duties, measured in terms of personal attendance, was as follows:

Hans Eggerstedt	100%
António Viana-Baptista	100%
Sérgio Rebelo	100%

36. POSITIONS THAT THE MEMBERS OF THE AUDIT COMMITTEE HOLD IN OTHER COMPANIES, AND RESPECTIVE AVAILABILITY

Members of the Audit Committee have always been available for the Company's affairs during 2015, having participated in the same when it was necessary or when they considered to be necessary.

The positions held by the members of the Audit Committee in other companies are described in point 26 ("Positions that the Members of the Board of Directors Hold in Other Companies").

C. POWERS AND DUTIES

37. DESCRIPTION OF THE PROCEDURES AND CRITERIA APPLICABLE TO THE AUDIT COMMITTEE FOR THE PURPOSES OF HIRING ADDITIONAL SERVICES FROM THE EXTERNAL AUDITOR

With respect to the provision of non-audit services by the Auditor, in 2011 the Audit Committee established the rules concerning the provision of consultancy services by the

External Auditor. These rules determine: i. the possibility of contracting those services, if the auditor's independence is assured; and ii. the obligation to obtain prior approval of the Committee, from the moment the global amount of fees related to these type of services in that year surpasses 10% of the global amount of fees concerning audit services.

The Audit Committee considered that the provision of non-audit services up to the said amount of 10% is not capable of compromising auditor's independence. Furthermore, the Committee considered this solution as the most appropriate to the Group's geographical multi-location and to the specific needs of its subsidiaries set up in other jurisdictions.

Finally, it should also be noted that, taking into account the Audit Committee's role of evaluating and supervising the Statutory Auditor and External Auditor, when it carries out its annual assessment on the independence of these entities, as well as on the possibility of maintaining or the need to change the external audit service provider, the Audit Committee is compelled to check if there are reasons requiring the justified dismissal of either of these entities. Should they believe that there is a due cause for this purpose, it is the Audit Committee's responsibility, in the case of the Statutory Auditor propose such dismissal to the General Shareholders' Meeting, within the terms provided for in Article 419 of the Commercial Companies Code and, consequently, as the role of the External Auditor is carried out by the same entity, to propose

the termination of the respective auditing service contract to the Company's Board of Directors.

38. OTHER DUTIES OF THE AUDIT COMMITTEE

The duties of the Audit Committee are described in point 30.

SUBSECTION IV STATUTORY AUDITOR

39. DETAILS OF THE STATUTORY AUDITOR AND THE PARTNER THAT REPRESENTS THE SAME

The Company's Statutory Auditor is PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda., Chartered Accountant No. 183, registered at the CMVM (Portuguese Securities Market Commission) under no. 9077, represented by José Pereira Alves, Chartered Accountant no. 711 or by António Joaquim Brochado Correia, Chartered Accountant no. 1076.

40. NUMBER OF YEARS THAT THE STATUTORY AUDITOR CONSECUTIVELY CARRIES OUT DUTIES WITH THE COMPANY

The Company's Statutory Auditor carries out duties with the Company for 27 years.

The Statutory Auditor was nominated for the first time during 2005, however, for calculating the said

number of years, was taking into account the period in which other statutory auditors, members of the PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda. network, carried out that role at Jerónimo Martins.

41. DESCRIPTION OF OTHER SERVICES THAT THE STATUTORY AUDITOR PROVIDES TO THE COMPANY

The Statutory Auditor also carries out the role of the Company's External Auditor, as mentioned in point 42. In point 46 is made reference to other services carried out by the Statutory Auditor for the Company.

SUBSECTION V EXTERNAL AUDITOR

42. DETAILS OF THE EXTERNAL AUDITOR AND THE PARTNER THAT REPRESENTS THE SAME IN CARRYING OUT THESE DUTIES

The External Auditor is PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda., Chartered Accountant No. 183, registered at the CMVM (Portuguese Securities Market Commission) under no. 9077, represented by José Pereira Alves, Chartered Accountant no. 711 or by António Joaquim Brochado Correia, Chartered Accountant no. 1076.

During 2015 the External Auditor monitored the efficiency and functioning of the internal control mechanisms, taking part in the meetings of the Internal Control Committee, reporting any deficiencies identified in the exercise of its activity, as well as making the necessary recommendations regarding the procedures and mechanisms that were analysed.

The External Auditor was able to verify the implementation of the remuneration policies and systems by reviewing the minutes of the Remuneration Committee's meetings, the remuneration policy in force and other accounting and financial information that is essential for that purpose.

43. NUMBER OF YEARS THAT THE EXTERNAL AUDITOR AND RESPECTIVE PARTNER THAT REPRESENTS THE SAME IN CARRYING OUT THESE DUTIES CONSECUTIVELY CARRIES OUT DUTIES WITH THE COMPANY

PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda. has been carrying out the role of External Auditor to the Company for 27 years, taking into account, in calculating the said number of years, the period in which other statutory auditors, members of the PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda. network carried out that role at Jerónimo Martins.



The partner that represents the External Auditor has been carrying out that role for the Company since 9th January 2014.

44. ROTATION POLICY AND SCHEDULE OF THE EXTERNAL AUDITOR AND THE RESPECTIVE PARTNER THAT REPRESENTS SAID AUDITOR IN CARRYING OUT SUCH DUTIES

With regard to the rotation of the External Auditor, the Company has not set any external auditor rotation policy based on a pre-defined number of years, taking into account the fact that disadvantages have been identified for the auditing role when approaching the end of the pre-defined period of performance of duties.

Alternatively, bearing in mind that the Audit Committee is the body responsible for determining the conditions for maintaining, rotating or replacing the External Auditor, this body performs an annual assessment of the External Auditor, checking the independence necessary for it to remain in office and carries out an analysis of the cost/benefit of changing the External Auditor, advising on the respective maintenance or otherwise.

Additionally, the Company complied with what was foreseen in paragraph 2 of Article 54 of the former

Legal Regime of Portuguese Statutory Auditors which set seven years as the maximum period for exercising audit functions by the partner responsible for overseeing the statutory audit or for the direct execution of the statutory audit, which is the Company's case, and the analysis made by the Audit Committee always implied compliance with such legal obligation.

The new Legal Regime of Portuguese Statutory Auditors, approved by Law nr. 140/2015 of 7th September (which came into force on 1st January 2016) foresees a new regime which is applicable to the rotation of statutory auditors of public-interest entities, which will have to be taken into account by the Company.

45. DETAILS OF THE BOARD RESPONSIBLE FOR ASSESSING THE EXTERNAL AUDITOR AND THE REGULAR INTERVALS TO CARRY OUT THE ASSESSMENT

The Audit Committee is the responsible body for evaluating the performance of the External Auditor, which is performed annually. The Committee discussed and considered the costs and advantages of maintaining the External Auditor, as well as the independence shown in that role, having decided to give a favourable opinion for its maintenance for the year 2015.

46. NON-AUDIT SERVICES CARRIED OUT BY THE EXTERNAL AUDITOR FOR THE COMPANY AND/OR COMPANIES IN A CONTROL RELATIONSHIP, AND INDICATION OF INTERNAL PROCEDURES FOR APPROVING THE RECRUITMENT OF SUCH SERVICES AND REASONS FOR SAID RECRUITMENT

From the non-audit services requested by Group's Companies to the External Auditor and other entities belonging to the same network, totalling 44,342 euros, reference is made to those concerning access to a tax database, audit reliability services under applicable laws in the countries where the Group operates, support services in the field of human resources and certification of the carbon footprint calculation.

All these services were necessary for the regular activity of the Companies of the Group and, after due analysis of the situation, the External Auditor and/or the entities belonging to its network were considered as those which could best perform the said services. Besides being carried out by employees who do not participate in any auditing work for the Group, these services are marginal to the work of the auditors and do not affect, either by their nature or by their amount, the independence of the External Auditor during the performance of its role.

In this respect it should also be noted that in 2011 the Audit Committee regulated the commissioning of non-audit services to the External Auditor, as mentioned in point 37, allowing them to be commissioned as long as the independence of the External Auditor was assured and imposing their prior approval as of the moment the global amount of the respective fees in the year surpassed 10% of the global fees of the audit services.

47. DETAILS OF ANNUAL REMUNERATION PAID BY THE COMPANY AND/OR LEGAL ENTITIES IN A CONTROL OR GROUP RELATIONSHIP TO THE AUDITOR AND OTHER NATURAL OR LEGAL PERSONS PERTAINING TO THE SAME NETWORK AND PERCENTAGE BREAKDOWN RELATING TO THE FOLLOWING SERVICES

In 2015, the total remuneration paid to the External Auditor and other individuals or companies' belonging to the same network was 875,015 euros.

In percentage terms, the amount referred to is divided as follows:

	Amount	%
By the Company		
Amount for statutory auditing services (€)	95,390	10.9%
Amount for audit reliability services (€)	-	-
Amount for tax consulting services (€)	-	-
Amount for other non-statutory auditing services (€)	11,720	1.3%
By entities comprising the Group		
Amount for statutory auditing services (€)	735,284	84.0%
Amount for audit reliability services (€)	14,920	1.7%
Amount for tax consulting services (€)	4,902	0.6%
Amount for other non-statutory auditing services (€)	12,800	1.5%

**SECTION C
INTERNAL ORGANISATION**

**SUBSECTION I
ARTICLES OF ASSOCIATION**

48. RULES APPLICABLE TO AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Articles of Association do not define any rules applicable to the amendment of the Company's Articles of Association, therefore the terms defined by the Law apply to these matters.

**SUBSECTION II
REPORTING OF IRREGULARITIES**

49. REPORTING MEANS AND POLICY ON THE REPORTING OF IRREGULARITIES IN THE COMPANY

Since 2004, the Ethics Committee of Jerónimo Martins has implemented a system of bottom-up communication that ensures that every employee at every level has access to communication channels to contact officers who are recognised within the Company with information on possible irregularities occurring

