

## COMUNICADO

Jerónimo Martins SGPS, S.A. (“Jerónimo Martins”) informa ter recebido da Goldman Sachs International (“Goldman Sachs”) a comunicação em anexo, dando nota que hoje, a Asteck, S.A. (“Asteck”) acordou vender 31.464.759 acções de Jerónimo Martins, equivalentes a 5,0% das acções existentes de Jerónimo Martins, a investidores institucionais ao preço de 19,75 euros por acção, através de um procedimento de ‘accelerated bookbuilt’.

Após esta operação a Asteck deixa de deter acções de Jerónimo Martins.

Lisboa, 15 de Novembro de 2021

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## **PRESS RELEASE – November 15, 2021**

### **Sale of 31,464,750 existing shares in Jerónimo Martins, SGPS, S.A.**

Further to the announcement made by Goldman Sachs International (“Goldman Sachs”) on November 15, 2021, Goldman Sachs announces that Asteck, S.A. (“Asteck”) has agreed to sell 31,464,750 existing shares in Jerónimo Martins, SGPS, S.A. (“Jerónimo Martins”), equivalent to 5.0% of the existing shares in Jerónimo Martins to institutional investors at a price of 19.75 euros per share, pursuant to an accelerated bookbuilt offering (the “Transaction”).

After the Transaction, Asteck does not hold any shares in Jerónimo Martins.

Goldman Sachs acted as sole bookrunner for the Transaction.

### **Disclaimer**

This press release is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy any ordinary shares in the share capital of Jerónimo Martins SGPS S.A. in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of such jurisdiction. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not an offer of securities for sale in or into the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “US Securities Act”) or under the laws of any State of the United States and may not be offered or sold in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act. There will be no public offering of the Shares in or into the United States.

With respect to any Member State of the European Economic Area (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of any Shares requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States:

- (i) to any legal entity which is a "qualified investor" as defined under Article 2(e) of the Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2(e) of the Prospectus Regulation); or
- (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no offer of such Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the sale and the Shares to be offered so as to enable an investor to decide to purchase any Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

With respect to the UK, no action has been undertaken or will be undertaken to make an offer to the public of any Shares requiring publication of a prospectus in the UK. As a result, the Shares may only be offered in the UK:

- (i) to any legal entity which is a "qualified investor" as defined under Article 2(e) of the UK Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2(e) of the UK Prospectus Regulation); or
- (iii) in any other circumstances falling within Section 86 of the Financial Services and Markets Act 2000 ("FSMA"),

provided that no offer of such Shares shall result in a requirement for the publication of a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to any Shares in the UK means the communication in any form and by any means of sufficient information on the terms of the sale and the Shares to be offered so as to enable an investor to decide to purchase any Shares, and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129, as it forms part of domestic UK law by virtue of the European Union (Withdrawal) Act 2018.

This communication is being distributed to, and is directed only at, persons in the UK in circumstances where section 21(1) of FSMA does not apply.

Any such investor will also be deemed to have represented and agreed that any Shares acquired by it in the contemplated offering of Shares have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation or the UK Prospectus Regulation and does not constitute a prospectus.