

REPORT OF THE BOARD OF DIRECTORS OF 15 SEPTEMBER 2006 TO THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ETN. FR. COLRUYT N.V. OF 13 OCTOBER 2006

Authorization for the purchase of treasury shares

In accordance with article 12 of the company's articles of association and in conformity with the legal provisions of the Companies Code, the Board of Directors requests for the renewal of the authorization to acquire up to 10 % of the total number of shares issued by the Etn. Fr. Colruyt N.V.

A total of 35,498,509 Colruyt shares have been issued. The authorization will therefore be limited to the acquisition of a maximum of 3,549,850 treasury shares for the account of the company and/or of its subsidiaries as laid down in the Companies Code.

The Board of Directors proposes to set the purchase price per share at a minimum of € 50 and a maximum of € 200, in so far as these prices are in compliance with article 12 of the company's articles of association. This article currently stipulates that an acquisition can be made for a minimum remuneration amounting to half the average stock market price during 30 days prior to the decision and for a maximum remuneration of double the said average amount.

The authorization to be granted by this extraordinary general meeting of shareholders shall be valid for a period of 18 months commencing on 13 October 2006, the date on which the meeting is to decide on this proposal. It will replace the authorization that was granted on the extraordinary general meeting of shareholders held on 18 October 2005 and would normally expire on 17 April 2007.

The Board of Directors is of the opinion that it is in the interest of both the shareholders and the company to have the option to purchase treasury shares. It inter alia makes it possible to take advantage of any opportunities that may arise in connection with the stock market performance of the Etn. Fr. Colruyt N.V. share.

When the stock market price is low - and the company is in other words underrated - it is indeed in the interests of the parties involved to at that time be able to purchase shares that may be of use for possible future transactions.

In addition a future extraordinary meeting of shareholders may decide to cancel the shares acquired. These shares may also be used for the employee participation in the company's capital in implementation of the law of 22 May 2001.

Taking all this into account, the Board of Directors is requesting the authorization to purchase treasury shares for account of Etn. Fr. Colruyt N.V. as set forth hereabove.

Halle, 15 September 2006

The Board of Directors,