

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.

Cancellation of treasury shares Colruyt

On several occasions the Extraordinary General Meeting of Shareholders granted authorization to the Board of Directors to acquire treasury shares of Colruyt for the account of Etn. Fr. Colruyt N.V. up to a maximum of 10 per cent of the total number of shares issued. The last authorization was granted on 18/10/2005.

The Board of Directors made use of these authorizations and purchased a total of 2,427,373 treasury shares of Colruyt.

Pursuant to article 623 of the Companies Code, an unavailable reserve amounting to € 265,891,422.34 was created.

The Board of Directors proposes the Extraordinary General Meeting of Shareholders of 13 October 2006 to cancel 2,370,000 of the shares purchased and to cancel the above-mentioned unavailable reserve up to an amount of € 260,685,221.55.

This implies that the total number of outstanding Colruyt shares will drop from 35,498,509 shares to 33,128,509 shares, which will result in an increase of the value per share. This is in the interest of the existing shareholders.

The Board of Directors therefore proposes the Extraordinary General Meeting of Shareholders to proceed to the cancellation of 2,370,000 treasury shares of Colruyt and to grant the Board authorization to implement the decision of the Extraordinary General Meeting and take any action necessary to that end.

After the cancellation of these shares, the Board of Directors will continue to purchase treasury shares of Colruyt pursuant to the authorization granted by the Extraordinary General Meeting of 18/10/2005 and, if granted, to the authorization by the Extraordinary General Meeting of 13/10/2006.

Halle, 15 September 2006

The Board of Directors,