

Etn. Fr. Colruyt NV
Limited liability company
Registered office
Edingensesteenweg 196
1500 Halle

BTW-BE0400.378.485
RPR Brussels

The shareholders are invited to attend the Annual Ordinary General Meeting on 15 September 2010 at 4 p.m. at the registered office in 1500 Halle, Edingensesteenweg 196.

Agenda:

1. - Annual Report of the Board of Directors, Auditor's Report.
- Report of the Works Council.
(On both the annual financial statements of NV Etn. Fr. Colruyt and the consolidated annual financial statements of the Colruyt Group).

Proposed resolution: that the reports be adopted.

2. a. Adoption of the financial statements for the year ending 31 March 2010.

Proposed resolution: that the company's annual financial statements be adopted.

- b. Adoption of the Colruyt Group's consolidated financial statements for the year ending 31 March 2010.

Proposed resolution: that the Colruyt Group's consolidated financial statements be adopted.

3. Distribution of dividends

Motion to allocate a gross dividend of 4.48 euros per share upon presentation of coupon no 12.

Proposed resolution: that this dividend be approved.

4. Approval of profit share:

* PROFIT TO BE DISTRIBUTED:	EUR 366,226,059.24
* RETURN ON CAPITAL:	
Coupon 12	

31,601,847 shares X EUR 4.48 =	141,576,274.56 EUR
Basis of calculation:	

33,414,490 profit sharing shares	
at 19 December 2008	
+ 101,379 capital increase at 23 December 2009	
- 1,968,004 treasury shares at 25 June 2010	
+ 53,982 treasury shares intended for profit share	
= 31,601,847 shares	
* ADDITION TO THE AVAILABLE RESERVE:	185,000,000.00 EUR
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DIVIDEND TREASURY SHARES:	8,574,818.56 EUR
* APPROPRIATION TO THE STATUTORY RESERVE:	1,373,685.45 EUR
* DIRECTORS FEES:	3,626,700.00 EUR
* PROFIT SHARE REPORTING PERIOD 2009/2010:	25,798,043.89 EUR
* PROFIT CARRIED FORWARD:	276,536.78 EUR

* TOTAL:	366,226,059.24 EUR

The 'profit sharing' distribution concerns a distribution of profit to the employees of the company and of the companies belonging to the Colruyt Group in Belgium, pursuant to the law of 22 May 2001 regarding participation in the capital and profit.

Proposal to approve the participation in the profit as submitted above.

5. Proposal for approval that the profit share to the company's employees who have elected to take their share in the profits as mentioned in item 4 above in the form of shares be done by means of NV Etn. Fr. Colruyt treasury shares.

6. Discharge to the Directors.
Proposed resolution: that the directors be granted discharge.
7. Discharge to the statutory auditor.
Proposed resolution: that the statutory auditor be granted discharge.
8. Reappointment of directors
 - a) Proposal for resolution: to renew the mandate of Mr Jozef Colruyt (national number: 581018-253-10) for a period of 4 years until after the General Meeting in 2014.
 - b) Proposal for resolution: to appoint as a director for a period of 4 years, until after the General Meeting in 2014: Mr Wim Colruyt (national number: 610728-225-71)
9. Reappointment of auditor
The Board of Directors proposes to appoint or to reappoint the CVBA KPMG, Company auditors, (B001) with registered office in 2550 Kontich, Prins Boudewijnlaan 24D, represented by Ludo Ruysen (00949) (national number 560410-203-22, mentioned with his explicit authorisation) as auditor for a period of three years taking effect as from reporting period 2010/2011 to be reappointed at the General Meeting of 2013. This at the fee conditions mentioned in the document that will be submitted to the general meeting in this respect.
10. Other business

In order to attend this meeting, the shareholders must make a deposition of their shares before 10 September 2010 with any financial institution in Belgium, by virtue of article 20 of the articles of association. (BNP Paribas Fortis Bank will act as Principal Paying Agent.) and deposit a certificate at the company headquarters in conformity with article 20 of the articles of association.

If so desired, the shareholders can be represented at the meeting by a proxy holder, subject to compliance with the provisions of article 20 of the articles of association.

The reports of the Board of Directors, the reports of the auditor, the financial statements and the annual report of the NV Etn. Fr. Colruyt and of the Colruyt Group will be available on our website 15 days before the General Meeting.

For the Board of Directors

Jean de Leu de Cecil
Secretary Board of Directors