

(Only the Dutch text is officially valid)

ETN. FRANZ COLRUYT N.V.
Edingensesteenweg 196
1500 Halle

VAT BE0400.378.485
RPR Brussels

ANNUAL REPORT BY THE BOARD OF DIRECTORS OF ETN. FRANZ COLRUYT, A PUBLIC LIMITED COMPANY ESTABLISHED AT EDINGENSESTEENWEG 196, 1500 HALLE, VAT BE-0400 378 485 TO THE GENERAL MEETING OF SHAREHOLDERS, HELD ON 19 SEPTEMBER 2007 AT 16.00 IN THE COMPANY'S REGISTERED OFFICE.

Ladies and gentlemen,

In compliance with our legal and statutory obligations, we hereby report to you on the exercise of our mandate for the 2006/2007 financial year.

1) We have the honour of submitting the annual accounts for the 2006/2007 financial year to you for your approval.

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2) APPROPRIATION OF THE RESULT
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EURO

The profit before taxes for the closed financial year is:	261,699,267.04
Taxation on the profit	-88,785,505.14
Transfer of deferred taxes	-98,522.03
Profit after tax	172,815,239.87
Transfer to tax-free reserves	-222,116.80
Profit carried forward from the previous financial year	23,631,791.14

Distributable profit	196,224,914.21

We propose to appropriate this profit balance as follows:

* DIVIDENDS:

Coupon 9

33,257,748 shares X EUR 3.24 = EUR 107,755,103.52

Calculation basis:

35,498,509 shares participating in the profit
on 23 December 2005

- 2,370,000 cancellation of treasury shares on 13 October 2006

+ 129,239 in capital increase on 22 December 2006

= 33,257,748 shares

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* ADDITION TO THE OTHER RESERVES:	EUR 40,000,000.00
* CONTRIBUTION TO THE LEGAL RESERVE:	EUR 1,488,833.28
* DIRECTORS' FEES:	EUR 2,898,000.00
* PROFIT SHARING FOR 2006/2007 FINANCIAL YEAR:	EUR 16,456,784.56
* PROFIT CARRIED FORWARD:	EUR 27,626,192.85

* TOTAL:	EUR 196,224,914.21

Dividend for the 2006/2007 financial year

The Board of Directors proposes to the General Meeting of Shareholders to allocate a gross dividend of EUR 3.24 per share to the shares participating in the profit for the 2006/2007 financial year.

The shareholders will receive EUR 2.43 net following the deduction of the 25% withholding tax on the gross dividend of EUR 3.24 in exchange for coupon no. 9 of the Colruyt share.

Holders of VVPR strips enjoy a reduced withholding payment on the dividends. For these shares, the net dividend is EUR 2.754 per share, following the deduction of the 15 % withholding tax.

The capital increases reserved for Colruyt Group staff since 1995 have always been arranged with the issue of such VVPR strips.

The amount of the net dividend for foreign shareholders can differ depending on the double taxation agreements in force between Belgium and the various countries concerned. The required certificates must be in our possession by 15 October 2007 at the latest.

The Board of Directors proposes to make the dividend for the 2006/2007 financial year payable from 02/10/2007, on presentation of coupon no.9 at the counters of financial institutions.

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The coupons for the collection of dividends can be presented at the counters of:

- Fortis Bank
- ING
- KBC Bank
- Dexia Bank
- Bank Degroof
- Petercam

3) PURCHASE OF OWN (TREASURY) SHARES

=====

The Extraordinary General Meeting of Shareholders has authorised the Board of Directors of Etn. Fr. Colruyt N.V. to acquire Colruyt's own shares to a maximum of 10% of the total number of issued shares pursuant to Article 620 of the Companies Code for many years.

The latest authorisation was issued by the Extraordinary General Meeting of 13 October 2006.

The Board of Directors has used the awarded authorisation.

On 31 March 2006 (= status at end of previous financial year 2005/2006) Etn. Colruyt N.V. held 2,289,403 of its own shares representing a total value of EUR 249,622,878.17.

In the period from 1 April 2006 to 31 March 2007 143,665 own shares were purchased amounting to a value of 17,203,758.10

On 30 September 2006 Etn. Colruyt N.V. issued 53,865 of its treasury shares to employees who wished to obtain their profit participation for 2005/2006 in the form of shares.
This amounted to EUR 4,839,770.25.

On 13 October 2006 the extraordinary general meeting of shareholders decided to cancel 2,370,000 of the purchased Colruyt treasury shares amounting to EUR 260,631,470.87.

On 31 March 2007 (= status at the end of the 2006/2007 financial year) Etn. Colruyt N.V. held 9,203 of its own shares, amounting to a total value of EUR 1,355,395.15.

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On 22/06/2007 Etn. Fr. Colruyt NV holds 52,853 of its own shares.
NV Vlevico holds 223,428 Colruyt shares.

In total, Etn Fr Colruyt nv and its subsidiaries therefore jointly hold 232,631 of their own shares.
This is 0.7 % of the total number of issued shares (33,257,748).

Of these, 49,889 shares will be issued to employees who wish to obtain their profit participation for 2006/2007 in the form of shares, subject to the suspensive condition of approval by the General Meeting.

The ability to buy the company's own shares gives the Board of Directors the possibility of taking advantage of opportunities which it believes it identifies during the stock market development of the Colruyt share: it offers the opportunity of acquiring treasury shares at a relatively low price.

The purchase of treasury shares means that no dividend has to be paid out on these shares and greater liquidity therefore remains within the company.

For the remaining shareholders this represents a capital gain on the shares in circulation.

Pursuant to Article 622. Par.1 of the Companies Code the voting rights linked to the shares or share certificates held by the company or subsidiaries are suspended.

4) THE MOST IMPORTANT DATA FOR THE 2006/2007 FINANCIAL YEAR

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Commentary on the annual accounts

With the opening of our first store in the Netherlands, a Bio store in Eindhoven, a branch of Etn. Fr. Colruyt was set up in the Netherlands under the kvk number: 17197514 on 31/10/2006.
On 31/03/2007 the result of this branch is EUR -0.28 million, which is included in the result of Etn. Fr. Colruyt NV.

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BALANCE SHEET

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ASSETS

Non-current assets

The book value of Etn. Fr. Colruyt's non-current assets is EUR 1,667.89 million, compared with EUR 1,633.87 million in the previous reporting period.

Excluding capital gains and impairments, the net book value of the non-current assets is EUR 1,659.60 million, versus EUR 1,625.31 million in the last financial year.

I. Cost of formation

The expenses for the initial formation were activated under this heading and amortised immediately by the full amount.

This is no longer a feature from the 2005/2006 financial year on.

II. Intangible non-current assets

The net book value of this item is EUR 1.82 million compared with EUR 2.14 million last year. Excluding the investment of EUR 0.51 million the reduction in this item can be ascribed fully to the further amortisation of previously invested goodwill.

III. Property, plant and equipment

The net book value of this item is EUR 297.26 million compared with EUR 285.15 million in the previous financial year.

Depreciation amounts to EUR 45.28 million, and liquidations EUR 1.39 million.

The gross growth in the tangible non-current assets (while taking account of corresponding executed liquidations and impairments and the changes in stock of work in progress) is EUR 57.40 million.

The depreciation on investments in the financial year amounts to EUR 5.73 million.

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The investments (in millions of EUR)	2006/2007	2005/2006
	-----	-----
- Land and buildings	12.30	8.72
- Plant, materials and equipment	13.50	12.17
- Furniture and rolling stock	10.82	15.49
- Leasing and similar rights	17.05	16.01
- Other non-current assets	3.35	0.47
- Assets under construction and prepayments	1.74	0.49
	-----	-----
	58.76	53.34

The investments in 'lands and buildings' refer to modifications to and/or expansion work on existing stores.

The additions in 'plant, materials and equipment' mainly comprise a fresh products warehouse picking machine, tray washing machine, Dats equipment, production machines, butcher's shop equipment, store shelves and self-service trolleys.

The investments in furniture and rolling stock include the acquisition of hardware (check-out stores, PCs) worth EUR 2.28 million (EUR 2.36 million during the last financial year) and the purchase of rolling equipment worth EUR 8.23 million (compared with EUR 12.85 million in the previous financial year): warehouse carts, transpallets, forklift trucks, trailers and passenger cars.

The leasing additions exclusively comprise lands and buildings that have been leased by Etn. Fr. Colruyt NV.

For the closed financial year this involves the posting of contracts for new stores: Wellin, Koksijde, Bredene, Kelmis and Ninove. The item also includes contracts for new Dats stations: Alseberg, Tielt, Balen, Lier and Wevelgem.

It also includes some reviews relating to existing contracts.

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The investments in other tangible non-current assets amount to EUR 3.35 million, compared with EUR 0.47 million in the previous financial year.

The tangible non-current assets under construction and prepayments show an increase of EUR 1.74 million, versus a rise of EUR 0.49 million in the previous reporting period. In accordance with the group valuation rules, no depreciation was applied to assets under construction.

IV. Financial non-current assets

The financial non-current assets amount to EUR 1,368.81 million versus EUR 1,346.58 million in the previous financial year.

This increase can be explained by the further development of the interest in affiliated companies by EUR 11.53 million.

There is also an addition of EUR 11.18 million in companies with which a participating interest relationship exists.

The sureties amount to EUR 0.14 million versus EUR 0.12 million last year.

Current assets

The current assets amount to EUR 424.87 million, compared with EUR 627.97 million in the previous financial year.

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The main changes relative to the previous financial year:
 (in millions of EUR)

	2006/2007 -----	2005/2006 -----
V - Receivables > 1 year	1.02	1.02
VI - Inventories	250.60	239.59
VII A - Trade receivables	90.10	35.94
VII B - Other receivables	5.05	6.54
VIII - Investments	5.45	254.30
IX - Cash and cash equivalents	69.86	50.00
X - Prepayments and accrued income	2.79	40.58
	-----	-----
	424.87	627.97

The sharp fall in the prepayments and accrued income can be explained by the reclassification of the end-of-year discounts among the trade receivables.

The investments of EUR 5.45 million include the purchased treasury shares worth EUR 1.36 million (9,203 units on 31/03/2007). These are the remaining units after the cancellation of 2,370,000 units on 13 October 2006.

The other investments fall from EUR 4.67 million in the last financial year to EUR 4.09 million this financial year.

This fall can be ascribed to the sale of Dolmen Computer Applications shares, amounting to 50,000 shares on 15/02/07 and 6,730 shares on 29/03/07. A capital gain of EUR 113,017.80 was made on this sale. On 31/03/07 Etn. Fr. Colruyt NV holds a further 158,266 DCA shares.

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LIABILITIES

Equity

Etn Fr. Colruyt N.V.'s equity is EUR 380.94 million compared with EUR 579.29 million in the last reporting period.

I. Capital

On 31 March 2007 Etn. Fr. Colruyt N.V.'s capital is EUR 173,947,665.08, represented by 33,257,748 shares.

The capital was increased by EUR 14,888,332.80 during the 2006/2007 financial year by a capital increase reserved for employees. This capital increase was implemented on 22 December 2006 and represented 129,239 shares.

Authorised, non-subscribed capital

The authorised, non-subscribed capital amounts to EUR 148,815,234.

II. Issue premiums - warrants

In 1998/99 financial year the issue premiums were increased by EUR 24,789.35 as the result of creating warrants.

Total issue premiums: EUR 49,578.70.

These warrants expired on 25/10/2003 and were not renewed.

An amount of EUR 49,578.70 continues to be retained under this item.

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III. Revaluation gains

The book value is EUR 8.31 million, compared with EUR 8.57 million in the previous financial year.

This item is reduced by the depreciation for the financial year: EUR 0.26 million.

IV. Reserves

The proposal to the General Meeting to process the results of the 2006/2007 reporting period was already processed in item (2). The figures included here are therefore subject to approval by the General Meeting of Shareholders.

The reserves amount to EUR 169.62 million, compared with EUR 387.89 million in the last reporting period.

DEVELOPMENT OF THE RESERVES (in millions of EUR):

Final balance of the previous financial year:	387.89
Endowment of the legal reserve	1.49
Tax-free reserve	
-endowment for deferred tax	0.22
Non-blocked reserve	
-endowment of depreciation/liquidation of revalued VA	0.26
-transfer to/from blocked reserve relating to treasury shares	4.84
- profit participation of 2005/2006 financial year	
-endowment from the 2006/2007 distributed profit	40.00
-transfer to/from reserve for purchase of treasury shares	-17.20
-dividend on treasury shares	0.39

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Blocked reserve
-cancellation of treasury shares 2006/2007 -260.63
-transfer to/from unblocked reserve to buy treasury shares 17.20
-transfer to/from blocked reserve concerning treasury shares -4.84
2005/2006 profit participation
Balance at the end of the financial year: 169.62

VI. Capital grants

The capital grants amount to EUR 0.06 million and comprise ecological support from the Region of Flanders.

VII.A. Provisions for risks and expenses

The provisions for risks and expenses are EUR 17.24 million, compared with EUR 15.75 million in the last reporting period.

Overview of provisions (in millions of EUR) for:	2006/2007 -----	2005/2006 -----
- Pensions	4.96	4.52
- Major repair works	5.75	4.89
- Other risks	6.53	6.34
	-----	-----
	17.24	15.75

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VII. B. Deferred tax

The deferred taxes amount to EUR 1.76 million, compared with EUR 1.66 million in the last reporting period.

This item includes EUR 0.03 million in deferred taxes on the capital grants received and EUR 1.73 million (EUR 1.62 million in last financial year) in deferred taxes on capital gains on non-current assets.

The calculation is made on the basis of the applicable rate.

The gradual amortisation is done through the income statement (see IX b "Drawings on the deferred tax".)

VIII. Liabilities > 1 year

The outstanding balance for long-term loans is EUR 254.20 million, compared with EUR 252.92 million in the past financial year.

EUR 15.20 million was also transferred to the item IX.A "Liabilities > 1 year which mature within the year."

New leasing agreements were concluded with the property subsidiary Onveco for a total amount of EUR 10.48 million for the financing of new Colruyt stores.

IX. Liabilities ≤ 1 year

The liabilities ≤ 1 year amount to EUR 1,425.18 million compared with EUR 1,396.86 million in the previous financial year.

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Overview (in millions of EUR) for:	2006/2007	2005/2006
- Long term liabilities which mature within one year	15.20	11.48
- Trade liabilities	464.97	417.95
- Prepayments received	7.43	5.78
- Taxes, remuneration	168.25	143.86
- Other liabilities	769.33	817.79
	-----	-----
	1,425.18	1,396.86

The trade liabilities largely comprise suppliers to be paid, amounting to EUR 433.47 million versus EUR 395.07 million last year.

The other liabilities include an amount of EUR 127.11 million payable for dividends, directors' fees and employees' participation for the 2006/2007 reporting period. A short-term debt to Finco of EUR 634.79 million also exists.

INCOME STATEMENT

I.+ II. Operating income/expenses

The turnover for the 2006/2007 financial year is EUR 4,022.67 million, excl. VAT, compared with EUR 3,714.90 million in the 2005/2006 financial year.

This is a rise of 9.17%.

The gross sales margin is EUR 871.97 million (21.68 % of turnover) versus EUR 760.98 million (20.48 % of turnover) in the last reporting period.

Interventions for advertising which relate to purchases of goods are included in the gross sales margin.

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The produced non-current assets amount to EUR 14.87 million compared with EUR 9.57 million in the previous financial year. This item mainly comprises investments made by the internal technical services (fitting out of central buildings and stores).

The initial fitting expenses are no longer activated. They continue to be borne by the corresponding expenses account.

The other operating income (EUR 137.67 million compared with EUR 116.11 million in the previous financial year) mainly includes the interventions for advertising and other miscellaneous operating income which is not directly related to the sale of trading goods.

The other operating income also includes onward invoicing to subsidiaries.

Purchases of raw materials, ancillary materials and trading goods are up by 6.66% and amount to EUR 3,150.70 million compared with EUR 2,953.92 million in the previous reporting period. This amount includes the reclassification of the intervention for advertising.

Excluding the reclassification of the interventions for advertising the rise would be 6.90%.

Expenses for services and miscellaneous goods rose by 19.68% and are equal to EUR 277.30 million, compared with EUR 231.70 million last year.

The item "Salaries, pensions and other employee expenses" comprises the salary burden including the provisions for holiday pay and end of year bonuses and amounts to EUR 398.34 million, compared with EUR 362.12 million in the last reporting period. This is a rise of 10.00% compared with the previous financial year.

The depreciation and impairments on fixed assets amount to EUR 46.11 million compared with EUR 44.17 million in the last financial year.

The first fitting expenses are no longer activated and were depreciated immediately.

The amount for impairments on trade receivables is EUR 2.13 million compared with EUR 0.58 million last year.

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Overview of depreciation and impairments
 (in millions of EUR)

	2006/2007 -----	2005/2006 -----
Depreciation and impairments on		
- Intangible non-current assets	0.82	0.87
- Tangible non-current assets	45.29	43.30
- Trade receivables	2.13	0.58
	-----	-----
	48.24	44.75

In comparison with the previous financial year EUR 3.49 million more was applied for depreciation and impairments.

The sliding scale depreciation system was applied to additions to "Tangible non-current assets" (section III.A-B-C-D and E). This represents an additional depreciation of EUR 2.51 million compared with the linear system.

The provisions borne by the operating results amount to EUR 1.48 million, compared with EUR 1.38 million in the past financial year. Provisions of EUR 5.94 million were established and write-backs of EUR 4.46 million were posted.

Provisions -----	Established -----	Written back -----
(in millions of EUR)		
- For bridging pensions	2.45	-2.01
- For major maintenance work	0.86	-
- Soil purification	1.83	-0.15
- Miscellaneous	0.80	-2.30
	-----	-----
	5.94	-4.46

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The other operating expenses amount to EUR 3.31 million, compared with EUR 3.31 million in the previous financial year and are made up of the following (in millions of EUR):

	2006/2007 -----	2005/2006 -----
- Miscellaneous levies and taxes	3.22	3.18
- Impairment on realised assets	0.09	0.13
	-----	-----
	3.31	3.31

The operating profit

The operating profit for the 2006/2007 financial year is EUR 296.36 million versus EUR 242.64 million in the last reporting period. This is an increase of 22.14% compared with the previous financial year.

The operating cash flow

The operating cash flow is EUR 342.47 million, versus EUR 286.81 million in the previous financial year and is up by 19.42% relative to the last reporting period.

IV. + V Financial income/expenses

The FINANCIAL RESULT (the difference between income and expenses) is EUR -35.79 million (previous financial year EUR -16.58 million).

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Overview of the FINANCIAL EXPENSES and INCOME (in millions of EUR)	2006/2007 -----	2005/2006 -----
- Income from investments	1.03	0.22
- Income from current assets	0.21	0.23
- Other fin. income	11.39	9.93
- Expenses on loans	-46.91	-25.46
- Impairments (write back)	0.00	0.00
- Expenses op financial transactions	-1.51	-1.49
	-----	-----
	-35.79	-16.58

The income from financial non-current assets of EUR 1.03 million almost completely comprises dividends received from affiliated companies.

The income from current assets includes interest on advances to subsidiaries and interest received on fixed interest rate securities.

The other financial income (EUR 11.39 million) includes payment discounts of EUR 10.79 million.

The expenses for liabilities amount to EUR 46.91 million. This comprises interest on loans EUR 29.34 million, interest on real estate leasing of EUR 17.42 million and miscellaneous interest: EUR 0.15 million.

The other financial expenses (EUR 1.51 million) concern expenses on day-to-day financial transactions and exchange rate losses on payments in foreign currencies (EUR 0.37 million).

Profit from ordinary operations

For the 2006/2007 reporting period, the profit from ordinary operations is EUR 260.57 million compared with EUR 226.07 million last year. This is a rise of 15.26%.

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VII. + VIII. Exceptional income/expenses

The exceptional income is EUR 1.79 million. An amount of EUR 1.74 million is due to the capital gain on own shares which were issued as a profit participation for the 2005/2006 reporting period.

The exceptional expenses amount to EUR 0.66 million. This largely concerns the impairment on investments by existing stores which have been converted.

IX. Profit/loss of the reporting period, before tax

Etn. Fr. Colruyt closed the 2006/2007 financial year with a profit before tax of EUR 261.70 million.

The previous financial year was closed with a profit before tax of EUR 426.76 million. This is a fall of 38.68%.

Excluding the capital gain of 199.46 million on the sale of the stake in 2 affiliated companies in the last financial year, the modification of the result represents a rise of 15.13%.

X. Income tax

The taxes amount to EUR 88.79 million.

The average tax percentage is 33.93%, which is the estimated taxes for the financial year compared to the profit before tax (excluding the capital gain on the sale of the stake in 2 affiliated companies).

In the previous financial year the taxes amounted to EUR 75.90 million or 17.78% compared to the profit before taxes. Excluding the capital gain of EUR 199.46 million on the sale of the stake last year the tax rate is 33.39 %.

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XI. Profit/loss for the reporting period

The profit after taxes for Etn. Franz Colruyt N.V. is EUR 172.82 million for the 2006/2007 financial year, compared with EUR 350.82 million for the previous financial year.

This includes the capital gain from the sale of participations in 2 affiliated companies during the previous financial year. Excluding this capital gain, the profit after taxes from the previous financial year is EUR 151.36 million.

XIII. Profit from the financial year available for appropriation

Etn. Franz Colruyt N.V.'s profit available for appropriation for the 2006/2007 financial year is EUR 172.59 million, compared with EUR 350.70 million in the previous financial year.

This includes the capital gain from the sale of the stakes in 2 affiliated companies in the previous financial year. Excluding this capital gain, the profit after taxes was EUR 151.24 million for the last reporting period.

Cash flow

The cash flow of Etn. Franz Colruyt N.V. for the 2006/2007 financial year is EUR 218.93 million compared with EUR 394.95 million in the previous reporting period.

This includes the capital gain from the sale of stakes in 2 affiliated companies during the previous financial year. Excluding this capital gain the cash flow is EUR 195.49 million.

Based on the current data known to the company, no risks or uncertainties need to be reported apart from those reported in the Colruyt Group's annual report.

5) Events after the balance sheet date

Since April 2007 the Group has been the subject of an investigation which the Belgian competition authorities are carrying out into violations of Belgian competition legislation relating to perfumery, drug store and care products. The group is offering its complete support to this investigation, which is still in an initial phase. At present, there are insufficient elements present to perform a risk assessment, and we shall evaluate these further in the future.

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In May 2007 the Group completed the formation of Colruyt IT Consultancy India Ltd. This company has the goal of acting as the internal provider of IT services in the Group within a foreseeable time frame.

6) There are no circumstances known which can influence the development of the company substantially.

7) In view of the company's special nature and specific activity, no work was carried out in the research and development area.

8) Corporate Governance

A. Board of Directors
=====

Composition

- Representatives of the main shareholders, executive directors:

Jef COLRUYT	Director-chairman (2010)
Frans COLRUYT	Director (2009)

- Representatives of the main shareholders, non-executive directors:

Francois GILLET	Director (2008)
N.V. ANIMA	- Senior Manager with S.A. Sofina Director (2008) permanently represented by: Jef Colruyt
N.V. HERBECO	Director (2009) permanently represented by: Piet Colruyt
N.V. FARIK	Director (2009) permanently represented by: Frans Colruyt

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- Independent director:

BVBA DELVAUX TRANSFER Director (from 15/7/2006) whose
permanent representative is:
Mr Willy Delvaux (2007)

- Secretary

Jean de LEU de CECIL Secretary

() year of end of mandate and of possible reappointment on
the occasion of the Annual General Meeting.

No statutory rules exist concerning the appointment of
directors and the renewal of their mandate. No age limit is set
either.

Messrs Jef Colruyt, Frans Colruyt, Piet Colruyt, Willy Delvaux
and François Gillet hold other directorships outside those
in companies affiliated to the Colruyt Group.

The Board of Directors has had one independent director since
1/7/2006.

B. Independent Auditor

=====

C.V.B.A. Klynveld Peat Marwick Goerdeler - auditors represented by Ludo
RUYSEN (2007).

() year of end of mandate and of possible reappointment on
the occasion of the Annual General Meeting.

MANDATES

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- The mandate of Mr Willy Delvaux, BVBA Delvaux Transfer as
an independent director expires after the general meeting on
19 September 2007. He is eligible for re-election and has presented
himself as a candidate again. The Board of Directors proposes to award
him a new mandate of 4 years which will expire after the general meeting
of 2011.

- The mandate of CVBA Klynveld Peat Marwick Goerdeler - Auditors,
represented by Mr Ludo Ruysen (00949) is being proposed for
reappointment for a period of 3 years, i.e. until the general meeting of
2010.

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C. Reliable and sustainable management of the Colruyt Group
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A Charter

1. General Meetings:

The Annual General Meeting of Shareholders takes place at the company's registered office at 16.00 on the third Wednesday of September. If that date is a public holiday, the meeting will be held on the next working day.

All General Meetings are convened in accordance with the law.

The Board of Directors and the independent auditor can convene the General Meeting and set the agenda.

The General Meeting must also be convened within the month of the request or written application by shareholders who together represent 1/5 of the share capital.

Every share gives entitlement to one vote. In order to be admitted to the meeting, every owner of bearer shares must deposit them at the registered office or at the institution named in the invitation to the meeting at least three full days before the date set for the meeting. Before the opening of the meeting the person must produce proof of the deposition of his or her securities. Shareholders vote in person or through a proxy. Every proxy must have satisfied the conditions for admission to the meeting.

The general meeting cannot deliberate on points which are not on the agenda.

2. Board of Directors:

* Composition:

The composition of the Board of Directors is the result of the company's shareholdership structure, where the family shareholders, supported by N.V. Sofina, are the reference shareholders. As is apparent from the past, the family shareholders look after the company's stability and continuity and thereby serve the interests of all shareholders.

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They opt to appoint a limited number of representatives with various backgrounds, broad experience and sound knowledge of the company as directors. The directors form a small team with the requisite flexibility and efficiency to adapt to the events and opportunities in the market at all times.

The articles of association do not stipulate any rules for the appointment of directors and the renewal of their mandate. The Board of Directors has decided to propose candidates for a period which does not exceed four years, and which may be renewed.

The General Meeting of Shareholders is solely entitled to appoint directors (and to dismiss them where useful).

At present the Board of Directors has two executive directors and five non-executive directors, including one independent director.

The Board of Directors is of the opinion that the expansion of the number of members must go hand in hand with a substantial enrichment of the Colruyt Group's general management capabilities.

In line with long-standing tradition in the Colruyt Group, Mr Jef Colruyt is simultaneously both Chairman of the Board of Directors and Chairman of the Colruyt Group Management team and Future Board. This deviation from the recommendations of the Belgian Corporate Governance Code for listed companies is justified, given the history of the Colruyt Group and the desire of the reference shareholders not to entrust the leadership of the Management Team to external professional managers.

*** Operation of the Board of Directors:**

The Board of Directors meets every quarter according to a preset plan. The meetings are held in the second half of September, December, March and June.

Where necessary, interim meetings are held to discuss specific topics or to make time related decisions.

The Board of Directors only decide validly if at least half of the members of the Board are present or represented. All resolutions of the Board of Directors are passed by an absolute majority of votes. In the event of a tied vote, the Chairman has a casting vote.

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At the quarterly Board of Directors meetings ideas are exchanged and decisions made concerning the general strategic, economic, commercial, financial and accounting affairs of the companies belonging to the Colruyt Group. This is done on the basis of a file which, in addition to consolidated information on the Colruyt Group, also contains detailed information on each of the segments that make up the Colruyt Group and its various companies.

Standing items on the agenda include the financial results, financial prospects, investment prospects and the activity report for each segment in the Colruyt Group.

The directors receive their file at least five days before the meeting.

* Committees within the Board of Directors:

Given the limited number of members of the Board of Directors, no Appointments Committee or Remuneration Committee will be formed.

The directors' fees, the remuneration of the Chairman of the Management Team and the basic principles for remunerating members of the Management Team continue to be decided by the full Board of Directors.

The implementation of these basic principles and the individual remuneration of members of the Management Team and the Future Board fall within the remit of the Chairman of the Group Management Team.

The Audit committee, which was formed by the Board of Directors, with the Independent director and a number of non-executive directors works together with the group management and the independent auditor.

The audit committee has drawn up internal regulations. This regulation is published on our website www.colruyt.be/financial info.

* Remuneration:

No protocol exists in relationship to the execution of the function of director. It is not customary to grant loans or advances to directors. The directors receive neither bonuses nor share related incentive programmes, benefits in kind or benefits linked to a pension plan.

In their capacity as managers the executive directors receive the same remuneration package and benefits as the executive management of the Colruyt Group.

The compensation of the directors (individual) and of the members of the Group Management Team (collective) will be published in the annual report.

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According to the provisions of the articles of association at least 10% of the distributable profit is designated for the directors and at least 90 % for the shareholders.

3. Day-to-day management:

Under the chairmanship of Mr Jef Colruyt the Colruyt Group Management consists of the general managers of the Group's different sectors, together with the Group financial controller and personnel manager.

The Colruyt Group Management Team determines the global strategy and policy options at group level and ensures coordination between the various sectors of the group.

The Future Board is made up of all of the managers and deputy managers of the Colruyt Group. The Future Board determines the shared goals for each of the Colruyt Group sectors.

The Future Board also pays particular attention to the development of the Colruyt Group's long term vision and makes proposals in this respect to the Board of Directors, which decides on these.

These meetings are planned on a fixed basis every four or eight weeks and are chaired by Mr Jef Colruyt, Chairman of the Board of Directors.

In addition there are fortnightly/monthly management meetings under the chairmanship of the general managers, with the managers of the various sectors. These work out the practical aspects of the policy options adopted.

Day-to-day management of the company is divided among the general management who looks after commercial, organisational and staff matters and the financial controller who takes care of financial and accounting aspects.

Every manager and deputy manager mentioned under the Future Board title must ensure compliance separately in his department relating to all of the legal, regulatory, organic and contractual provisions and bears responsibility if these are infringed.

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4. Appropriation of the profit/loss - dividend policy:

Based on a proposal by the Board of Directors, the General Meeting can decide to use the distributable profit fully or partly for a free reserve or to carry it forward to the next reporting period. The Board of Directors endeavours to allow the annual dividend per share to grow at least proportionately to the increase in the group profit. Although this is not a fixed rule, at least 1/3 of the group economic profit is distributed annually as dividends and directors' fees. According to the statutory provisions at least 90 % of the distributable profit is intended for shareholders and at most 10 % for directors.

D. Shareholders/Shares

- Transparency statements:

Every shareholder who holds at least 5% of the voting rights must comply with the law of 2 March 1989 on the disclosure of substantial holdings, the Royal Decree of 10 May 1989 and the Companies Code.

The legal thresholds per 5% tranche apply. The parties concerned must send notice of such holdings to the Banking Commission and the company.

The most recent transparency statement is published in the company's annual report and on the website under www.colruyt.be/financial info.

The latest transparency statement shows that a group of reference shareholders exists in the shareholdership structure.

The Colruyt family and the Sofina Group are shareholders acting in concert.

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* Insider knowledge:

The attention of persons who have access to insider knowledge in the company and of the directors is regularly drawn in writing to the relevant legal and corporate governance obligations and the penalties linked to the abuse or improper dissemination of this information. For a period of one month prior to the publication of the annual and half-yearly results no transactions in Colruyt shares are performed for these persons with the intervention of the company. The same applies to periods during which people have access to sensitive information which has not yet been made public.

In accordance with the Royal Decree of 05/03/06 on market abuse, lists of insiders have been compiled and are managed by a company officer. Transactions in shares by directors must be reported to him and he publishes these subsequently.

6. Information for the shareholders:

All information of use to the shareholders is published on our website www.colruyt.be/financial information. Any person with an interest may register with the company to be informed automatically whenever the website is changed or new financial information is published on it.

* Etn. Fr. Colruyt N.V. shareholdership structure

In the context of the law of 2 March 1989 (disclosure of significant stakes in listed companies) we received an updated participation statement on 06/12/2006.

The company does not have any knowledge of other agreements between shareholders.

Details of the statements of 06/12/2006

The structure of the shareholdership of Etn. Fr. Colruyt N.V. according to the latest transparency statement of 06/12/2006

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I. Colruyt Family and related parties

	Number	%
1. Colruyt Family Shares	2,226,428	6.72
2. N.V. H.I.M. Shares	8,081,400	24.39
3. N.V. D.I.M. Shares	5,258,500	15.87
4. N.V. H.I.M DRIE Shares	124,951	0.38
TOTAL FOR THE COLRUYT FAMILY AND RELATED PARTIES ACTING IN CONCERT Shares	15,691,280	47.36

II. Colruyt Group

1. Etn. Fr. Colruyt N.V. (own shares purchased) Shares	3,608	0.01
2. N.V. Vlevico (subsidiary) Shares	40,928	0.12

TOTAL FOR AFFILIATED COMPANIES

(Etn. Fr. Colruyt N.V. + subsidiaries) Shares	44,536	0.13
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III. Sofina Group

1. S.A. Rebelco (subsidiary) Shares	2,000,000	6.04
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SOFINA Group TOTAL Shares	2,000,000	6.04
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Total number of persons acting in concert:
(Colruyt family + Colruyt Group + Sofina Group)

Shares	17,735,816	53.54
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Denominator:

Shares 33,128,509 (status on 06/12/2006)

9) We request you to discharge the directors for the exercise of their mandate during the past financial year.

10) We request you to discharge the Independent Auditor for the exercise of his mandate during the past financial year.

11) The Board of Directors did not issue any securities in the framework of the authorised capital during the financial year.

Halle, 22 June 2007

NV Farik, permanently
Represented by Frans Colruyt
Director

Jef Colruyt
Director