

Etn. Fr. Colruyt N.V.
Naamloze Vennootschap
Registered office
Edingensesteenweg 196
1500 Halle

BTW-BE-0400.378.485
RPR Brussel

The shareholders are invited to attend the Ordinary General Meeting to be held on 19 September 2007 at 4 p.m. at the registered office in 1500 Halle,, Edingensesteenweg 196.

Agenda: (Only the Dutch text is officially valid)

1. - Annual report of the Board of Directors, report of the statutory auditor.
- Report of the works council.
(Concerning the annual accounts of Etn. Fr. Colruyt N.V. and concerning the annual accounts of the Colruyt Group).

Proposed resolution: approval of these reports.

2. a. Approval of the annual accounts closed on 31 March 2007.

Proposed resolution: approval of the annual accounts of the company.

- b. Approval of the consolidated annual accounts of the Colruyt Group closed on 31 March 2007.

Proposed resolution: approval of the consolidated annual accounts of the Colruyt Group.

3. Payment of dividend.

Decision to pay out a gross dividend of 3.24 euros per share in exchange for coupon no 9

Proposed resolution: approval of this dividend.

4. Approval of the appropriation of the profits:

* CASH DIVIDEND:

Coupon 9

33,257,748 shares X 3,24 EUR = 107,755,103.52 EUR

Calculation base:

35,498,509 participating shares
on 23 December 2005
- 2,370,000 cancellation of treasury shares
on 13 October 2006
+ 129,239 capital increase on 22 December 2006
= 33,257,748 shares

* ADDITION TO THE OTHER RESERVES:	40,000,000.00 EUR
* CONTRIBUTION TO THE LEGAL RESERVES:	1,488,833.28 EUR
* BONUSES:	2,898,000.00 EUR
* PROFIT SHARE 2005/2006	16,456,784.56 EUR
* PROFIT TO BE CARRIED FORWARD:	27,626,192.85 EUR

* TOTAL:	196,224,914.21 EUR

The 'Profit Share' distribution concerns a distribution of profits to the employees of the company in implementation of the law of 22 May 2001 concerning the employee profit sharing.

Proposal for approval of the distribution of the profits as it will consequently be submitted to the General Meeting.

5. Proposal to approve that the distribution of profits to the employees of the company who have chosen to receive their profit share, as referred to in item 4 above, in the form of shares, will be paid with own shares of the NV Etn. Fr. Colruyt repurchased by the company.
6. Discharge of the directors.
Proposed resolution: to grant discharge to the directors.
7. Discharge of the statutory auditor.
Proposed resolution: to grant discharge to the statutory auditor.
8. Reappointment of director
Proposed resolution: To renew the mandate of BVBA Delvaux Transfer (permanently represented by Mr. Willy Delvaux), for a term of 4 years, i.e. expiring at the AGM of 2011.
9. Reappointment of auditor
Proposed resolution: To renew the mandate of CVBA Klynveld Peat Marwick Goerdeler - Auditors for a term of 3 years; i.e. expiring at the AGM of 2010. During this mandate the CVBA Klynveld Peat Marwick Goerdeler will be represented by Mr Ludo Ruysen (00949).
10. Questions at the end of the meeting.

To attend this meeting, by virtue of article 20 of the articles of association, the shareholders need to submit their shares up to September 14th 2007 to the different seats, branches and agencies of:

Fortis Bank,
KBC Bank,
Dexia Bank,
ING.
Bank Degroof
Petercam

Shareholders who wish to be represented by a proxy holder can do so provided that they comply with the stipulations set forth in article 20 of the articles of association.

The reports of the Board of Directors, the reports of the statutory auditor, the annual accounts, and the annual report of N.V. Etn. Fr. Colruyt and of the Colruyt Group will be available on our website 15 days prior to the General Meeting.

For the Board of Directors,