

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 21 September 2005 at 4 p.m. at the registered office in 1500 Halle,, Edingensesteenweg 196.

Agenda:

1. - Annual report of the Board of Directors, report of the statutory auditor.
- Report of the works council.

Proposed resolution: approval of these reports.

2. a. Approval of the annual accounts closed on 31 March 2005.

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 2005.

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

3. Payment of dividend.

Decision to pay out a gross dividend of 2,44 euros per share in exchange for coupon no 7

Proposed resolution: approval of this dividend.

4. Approval of the appropriation of the profits:

* CASH DIVIDEND:

Coupon 7

34.747.561 shares X 2,44 EUR = 84.784.048,84 EUR

Calculation base:

35.387.762 shares participating in profits
per 24 December 2004

- 689.716 final situation repurchased shares
per 27 April 2005

+ 49.515 own shares that will be allocated as a profit share
= 34.747.561 shares

* ADDITION TO THE OTHER RESERVES:	37.412.524,17 EUR
* APPROPRIATION TO THE LEGAL RESERVES:	994.260,50 EUR
* BONUSES:	2.329.000,00 EUR
* Other payables:	10.302.598,13 EUR
Taxes:	2.533.944,15 EUR
Wages and social security:	914.829,05 EUR
* PROFIT TO BE CARRIED FORWARD:	30.400.182,60 EUR
-----	-----
* TOTAL:	169.671.387,44 EUR

The distribution of 'Other payables', 'Taxes' and 'Wages and social security' concern a distribution of profits to the employees of the company in implementation of the law of 22 May 2001 concerning the employee profit shares.

Proposal for approval of the appropriation 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. a. Reappointment of the mandate as director of
 - Mr Frans Colruyt, Victor Demesmaekerstraat 74, 1500 Halle,
 - N.V. Herbeco, Beertsestraat 275, 1500 Halle (represented by Mr Piet Colruyt),
 - N.V. Farik, Victor Demesmaekerstraat 74, 1500 Halle (represented by Mr Frans Colruyt).
 Proposed resolution: approval of the reappointment of the mandates as directors of Mr Frans Colruyt, N.V. Herbeco and N.V. Farik for a period of four years, expiring at the end of the General Meeting in 2009.
- b. 1. For the information of the shareholders:
 The mandate of Mr René De Wit, with national number 520121-209-66 (mentioned with his explicit consent) as a director expires. Mr René De Wit informs the general meeting that he is not a candidate for re-election to be a director.
 He has also resigned from his mandate as managing director starting at the end of the general meeting, with the agreement of the Board of Directors.

b. 2. The mandate of Mr Piet Colruyt with national number 690531-211-52 (mentioned with his explicit consent) as a director expires. Mr Piet Colruyt will not be a candidate for re-election to be a director.

9. Corporate Governance.

Information about the Belgian Corporate Governance Code for companies quoted on the stock exchange.

Approval of the proposals of the Board of Directors (annual report 2004/2005 page 6).

Proposed resolution: approval of the proposals of the Board of Directors.

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 17th 2005 to the different seats, branches and agencies of:

Fortis Bank,
KBC Bank,
Dexia Bank,
ING.

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

For the Board of Directors,