

**Only the Dutch version is valid. (This version only for information purposes).**

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

VAT-BE-0400.378.485  
RPR Brussels

The shareholders are invited to attend the Extraordinary General Meeting of N.V. Etn. Fr. Colruyt to be held on 22 October 2007 at 2.30 p.m., at the registered office in 1500 Halle, Edingensesteenweg 196, with the following agenda:

I. Capital increase by a public issue of shares reserved for the employees pursuant to article 609 of the Companies Code

- 
1. Report of the Board of Directors of 14/09/2007, giving a description and detailed justification of the proposed capital increase with the pre-emptive right waived in the interests of the company, in favour of the employees of the company and the Colruyt Group who meet the criteria described in the said report.
  2. Report of CVBA KPMG, represented by Messrs. L. Ruysen en J. Vanderbruggen, Auditor, drawn up on 17/09/2007 in accordance with article 596 of the Companies Act.
  3. Proposal to issue a maximum of 200,000 new registered shares without face value, under the conditions described in the report of the Board of Directors mentioned above.
  4. Determination of the issue price:

---

Proposal to set the issue price on the basis of the average stock market price of the ordinary Colruyt share during the 30 days prior to the Extraordinary General Meeting that will decide upon this issue, after application of a maximum discount of 20 %.

5. Proposal to waive the pre-emptive subscription right to these shares as granted to the shareholders by article 595 and onwards of the Companies Code, in favour of employees as mentioned above and this, in the interests of the company.
6. Increase of the share capital:

---

Proposal to increase the share capital, under the suspensive condition of subscription, by the issue of the new shares mentioned above, under the conditions specified above, and at the issue price set by the Extraordinary General Meeting.

Proposal to set the maximum amount by which the share capital can be increased after subscription, by multiplying the issue price of the new shares set by the Extraordinary General Meeting by the maximum number of new shares to be issued. Subscription to the new shares shall be reserved for the employees of the company and its related companies, as specified above.

The capital shall only be increased in the event of subscription, and this by the amount of this subscription. If the number of shares subscribed to is greater than the specified maximum number of new shares to be issued, there shall be a distribution whereby in the first instance the possibility of obtaining the maximum tax benefit for each employee shall be considered, and in the next stage a proportionate decrease shall be applied in relation to the number of shares subscribed to by each employee.

7. Subscription period:  
-----

It is proposed to open the subscription period on 23/10/2007 and close it on 23/11/2007.

8. Authorizations of the Board of Directors:  
-----

Proposal to authorize the Board of Directors to receive the subscription applications, to collect and receive the contributions, to determine the number of shares subscribed to as well as the subscribed amount at the end of the subscription period, to set the capital increase by this amount within the maximum amount set by the Extraordinary General Meeting, and to certify by notary the completion of the capital increase within the same limit, the payment of it in cash, as well as the resulting change of the amount of the share capital and the number of shares stated in article 5 "Share capital" of the articles of association, and to execute the resolutions of the Extraordinary General Meeting for all these transactions, and to this end to set all conditions, to the extent that they have not been set by the Extraordinary General Meeting, to conclude all agreements, and in general to take any action necessary.

II. Purchase of treasury shares:  
-----

1. Report of the Board of Directors of 14/09/2007 justifying the proposal to authorize the purchase of treasury shares by the company and the subsidiaries (articles 620 and 627 of the Companies Code).

2. Proposal to grant authorization to the Board of Directors of the company

-----  
and of the subsidiaries:  
-----

Proposal to authorize the Board of Directors of the company and the Boards of Directors of the subsidiaries, as laid down in article 627 of the Companies Code, to acquire a maximum total of 3,325,774 treasury shares of the company, on behalf of the company and/or on behalf of the subsidiary(ies), at a minimum price of 50 euro per share and at a maximum price of 250 euro per share, insofar as this price is within the minimum/maximum limit set by article 12, par. 3 of the articles of association.

This authorization shall apply for a term of 18 months, starting on the day on which this agenda is decided upon.

This authorization shall replace the authorization granted by the company's Extraordinary General Meeting of Shareholders of 16 October 2006, which lapses in April 2008.

3. Proposal to authorize the Board of Directors of the company to nullify the treasury

-----  
shares purchased:  
-----

Proposal to authorize the Board of Directors to nullify the treasury shares purchased, at times the Board deems appropriate, if deemed opportune by the Board, in blocks of at least 500,000 shares, and this coupled with the diminution of the corresponding unavailable reserves, so that the value of the shares is registered at the time of the nullification.

The Board of Directors is allowed to use this authorization at all times, if he wishes so repetitively, and to freely choose the time of the nullification. It is also granted the authorization to correct the numbers of shares in the articles of association and to have the amendment to the articles of association required as a result thereof, executed before a notary public.

III. Renewal of various authorizations

-----  
1. Article 6 of the articles of association

Proposal to renew the authorization of the Board of Directors to increase the subscribed capital pursuant to article 6 of the articles of association, under the conditions set forth in article 607, par. 2 of the Companies code - as of the time the company has been notified by the Banking, Finance and Insurance Commission of a public take-over bid on the securities of the company. The authorization is granted for a term of three years as from the date of the Extraordinary General Meeting deciding thereupon.

2. Article 12, paragraph 4

Proposal to renew the authority of the Board of Directors to acquire treasury shares of the company without a decision of the General Meeting being required, insofar as this is imperative to prevent the company suffering serious and imminent harm (as set forth in article 12, par. 4 of the articles of association and in article 610, par. 1, section 3 and 4 of the Companies Code), for a term of 3 years commencing at the Extraordinary General Meeting approving this item on the agenda.

### 3. Article 12, par 5

Proposal to renew the authority of the Board of Directors to sell, without prior approval of the General Meeting being required, any shares it may have acquired under the above authorization, provided these are listed (art. 622, par. 2, section 2, 1° of the Companies Code and art. 12 par. 5 of the articles of association) for a term of three years as from the present amendment to the articles of association.

### 4. Article 12, paragraph 5

Proposal to renew the authority to sell the shares acquired by the Board of Directors on the stock market or following an order to sell made to all shareholders at the same conditions, so as to prevent the company suffering serious and imminent harm (article 622 par. 2, section 2, 2° of the Companies Code and art. 12, par. 5 of the articles of association). This authority is for a term of three years as of the publication of the present amendment to the articles of association; it can be renewed by the General Meeting in accordance with the applicable legal provisions.

## IV. DATS 24

1. Contribution proposal contained in a private deed drawn up by the Board of Directors on 07/09/2007 in accordance with article 760 of the Companies Code, regarding the proposal to contribute the "DATS 24" division to the limited liability company being incorporated, DATS 24, and deposited at the registry of Brussels commercial court on 10/09/2007 in accordance with article 760, §3 of the Companies Code.
2. Report of the Board of Directors of 17/09/2007 in accordance with article 761, §2 of the Companies Code, containing a detailed written report setting out the financial positions of the companies concerned and also explaining and justifying the desirability of the contribution from a legal and economic point of view, the conditions under which and the way in which it shall be done, as well as the effects of it.
3. Contribution of the DATS 24 division to Dats24 NV at its incorporation

Proposal of approval of the contribution of the "DATS 24" division to the limited liability company, DATS 24 at its incorporation.

The contribution shall be done in accordance with the stipulations of the contribution proposal, without prejudice to changes approved by the general meeting.

## V. Colex

1. Contribution proposal contained in a private deed drawn up by the Board of Directors on 06/09/2007 in accordance with article 760 of the Companies Code, regarding the proposal to contribute the "Colex" division to Collivery NV, with registered office at Edingensesteenweg 196, 1500 Halle, company number VAT (BE) 0463.836.875, and deposited at the registry of Brussels commercial court on 10/09/2007 in accordance with article 760, §3 of the Companies Code.

2. Report of the Board of Directors of 06/09/2007 in accordance with article 761, §2 of the Companies Code, containing a detailed written report setting out the financial positions of the companies concerned and also explaining and justifying the desirability of the contribution from a legal and economic point of view, the conditions under which and the way in which it shall be done, as well as the effects of it.
3. Contribution of the Colex division  
-----

Approval to contribute the "Colex" division to Collivery NV, in accordance with the stipulations of the contribution proposal, without prejudice to changes approved by the general meeting.

In order to attend this meeting and in accordance with article 20 of the articles of association, the shareholders must deposit their shares by no later than 17/10/2007 with one of the seats, branches and agencies of:

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

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.

For the Board of Directors,