

Etablissements Fr. Colruyt NV - Silent mergers with Colruyt Group Services NV and Finco NV

Etablissements Fr. Colruyt NV - Contribution of a branch of activities to Colruyt Food Retail NV

Colruyt Group's ambition for the years ahead is to continue to grow, gain further expert knowledge and provide a sustainable offering in four areas of expertise: 'Food', 'Health and Well-being', 'Non-Food' and 'Energy'. In a pursuit of transparency and to boost our strength and effectiveness as a group, the legal corporate structure is being simplified further by centralising all Colruyt Group activities by area of expertise. These operations have already been completed for 'Health and Well-being', 'Non-Food' and 'Energy'. The activities relating to the area of expertise 'Food' of Etn. Fr. Colruyt NV are now being transferred to a separate subsidiary (i.e. Colruyt Food Retail NV) and the activities of the listed parent company are being structured with a focus on a wide range of service and group support activities.

In the light thereof, the following transactions will take place with effect from 1 October 2023:

1. Two transactions assimilated to merger by acquisition (so-called "silent mergers") of with Colruyt Group Services NV and Finco NV with Etablissements Fr. Colruyt NV; and
2. Contribution of a branch of activities by Etablissements Fr. Colruyt NV to Colruyt Food Retail NV.

1. Silent mergers

The Boards of Directors of Etablissements Fr. Colruyt NV, Colruyt Group Services NV and Finco NV have decided to proceed to the silent mergers of Etablissements Fr. Colruyt NV (acquiring company), and Colruyt Group Services NV on the one hand and Finco NV on the other (companies to be acquired).

Colruyt Group Services NV is a 100% subsidiary of Etablissements Fr. Colruyt NV and acts as a service provider within Colruyt Group in the areas of IT, finance, HR, marketing, Contact Centre, etc. Finco NV is a 100% subsidiary of Etablissements Fr. Colruyt NV and acts as Colruyt Group's internal financing company.

These mergers are part of an effort to simplify the corporate structure by bundling these support activities into Etablissements Fr. Colruyt NV. The target date for completing both silent mergers has been established by notary deed on 30 September 2023, with legal, accounting and tax effect from 1 October 2023.

The Boards of Directors of Etablissements Fr. Colruyt NV, Colruyt Group Services NV and Finco NV invoke the exception provided for in article 12:53 §6 of the Code of Companies and Associations, which allows for the silent mergers to be resolved by the management bodies of the companies concerned instead of by the respective

General Meetings of the companies concerned (and this because all the shares in the companies to be acquired are held by the acquiring company).

One or more shareholders representing more than 5% of the subscribed capital of Etablissements Fr. Colruyt NV are entitled to require that a General Meeting of the acquiring company be called to decide whether to approve the merger proposal(s). The procedure to be followed to that end is outlined in the merger proposals available as of today on the company's website (www.colruytgroup.com).

2. Contribution of a branch of activities

The Boards of Directors of Etablissements Fr. Colruyt NV and Colruyt Food Retail NV have decided to proceed to the contribution of a branch of activities of Etablissements Fr. Colruyt NV (contributing company) to Colruyt Food Retail NV (acquiring company).

The branch of activities that will be contributed is the 'food retail' branch, which comprises the Colruyt Lowest Prices activities, the food participations of which Etablissements Fr. Colruyt NV is the sole shareholder (such as Bio-Planet NV, Buurtwinkels Okay NV, Puur NV, RPCG NV, Solucious NV, etc.) and the related activities in the food value chain (including procurement, logistics, transport and production). Colruyt Food Retail NV is a 100% subsidiary of Etablissements Fr. Colruyt NV.

This contribution of a branch of activities to Colruyt Food Retail NV is also part of the simplification of the corporate structure to align it with the centralisation of activities by area of expertise. The contribution of the branch of activities "food retail" in particular fits in with the implementation of a separate area of expertise 'Food'. The target date for the contribution of the branch of activities has been established by notary deed on 30 September 2023, with legal, accounting and tax effect from 1 October 2023.

In accordance with article 12:94 §1 of the Code of Companies and Associations, the decision to contribute the branch of activities will be taken by the Board of Directors of Etablissements Fr. Colruyt NV.

The documents prescribed by the Code of Companies and Associations are available as of today on the company's website (www.colruytgroup.com) free of charge and can also be consulted at the company's registered office (Edingensesteenweg 196, 1500 Halle - Belgium).

Contact

For questions on this press release or for further information, please send an email to investor@colruytgroup.com or debt.investors@colruytgroup.com (specifically for debt investors).

About Colruyt Group

Colruyt Group operates in the food and non-food distribution sector in Belgium, France and Luxembourg with more than 700 own stores and approximately 580 affiliated stores. In Belgium, this includes Colruyt Lowest Prices, Okay, Bio-Planet, Cru, Dreamland, Dreambaby, Bike Republic, Zeb, PointCarré, The Fashion Store and the affiliated stores Spar and PointCarré. In France, in addition to Colruyt stores and DATS 24 filling stations, there are also affiliated Coccinelle, Coccimarket, Panier Sympa and PointCarré stores. Jims operates fitness clubs in Belgium and Luxembourg. Newpharma is the Belgian online pharmacy of Colruyt Group. Solucious and Culinoa deliver food service and retail products to professional customers in Belgium (hospitals, SMEs, hospitality sector, etc.). The activities of Colruyt Group also comprise printing and document management solutions (Symeta Hybrid) and, until June 2023, energy supply by DATS 24 in Belgium (fuels, natural gas and green energy). The group employs more than 33.000 employees and recorded a EUR 10,8 billion revenue in 2022/23. Etn. Fr. Colruyt NV is listed on Euronext Brussels (COLR) under ISIN code BE0974256852.