

## **Colruyt Group NV - Silent Mergers with Codevco XVIII NV and SmartWithFood NV**

The boards of directors of Colruyt Group NV (as acquiring company) and each of Codevco XVIII NV and SmartWithFood NV (as companies to be acquired) have decided to separately initiate transactions equivalent to a merger by acquisition (hereinafter jointly referred to as the "**Silent Mergers**") in accordance with Articles 12:7 j. 12.50-12.58 of the Belgian Code of Companies and Associations (hereinafter referred to as the "**BCCA**").

Codevco XVIII NV and SmartWithFood NV are both fully owned (100%) subsidiaries of Colruyt Group NV. The (proposed) Silent Mergers are part of a further simplification of the current group structure, whereby service-providing and support activities are consolidated within the listed parent company.

SmartWithFood NV offers innovative digital services to the operating units of Colruyt Group, in the field of enriching product data and recipe data and recipe management. Codevco XVIII NV carries out a range of innovative projects with a focus on research and development within the broad value chain of Colruyt Group's food retail and food production activities.

The target date for the Silent Mergers has been scheduled with the public notary at 31 March 2026 (at the latest) with legal, accounting and tax effect from 1 April 2026 at 00h00.

The Board of directors of Colruyt Group NV will rely on the exemption provided in article 12.53 §6 of the BCCA, which allows the board of directors of Colruyt Group NV to decide on the Silent Mergers without requiring a resolution of the general meeting.

However, in accordance with the aforementioned article, one or more shareholders which own more than 5% of the issued capital of Colruyt Group NV have the right to request the convening of a general meeting of Colruyt Group NV, which must then decide on the merger proposal(s). This procedure, to the extent applicable, is set forth in the merger proposals which are now available on the Colruyt Group NV website ([www.colruytgroup.com](http://www.colruytgroup.com)) under Shareholders' information.

The documents required under the BCCA are likewise available free of charge on the website of Colruyt Group NV ([www.colruytgroup.com](http://www.colruytgroup.com)) and may also be consulted in physical form at the company's registered office (Edingensesteenweg 196, 1500 Halle - Belgium).

### ***Contact***

For questions regarding this press release or for further information, please send an email to [investor@colruytgroup.com](mailto:investor@colruytgroup.com).

**About Colruyt Group**

Colruyt Group is a retail group active in the business areas 'Food', 'Health & Well-being', 'Non-food' and 'Energy', primarily in Belgium, but also in other countries such as France and Luxembourg. In the 'Food' segment, this includes Colruyt Lowest Prices, Okay, Comarkt, Bio-Planet, Cur and the affiliated stores Spar Colruyt Group and Delitraiteur. In France, in addition to Colruyt stores and DATS 24 fuel stations, there are affiliated stores under the banners Coccinelle, Coccimarket, Panier Sympa, Épi Service and VivÉco. The group operates more than 750 company-owned stores and over 1,000 affiliated stores. Solucious, Culinoa, Valfrais and Délidis supply foodservice and retail products to professional customers in Belgium (hospitals, SMEs, hospitality businesses, etc.). Foodbag delivers meal boxes across Belgium. Colruyt Group Fine Food comprises the group's industrial production departments. The Health & Well-being segment consists mainly of Jims, fitness clubs in Belgium and Luxembourg, and Newpharma. Colruyt Group's Belgian online pharmacy active in several countries including Belgium, France, Switzerland, the Netherlands, Germany and Romania. The 'Non-food' segment includes the group's own stores Zeb, PointCarré, The Fashion Store and Bike Republic (mainly in Belgium), as well as affiliated PointCarré stores. Colruyt Group's activities also include print and document management solutions (Symeta Hybrid) and strategic consultancy, enterprise architecture and programme management (Myreas). Colruyt Group also holds participations, including in Virya Energy (to which DATS 24 has belonged since June 2023), Dreamland and BON. The group employs more than 33,000 people and achieved revenue of nearly EUR 11.0 billion in 2024/25. Colruyt is listed on Euronext Brussels (COLR) under ISIN-no. BE0974256852.