

**POWER OF ATTORNEY FOR THE EXTRAORDINARY GENERAL MEETING
OF 14 OCTOBER 2014**

The undersigned

.....

residing at or having its registered office at

.....

being the holder of shares of the limited liability company Etn. Fr. COLRUYT, with registered office at 1500 Halle, Edingensesteenweg 196 and company number 0400.378.485 (hereinafter referred to as "the Company") hereby appoints as special attorney:

.....

in order to represent the undersigned (company) at the EXTRAORDINARY GENERAL MEETING of shareholders, to be held at the registered office of the Company at 1500 Halle, Edingensesteenweg 196 on 14 October 2014 at 4 p.m.,

with the following agenda:

1. Report of the Board of Directors of 26/08/2014, giving a description and detailed justification of the proposed capital increase with the pre-emptive right waived in the interest of the Company, in the favour of the employees of the Company and the Colruyt Group, who meet the criteria described in the said report.

For information only. No vote.

2. Report of CBVA KPMG, represented by Mr. Ludo Ruysen, Auditor, drawn up on 02/09/2014 in accordance with article 596 of the Companies Code.

For information only. No vote.

3. Proposal to issue a maximum of 1,000,000 new registered shares without face value, under the conditions described in the report of the Board of Directors mentioned above.

Proposed resolution: approval of the issue of maximum 1,000,000 new registered shares without face value.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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

Proposed resolution: approval to determine the issue price according to the criteria mentioned above.

VOTING	Votes IN FAVOUR	Votes AGAINST	Abstentions
---------------	-----------------	---------------	-------------

INSTRUCTIONS			
Number:			

5. Proposal to waive the pre-emptive subscription right to these shares as given to shareholders by article 595 and onwards of the Companies Code, in the favour of employees as mentioned above, in the interest of the Company.

Proposed resolution: approval to waive the pre-emptive subscription right as determined above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. 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 with the maximum number of new shares to be issued. Subscription to the new shares shall be reserved for 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 a next stage a proportionate decrease shall be applied in relation to the number of shares subscribed to by each employee.

Proposed resolution: approval of the increase of the share capital under the conditions stipulated above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

7. It is proposed to open the subscription period on 20/10/2014 and close it on 20/11/2014.

Proposed resolution: approval to open the subscription period on 20/10/2014 and to close it on 20/11/2014.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

8. Proposal to authorise the Board of Directors to receive the subscription applications, to collect and receive the contributions, at the end of the subscription period to determine the number of shares subscribed as well as the subscribed amount, to set the capital increase by this amount within the maximum amount set by the Extraordinary General Meeting, and to certify by notary the realisation 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, insofar as they have not been set by the Extraordinary General Meeting, to conclude all agreements, and in general to take any action necessary.

Proposed resolution: to authorise the Board of Directors to undertake the actions mentioned above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

9. Report of the Board of Directors of 26/08/2014 justifying the proposal to authorise the purchase of own shares by the company and the subsidiaries (articles 620 and 627 of the Companies Code) and to annul the own shares of the company.

For information only. No vote.

10. Proposal to authorize the Board of Directors of the company and the Board of Directors of the subsidiaries, as laid down in article 627 of the Companies Code, to acquire a maximum total of 31.233.949 treasury shares of the company, on behalf of the company and/or on behalf of the subsidiary (ies), at a minimum price of 10 euro per share and at a maximum price of 100 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 five (5) years, 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 16/10/2009, which lapses on 16/10/2014.

Proposed resolution: approval of the renewal of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

11. 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.

Proposed resolution: approval of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

12. Proposal to authorise the Board of Directors of the company to execute the decisions of the Extraordinary general meeting and to take any action necessary to that end.

Proposed resolution: approval of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

and hereby grants him powers to participate in any vote appearing on the agenda, to approve any amendments to this agenda, e.g. any amendments to the proposed resolutions included in this agenda, to pass and sign all minutes, to elect domicile, to appoint as substitute and in general to take all action deemed necessary or useful for the execution of the present power of attorney, hereby promising ratification if required.

The present power of attorney shall remain in full effect for any meeting convoked to decide on the same agenda items, in the event the meeting is adjourned for lack of quorum or for any other reason.

Done at, on

The undersigned,

*(N.B. : Date and precede the signature by the handwritten mention
"GOOD FOR POWER OF ATTORNEY)*