

**POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING  
OF 30 SEPTEMBER 2015**

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 ORDINARY GENERAL MEETING of shareholders, to be held at the registered office of the Company at 1500 Halle, Edingensesteenweg 196, on 30 September 2015 at 4 p.m.,

with the following agenda:

1. -Annual reports of the Board of Directors and, for information purposes, the auditor's report.  
-Report of the Works Council (for information only).  
(All this on both the annual financial statements of Etn. Fr. Colruyt NV and the consolidated annual financial statements of Colruyt Group).

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

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

2. Remuneration report for financial year 2014-2015.

Proposed resolution: approval of the remuneration report 2014-2015.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

3. a. Adoption of the financial statements for the year ending 31 March 2015.

Proposed resolution: that the company's annual financial statements be adopted.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

- b. Adoption of the Colruyt Group's consolidated financial statements for the year ending 31 March 2015.

Proposed resolution: that the Colruyt Group's consolidated financial statements be adopted.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

4. Distribution of dividend.

Motion to allocate a gross dividend of 1,00 EUR per share upon presentation of coupon no 5, made available for payment on 6 October 2015. The ex-dividend or ex-date takes place on 2 October 2015. The record-date takes place on 5 October 2015.

Proposed resolution: that this dividend be approved.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

5. Proposal to approve the participation in the profit as submitted below:

\* PROFIT TO BE APPROPRIATED: **972.230.572,60 EUR**

\* PARTICIPATION IN THE PROFIT:

ADDITION TO THE STATUTORY RESERVE:	+ 1.400.262,00 EUR
ADDITION TO THE AVAILABLE RESERVE:	+ 353.853.105,33 EUR
DISTRIBUTION OF DIVIDEND:	+ 137.516.119,93 EUR
PROFIT SHARE REPORTING PERIOD 2014/2015:	+ 7.012.646,46 EUR
BONUSES:	+ 3.310.089,00 EUR
PROFIT CARRIED FORWARD:	+ 469.138.349,88 EUR
<b>TOTAL:</b>	<b>+ 972.230.572,60 EUR</b>

\* RETURN ON CAPITAL:

Coupon 5

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146.892.702 shares x 1,00 EUR =

+ 146.892.702,00 EUR
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Retained dividend of last reporting period (\*):

- 9.376.582,07 EUR

137.516.119,93 EUR

(\*): *The retained dividend mainly covers last year's dividend on the treasury shares purchased in the period from 1/6/2014 to 26/9/2014 which Etn. Fr. Colruyt NV did not distribute. This amount is carried forward to this financial year.*

\* BASIS OF CALCULATION:

156.169.749 shares at 31/03/2014  
+ 466.754 shares at capital increase personnel on 19 December 2014  
- 9.791.743 number of treasury shares at 1 June 2015  
+ 47.942 number of treasury shares reserved for profit-sharing (September 2015)  
= 146.892.702 shares

The 'profit sharing' distribution concerns a distribution of profit to the employees of the company and of the companies belonging to Colruyt Group in Belgium, pursuant to the law of 22 May 2001 regarding participation in the capital and profit.

Proposed resolution: approval of the participation in the profit as submitted above.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. Proposal to approve that the profit share to be distributed to the company's employees who have elected to take their share in the profits as mentioned in item 5 above in the form of shares, be distributed by means of Etn. Fr. Colruyt NV treasury shares.

Proposed resolution: approval of this proposal.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

7. Discharge to the directors.

Proposal to discharge the directors for their activities during the 2014-2015 reporting period.

Proposed resolution: that the directors be granted discharge.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

8. Discharge to the statutory auditor.

Proposal to discharge the statutory auditor for his activities during the 2014-2015 reporting period.

Proposed resolution: that the statutory auditor be granted discharge.

<b>VOTING INSTRUCTIONS</b>	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

9. Other business.

In order to attend this General Meeting or to be represented at it, the shareholders must comply with the stipulations of article 20 of the articles of association.

### Participation

The shareholders will only be admitted to the General Meeting and exercise their voting right if the following two conditions are fulfilled:

First condition: the shareholders, who wish to attend the General Meeting, should be holder of the number of shares with which they intend to take part in the meeting. To this end, the shareholders must have their shares registered in the books on 16 September 2015 (registration date) at the latest. Registration is done either by registration of the registered shares with the company, or in conformity with article 474 of the Companies Code by registration of dematerialised shares on an account with a certified account holder or settlement institution that will draw up a registration certificate.

Second condition: furthermore these shareholders must confirm in writing that they wish to attend the General Meeting by 24 September 2015 at the latest. On 24 September 2015 at the latest, the company must receive proof that the shareholders, who wish to attend the General Meeting, were holder of the number of shares with which they intend to take part in the meeting. For their registered shares the shareholders can send the confirmation to the registered office of the Company (for the attention of the secretariat of the Board of Directors) or by mail to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com).

Holders of dematerialised shares can deposit this confirmation as well as the registration certificate mentioned above by 24 September 2015 at the latest at the registered office of the company or at the different registered offices, branches and agencies of:

BNP Paribas Fortis Bank, (Principle paying agent)

### Powers of attorney

The designation of a proxy and the notification of this designation to the company must be done in writing by 24 September 2015 at the latest. To this end, a model of the mandate that is available at the registered office and on the website of the company should be used. Notification can be done on paper or electronically as described above under the second condition.

When the company itself, an entity under its control, mandatary or employee, is appointed proxy holder, clear voting instructions must be given to ensure that the proxy forms can be considered as valid.

### Right to add items on the agenda

In accordance with article 533ter of the Companies Code, one or more shareholders, who represent at least 3 % of the capital of the company together, can have new topics placed on the agenda of the General Meeting and submit proposals for resolutions until 8 September 2015 at the latest. In this case, the Company will publish an adapted agenda on 15 September 2015.

### Written questions

In accordance with article 540 of the Companies Code the shareholders who comply with the admittance conditions are entitled to ask questions in writing to the directors and the auditor. These questions can be addressed by letter to the registered office of the Company (for the attention of the secretariat of the Board of Directors) or by e-mail to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com) until 24 September 2015 at the latest. The questions will only be answered if the shareholder has observed the registration and confirmation procedure for the General Meeting as mentioned above.

The reports of the Board of Directors, the reports of the statutory auditor, the annual accounts, and the annual report of Etn. Fr. Colruyt NV and of Colruyt Group will be available on our website 30 days prior to the General Meeting. (<http://www.colruytgroup.com/en/general-meetings>)

Done at ....., on .....

The undersigned,

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