

**POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING
OF 30 SEPTEMBER 2020**

The undersigned

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residing at or having its registered office at

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owner of shares of ETN. FR. COLRUYT NV with registered office in 1500 Halle, Edingensesteenweg 196 and company number 0400.378.485 (hereinafter "the Company") hereby appoints as his/her special attorney:

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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 2020 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 purposes).
(On both the financial statements of NV Etn. Fr. Colruyt and the consolidated financial statements of Colruyt Group).

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

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

2. Remuneration report for financial year 2019-2020.

Proposed resolution: approval of the remuneration report 2019-2020

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

3. a. Adoption of the financial statements for the year ending 31 March 2020.

Proposed resolution: adoption of the Company's annual financial statements.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

- b. Adoption of Colruyt Group's consolidated financial statements for the year ending 31 March 2020.

Proposed resolution: approval of the consolidated financial statements of Colruyt Group.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

4. Distribution of dividend

Motion to allocate a gross dividend of 1,35 euros per share upon presentation of coupon no 10, made available for payment on 6 October 2020. The ex-dividend or ex-date is 2 October 2020. The record date is 5 October 2020.

Proposed resolution: approval of this dividend.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

5. Proposal to approve the participation in the profit:

* PROFIT TO BE APPROPRIATED: **1.420.121.949,20 EUR**

* PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ 1.594.286,62 EUR
ADDITION TO THE AVAILABLE RESERVE:	+ 119.888.213,03 EUR
DISTRIBUTION OF DIVIDEND:	+ 182.794.446,07 EUR
PROFIT PARTICIPATION FINANCIAL YEAR 2019/2020:	+ 5.952.818,85 EUR
PROFIT CARRIED FORWARD:	+ 1.109.892.184,63 EUR
TOTAL:	+ 1.420.121.949,20 EUR

* RETURN ON CAPITAL:

Coupon 10

135.632.720 shares x 1,35 EUR =

+ 183.104.171,99 EUR

Retained dividend of last financial year (*):

- 309.725,92 EUR

182.794.446,07 EUR

() The retained dividend covers last year's dividend with regard to the shares reserved for profit-sharing which Etn. Fr. Colruyt NV did not distribute. This amount is carried forward to this financial year.*

* BASIS OF CALCULATION:

143.552.090 shares on 31 March 2019
 - 5.500.000 cancellation of treasury shares
 + 380.498 shares at capital increase personnel on 19 December 2019
 - 2.799.868 treasury shares at 12 June 2020
 = 135.632.720 profit-sharing shares

The distribution of 'profit-sharing' concerns a distribution of profit to employees of the company and the companies associated with Colruyt Group employed in Belgium, in the framework of the law of 22 May

2001 on employee participation in the capital of the companies and for the establishment of a profit bonus for the employees. This participation in the profit will be paid in cash.

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

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. Reappointment of director

Proposal to renew the directorship of Korys NV (company number 0844.198.918) with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with as permanent representative, mister Dries Colpaert, for a period of 4 years until the General Meeting in 2024.

Proposed resolution: that the directorship of Korys NV (company number 0844.198.918) with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with as permanent representative, mister Dries Colpaert, be renewed for a period of 4 years until the General Meeting in 2024.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

Cognisance of the end of the term of office of director François Gillet (Sofina NV) which expires after the General Meeting of 30 September 2020. His term of office will not be renewed.

7. Discharge to the directors

Proposal to discharge the directors for their activities during the 2019-2020 reporting period.

Proposed resolution: that the directors be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

8. Discharge to the statutory auditor

Proposal to discharge the statutory auditor for his activities during the 2019-2020 reporting period.

Proposed resolution: that the statutory auditor be granted discharge.

VOTING INSTRUCTIONS	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:

1st condition: the shareholders, who wish to participate in the General Meeting, must be holder of the number of shares with which they intend to participate in the meeting. To this end, the shareholders must have their shares registered in the books on **16 September 2020 at midnight (registration date)** at the latest. Registration is done either by registration of the registered shares with the company, or in conformity with article 7:41 of the Companies and Associations Code by registration of dematerialised shares on an account with a certified account holder or settlement institution that will draw up a registration certificate.

2nd condition: furthermore these shareholders must **confirm** in writing that they wish to **participate in** the General Meeting by **24 September 2020** at the latest. On 24 September 2020 at the latest, the company must receive proof that the shareholders, who wish to participate in the General Meeting, were holder of the number of shares with which they intend to participate 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@colruyt.be.

Holders of dematerialised shares can deposit this confirmation as well as the registration certificate mentioned above by 24 September 2020 at the latest at the registered office of the company or at the different registered offices, branches and agencies of:

BNP Paribas Fortis Bank (Principal paying agent)

Powers of attorney

The designation of an attorney and the notification of this designation to the company must be done in writing by **24 September 2020** at the latest. To this end, a model of the power of attorney 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 in the 2nd condition above.

If the company or one of its branches, representatives or employees is designated as attorney, clear voting instructions must be given for the power of attorney forms to be considered valid.

Right to enter topics on the agenda

In accordance with article 7:130 of the Companies and Associations Code, one or more shareholders, who represent at least 3 % of the capital of the company together, can have new topics entered on the agenda of the General Meeting and submit proposals for resolutions until **8 September 2020** at the latest. In this case, the Company will publish an adapted agenda on **15 September 2020** at the latest.

Written questions

In accordance with article 7:139 of the Companies and Associations 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 until **24 September 2020** 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 auditor, the financial statements and the annual report of the NV Etn. Fr. Colruyt and of the Colruyt Group will be available on our website 30 days before the General Meeting.

(<https://www.colruytgroup.com/wps/portal/cg/nl/home/investeerders/shareholders/general-meetings/general-meetings>)

Done at, on

The undersigned,

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