

Etn. Fr. Colruyt NV  
Limited liability company  
Registered office:  
Edingensesteenweg 196  
1500 Halle

VAT number BE 0400.378.485  
RPR Brussels

The shareholders are invited to attend the Ordinary General Meeting on 28 September 2022 at 16 p.m. at the registered office of the company in 1500 Halle, Edingensesteenweg 196. The meeting will physically proceed, with the exception that if at the time of the general meeting, in view of the Covid-19 pandemic, a Belgian law or decree prohibits the general meeting from proceeding. In that case, we will communicate about this in a timely manner.

Agenda:

1. Communication of the annual reports of the Board of Directors and the reports of the auditor about the fiscal year that was closed on 31 March 2022; as well as the informative report of the Works Council. Concerning both the financial statements of Ets. Fr. Colruyt NV and the consolidated financial statements of Colruyt Group of the fiscal year closed on 31 March 2022.

2. Remuneration report for the fiscal year 2021/2022.

*Proposed resolution: approval of the 2021/2022 remuneration report.*

3. a. Approval of the financial statements for the year ending 31 March 2022.

*Proposed resolution: approval of the company's financial statements.*

- b. Approval of Colruyt Group's consolidated financial statements for the year ending on 31 March 2022.

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

4. Distribution of dividend.

Motion to allocate a gross dividend of 1,10 EUR per share upon presentation of coupon no 12, made available for payment on 4 October 2022. The ex-dividend or ex-date is 30 September 2022. The record date is 3 October 2022.

*Proposed resolution: that this dividend be approved.*

5. Proposal to approve the appropriation of profits as submitted below:

❖ PROFIT TO BE APPROPRIATED: **1.547.797.033,61** EUR

❖ PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ 734.148,58 EUR
ADDITION TO THE AVAILABLE RESERVE	+ 186.309.924,46 EUR
DISTRIBUTION OF DIVIDEND:	+ 139.788.112,12 EUR
PROFIT SHARE FISCAL YEAR 2021/2022:	+ 1.273.243,27 EUR
PROFIT CARRIED FORWARD:	+ 1.219.691.605,18 EUR
<b>TOTAL:</b>	<b>+ 1.547.797.033,61 EUR</b>

❖ RETURN ON CAPITAL:

Coupon 12

128.993.335 shares x 1,10 EUR =	141.892.668,58 EUR	
Retained dividend of last fiscal year (*)		- 2.104.556,38 EUR
		<hr/>
		139.788.112,12 EUR

(\*) The retained dividend covers last fiscal 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 fiscal year.

❖ BASIS OF CALCULATION:

136.154.960 shares at 31 March 2021  
- 2,500,000 cancellation of treasury shares  
+ 184.228 shares at capital increase personnel on 15 December 2021  
- 4.845.853 number of treasury shares at 10 June 2022  
= 128.993.335 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: that the appropriation of profits as submitted above be approved.*

6. Appointment and reappointment of directors:

a. Proposal to renew the directorship of the company for a period of four years expiring at the General Meeting of 2026: Korys Business Services III NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0422.041.357 and having as permanent representative Mr. Wim Colruyt.

*Proposed resolution: that the directorship of the company be reappointed for a period of four years expiring at the General Meeting of 2026: Korys Business Services III NV, with registered*

office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0422.041.357 and having as permanent representative Mr. Wim Colruyt.

b. Proposal to reappoint the directorship of the company for a period of four years expiring at the General Meeting of 2026: Mr. Jozef Colruyt.

*Proposed resolution: that the directorship of the company be reappointed for a period of four years expiring at the General Meeting of 2026: Mr. Jozef Colruyt.*

c. Proposal to appoint as the director of the company for a period of four years expiring at the General Meeting of 2026: Korys Management NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0885.971.571 and having as permanent representative Ms Lisa Colruyt. The CV of Ms. Lisa Colruyt is published for perusal at [www.colruytgroup.com](http://www.colruytgroup.com).

*Proposed resolution: appointment as director of the company for a period of four years expiring at the General Meeting of 2026: Korys Management NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0885.971.571 and having as permanent representative Ms Lisa Colruyt.*

Korys NV has communicated that, in the execution of its mandate as director in the Board of Directors of Etn. Fr. Colruyt NV, after the General Meeting of 28 September 2022, it will replace its permanent representative Dries Colpaert with Griet Aerts, who will continue the mandate until the General Assembly of 2024. The CV of Ms. Griet Aerts is published for perusal at [www.colruytgroup.com](http://www.colruytgroup.com).

7. Discharge to the (former) directors.

Proposal to grant the directors discharge for their activities during the 2021-2022 fiscal year.

*Proposed resolution: that the directors be granted discharge.*

Proposal to grant discharge to Astrid De Lathauwer CommV, with registered office at Predikherenlei 12, 9000 Ghent and with company number 0561.915.753, permanently represented by Mrs Astrid De Lathauwer, former director of the Company, for the performance of the duties of a director during the period from 1 April 2021 to 29 September 2021.

*Proposed resolution: granting discharge to Astrid De Lathauwer CommV, with registered office at Predikherenlei 12, 9000 Gent and with company number 0561.915.753, permanently represented by Mrs Astrid De Lathauwer, former director of the Company.*

8. Reappointment of the statutory auditor.

Proposal to reappoint the Statutory Auditor ERNST&YOUNG BEDRIJFSREVISOREN BV (B00160), with registered office at 1830 Diegem, De Kleetlaan 2, with new representative Eef

Naessens (A02481), for a period of three financial years, starting from the fiscal year 2022-2023 up to and including the General Meeting of 2025. The CV of Ms. Eef Naessens is published for perusal at [www.colruytgroup.com](http://www.colruytgroup.com).

*Proposed resolution: reappointment as a statutory auditor of the Company for a period of three fiscal years, starting from the fiscal year 2022-2023 and ending at the General Meeting in 2025: ERNST&YOUNG BEDRIJFSREVISOREN BV (B00160), having its registered office at 1830 Diegem, De Kleetlaan 2, with Eef Naessens (A02481) as its new representative.*

9. Discharge to the statutory auditor.

Proposal to grant discharge to the statutory auditor for his activities during the fiscal year 2021-2022.

*Proposed resolution: that the statutory auditor be granted discharge.*

10. Other business.

In order to attend this General Meeting or to be represented at it, the shareholders must comply with the provisions of article 27 and following of the articles of association.

### Participation

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

1<sup>st</sup> 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 **14 September 2022 at midnight (registration date)** at the latest. Registration is done either by registration of the shares with the company, or in conformity with article 7:134, § 2 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.

2<sup>nd</sup> condition: furthermore these shareholders must **confirm** in writing that they wish to **participate** in the General Meeting by **22 September 2022** at the latest. On 22 September 2022 at the latest, the company must receive proof that the shareholders wishing to participate in the General Meeting, held 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.vanossem@colruyt.com](mailto:heidy.vanossem@colruyt.com).

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by 22 October 2022 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)**

### Proxies

The designation of a proxy holder and the notification of this designation to the company must be done in writing by **22 September 2022** at the latest. To this end, a model of the proxy that is available at the registered office and on the website of the company should be used. Notification can be given on paper or electronically as described in the 2<sup>nd</sup> condition above.

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

### Right to add items to 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 items added to the agenda of the General Meeting and submit proposed resolutions until **6 September 2022** at the latest. The company will in that case publish an amended agenda on **13 September 2022** 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 email to [heid.vanrossem@colruytgroup.com](mailto:heid.vanrossem@colruytgroup.com) until **22 September 2022** 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 Etn. Fr. Colruyt NV and of Colruyt Group will be available on our website 30 days before the General Meeting.

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

For the Board of Directors