

**POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING
OF 28 SEPTEMBER 2022**

The undersigned

.....

residing at or having its registered office at

.....

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:

.....

.

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 28 September 2022 at 4 p.m.,

with the following agenda:

1. Communication of the annual reports of the Board of Directors and reports of the statutory auditor for the financial year ended 31 March 2022; also for information purposes the report of the works council. On both the financial statements of Etn. Colruyt NV and the consolidated financial statements of Colruyt Group for the financial year ended 31 March 2022.

2. Remuneration report for financial year 2021/22.

Proposed resolution: that the 2021/22 remuneration report be approved.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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

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

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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

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

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

4. Distribution of dividend.

Motion to allocate a gross dividend of EUR 1.10 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.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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

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

❖ PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ EUR 734,148.58
ADDITION TO THE AVAILABLE RESERVE:	+ EUR 186,309,924.46
DISTRIBUTION OF DIVIDEND:	+ EUR 139,788,112.12
PROFIT SHARE FINANCIAL YEAR 2021/22:	+ EUR 1,273,243.27
PROFIT CARRIED FORWARD:	+ EUR 1,219,691,605.18
TOTAL:	+ EUR 1,547,797,033.61

❖ RETURN ON CAPITAL:

Coupon 12

128.993.335 shares x EUR 1.10 =	141,892,668.58 EUR
Dividend carried forward previous financial year (*)	- 2,104,556.38 EUR
	139.788.112,12 EUR

(*) The dividend carried forward concerns the dividend of the previous financial year relating to the shares that Ets. Fr. Colruyt NV has not paid out. This amount has been carried forward to this financial 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 at 15 December 2021
 - 4,845,853 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.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. Reappointment of directors.

a. Proposal to renew the directorship of the following director 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 following director of the company be renewed 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.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

b. Proposal to renew the directorship of the following director 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 following director of the company be renewed for a period of four years expiring at the General Meeting of 2026: Mr. Jozef Colruyt.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

c. Proposal to appoint 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. The resume of Ms Lisa Colruyt has been published on 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 announced that, in the exercise of her mandate as director on the Board of Directors of Etn. Colruyt NV, after the General Meeting of 28 September 2022, she will replace her permanent representative Dries Colpaert by Griet Aerts, who will continue the mandate until the General Meeting of 2024. The CV of Mrs Griet Aerts is published on www.colruytgroup.com for consultation.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

7. Discharge to the (former) directors.

Proposal to grant the directors discharge for their activities during the 2021/22 reporting period.

Proposed resolution: that the directors be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

Proposal to grant discharge to Ms Astrid De Lathauwer CommV, with registered office at 9000 Gent, Predikherenlei 12, with company number 0561.915.753 and having as permanent representative Ms Astrid De Lathauwer former director of the company, for the performance of its mandate as a director during the period of 1 April 2021 up to and including 29 September 2021.

Proposed resolution: that Ms Astrid De Lathauwer CommV, with registered office at 9000 Gent, Predikherenlei 12, with company number 0561.915.753 and having as permanent representative Ms Astrid De Lathauwer former director of the company, be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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, and having as new representative Eef Naessens (A02481), for a period of three financial years, starting from the financial year 2022/23 and ending at the General Meeting of 2025. The resume of Ms Eef Naessens has been published on www.colruytgroup.com.

Proposal resolution: reappointment as the statutory auditor of the company, ERNST&YOUNG BEDRIJFSREVISOREN BV (B00160), with registered office at 1830 Diegem, De Kleetlaan 2, and having as new representative Eef Naessens (A02481), for a period of three financial years, starting from the financial year 2022/23 and ending at the General Meeting of 2025.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

9. Discharge to the statutory auditor.

Proposal to grant discharge to the statutory auditor for his activities during the 2021/22 reporting period.

Proposed resolution: that the statutory auditor be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

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:

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 **14 September 2022 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 7:134, § 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.

2nd 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 heid.vanrossem@colruyt.be.

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by 22 September 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 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 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 heidy.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>

Done at, on

The undersigned,

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