

**PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 6 OCTOBER 2022**

The undersigned

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With domicile or registered office at

.....  
.....

owner of ..... shares of Etn. Fr. COLRUYT NV with registered office in 1500 Halle, Edingensesteenweg 196 and with company number 0400.378.485 (hereinafter the "Company")

hereby appoints as his/her special representative:

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.....

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 **6 October 2022** at **10 a.m.**,

with the following agenda:

I. Increase of capital with public issue reserved for the employees, by virtue of article 7:204 of the Companies and Associations Code

1. Acknowledgement of the report of the Board of Directors of 9 June 2022 setting out the purpose of and justification for the proposal for an increase of capital with the waiver of pre-emptive rights in the interest of the company, for the benefit of the employees of the company and Colruyt Group who fulfil the criteria defined in the said report (for information purposes)

Acknowledgement of the report of Ernst & Young Bedrijfsrevisoren BV, represented by Mr Daniel Wuyts, Auditor, drawn up on 22 August 2022 in accordance with articles 7:179 and 7:191 of the Companies and Associations Code (for information purposes)

2. Proposal for the issue of a maximum of 1.000.000 new registered shares with no stated face value and on the terms defined in the aforementioned report of the Board of Directors.

*Proposed resolution: to approve the issue of a maximum of 1.000.000 new registered shares with no stated face value.*

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

3. Setting of the issue price:

Proposal for the setting of the issue price based on the average stock exchange price of ordinary Colruyt shares during a period of 30 days prior to the Extraordinary General Meeting which is to decide on this issue, whereby the price shall not be lower than 80% of that justified in the report of the management body and in the auditor's report (i.e. after the application of a maximum discount of 20%).

*Proposed resolution: to approve the setting of the issue price according to the criteria specified above.*

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

4. Proposal for the withdrawal in the interest of the company of the pre-emptive right to subscribe to these shares, granted to the shareholders by article 7:191 and onwards of the Companies and Associations Code, in favour of the employees as provided for above.

*Proposed resolution: to approve the withdrawal of the pre-emptive right as specified above.*

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

5. Increase of the capital:

Proposal for the increase of the capital, subject to the suspensive condition of subscription, by issue of the aforementioned new shares on the terms specified above and at the issue price decided by the Extraordinary General Meeting.

Proposal for the setting of the maximum amount by which the capital can be increased following subscription, by multiplication of the issue price of the new shares set by the Extraordinary General Meeting, by a maximum number of new shares to be issued. The right to subscribe to the new shares is reserved for the employees of the company and its affiliated companies, as specified above.

The capital shall only be increased in the event of subscription and by the amount of such subscription, whereby, in the event that the number of subscriptions exceeds

the maximum number of new shares to be issued set, an allocation shall take place, allowing, in the first place, for the possibility of obtaining the maximum tax benefit per employee, and, in a further stage, a pro rata reduction will be applied according to the number of subscriptions per employee.

*Proposed resolution: to approve the increase of the capital on the terms set out above.*

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

6. Subscription period:

Proposal that subscriptions shall open on 17 October 2022 and close on 17 November 2022.

*Proposed resolution: to approve the opening of subscriptions on 17 October 2022 and closure on 17 November 2022.*

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

7. Granting of powers to the Board of Directors:

Proposal for the granting of powers to the Board of Directors to receive applications for subscription, request and receive contributions, establish the number of subscriptions at the end of the subscription period as well as the amount invested, determine the amount of the increase of capital accordingly within the maximum set by the Extraordinary General Meeting, realise the increase of capital within the same limit, its paying up in cash, and the resultant change in the amount of the capital and the number of shares mentioned in the current article 5 “Capital and number of securities issued” of the articles of association recorded by a notary, and implement the resolutions of the Extraordinary General Meeting with respect to all of these actions and specify all terms insofar as they are set by the Extraordinary General Meeting, enter into all agreements and take all necessary steps in general to this end.

*Proposed resolution: to approve the granting of powers to the Board of Directors for the aforementioned actions.*

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

## II. Cancellation of treasury shares

Proposal for the cancellation of 6.000.000 treasury shares purchased, coupled with the cancellation of the corresponding reserves not available for distribution, so that the value of the shares is written off at the time of the decision in favour of cancellation.

Amendment of article 5 “Capital and number of securities issued” of the articles of association according to the amended number of shares issued by the company.

*Proposed resolution: to approve the cancellation of 6.000.000 treasury shares, coupled with the cancellation of the corresponding reserves not available for distribution, so that the value of the shares is written off at the time of the decision in favour of cancellation.*

*Amendment of article 5 of the articles of association as follows:*

*“The capital is set at three hundred and sixty-four million seven hundred and forty-five thousand five hundred and thirty euro seventy-three cents (€364.745.530,73), represented by one hundred and twenty-seven million eight hundred and thirty-nine thousand one hundred and eighty-eight (127.839.188) shares without face value.”*

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

## III. Authorisation to the company's Board of Directors

Proposal for the authorisation of the Board of Directors of the company to implement the decisions of the Extraordinary General Meeting and to take all necessary steps to this end.

*Proposed resolution: to approve the aforementioned authorisation.*

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

and authorise him to participate in all votes mentioned on the agenda, to approve all changes to that agenda, including all changes made to the proposed resolutions on the agenda, to issue and sign all minutes, to elect domicile, to appoint a replacement, and, in general to take all necessary or relevant steps for the fulfilment of this proxy, and promises ratification if necessary.



This proxy shall remain in full force for all meetings to be convened in order to decide on the same agenda, in the event of adjournment for lack of a quorum or for any other reason.

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

The Undersigned,

*(N.B.: Date and precede the signature by the handwritten phrase "VALID AS PROXY")*