

Etn. Fr. Colruyt
Limited liability company
Registered office of the company:
Edingensesteenweg, 196
1500 Halle

VAT BE 0400.378.485
RPR Brussels
(Hereafter the “Company”)

The shareholders are invited to attend an Extraordinary General Meeting of Etn. Fr. Colruyt NV, to be held on **10 October 2023** at **10 a.m.** at the registered office of the Company in 1500 Halle, Edingensesteenweg 196. The meeting will be held in person.

Agenda:

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

1. Acknowledgement of the report of the Board of Directors of 8 June 2023 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 Mrs Eef Naesens, Auditor, drawn up on 23 August 2023 in accordance with articles 7:179 and 7:191 of the Code of Companies and Associations (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.

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.

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 Code of Companies and Associations, in favour of the employees as provided for above.

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

5. Increase of the capital:

Proposal for the increase 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.

6. Subscription period:

Proposal that subscriptions shall open on 17 October 2023 and close on 17 November 2023.

Proposed resolution: to approve the opening of subscriptions on 17 October 2023 and closure on 17 November 2023.

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.

II. Renewal of various authorisations

1. Proposal for the authorisation of the Board of Directors to acquire and take as security treasury shares, related profit-sharing certificates or depositary receipts in the event that this is necessary to avoid imminent serious harm for the Company, for a period of three years as from the publication of the authorisation. This authorisation is valid for the Board of Directors of the Company, the subsidiaries of the Company and any third party acting in his own name but on behalf of those companies.

Proposal to replace the text of the new article 13.B. of the articles of association as follows:

“The Board of Directors is authorised to acquire treasury shares, related profit-sharing certificates or depositary receipts when such acquisition or taking as security is necessary to avoid imminent serious harm for the company. In this case, no price limits need to be observed. This authorisation is granted for a period of three years as of the publication of this authorisation granted on 10 October 2023.

This authorisation may be renewed by the General Meeting for a maximum period of three years in accordance with the requirements for a quorum and a majority with respect to an amendment to the articles of association.

This authorisation and the stipulations in the second paragraph of article 13 are valid for the Board of Directors of the company, the direct and, where necessary, indirect subsidiaries of the company, and, where necessary, any third party acting in his own name but on behalf of those companies.”

Proposed resolution: to approve article 13.B. of the articles of association amended as stipulated above.

2. Proposal to delete article 14.A.2 of the articles of association, thereby granting the Board of Directors a general authorisation to sell treasury shares that are listed on the primary market of the stock exchange. This in view of the fact that since the entry into force of the new Code of Companies and Associations, the Board of Directors is empowered, in accordance with article 7:218 §1, 2° of the aforementioned code, to sell treasury shares on a regulated market without having obtained prior authorisation.

Proposal to delete the following text from article 14.A. of the articles of association:

"A.2 Application by the Extraordinary General Meeting of 9 October 2017

This authorisation was renewed for a period of three years as of the publication of the amendment to the articles of association."

3. Proposal to authorise the Board of Directors to sell treasury shares, related profit-sharing certificates or depositary receipts to avoid serious and imminent harm for the Company, for a period of three years as from the publication of the authorisation. This authorisation is valid for the Board of Directors of the Company, the subsidiaries of the Company and any third party acting in his own name but on behalf of those companies.

Proposal to replace the text of the new article 14.B. of the articles of association as follows:

"The Board of Directors is authorised to sell treasury shares, related profit-sharing certificates or depositary receipts to avoid imminent serious harm for the company. This authorisation is granted for a period of three years as of the publication of this authorisation granted on 10 October 2023.

This authorisation may be renewed by the General Meeting for a maximum period of three years in accordance with the requirements for a quorum and a majority with respect to an amendment to the articles of association.

This authorisation and the stipulations in the second paragraph of article 14 are valid for the Board of Directors of the company, the direct and, where necessary, indirect subsidiaries of the company, and, where necessary, any third party acting in his own name but on behalf of those companies."

Proposed resolution: to approve article 14.B. of the articles of association amended as stipulated above.

4. Proposal to authorise the Board of Directors to sell treasury shares, related profit-sharing certificates or depositary receipts to one or more specific persons, whether or not employees.

Proposal to add a new article 14.C. to the articles of association, to read as follows:

"The Board of Directors is authorised to sell treasury shares, related profit-sharing certificates or depositary receipts to one or more specific persons, whether or not employees."

Proposed resolution: to approve that article 14.C. be added to the articles of association as stipulated above.

III. Name change

In view of the simplification of the corporate structure, it is proposed to change the name of the parent company and opt for a more appropriate name for the listed parent company in which the strategic functions and group-wide support services are being bundled.

Hence, it is proposed to change the name of the Company as stated in article 1 of the articles of association from "Etablissements Franz Colruyt" to "**Colruyt Group**".

Proposed resolution: to approve that article 1 of the articles of association be amended as stipulated above.

IV. 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.

In order to attend this Extraordinary 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

Shareholders will be admitted to the Extraordinary General Meeting and be able to exercise their voting rights only if the following two cumulative conditions are fulfilled:

1st condition: shareholders wishing to participate in the Extraordinary General Meeting must hold the number of shares with which they intend to participate in the meeting. To this end, shareholders must have their shares registered in the books on **26 September 2023 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 Code of Companies and Associations 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 Extraordinary General Meeting by **4 October 2023** at the latest. On **4 October 2023** at the latest, the Company must receive proof that the shareholders wishing to participate in the Extraordinary General Meeting, held the number of shares with which they intend to participate in the meeting. For their registered shares, 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 email to heidy.vanrossem@colruytgroup.be.

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by **4 October 2023** 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 **4 October 2023** 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 2nd condition above. If the Company or one of its subsidiaries, 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 Code of Companies and Associations, one or more shareholders who together represent at least 3% of the capital of the Company, can have items added to the agenda of the Extraordinary General Meeting and submit proposed resolutions until **18 September 2023** at the latest. The Company will in that case publish an amended agenda on **25 September 2023** at the latest.

Written questions

In accordance with article 7:139 of the Code of Companies and Associations, the shareholders who comply with the admittance conditions are entitled to ask questions to the directors and the auditor in writing. 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 **4 October 2023** at the latest. The questions will only be answered if the shareholder has observed the registration and confirmation procedure for the Extraordinary General Meeting specified above.

The reports of the Board of Directors and the report of the auditor will be available on our website 30 days before the Extraordinary General Meeting.

<https://www.colruytgroup.com/en/invest/stakeholder-information/general-meetings>

For the Board of Directors