

Colruyt Group
Limited liability company under Belgian law (NV/SA)
Company's registered office:
Edingensesteenweg 196
1500 Halle

VAT BE 0400.378.485
Brussels Register of Legal Entities (RPR/RPM)
(referred to below as 'the Company')

The shareholders are invited to attend an extraordinary general meeting of Colruyt Group NV, to be held **on 12 December 2023 at 3 p.m.** at the Company's registered office at Edingensesteenweg 196, 1500 Halle (Belgium). This will be an in-person meeting.

Order of business:

I. Amending the objects

In line with the steps already taken to simplify the corporate structure, it is proposed to amend the objects of the Company in accordance with the new role of the listed parent company, in which the strategic functions and group-wide support services are being centralised.

1. Acknowledgement of the management body's report, drawn up in accordance with article 7:154 of the Belgian Code on Companies and Associations, detailing the proposed amendment of the objects.
2. Resolution to amend the objects.

Motion to replace the wording of the new article 3 of the articles of association as follows:

"The objects of the company are:

A) Providing services to all or some of the companies directly or indirectly related to or associated with it, as defined in articles 1:20 and 1:21 of the Belgian Code on Companies and Associations, in the areas of human resources policy, payroll processing, financial, legal, administration, marketing, communication, IT services, and business processes and systems support, as well as generally carrying out all administration and providing support services to these companies;

B) Providing technical services in the broadest sense to support the entire Colruyt Group and all its activities;

C) Creating online and offline content and communications, from draft through production to publication, for Colruyt Group and all its constituent parts, both for internal use and for commercial purposes, employer branding, public and investor relations, and so forth;

- D) Developing and centralising the activities listed below exclusively for the benefit of all or some of the companies belonging to Colruyt Group: centralising financial operations and the hedging of risks arising from exchange rate fluctuations; centralising and monitoring credit needs, taking out loans in the name and on behalf of the Colruyt Group companies; performing factoring operations; centralising accounting, administrative and IT activities; attending to publicity, providing and gathering information; insurance and reinsurance; scientific research; relations with national and international authorities; as well as all activities that are preparatory or auxiliary in nature for the companies. Entering into loans and revolving credit facilities; granting loans and revolving credit facilities to legal entities and undertakings or individuals, in whatever form; granting loans and revolving credit facilities to legal entities and undertakings or individuals, in whatever form; all brokerage activities relating to all types of insurance against risks of all types, including the possession, purchase, sale, management or assigning to management of brokerage portfolios, advice, examinations, help or assistance relating to insurance in general, as well as all brokerage activities and mediation activities relating to consumer credit;*
- E) Developing, buying, selling, licensing or generally granting intellectual property rights, including, but not limited to, patents, know-how and related intangible fixed assets;*
- F) Providing support to innovative projects in the broadest sense, including, but not limited to, projects in relation to IT, AI and robotics, sustainability, energy and water management, agriculture, mobility and transport, automation of production processes, food and food products, and technology;*
- G) Organising and managing various training courses, webinars, tastings, inspiration moments, team building sessions and workshops, both for Colruyt Group employees and for customers and third parties;*
- H) Developing, detailing, establishing, acquiring and operating investments in environment, transport and energy for itself and/or on behalf and/or on account of others, and providing financial, operational, administrative and technical assistance in such operations by third parties, either directly or indirectly, in partnership or otherwise;*
- I) Providing advice of a financial, technical, psychotechnical, commercial or administrative nature; providing assistance and services, directly or indirectly, in the area of administration and finance, sales, production and general management;*
- J) Developing, detailing and establishing commercial opportunities, products or services and entering into various partnerships in this regard;*
- K) Acquiring participating interests in any form whatsoever in all legal entities and companies, existing or yet to be established, and promoting, planning, coordinating, developing and investing in legal entities and undertakings in which it may or may not already have a participating interest;*
- L) Taking care of all management duties, performing duties and functions, including the mandates of liquidator;*
- M) Buying and selling, importing and exporting, commission trading of and representing any goods, acting as a trading agent;*

N) Researching, developing, manufacturing or marketing and selling products, new forms of technology and their applications;

O) Providing real or personal securities in the broadest sense;

P) Trading in the broadest sense, electronically or otherwise, on its own behalf and on behalf of third parties, as a wholesaler and retailer with all distribution and service formulas, and particularly those more generally known under different names such as: supermarkets, hypermarkets, shopping centres, service stations, drugstores, cafeterias, and so forth;

Q) Purchasing, producing, cultivating, researching, developing and innovating, storing, converting, handling, transporting, selling and shipping, on its own behalf and on behalf of third parties, by or with others of: all foodstuffs, products, fuels and lubricants, articles and merchandise that can be sold through the aforementioned operations; and, generally, providing all services directly or indirectly relating to distribution;

R) Building, judiciously developing and managing immovable assets; all operations relating to immovable property and immovable property rights such as the financial leasing of immovable property to third parties, buying, selling, exchanging, constructing, renovating, maintaining, letting, renting, parcelling out, prospecting and operating immovable property, and all acts directly or indirectly related to this matter and likely to boost the yield from immovable property, as well as acting as guarantor for commitments given by third parties having the enjoyment of such immovable property;

S) Building, judiciously developing and managing movable assets, all operations relating to movable property and rights, of whatever nature, such as buying and selling, leasing and renting movable property; acquiring by subscription or purchase and administering shares, bonds, savings certificates or other securities, of any form, of Belgian or foreign legal entities and undertakings, existing or yet to be established, and all acts directly or indirectly related to this matter and likely to boost the yield from the movable property, as well as acting as guarantor for commitments given by third parties having the enjoyment of such movable property.

The company may perform all operations of a commercial, industrial or financial nature, or relating to movable or immovable property, which are directly or indirectly related to or associated with its objects or may further their achievement. The company may be involved by way of contribution, merger, subscription or in any other way, in undertakings, associations or companies that have similar, comparable or connected objects or that are useful for achieving all or part of its objects.

As the above list is not exhaustive, the company may perform all operations that may contribute in any way to achieving its objects.

The company may achieve its objects both in Belgium and abroad, in all ways and manners that it deems most fitting.

The company must refrain from activities subject to regulatory requirements unless the company fulfils these requirements itself."

II. Authorisation to the Board of Directors to cancel treasury shares and consequently amend the articles of association to reflect the number of shares issued by the Company

Motion to expressly authorise the Company's Board of Directors to cancel the Company's treasury shares, with no need for any further approval or other intervention by the general meeting and with no time restriction, and consequently to authorise the Board of Directors to amend the articles of association to reflect the number of shares issued by the Company following a cancellation.

This authorisation also applies to the cancellation of the Company's repurchased treasury shares by the Company's direct subsidiaries as defined in article 7:221 of the Belgian Code on Companies and Associations, in accordance with its stipulated provisions.

Motion to add the new article 14.D. to the articles of association with the following wording:

"D. Special authorisation to cancel treasury shares and consequently amend the articles of association

The Board of Directors is also expressly authorised to cancel treasury shares acquired by the Company, to have such cancellation recorded by means of a notarial deed, and to adapt and consolidate the articles of association, in particular the number of shares in the articles of association, to reflect the resolutions thus adopted. The authorisation to cancel treasury shares acquired by the Company applies with no time restriction and applies both to treasury shares acquired by the Company after the publication of the resolution and to treasury shares acquired by the Company in accordance with authorisations previously granted by the extraordinary general meeting(s). This authorisation also applies to the cancellation of the Company's repurchased treasury shares by the Company's direct subsidiaries as defined in article 7:221 of the Belgian Code on Companies and Associations, in accordance with its stipulated provisions.

The foregoing authorisation does not affect the Board of Directors' ability to acquire, accept in pledge or dispose of Company shares, in accordance with applicable statutory provisions, if no authorisation under the articles of association or authorisation of the general meeting is required, or is no longer required, for that purpose."

III. Cancellation of treasury shares

Motion to cancel 7.000.000 repurchased treasury shares, accompanied by the cancellation of the corresponding non-distributable reserves, such that the value of the shares is written off at the time of the resolution to cancel.

Adaptation of article 5 "Capital and number of securities issued" of the articles of association to the amended number of shares issued by the Company.

Proposed resolution: approval of the cancellation of 7.000.000 repurchased treasury shares, accompanied by the cancellation of the corresponding non-distributable reserves, such that the value of the shares is written off at the time of the resolution to cancel.

Adaptation of article 5 of the articles of association as follows:

"The capital is set at three hundred and seventy million, one hundred and seventy-one thousand, four hundred and five euros and seventy-three cents (€370.171.405,73), represented by one hundred and twenty-seven million, seventy-seven thousand, six hundred and eighty-eight (127.077.688) no par-value shares."

IV. Authorisation to the Company's Board of Directors

Motion to authorise the Company's Board of Directors to implement the resolutions of the extraordinary general meeting and to perform all necessary actions to that end.

Proposed resolution: approval of the foregoing authorisation.

To attend or be represented at this extraordinary general meeting, shareholders must comply with the provisions of this article 27 *et seq.* of the articles of association.

Participation

Shareholders will be admitted to the extraordinary general meeting and be able to exercise their right to vote only if the two following cumulative conditions are met:

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. For this purpose, shareholders must register their shares for accounting purposes **by midnight on or before 28 November 2023 (registration date)**. Registration is done either by registering the registered shares at the Company, or in conformity with article 7:134, § 2 of the Belgian Code on Companies and Associations by registering the dematerialised shares on an account with a certified account holder or settlement institution that will prepare a registration certificate.

2nd condition: these shareholders must also **confirm** in writing on or before **6 December 2023** that they wish to **participate** in the extraordinary general meeting. The Company must obtain proof on or before **6 December 2023** that the shareholders wishing to participate in the extraordinary general meeting hold the number of shares with which they intend to participate in the meeting. Shareholders may send the confirmation of their registered shares to the Company's registered office (for the attention of the Board of Director's secretariat) or by email to heidy.vanrossem@colruytgroup.com.

Holders of dematerialised shares may file this confirmation, as well as the aforementioned registration certificate of their shares, on or before **6 December 2023** with the Company's registered office or the various registered offices, branches and agencies of:

BNP Paribas Fortis Bank (principal paying agent).

Proxies

A proxy holder must be appointed and written notice of this appointment must be given to the Company on or before **6 December 2023**. A proxy template that is available at the Company's registered office and on its website must be used for this purpose. The notice can be given on paper or electronically as described under the 2nd condition above.

If the Company itself, or one of its branches, mandataries or employees is designated as a proxy, clear voting instructions must be given for the proxy forms to be considered valid.

Right to place items on the agenda

Under article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who jointly represent at least 3% of the Company's capital may have items placed on the agenda of the extraordinary general meeting and submit proposed resolutions until **20 November 2023** at the latest. In this case, the Company will publish an updated agenda on or before **27 November 2023**.

Written questions

Under article 7:139 of the Belgian Code on Companies and Associations, shareholders who meet the terms of admission may pose written questions to the directors and the auditor. These questions may be addressed by letter to the Company's registered office (for the attention of the Board of Director's secretariat) or by email to heidy.vanrossem@colruytgroup.com on or before **6 December 2023**. The questions will be answered only if the shareholder has complied with the foregoing registration and confirmation procedure for the extraordinary general meeting.

The Board of Director's report will be available on our website 30 days before the extraordinary general meeting.

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

On behalf of the Board of Directors