

**PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
OF 12 DECEMBER 2023**

The undersigned

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With domicile or registered office at

.....  
.....

(hereinafter the "Principal"),

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

hereby appoints as his/her special proxy holder:<sup>1</sup>

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.....

(hereinafter the "Proxy Holder"),

in order to represent him/her at the EXTRAORDINARY GENERAL MEETING of shareholders to be held at the Company's registered office at Edingensesteenweg 196, 1500 Halle, on **12 December 2023 at 3 p.m.** (the "Extraordinary General Meeting"),

with the following agenda:

1. 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.

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<sup>1</sup> If the proxy does not clearly state who the special proxy holder is, Colruyt Group NV, its management body, one of its employees or the secretary of the management body will be considered as the special proxy holder. If the exercise of this authorisation generates a potential conflict of interest within the meaning of article 7:143, §4 of the Belgian Code on Companies and Associations, the special proxy holder will only be authorised to vote when having been provided with specific and valid voting instructions for each item on the agenda.

2. Resolution to amend the objects.

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

"The company's objects 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 Association, 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 Colruyt Group as a whole 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; performing all commercial and financial operations in the broadest sense except those reserved by law for credit and/or other financial institutions; 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; in the broadest sense; 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."*

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

2. 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 coordinate 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."*

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

### 3. 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.

Amendment 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 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."*

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

### 4. Authorisation to the Company's Board of Directors

Motion to authorise the Board of Directors of the Company to implement the resolutions 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:			

The Proxy Holder is in particular authorised to attend the extraordinary general meeting and to participate in any deliberations and/or votes on any resolution or item on the agenda submitted to the extraordinary general meeting based on the agenda above. To this end, the Proxy Holder is authorised to sign any deeds, minutes and/or any other document, to vote or abstain from voting on any motion to change the agenda, to elect domicile, to appoint a substitute, and, in general, to take any action deemed necessary or useful for the exercise of this proxy, hereby promising ratification if required.

This proxy is also valid for any other general meeting that might be convened with the same agenda in the event that the initial meeting could not validly deliberate or could not be held on the specified date, provided however that the Principal has fulfilled, in due time, all formalities that must be met in order to validly attend and vote at that subsequent general meeting.

The Principal undertakes to indemnify the Proxy Holder for any damage he/she may incur as a result of any action taken pursuant to this proxy, provided that the Proxy Holder acted within the limits of the powers granted to him/her. Furthermore, the Principal undertakes not to claim the nullity of any decision approved by the Proxy Holder and not to claim any compensation from the Proxy Holder, provided that the Proxy Holder acted within the limits of the powers granted to him/her.

Proxies notified to the Company prior to the announcement of a supplemented agenda remain valid for the items that were initially mentioned on the agenda, it being understood that, for the agenda items initially mentioned on the agenda for which new motions have been submitted, the Proxy Holder may deviate from any voting instructions given, if and in so far as carrying out such voting instructions could prejudice the Principal's interests. In the event that new items to be discussed are added to the agenda, the Principal must choose one of the following two options:<sup>2</sup>

- The Proxy Holder is authorised to vote on the new agenda item to be discussed and on the related motions as he/she deems fit, taking into account the interests of the Principal.
- OR
- The Proxy Holder shall abstain from voting on the new items to be discussed and on the related motions.

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<sup>2</sup>Clearly tick the box which corresponds to the option chosen. If the Principal has ticked either of these boxes or has ticked both boxes, the Proxy Holder shall abstain from voting on the new agenda item to be discussed and on the related motions.

In order for the voting instructions in this proxy to be validly executed, the Principal must (i) clearly indicate his/her voting instructions in the boxes provided for that purpose, and (ii) validly sign this proxy in accordance with the instructions provided for that purpose. If no voting instructions are given or the voting instructions are not given in the manner described above, the Principal shall be deemed to give the instruction to vote IN FAVOUR OF the motion related to that particular item on the agenda.

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

The undersigned,

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