

**Colruyt Group NV**

Limited liability company

Registered office:

Edingensesteenweg 196

1500 Halle

VAT number BE 0400.378.485

RPR Brussels

The shareholders are invited to attend an Extraordinary General Meeting of Colruyt Group NV, to be held on **8 October 2024** at **10 a.m.** at the registered office of Colruyt Group NV in 1500 Halle, Edingensesteenweg 196.

The meeting will be an exclusively in-person meeting. Alternatively, those who wish can exercise their rights by proxy.

Agenda:

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

1. Acknowledgement of the report of the Board of Directors of 6 June 2024 in accordance with the articles 7:179 and 7:191 of the Code on Companies and Associations, setting out the purpose of and justification for the proposal for an increase of capital in cash with the waiver of the pre-emptive rights of the shareholders in the company's interest, for the benefit of the employees of Colruyt Group NV who fulfil the criteria defined in the said report.

Acknowledgement of the report of Ernst & Young Bedrijfsrevisoren BV, represented by Ms Eef Naesens, statutory auditor of Colruyt Group NV, drawn up on 22 August 2024 in accordance with articles 7:179 and 7:191 of the Code on 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, to which a maximum discount of 20% may be applied.

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

4. Proposal for the withdrawal in the company's interest of the pre-emptive right to subscribe to these shares, granted to the shareholders in accordance with article 7:191 and onwards of the Code on 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 of the capital in favour of the employees of Colruyt Group NV pursuant to article 7:204 of the Code on Companies and Associations, 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 Colruyt Group NV 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 providing, in a further stage, for a pro rata reduction to 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 2024 and close on 18 November 2024.

*Proposed resolution: to approve the opening of subscriptions on 17 October 2024 and closure on 18 November 2024.*

7. Granting of powers to the Board of Directors

Proposal for the granting of powers to the Board of Directors to determine the issue price on the terms set out in point 3 above, approve the documentation relating to the offer, 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, determine all terms insofar as they are set by the Extraordinary General Meeting, enter into all agreements and, in general, take all steps necessary to this end.

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

II. Authorisation regarding the authorised capital (article 7 of the articles of association)

1. Acknowledgement of the report by the Board of Directors of 6 June 2024 regarding the authorised capital drawn up pursuant to article 7:199 of the Code on Companies and Associations.
2. Proposal for the authorisation of the Board of Directors to increase the amount of the capital of Colruyt Group NV with a maximum amount of 378.985.470,73 euros, under the terms and conditions set out in the aforementioned special report of 6 June 2024 regarding the authorised capital, and this for a (renewable) period of three (3) years as from the date of publication of this authorisation granted.

*Proposed resolution: to approve the granting of the above authorisation to the Board of Directors.*

3. Proposal for the granting of a special authorisation to the Board of Directors to increase the amount of Colruyt Group NV's capital within the framework of the authorised capital under the terms of article 7:202, 2<sup>nd</sup> paragraph of the Code on Companies and Associations, from the date of notification by the Belgian Financial Services and Markets Authority to Colruyt Group NV that it has been informed of a public take-over bid on the securities of Colruyt Group NV, until the end of this bid, and this for a (renewable) period of three (3) years as of the date on which the authorisation is granted.

*Proposed resolution: to approve the granting of the above authorisation to the Board of Directors.*

4. Taking into account the above resolutions: proposal to replace the text of article 7 of the articles of association regarding the authorised capital by the following text:

**“ARTICLE 7: AUTHORISED CAPITAL**

*The Board of Directors is authorised to increase the capital, in one or more times, with a maximum amount (exclusive of the issue premium) of three hundred*

*and seventy-eight million nine hundred and eighty-five thousand four hundred and seventy-seven euro and seventy-three cents (€ 378.985.470,73).*

*The Board of Directors may use this authorisation for a period of three years as from the date of publication of this authorisation granted on 8 October 2024.*

*Such capital increases will be carried out in accordance with the conditions to be determined by the Board of Directors, e.g. (i) by means of a contribution in cash or in kind, or by means of a mixed contribution, (ii) by conversion of reserves, share premiums or other equity components, (iii) with or without issuing new shares (below, above or at the fractional value of the existing shares of the same class, with or without share premium) or of other securities, or (iv) by means of issuing convertible bonds, subscription rights or other securities.*

*The Board of Directors may use this authorisation for (i) capital increases or issues of convertible bonds or subscription rights where the pre-emptive right of the shareholders is limited or cancelled; (ii) capital increases or issues of convertible bonds where the pre-emptive right of the shareholders is limited or cancelled for the benefit of one or more specific persons, other than members of the personnel, and (iii) capital increases by conversion of the reserves.*

*The issue premium, if any, will be recorded on one or more separate accounts under the equity on the liability side of the balance sheet.*

*The Board of Directors is also expressly authorised to increase the capital, even after the date that the company has received the notification from the Financial Services and Markets Authority (FSMA) that it has been informed of a public take-over bid on the securities of the company, within the limits of the applicable legal provisions. This authorisation is valid with regard to public take-over bids of which the company receives the aforementioned notification no more than three years after 8 October 2024.”*

*Proposed resolution: to approve the new text of article 7 of the articles of associations modified as set out above.*

III. Renewal of the authorisation regarding the purchase of treasury shares (article 13)

Report of the Board of Directors of 06 June 2024 justifying the proposal to authorise the purchase of treasury shares by Colruyt Group NV and the subsidiaries (article 7:215 of the Code on Companies and Associations) (for information only).

Proposal to grant authorisation to the Board of Directors of Colruyt Group NV and of the subsidiaries:

Proposal to authorise the Board of Directors of Colruyt Group NV and the Boards of Directors of the subsidiaries, as laid down in article 7:215 of the Code on Companies and Associations, to acquire a maximum total of 25.469.778 treasury shares of Colruyt Group NV, on behalf of the Colruyt Group NV and/or on behalf of the subsidiaries, at a minimum price of 10 euros per share and at a maximum price of 100 euros per share, insofar as this price is within the minimum/maximum limits set by article 13.A.1 of the articles of association.

Once it has taken effect under the terms of the previous article, this authorisation shall apply for a term of five (5) years, starting on the date of notification of the authorisation.

This authorisation shall replace the authorisation granted by the Extraordinary General Meeting of Shareholders of Colruyt Group NV of 10/10/2019, which lapses on 10/10/2024.

*Proposed resolution: to approve the renewal of the above authorisation.*

#### IV. Authorisation to the Board of Directors of Colruyt Group NV

Proposal for the authorisation of the Board of Directors of Colruyt Group NV 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 right to vote only if the following two cumulative conditions are met:

1<sup>st</sup> 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 **24 September 2024 at midnight (registration date)** at the latest. Registration is done either by registration of the registered shares with Colruyt Group NV, or in conformity with article 7:134, § 2 of the Code on 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.

2<sup>nd</sup> condition: furthermore, these shareholders must **confirm** in writing that they wish to **participate in** the Extraordinary General Meeting by **2 October 2024** at the latest. On **2 October 2024** at the latest, Colruyt Group NV 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 Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.be](mailto:heidy.vanrossem@colruytgroup.be).

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by **2 October 2024** at the latest at the registered office of Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com), 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 Colruyt Group NV must be done in writing by **2 October 2024** at the latest. To this end, a model of the proxy that is available at the registered office and on the website of the Colruyt Group NV should be used. Notification can be given on paper or electronically as described in the 2<sup>nd</sup> condition above.

The above formalities regarding the registration date also apply to shareholders participating by proxy.

The appointed proxy holder need not necessarily be a shareholder of Colruyt Group NV. If Colruyt Group NV or one of its branches, mandataries or employees is designated as a proxy holder, clear voting instructions must be given for the proxy forms to be considered valid.

Right to add items to the agenda and submit new proposed resolutions.

In accordance with article 7:130 of the Code on Companies and Associations, one or more shareholders who together represent at least 3% of the capital of Colruyt Group NV, can have items added to the agenda of the Extraordinary General Meeting and submit proposed resolutions until **16 September 2024** at the latest. Colruyt Group NV will in that case publish an amended agenda on **23 September 2024** at the latest.

Right to ask questions

In accordance with article 7:139 of the Code on Companies and Associations, shareholders who comply with the admittance conditions are entitled to ask questions regarding the items on the agenda to the directors and the statutory auditor of Colruyt Group NV in writing prior to the Extraordinary General Meeting.

These questions can be addressed by letter to the registered office of Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com) until **2 October 2024** 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.

Availability of the documents

This notice convening the meeting, the proxy form, the reports of the Board of Directors and the report of the statutory auditor will be available on the website of Colruyt Group NV 30 days before the Extraordinary General Meeting.

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

Protection of personal data

Colruyt Group NV is responsible for the processing of personal data which it receives from shareholders and proxy holders within the context of the Extraordinary General Meeting; for information regarding the processing of these data, it refers to its Data protection and privacy policy", which can be consulted at the bottom of the website of Colruyt Group NV (colruytgroup.com).

On behalf of the Board of Directors,