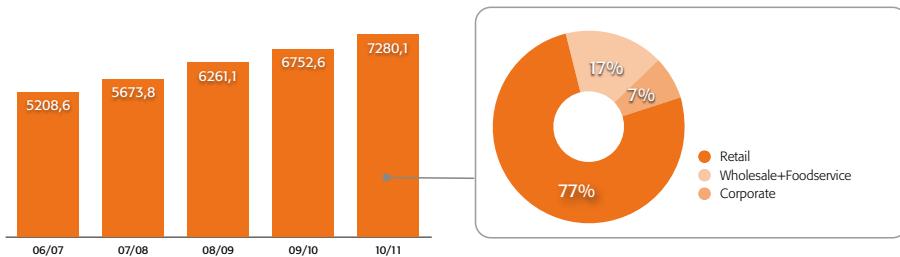




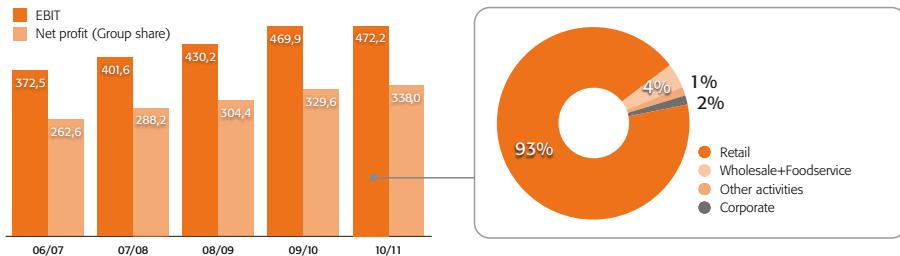
Annual Report 2010-2011

Together, we create sustainable
added value through
value-driven craftsmanship
in retail

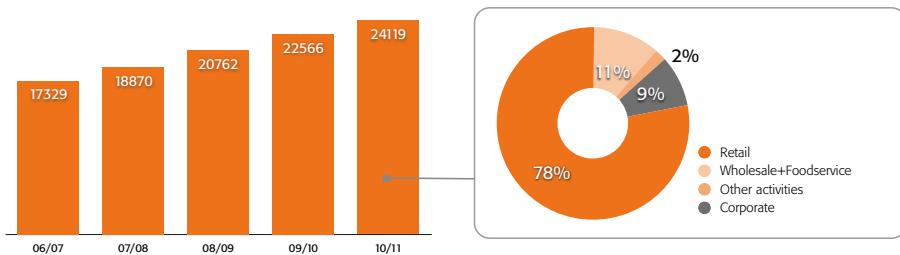
Revenue of Group Colruyt (in EUR million)



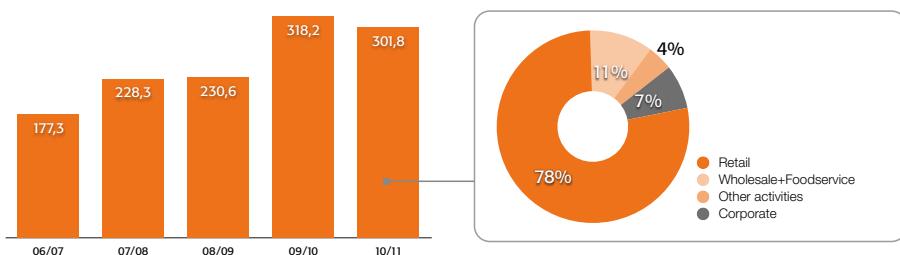
Results Group Colruyt (in EUR million)



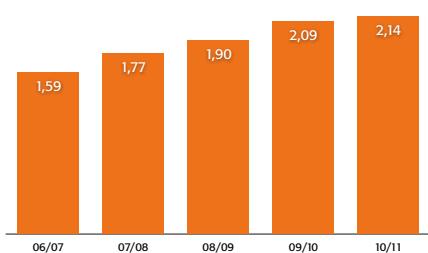
Employment at 31.03



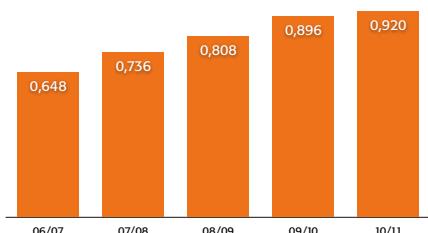
Realised investments (in EUR million)



Earnings per share Colruyt (in EUR)



Gross dividend per share Colruyt (in EUR)



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FINANCIAL YEAR 2010/2011

ANNUAL REPORT
presented to the Ordinary General Assembly
on 21 September 2011
by the
BOARD OF DIRECTORS
and
REPORT from the Auditor

Ce rapport annuel est également disponible en français.
Dit jaarverslag is ook verkrijgbaar in het Nederlands.

Risks associated with forecasts

Statements included by the Colruyt Group in this annual report as well as references to this annual report in other written or verbal statements by the group which concern future expectations in respect of Colruyt group activities, events and strategic developments are forecasts and as such entail risks and uncertainties. The information being imparted relates to information available at this time, which may differ from the ultimate results. Factors which might give rise to a discrepancy between expectation and reality are: an altered micro or macroeconomic context, changing market situations, a shift in the competitive climate, adverse rulings on construction and/or extension of new or existing stores, sourcing problems with suppliers, as well as any other factors which might have an impact on the group's results. The Colruyt Group makes no undertakings whatsoever in respect of future news reports which might affect the group's result or which might bring about a variance relative to the outlooks postulated in this annual report or other statement by the group, written as well as verbal.

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A Word from the Chairman



In a year that was dominated by political immobility, the turnover of the Colruyt Group rose by nearly eight percent. Each of our by now more than 24.000 employees may justifiably be proud of this. Therefore, I would like to thank our employees very much for their contribution, as the good result that we have achieved together as a group is the direct consequence of the daily efforts of each employee.

However, I do not wish to only thank our employees here. Of course, I also think of our customers, who continue to place their confidence in our stores every day. And also all of our other economic, social and financial partners who have supported us in the past year. This is what the 'together' in our mission statement is all about: "Together, we create sustainable added value through value-driven craftsmanship in retail"

However, the results of the past financial year do not follow the growth rate of the turnover. In an inflationary and very competitive climate, we are at the end of the consumption chain as retailers and therefore we can only pass on the increase in commodity prices partially and with a delay to the final consumer.

With the majority of our activities in the Belgian market, we are also confronted with the snowball effect of wage indexations and with a tax burden and social security costs that are among the highest in Europe.

However, our organisation is sufficiently equipped to deal with this situation by means of additional initiatives in the area of operational efficiency and cost reductions, without having to make any concessions with regard to our commercial policy and market positioning.

With the translation of our mission into five ambitions, we have laid down the new policy lines to prepare the group for the challenges facing us. With the investments in a number of strategic group projects that follow from this policy, we will permanently strengthen the organisation.

In the past year, the retail market did not standstill, on the contrary. New players entered the market and existing players launched numerous initiatives. Nevertheless, the Colruyt Group continues to present the same story. And with results. New stores are still being opened, also abroad, each division is building further on its own identity, based on the foundations of the Colruyt Group. We are able to welcome new colleagues every day, we are building new distribution centres and enlarging the existing ones... In short, we have become an important player in the Belgian market.

We will continue to move in the same direction in the coming year. It will not be easy. As a society, we are standing at the beginning of a fundamental change, socially, economically and technologically. The technological innovations on the Internet, for example, have brought the retail market into a permanent acceleration. The customer's needs are constantly changing. As a retail company, it is our task to respond to these changes as adequately as possible. Because that is what it is all about: a satisfied customer. We are ready for this challenge at Colruyt Group. Take for instance the introduction of our first web shop Cookozi or the growth of Collect & Go with the new distribution centre in Zaventem.

And we are still moving further ahead. With the realisation of the windmill park Belwind and the relaunch of Northwind (formerly Eldepasco), we continue to work towards a sustainable energy supply for the Group. By the end of 2011, we will very likely produce as much green electricity ourselves as we consume each year. And thanks to our rice from Benin, our first own brand product with the Max Havelaar label, we support the sustainable development of the local farmers.

In times of change, as Colruyt Group, we rely on our own strength and our own core values to create added value in a sustainable manner every day again and again. I have complete confidence in the Colruyt Group. Together, we will continue to strive for sustainable growth and we will continue to develop our craftsmanship.

*Jef Colruyt
Chairman of the Colruyt Group*

1

Section 1: Financial report

Overview financial year 2010/2011 - Financial Information

(in EUR million)	2010/11	2009/10	Variance
Revenue	7.280,1	6.752,6	7,8%
Operating cash flow (EBITDA) (1)	621,1	600,0	3,5%
% revenue	8,5%	8,9%	
Operating profit (EBIT)	472,2	469,9	0,5%
% revenue	6,5%	7,0%	
Net financial result	0,2	6,0	-97,0%
Profit before taxes (2)	477,7	475,3	0,5%
% revenue	6,6%	7,0%	
Tax on profits	139,7	145,8	-4,18%
Profit of the financial year (share of the group)	338,0	329,6	2,5%
% revenue	4,6%	4,9%	
Cash flow (3) (share of the group)	486,8	459,5	5,9%
Weighted average number of issued shares (4)	158.032.176	157.716.025	
Profit before taxes per share in EUR	3,02	3,01	0,33%
Earnings per share (share of the group) in EUR	2,14	2,09	2,3%
Dividend per share in EUR (5)	0,92	0,896	2,68%

(1) Cash flow from operations (EBITDA) = operating profit (EBIT) + depreciation and impairments on fixed assets

(2) Profit before taxes includes the share in the result of associated participations

(3) Cash flow = profit for the financial year + depreciation and impairments on fixed assets

(4) the weighted average number of issued shares amounts to 158.032.176 for the current reporting period and 157.716.025 for the comparable reporting period; both figures take into account the resolution of the Extraordinary General Assembly of 12 October 2010 to split the share into five shares.

(5) This is a proposed dividend for the current period under review and is subject to the approval of the General Assembly of Shareholders.

1. Income statement

During the 2010/11 financial year Colruyt Group revenue increased by 7,8% from EUR 6.752,6 million to 7.280,1 million.

The Group's gross profit rose by 7,9% to EUR 1.832,6 million from EUR 1.699,1 million, which corresponds to

a gross profit margin of 25,17% compared to 25,16% last year. The gross profit margin came under pressure in the second semester, due to rising cost price inflation that could only partly be passed on to the end consumer. In a climate that has become more challenging, we consistently adhere to our strategy of the lowest prices.

Operating cash flow (EBITDA) increased by 3,5% to EUR 621,1 million. The Group's operating profit (EBIT) rose by only 0,5% to EUR 472,2 million, resulting in a decrease of the EBIT margin (6,5%) by 47 base points. The pressure on the gross profit margin, the increasing personnel costs, services and miscellaneous goods and increased depreciation charges resulted in lower EBIT growth.

Net financing income declined by the end of March 2011 to EUR 0,2 million versus EUR 6,0 million last year. This decrease mainly results from positive mark-to-market adjustments in the Colruyt Group's investment portfolio which were included in last year's annual results.

Income tax expense amounted to EUR 139,7 million or an effective tax rate of 29,6% versus 30,6% last year.

Full-year 2010/11 profit (Group share) improved by 2,5% to EUR 338,0 million. Earnings per share (EPS) increased by 2,3% to EUR 2,14.

A gross dividend of EUR 0,92 per share will be proposed at the AGM of 21 September 2011, versus EUR 0,896 last year.

Section 1: Financial report

2. Income statement per segment

2.1. Retail

The retail segment represents 77,1% of the consolidated revenue. In an inflationary and very competitive environment and as a retailer, being at the end of the consumption chain, we can only partially and with a certain delay charge higher commodity prices to end consumers.

By the end of the financial year the retail segment in Belgium (including Luxembourg) consisted of 221 Colruyt stores, 74 OKay stores, 7 Bio-Planet stores as far as food activities are concerned. The non-food activities DreamLand and DreamBaby (including the DreamLand activities in France) comprised 42 stores. In France the retail segment consists of 54 stores to date.

The Colruyt banner stores achieved a significant revenue growth of 6,4%.

During the financial year 2010/11 the revenue of the Colruyt banner stores amounted to EUR 4.690,9 million versus EUR 4.409,3 million last year. The sales decrease, due to adverse weather conditions during the Christmas and end-of-year period gave rise to additional operational costs. The consistent strategy of lowest prices and the focus on customer-friendliness and customer service led to a further market share gain to 24,48% (calendar year 2010).

OKay stores & Bio-Planet stores continue their strong performance with an increase in revenue by 18,7% to EUR 418,0 million.

In France revenue at our integrated stores increased by 9,6% to EUR 163,8 million. The concept whereby the Colruyt stores guarantee the lowest prices for all national brands, is steadily gaining prominence among the customers. Furthermore the French market is still being affected by increased price

competition, in particular for national brands.

Revenue of our non-food retail stores DreamLand and DreamBaby rose by 9,5%, with a total revenue of EUR 214,8 million. This increase is achieved through the opening of 4 new DreamLand stores.

2.2. Wholesale

The growth of the wholesale business in Belgium (+10,9%) was largely driven by our Spar wholesale business, where revenue and operating income showed a favourable evolution. This year has been particularly successful for Spar thanks to the joint efforts of our independent Spar entrepreneurs and all Spar Retail staff members. We managed together to further improve our common profitability and increase our revenue and market share in a highly price competitive market.

In our French food service and wholesale activities, revenue declined





by 1,9% to EUR 575,5 million. The food service activity is going through a year of transition with the integration of the many acquisitions and the disinvestment of the Codi-Cash self-service stores.

2.3. Other activities

The other activities are significantly impacted by the DATS24 petrol stations, where revenue increased by 24,8% year over year. This increase in revenue is based on volume growth (+6%) and increases of the price per litre (+18%).

The Colruyt Group's printing and document management solutions activities posted an increase in revenue by 4,3%. Finally, the engineering department reported a 20,3% decline in revenue as a result of timing effects relating to projects that are inherently connected to this activity.

With the successful completion of the off-shore windfarm Belwind, Colruyt Group contributes significantly to its sustainable power supply objectives.

3. Cash flow and balance sheet analysis

During the last year the Colruyt Group's tangible and intangible assets increased by 16,6% to EUR 1.477,2 million. This increase is the result of the Group's intensive investment programme (EUR 301,8 million), reduced by amortisation, depreciation and impairment of non-current assets amounting to EUR 149 million.

During full-year 2010/11 the Colruyt Group invested over EUR 32,4 million in acquisitions of subsidiaries such as Foodinvest Group and Northwind NV. Also, during the financial year 2010/11 EUR 7,0 million was spent on the purchase of treasury shares.

Above elements combined with incoming cash flows resulted in cash and cash equivalents of EUR 284,3 million at balance sheet date.

4. Outlook

At the Annual General Assembly of Shareholders at 21 September 2011 the Colruyt Group will present its full-year 2011/12 view.

Section 1: Financial report

Segment Information

(in EUR million)	Revenue	Operating cashflow (EBITDA)	Operating profit (EBIT)
I. RETAIL	5.613,5	547,3	437,4
- Colruyt	4.690,9		
- OKay and Bio-Planet	418,0		
- DreamLand, DreamBaby and dream	214,8		
- Food retail stores in France	163,8		
- Other supermarkets (1)	35,0		
- Transactions with other operating segments	91,1		
II. WHOLESALE AND FOODSERVICE	1.263,4	35,0	20,8
- Belgian food service and wholesale	676,7		
- French food service and wholesale	575,5		
- Transactions with other operating segments	11,2		
III. OTHER ACTIVITIES	548,0	17,6	6,7
- Dats 24 Belgium and France	465,9		
- Printing & document management solutions	15,5		
- Engineering Activities	21,9		
- Other	2,1		
- Transactions with other operating segments	42,6		
IV. TRANSACTIONS BETWEEN OPERATING SEGMENTS	(144,8)		
V. CORPORATE (not allocated)	0,0	21,1	7,3
Total Group consolidated	7.280,1	621,1	472,2

(1) Supermarkets pending the conversion to another store concept.

Realised investments

(in EUR million)	2010/2011	2009/2010
I Retail	234,3	268,5
- Belgium	211,9	251,5
- France	22,4	17,0
II. Wholesale and food service	32,2	10,4
- Belgium	14,3	6,2
- France	17,9	4,2
III. Other activities	12,8	19,9
IV. Corporate activities not allocated	22,4	19,3
Total Group consolidated	301,8	318,2

Excluding possible acquisitions and participations, the Colruyt Group expects to realise an investment programme of maximum EUR 330 million for the financial year 2011/2012. The majority of this amount is intended for new or to be renovated stores and distribution centres in Belgium and in France as well as for investments in green energy.

2

Section 2: Mission and values of the Colruyt Group

1. Our mission

"Together, we create sustainable added value through value-driven craftsmanship in retail"

All companies within the Colruyt Group have been established based on the same core concept: to create sustainable added value together through value-driven craftsmanship in retail. Therefore, this group mission is the primary, natural mission of all parts of the group.

Together

We carry out our business on behalf of and together with all of our stakeholders: employees, customers, suppliers, manufacturers, shareholders, etc. We treat them with respect, we say what we do and we do what we say.

Sustainability

We carry out our activities with respect for people and the environment. For instance, by the end of 2011, we aim to generate all of our electricity ourselves from renewable energy sources. In the social field, we strive for an improved mobility and for better schools and labour conditions in the South.

Added value

From the economic impulse that we provide, we also wish to stimulate positive developments in the social and

ecological field. We aim for added value for the economy, people and the environment.

Creating

We stimulate the entrepreneurship of our employees and offer our employees room for initiative. We constantly question things and each day, we depart with the meter starting at zero.

Value-driven craftsmanship

We view craftsmanship as more than being able to perform a job correctly. A craftsman has the necessary skills, attitude and knowledge, radiates pride in his work and is inspired by the group values.

Retail

As good cobblers, we stick to our last and focus on retail and wholesale trade.

2. Our values

Readiness to serve

We are service-oriented towards both customers and colleagues. It is only in this manner that we are able to deliver quality.

Simplicity

In order to remain profitable, we consequently opt for the most simple and most efficient solutions.

Solidarity

We stimulate teamwork at all levels, which results in a higher degree of efficiency, satisfaction and inspiration.

Respect

We treat each individual with respect and we value each individual's contribution accordingly.

Belief

We trust that our employees are personally motivated to deliver excellent work. In this manner, we stimulate their confidence in their own abilities.

Hope

We also provide the necessary means, so that our employees can rightfully hope that their efforts will result in added value.

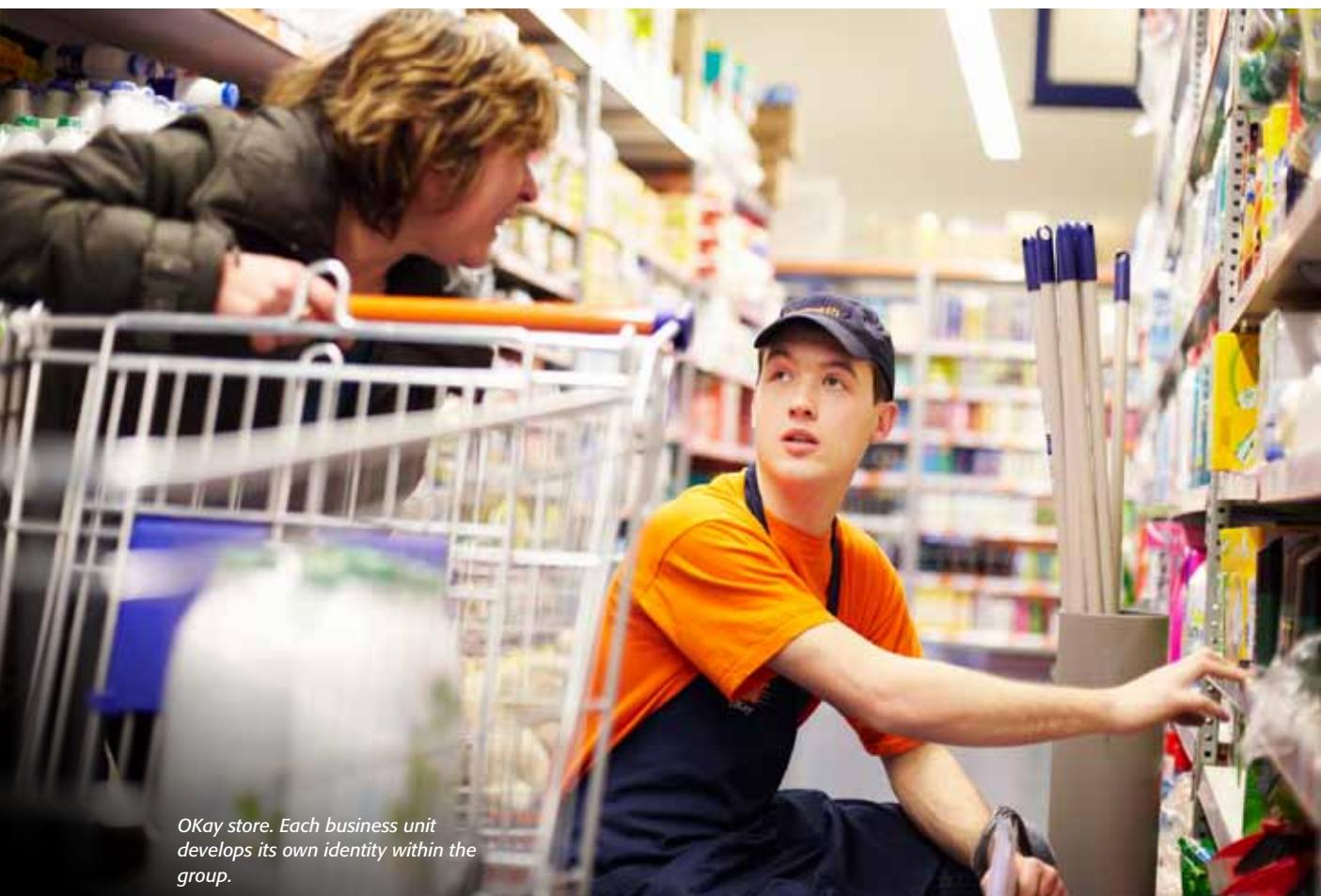
Space

We provide opportunities for reflection and increasing awareness. In this manner, our employees can continue to grow both professionally and personally.

Courage and strength

We also ensure that a balance is maintained between the various areas of focus. This increases the courage to be enterprising and the strength to make an effort and to derive satisfaction from doing your job.

Section 2: Mission and values of the Colruyt Group



OKay store. Each business unit develops its own identity within the group.

3. The Colruyt Group on the move

The mission and the values of the Colruyt Group are the result of a thorough, fundamental exercise that we started in 2007. The reason for this was twofold: on the one hand, the rapidly changing social context and, on the other hand, the strong development of the company itself. In order to enable sustainable growth, we first wanted to closely examine who we are now, what we can do and what we wish to mean for all of our stakeholders. In brief: define our corporate identity, as well as our ambitions and the strategies to realise our ambitions.

Organic growth and diversification

The development of the company was driven by two impulses. First, it has always been in our genes to do as much as possible ourselves. From a certain pride, from our belief in people and in our own abilities. For instance,

we roast our own coffee, we carry out the maintenance of our own vehicle fleet and we create all our communication in-house. This also explains how various additional activities arose alongside our core business - trade in food-stuffs - such as a printing company, an engineering company and petrol stations.

Secondly, as from the second half of the 1990s, we started to strongly diversify our commercial activities. In 1994, we acquired the toy store chain Droomland and in 1996, we acquired the French distribution group Ripotot. Later on, we launched the new retail concepts such as the neighbourhood store OKay, the bio-supermarket Bio-Planet and the baby specialist DreamBaby. The Foodservice Collivery and the collection service Collect&Go were also established. In 2003, we became the licence holder of the Spar retail concept in Belgium.

Our single brand 'Colruyt' thus received company from other retail concepts, we crossed the border to other countries, food was expanded with non-food, in addition to the integrated small retailers, the large retail chains were developed with independent shopkeepers.

The central services that had always worked for Colruyt, now also supported the subsidiaries. However, as these subsidiaries grew, they felt the need more and more to organise and profile themselves in their own manner. Therefore, in 2007, we decided to create a new structure within which similar sister companies could further develop their own identity.

Values and mission

As a result of this development, the need arose for a new entity as a link between the sister companies. We created the 'Colruyt Group' and we started to look into what the various business segments actually had in

Section 2: Mission and values of the Colruyt Group

common. Eventually, we were able to express our common identity in nine core values: readiness to serve, simplicity, solidarity, respect, belief, hope, space, courage and strength.

Now that our identity had been defined, the question arose which task should we assign to the group, which contribution could the group make to this world. Our point of departure was our common fundamental driving forces and we combined these in the mission statement: 'Together, we create sustainable added value through value-driven craftsmanship in retail.'

Ambition and strategy

We then translated our mission into five broad ambitions, such as the aim to be the best retailer in the areas of, among others, people-oriented business practices, sustainability and craftsmanship. We realise that the group can only realise its ambitions by gradually switching over to other structures, methods and processes. After all, the company had become highly diversified and had grown rapidly in a short period, whereas the world had not been standing still either. New technologies, changed market situations and expectations among our stakeholders; numerous factors pointed to the fact that it was time to start working in a different way. This is why we defined twelve strategic objectives, such as the development and implementation of a new remuneration policy and new models for risk management, leadership and communication.

In these areas and in many other areas, we examine today what our company's rich past can mean for these challenges of the future. We anchor everything that has made our group successful, such as our people-oriented SME atmosphere and our drive for efficiency. At the same time, we have to learn to break free from old habits and to learn new manners of approach.

Our strategic projects are long-term projects with which we aim to prepare our organisation for a time in which authenticity becomes more important.

For that matter, we can look forward to this time with confidence, as we have already been saying what we do and doing what we say for some time now.

4. Sustainable entrepreneurship

4.1. Our vision

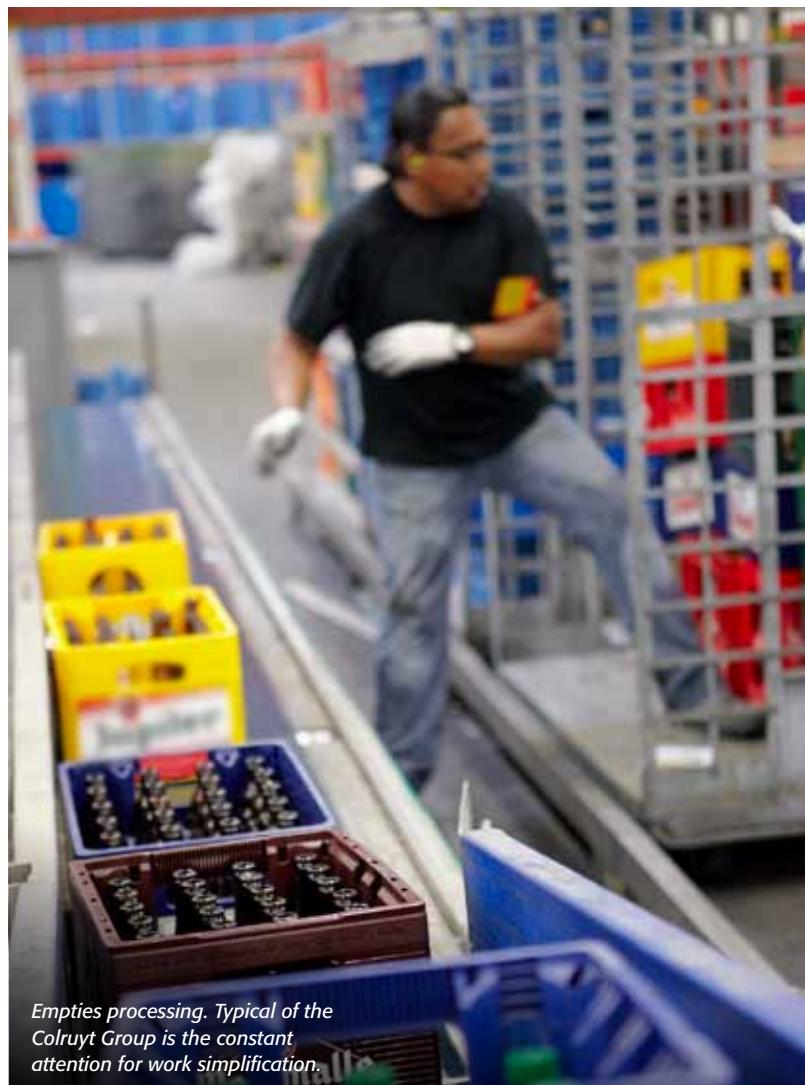
Colruyt Group aims to create sustainable added value. After all, a company does not stand alone; it is in constant interaction with the social context and it has an impact on the ecosystem. Therefore, we take our responsibility and consistently evaluate the impact of all of our initiatives.

We are convinced that, as a company, we can make a meaningful contribution to society and to the ecosystem.

For instance, we wish to be meaningful for our employees, customers, suppliers and partners, in short, for everyone who is involved with our company directly or indirectly. Out of respect for the planet and for the following generations, we strive for a maximum use of renewable energy sources.

Maximum efficiency

Sustainable business practices also means ensuring that we can continue to do business. It is about creating maximum added value with the lowest energy costs and thus striving for an optimal energy balance. In other words, using a minimum of natural resources, energy and human effort to realize a maximum of beneficial economic growth and human development.



Section 2: Mission and values of the Colruyt Group

In order to optimise our use of natural resources, fuels and other resources, we strive for maximum quality, efficiency and effectiveness in all of our activities. Where our drive for efficiency initially arose from the need to survive in the early years, this gradually became rooted in the DNA of the Colruyt Group. Today, it runs as a common thread through all our activities and it enables us to continue to grow and innovate in a sustainable manner.

The Colruyt Group fulfils an exemplary role for all of its stakeholders. By making conscious choices and taking the initiative, we wish to bring about an upward spiral step by step and we hope to inspire our environment to make the difference together.

Chain approach

We make an effort in all links of the retail chain. In accordance with the location in the retail chain and the corresponding impact, we assume different roles. This is illustrated in the diagram below.

Of course, in the first place, we assume our responsibility in all areas where we control the decision-making process. As a distribution company, we have the most **impact** on organising our own logistic processes in a sustainable manner. Take, for instance, the manner in which we build our stores and limit our transport kilometres, our own green energy production and our investments in education and personal development. There, we can measure our direct impact on the environment and **reduce** our impact, and test **innovative** methods.

However, we also wish to assume our responsibility in the areas in which we do not have a direct impact. This also by joining forces with companies in the same sector, by setting up pilot projects ourselves or by also stimulating the public debate.

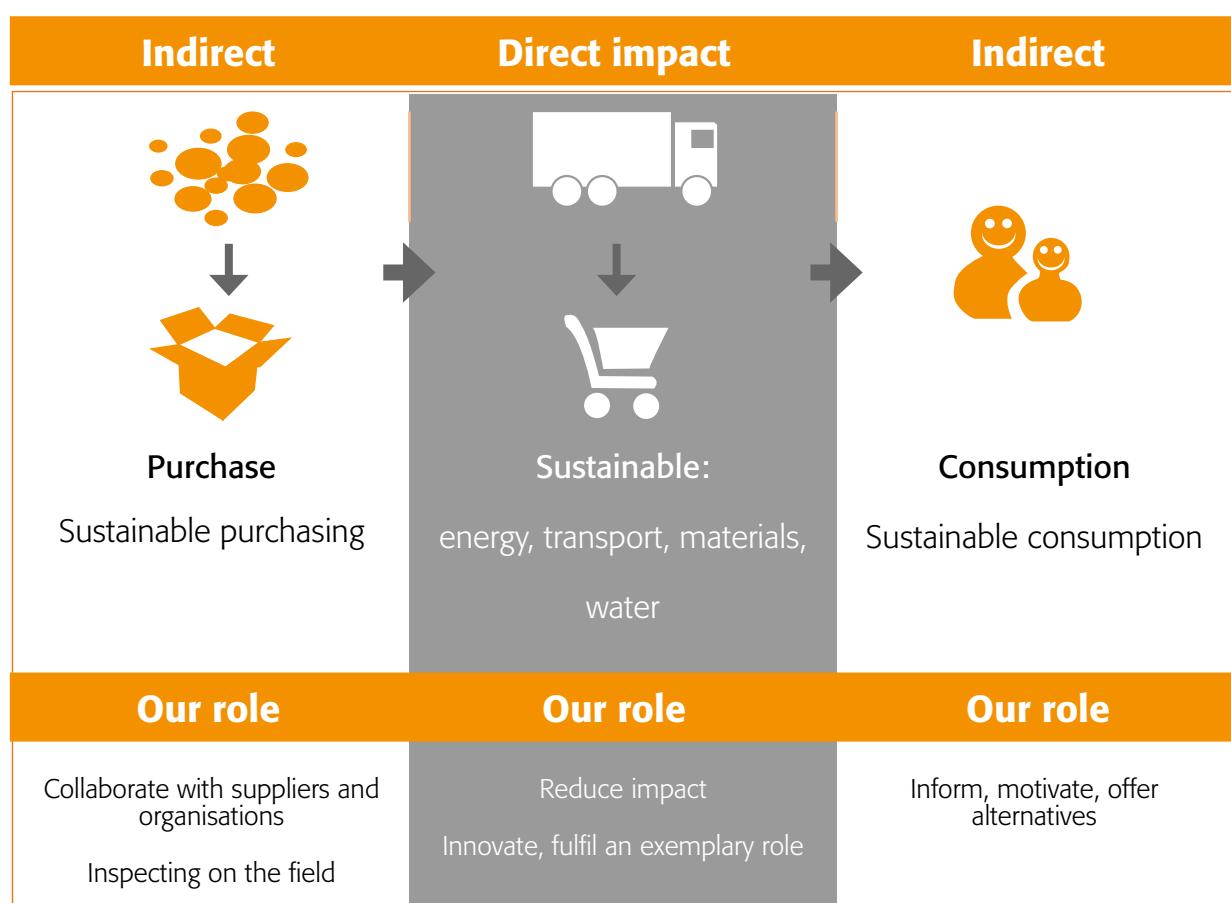
We sum up all upstream links in the chain under **sustainable purchasing**. We cannot make the chains more sustainable only on our own, we aim to

realise this in cooperation with our suppliers. Thus, we participate in concrete projects with all links in the chain (e.g. Colibri rice project in Benin) and we have social audits performed, i.e. targeted audits in the field of child labour and labour conditions in the land of origin.

Downstream in the chain, the customer determines what his vision is on **sustainable consumption**. Our role here is to inform the customer about the steps that we take as a company in the field of sustainable business practices and to explain the motives underlying our choices. We also wish to offer alternatives so that the customer can make a conscious choice from a wide range of alternatives. Concrete examples here are our choice for concentrated detergents and offering CNG as sustainable fuel.

4.2. Environment and energy

The Colruyt Group already laid down its environmental commitments in



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the Green Line Programme more than twenty years ago. Since then, we have made a great effort to do business in a more environmentally friendly manner. Moreover, in recent years, we have invested substantially in the production of renewable energy.

4.2.1. Rational energy use

At the Colruyt Group, we 'naturally' strive for the lowest costs and maximum efficiency, also in the area of energy use. Our current policy combines the original mostly economic aim with our ecological concern: limit our energy consumption and impact on the environment to a minimum.

In our stores and other buildings, there is sufficient **light** to shop and work pleasantly and safely. We always opt for the most energy-efficient techniques and do not light more or longer than necessary. For instance, the logo on the Colruyt stores burns shorter now and, in some areas, we work before the opening of the stores with reduced lighting.

We heat the majority of our stores with natural gas. The emissions from natural gas are lower than for heating oil and it cannot cause soil pollution. In the event of new construction or renovation, we usually opt for a combined heating and ventilation system with heat recuperation. For an optimal yield, our own technicians are responsible for the maintenance.

For years, we have only used closed deep freeze cases in our stores that use a lot less energy than the open upright deep freeze cabinets. In this manner, we easily save the consumption of over 10.000 households, annually. The fresh products are displayed in a closed off refrigerated area, which is more efficient and economical than separate refrigeration units. In production and storage, we **cool** as much as possible with 'free' purified cold air from outside. Our stores and offices are not equipped with air conditioning, as the benefits do not outweigh the investment and the use.

With a **measuring system**, which we have developed in-house, we are able to make an accurate inventory of the main energy flows. With this, people can easily monitor their consumption locally and adjust this where necessary. Our engineers also compare the data from several sites and can thus quickly detect abnormal consumption and take action. The measuring results should help us to realise an ambitious but realistic energy reduction plan by 2015.

In order to ensure that our **transport** takes place in a more environmentally friendly manner, we continue to modernise our fleet of trucks. For instance, all trucks are now equipped with an economical EURO 5 engine and the newest even with a EURO 6 engine that will only become obligatory in 2014. As a result of our optimal logistics, we avoid over 7.500.000 truck kilometres per year. All our truck drivers follow an ecological driving course and their fuel consumption is monitored.

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systematically. The employees who have a company car or new company van also learn to drive ecologically.

4.2.2. Renewable Energy

We only work with green energy at the Colruyt Group. By the end of 2011, annually, we will generate as much electricity from renewable sources as we consume.

We built our first **wind turbine** already in 1999; today four turbines are operational on land. Furthermore, in recent years, we have invested substantially in large-scale wind parks in the North Sea. For instance, the group has an interest of 26,9% in Belwind, with 55 turbines the largest green electricity project in Belgium, operational since the end of 2010. We also participate in two future offshore wind parks: Belwind II

(55 turbines) and Northwind (72 turbines). Finally, we have plans for 40 land-based turbines, partially under our own management, partially in the form of participations.

In the event of the construction or renovation of stores and business premises, we systematically examine whether **solar panels** are technically and economically feasible. In the summer, our stores with solar panels, can operate almost completely on solar energy, in the winter the installation delivers 30% to 40% of the energy requirement.

Already for a number of years, we have **fermented** all of our organic waste, such as vegetables, fruit and bread that could no longer be sold. Fermentation is a natural decomposing process that produces biogas with which green

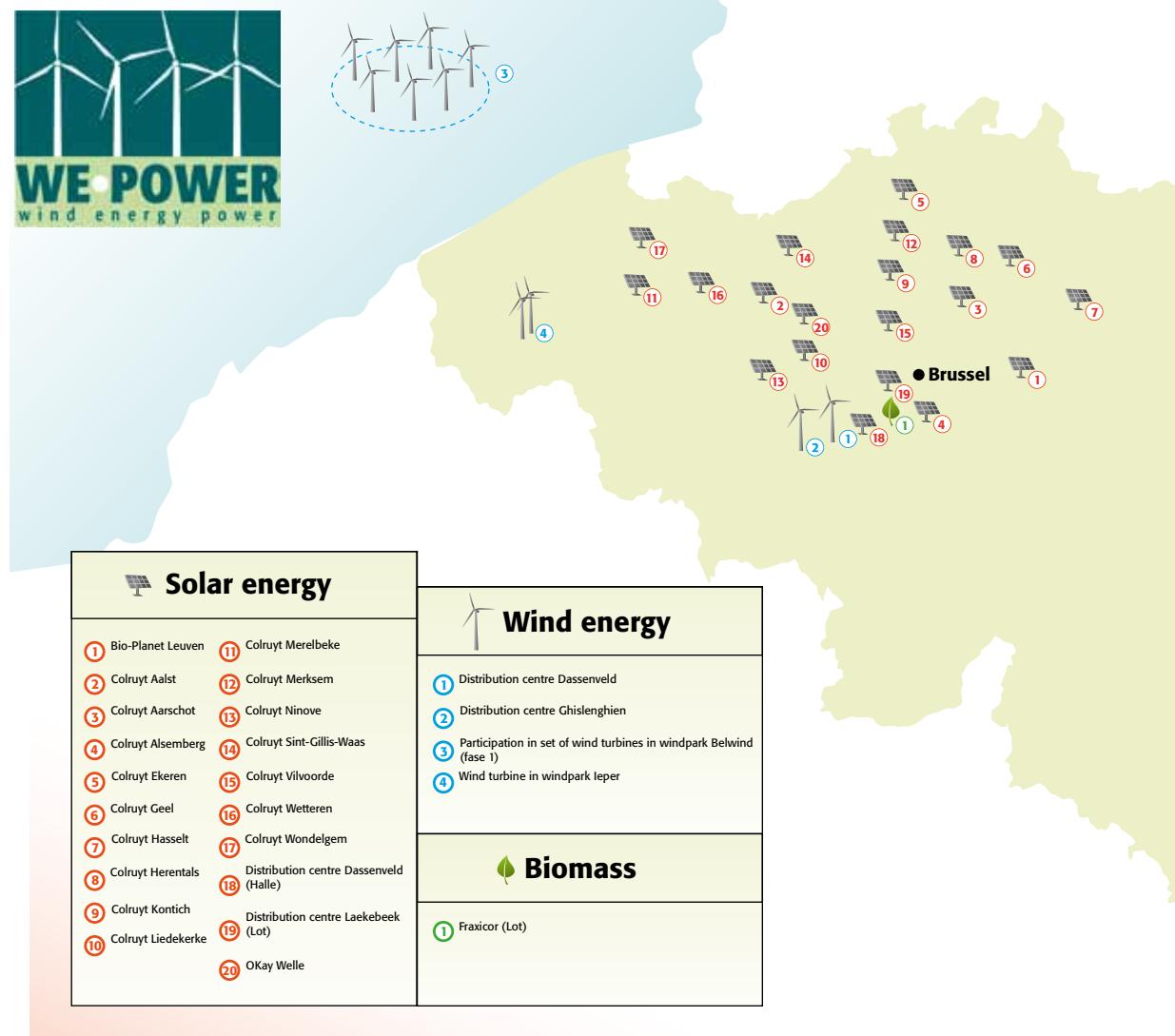
electricity is generated. Furthermore, we also have an installation with which we convert waste fats into green electricity.

We also participate in a European project that promotes sustainably produced hydrogen as an alternative for traditional fuels. Hydrogen is also the ideal buffer to align the fluctuating energy production from the wind and the sun with demand and thus contributes to establishing a smart grid or smart electricity network.

More information about our energy projects is provided in the section Activities - WE-Power.

4.2.3 Waste policy

We have implemented a waste prevention policy. For example, we make our



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packaging smaller or thinner, do not use packaging or replace the packaging by **reusable** alternatives. By bottling wine ourselves in reusable wine bottles, we bring up to seven times less glass into circulation. Moreover, by only offering (super) concentrated detergents, we not only reduce the amount of waste but also the number of transports and water consumption.

We make maximum use of the waste that we cannot avoid through re-use, recycling and fermentation. Materials such as jute, plastic and cardboard are compacted in our **recycle centres** and further processed externally. For example, new rubbish bags are made from our plastic waste. Of all our waste, approximately 74% is recycled.

Together with the organisation Fost Plus, we started a trial project in 2010 to sort the **PMD**-waste in our offices. In the first three months, four tons was collected and sent to recycle companies. As a result of this success, all central sites as well as the stores of the group switched over to separate PMD bags in 2011. We think that we will collect over 60 tons of PMD in 2011.

4.2.4. Sustainable construction

The **Bio-Planet Leuven**, which was opened in October 2010, was the first low-energy store in Belgium, which satisfies the isolation level K 15 norm with regard to installation. The wooden frame construction is practically completely airtight and equipped with a ventilation system with warmth recuperation. Due to the green roof, the store loses less heat in the winter and remains cool longer in the summer. The cooled fresh market is located under ground and the cooling has been geared exactly to the product group. Sunlight is let in through skylights on

the roof and 90 percent of the required electricity is from solar panels. The energy consumption of this store is closely monitored, in order to see which techniques can also be used for other stores in the future.

4.2.5. Environmentally friendlier fuels

We promote CNG (compressed natural gas) as a more sustainable alternative for traditional engine fuels. This concerns regular natural gas that can be tanked in a compressed form at a petrol station as quickly as traditional fuels. Our fuel division DATS 24 opened the first public CNG petrol stations in Belgium in the beginning of 2011, and aims to equip 25 petrol stations with natural gas pumps in the coming years.

The CO-2 emission of CNG is 12% lower than for petrol and 27% lower than for diesel, whereas the emission of fine dust is 95% lower. A CNG engine performs just as well as a petrol engine, runs considerably quieter and lasts longer. At the pump, the gas is significantly cheaper than diesel.

Although, CNG can make the vehicle fleet considerably more sustainable, we regard this as an intermediate step on the way to biogas. Biogas is produced sustainably from manure and vegetable, fruit and garden waste and reduces the CO-2 emission by 70% and the emission of fine dust to zero. Biogas is perfectly suitable for CNG engines. By investing in CNG technology, we are already preparing today for the future introduction of biogas as a vehicle fuel.

CO-2 balance

Measuring is knowing, - and this is why we have drawn up an inventory of our CO-2 emissions for 2008, 2009 and 2010 together with the consultancy firm Futureproofed. We made an inventory of our emission sources using the international standard 'Greenhouse Gas Protocol' and calculated the emissions using the internationally accepted calculation model Bilan Carbone (Carbon Balance) of the French agency for environment and energy management.

	Absolute emission (scope 1 and 2) turnover in tons of CO-2eq	Relative emission in tons of CO-2eq per one million euro of
2008	82.874	13,13
2009	91.530	13,55
2010	101.979	14,01

The upward trend in absolute terms was mainly caused by the growth of our trading activities, including acquisitions. Weather conditions, in particular the degree in which heating or cooling was necessary, play a role in the fluctuation of the relative figures.

Based on all this data, and the development of this data, we are currently working on a CO2 reduction plan. In this plan, we have grouped our emissions into 10 clusters (e.g. heating, cooling, goods transport, transport of persons, etc.) and we have appointed a reduction manager for each cluster.

Stores with solar panels can almost operate completely on solar energy in the summer.



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4.3. Mobility

As a distributor, Colruyt Group is closely involved in the mobility issue. Consequently, we take many measures to optimise commuter traffic and the transport of goods. We are working on reducing kilometres in both areas and on travelling the necessary distances in an as safe, clean and quiet a manner as possible.



There are preferred parking places for carpoolers near to the entrance.

4.3.1. Commuter traffic

We actively promote the use of bicycles and public transport.

In the second semester of 2010, we concluded a third-party payment agreement with NMBS. As a result, all employees who travel by train now enjoy free travel back and forth from home to work. We pay for 80 percent of the costs of their train subscription in second class. The government contributes the other 20 percent. In addition to free train transport, we also repay every combination with the MIVB, De Lijn and TEC.

Nearly 2.250 employees who cycle the whole home - work commute, have been given the use of a company bicycle for their commute. Whoever cycles to work at least two-thirds of the year, is entitled to bicycle compensation. This also applies for employees who only cycle part of their trip.

Employees who travel to Halle four-fifth of the time by train or bus, can also travel the distance between the station and work with a company bicycle. Finally, we make bicycles available for travelling between sites of the group in and around Halle.

Finally, employees can purchase a **scooter** via the company at advantageous conditions. This is often an alternative for a second car and a solution for high-school graduates, people with a limited budget and employees who live too far to cycle to work.

We have a **carpool database**, for drivers who are willing to take colleagues and for employees who are looking for a carpool partner. Employees at the head office in Halle, who carpool at least two thirds of the year, receive a privileged parking spot near the entrance.

Since the beginning of 2011, we have been experimenting with **electric** bicycles and scooters for our employees.

Results

Over **3.900** employees make use of the alternative manners of transport that the group offers. Together, they avoid **13.699.731** car kilometres annually.

4.3.2. Goods transport

Our distribution system limits the number of truck kilometres in all links of the logistic chain to a minimum.

We fill transport wagons and trucks to the maximum capacity. In one transport, we combine different product categories such as food, non-food, fresh products and deep freeze. With an average utilisation rate of 95%, we transport a minimum of 'air'.

We test better ways to stack, reduce the packaging waste and promote more compact products such as (super) concentrated detergents. They are just as effective, but require less transport and cause less packaging waste.

With all these measures together, we avoid many transport kilometres, a savings that will increase as we further optimise our system.

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Quiet delivery

The above measures also have their limitations and the traffic intensity is increasing, causing us to continue to have to deal with tailbacks and time loss. As we wish to avoid tailbacks during the daytime as far as possible, we are looking into ways to spread our transport in realistic ways. Together with the distribution federation Comeos, we are the requesting party for more deliveries at night and at dawn. In order to avoid possible noise nuisance, we have already invested in solutions that enable quiet delivery.

For instance, we have ordered twenty quiet trailer trucks and, where possible, we have built covered unloading docks at the stores. We are also testing the possibilities of our internally developed hybrid truck. This truck can drive on only electricity up to 10 kilometres, sufficient to bridge the residential zones around the stores quietly.

In order to test our solutions in practice, we have been cooperating in a trial project of the Flemish government since the end of 2010. In six Flemish cities, deliveries are made before and after the morning and evening rush hour. When making these deliveries, a specific noise level may not be exceeded.

Finally, we continue to work hard on promoting traffic safety. At school, we

regularly provide information on the blind spot and we are working on updating our politeness charter. The charter was drawn up over 10 years ago together with the drivers and combines both their commitment and the commitment of the company.

Transport via train or water

In order to make our transport more sustainable, we are working on realising a modal shift, or the transition to transport via train, sea (short sea) and barges. Since 2009, we realised various inter-modal flows from Italy, Greece, Portugal, Spain, Great Britain and Germany.

Also within the country itself, we have increasingly switched to using trains and barges. Containers that arrive in Antwerp by seagoing vessels are transhipped on to barges for transport to the container terminals of the ports of Brussels and Willebroek. In 2010, 1,773 containers arrived along this route, resulting in 3,546 truck transports being avoided.

4.4. Public projects

4.4.1. Structural support in Belgium

Colruyt has been working together with the Belgian Federation of Food Banks for many years. The food banks distribute food to the least well-off population in Belgium. We annually deliver a

wide range of products to the organisation in slightly damaged packaging or of which the expiry date is approaching. We thus serve a social cause and we avoid wasting food. We thus gave away over 274 tons of goods in 2010. Via a targeted campaign, our customers added another 135 tons, representing a value of EUR 104.616.

DreamLand provides structural support to the international organisation SOS Kinderdorpen [SOS Child Villages]. The village Chantevent in Bande near Namen has seven one-family homes in which a number of dedicated SOS mothers provide care for around 40 children.

DreamLand has been contributing for years to education projects in Indonesia. During the school year 2010-2011, DreamLand worked together with the organisation Vlajo (Flemish Young Companies). The entrepreneurs attending school gave away part of their revenues to the DreamLand projects.

4.4.2. Better working conditions at our suppliers

At the Colruyt Group, we only want to offer products that have been produced under socially acceptable conditions. Therefore, as an importer, we do everything we possibly can to improve the labour conditions at our suppliers, in particular, at the toy factories and

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manufactures of other non-food products in the Far East.

For instance, in 2002, we launched a charter on child labour and working conditions. Since then, approximately 300 non-European manufacturers and suppliers have signed our code of conduct and effectively implemented improvements.

In addition, we have our suppliers checked by our own purchasers and by audit agencies, often in cooperation with international organisations such as ICS, ICTI and Coopernic. Whoever does not live up to the labour conditions standards is asked to implement an improvement programme. If that does not lead to a positive result, we will then terminate the cooperation.

Also due to our efforts, the labour conditions in many factories have improved significantly. However, we are of the opinion that further progress also requires efforts on the parts of all parties involved in the retail chain. Thus the local authorities can more strictly supervise that their labour laws are complied with effectively.

Developments and outlook

In 2010, the Colruyt Group placed orders with 250 non-European suppliers of toys, seasonal decorations, garden furniture, etc.

We had social audits carried out at 100 factories, in particular, in China but also in nine other countries, representing an investment of EUR 64.466. Based on the ICS check list, independent agencies checked whether the factories complied with the local laws and the conventions of the International Labour Organisation ILO.

Two-thirds of the factories were audited for the first time, one-third concerned follow-up audits. In most of the factories, where follow-up audits were carried out, the labour conditions had improved slightly up to significantly compared to 2009. All factories that were not completely in order were requested to take measures and will be audited again. We terminated the cooperation with three

suppliers that were not willing to take measures and with 24 other companies that refused to allow an audit to be performed.

In 2011, we will invest at least EUR 74.600 in 71 initial audits and 20 follow-up audits and in audits at new suppliers before placing any orders. Finally, twenty environmental audits are planned for 2011.

ICS

The Colruyt Group has been a member of ICS (Initiative Clause Sociale) since the beginning of 2008. ICS is an association of the largest French distributors. ICS collects the results of the audits carried out by the individual members in a joint database. Thus over-auditing is avoided and the pressure on the common suppliers to comply with the code of conduct is increased. Five audits were exchanged with ICS in 2010.

ICTI

We signed a collaboration agreement with ICTI (International Council of Toys Industry) in 2007. The affiliated suppliers (such as Lego and Mattel) have agreed to only have toys produced by manufacturers that adhere to the ICTI code of conduct and that agree to having an audit performed each year. In 2010, 115 factories of our toy suppliers attained the ICTI certificate.

Coopernic

14 audits were exchanged via the cooperation with the Coopernic members Rewe and Coop. These audits were performed based on the BSCI check list (Business for Social Compliance Initiative).

4.4.3. Education and training in the South

Between the start of Collibri and the end of march 2011, the Colruyt Group invested in total EUR 1.060.433 in education and training in the South. EUR 241.777 was invested in the past financial year.

In our projects, we often work with young people, for example, by providing scholarships that give them the opportunity to study and to later make the difference in their own countries. We also support training programmes for local farmers who join forces, establish an enterprise and farm in a sustainable manner.

In order to invest even more in education, we founded our own company fund in 2010 under the wings of the King Boudewijn Foundation. We will continue to monitor the existing initiatives and support and set up new educative projects via the "Collibri Foundation for Education" in cooperation with independent experts and acknowledged NGOs such as Vredeseilanden, Broederlijk Delen, Caraes and Zuiddag.

The funds for the fund are largely from the 'Collibri Foundation for Education' product range, which is recognisable by the seal with the same name. This concerns products typically produced in the South, such as coffee, bananas, chocolate and rice. Five percent of the purchase price of these products goes to the fund.

It is our aim that the Collibri products bear at least one other sustainability labels, such as, for example, bio, Max Havelaar or Rainforest Alliance. This initiative forms part of our ambition to gradually make our product range more sustainable.



The 'Collibri Foundation for Education' is managed by the King Boudewijn Foundation. This guarantees transparency and make it possible to receive donations and to issue tax certificates.

A detailed overview of all projects is available on www.collibrifoundation.be.

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The Colibri Foundation for Education supports educational projects in the South.

Best reputation

The international research agency Reputation Institute examined the reputation of 30 large Belgian companies and organisations for the first time in 2011. From the survey held among 12.500 consumers, it turned out that the Colruyt Group had the best reputation. With a score of 84,6%, we ranked above the chocolate brand Neuhaus (78,7%) and Delhaize (76,3%), globally only Volkswagen (84,8%) had a higher score.

5. Working at the Colruyt Group

The success of our company depends on skilled and dedicated employees. Our company only grows to the extent that our employees grow. Therefore, we make sure that our employees are able to enjoy doing their jobs and that they can continue to develop both professionally and personally.

Permanent education

In addition to job-related courses, we offer employees many possibilities to increase their skills through computer,

language, communication, management, creative thinking and other courses.

With our training programmes for certified IT specialist, technician or butcher, we also create opportunities for starters without qualifications or experience.

Personal growth

All employees can participate in a wide range of courses in the area of personal growth, such as assertiveness, mindfulness, group dynamic, bio-energy, etc.

Career development

Each job offers real career development opportunities, both vertically and horizontally. Our employees are given the first opportunity to apply for new job vacancies and in the event that they are equally qualified for the job, they will be given preference above external candidates.

People who wish to get to know a different part of the company or to gain experience within the group, can work in a (completely) different job through our

job rotation programme. This stimulates the development of the employees as well as the creativity and dynamics.

Well-informed employees

Besides practical information, the employees are also given a lot of background information. Consequently, as well-informed employees, they are better able to serve the customers and understand the underlying reasons for new working methods.

No-nonsense culture

Each individual can just be himself or herself, we address each other by first name. Thanks to open schedules and open doors everybody is easily accessible and available. We value effort, ideas and initiatives more than diplomas or titles.

Diversity

We guarantee equal opportunities for people from different cultures or with different backgrounds. For instance, the recruiting supervisors and the recruitment and selection service ensure an objective assessment of the candidates based on clearly defined criteria.

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79 nationalities

At the end of the financial year, there were 79 nationalities among the personnel in Belgium, of which 112 Dutch people, 131 French people and 217 people from other European countries. 360 employees were African nationals, 72 were Asian nationals and 15 were North or South American nationals.

Attractive employer

- In the annual survey conducted by Randstad for the most attractive employer in Belgium, the Colruyt Group scored highest in 2010 on two of the ten criteria: Attention for the environment and society and Balance between work and private life. We ranked second for

the criterion Atmosphere at Work and third for Financial Soundness.

- The independent CRF Institute awarded the quality mark Top Employer Belgium 2011 to the group, after an assessment of the HR policy on primary and secondary employment conditions, training and development, career opportunities and organisation culture.

6. Financial involvement

6.1. Profit participation

As a sign of our appreciation for the contribution and dedication of our employees, the Colruyt Group enables all employees in Belgium to share in

the profits of the company. A different system applies to our employees in France in accordance with the French laws.

The share in the profits varies in accordance with the operating result of the past financial year. The basic amount is multiplied by coefficients for salary, seniority and position. Part of this is paid out at the option of the recipient in money or in shares of the parent company.

Subject to the approval of the General Shareholders' Meeting, a profit share of EUR 9,89 million will be paid out for the financial year 2010/2011, of which 56 % in cash and 44% in shares, determined in accordance with the law of 22 May 2001 regarding employee participation in the equity and the profit of the companies. In addition, EUR 14,95 million is divided in accordance with the CEA 90 of 20 December 2007 concerning the non-recurring results-linked benefits. Therefore, the total participation in the profit amounts to EUR 24,84 million.

Profit participation history

- Since 1988, a substantial group of executives have participated in the capital of the company through a collective shareholdership.

- In 1996, a 'personnel dividend' was paid out for the first time.

- In 2002, a first group of companies of the Colruyt Group set up a profit sharing system together with the trade unions. The Collective Employment Agreement was extended a number of times.

- As from the fiscal year 2007/2008, the system was expanded to include all companies within the group, for the employees working in Belgium.

- As from the financial year 2010/2011, the profit participation was determined in accordance with the law of 22 May 2001 concerning employee participation in the capital and the profit of the companies as well as in accordance

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Overview of the profit participation since the financial year 2001/2002.

Year	Amount profit participation (in EUR million)	Total of employees	Cash		Shares		
			(in EUR million)	Number of employees	(in EUR million)	Number Shares	Number of employees
2001-2002	6,08	6.592	3,07 (50,50 %)	4.233 (64,20 %)	3,01 (49,50 %)	276.275	2.359 (35,78 %)
2002-2003	8,64	7.298	4,51 (52,20 %)	4.724 (64,70 %)	4,13 (47,80 %)	305.355	2.574 (35,30 %)
2003-2004	15,07	8.957	7,82 (51,90 %)	5.757 (64,27 %)	7,25 (48,10 %)	334.620	3.200 (35,73 %)
2004-2005	15,40	10.106	7,84 (50,90 %)	6.260 (61,94 %)	7,56 (49,10 %)	257.090	3.846 (38,06 %)
2005-2006	16,23	10.596	8,23 (50,71 %)	6.540 (61,72 %)	8,00 (49,29 %)	278.305	4.056 (38,28 %)
2006-2007	18,83	11.320	8,84 (46,95 %)	6.388 (56,43 %)	9,99 (53,05 %)	249.445	4.932 (43,57 %)
2007-2008	22,84	13.930	11,98 (52,67 %)	8.122 (58,31 %)	10,86 (47,33 %)	275.410	5.808 (41,69 %)
2008-2009	23,57	15.219	13,09 (55,54 %)	9.285 (61,00 %)	10,48 (44,46 %)	258.130	5.934 (39,00 %)
2009-2010	25,80	17.118	14,23 (55,52 %)	10.454 (61,07 %)	11,57 (44,48 %)	269.910	6.664 (38,93 %)
2010-2011 (1)	9,89 14,95	19.605 19.605	5,54 (56,04 %) 14,95	11.985 (61,13 %)	4,35 (43,97 %)	101.339	7.620 (38,87 %)
TOTAL	177,30	100,10			77,20	2.605.879	

(1) Since the financial year 2010-2011, the participation of employees is divided between the profit participation in accordance with the Act of 22 May 2001 on the employee participation and the Collective Employment Agreement (CEA) 90 of 20 December 2007 regarding non-recurrent results-linked benefits. The benefits from this CEA 90 can only be paid out in cash and amounted to EUR 14,95 million. Therefore, in total EUR 24,84 million was divided among the employees.

with the CEA 90 of 20 December 2007, concerning the non-recurring results-linked benefits.

6.2. Capital Increase Reserved for Employees

In order to allow the employees to share in the growth of the company, we stimulate them, since 1987, to participate in the capital. Through an annual capital increase reserved for employees, they can subscribe to shares of the parent company Etn. Fr. NV Colruyt at an advantageous price (within the statutory framework), which remain blocked for a period of five years.

During the most recent capital increase in November 2010, 3.749 employees subscribed for 715.585 shares, which represents a capital contribution of EUR 23,90 million. Since 1987, the employees of the Colruyt Group have already subscribed to (recalculated) 19.436.855 shares in their own company or in their parent company for a total amount of EUR 141,33 million.

Capital Increases reserved for employees, since 1987 (1)

Year	Amount in EUR million	Number of shares
1987	0,17	989.500
1988	1,44	5.828.500
1989	0,45	800.000
1990	0,72	927.500
1991	0,69	578.600
1992	0,99	504.600
1993	1,21	476.650
1994	1,56	502.500
1995	1,98	626.850
1996	5,21	1.000.000
1997	4,44	580.500
1998	9,25	847.900
1999	2,95	297.555
2000	2,70	363.970
2001	2,80	364.040
2002	4,19	498.775
2003	6,55	520.000
2004	9,94	523.295
2005	10,24	553.735
2006	14,89	646.195
2007	11,40	454.260
2008	9,92	329.450
2009	13,74	506.895
2010	23,90	715.585
TOTAAL	141,33	19.436.855

(1) Recalculated following the division of the share by five as from 15 October 2010.

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7. Employment, salary costs and contributions to the Belgian treasury

7.1. Job creation

Job creation

	Breakdown per segment					
	Number of employees		In full-time equivalents			Difference previous year
	31.03.11 (1)	31.03.10 (1)	Difference previous year	31.03.11	31.03.10	
Retail	18.873	17.608	+ 1.265	17.489	16.341	+ 1.148
Wholesale & Food Service	2.705	2.571	+ 134	2.646	2.509	+ 137
Other activities	471	426	+ 45	454	410	+ 44
Corporate (not allocated)	2.070	1.961	+ 109	1.999	1.889	+ 110
Group Total	24.119	22.566	+ 1.553	22.588	21.149	+ 1.439
- Belgium	21.110	19.758	+ 1.352	19.889	18.610	+ 1.279
- France (2)	2.740	2.585	+ 155	2.430	2.316	+ 114
- Other countries	269	223	+ 46	269	223	+ 46

(1) These figures do not take into account the working students who are employed in the weekends or during the school holiday. (3.463 on 31.03.2011 and 2.613 on 31.03.2010) (2) For France, the number of employees at the end of the year on 31/12 are taken into account in the table. France employed 2.750 employees on 31 March 2011 (or 2.528,6 in full-time equivalents).

Evolution of the Colruyt Group Workforce (in numbers)

Year	Numbers	Difference
99/00	9.283	+ 959
00/01	10.497	+ 1.214
01/02	11.410	+ 913
02/03	12.402	+ 992
03/04	15.185	+ 2.783
04/05	16.157	+ 972
05/06	16.599	+ 442
06/07	17.329	+ 730
07/08	18.870	+ 1.541
08/09	20.762	+ 1.892
09/10	22.566	+ 1.804
10/11	24.119	+ 1.553

The number of employees in Belgium on 31 March 2011 amounted to 21.110, of which:

Number	Description	%
13.003	men	61,59 %
8.107	women	38,40 %
15.912	clerks	75,37 %
5.198	workers	24,62 %
16.561	fulltime	78,45 %
4.549	parttime	21,55 %
13.929	Dutch speakers	65,98 %
7.181	French speakers	34,02 %
14.061	in Flanders	66,61 %
5.668	in Walloon	26,85 %
1.236	living in Brussels	5,86 %
145	outside of Belgium	0,69 %

7.2. Salary costs and net salary in Belgium

	In EUR million	In %
Total salary costs	850,28	100%
Employer's NOSS contributions and insurance	187,70	
Gross remuneration of Belgian employees	662,58	77,92%
Employees' NOSS contributions	74,24	
Withholding tax	126,83	
Net salaries	461,51	54,28%

The employees receive EUR 461,51 million net, or 69,65% of the gross salaries of EUR 662,58 million. The employer NOSS contributions and other statutory insurance amounted to EUR 187,70 million. The total annual cost of the Colruyt Group salary mass amounted to EUR 850,28 million (EUR 662,58 million + EUR 187,70 million). Of this sum, the employees received EUR 461,51 million or 54,28% net. During the 2010/2011 financial year, the Colruyt Group transferred an amount of EUR 261,94 million (EUR 187,70 million + EUR 74,24 million) to the Belgian Office for Social Security.

Section 2: Mission and values of the Colruyt Group

7.3. Contributions paid to the Belgian Treasury

The total contribution transferred to the Belgian Treasury represents 54,95% of the added value generated by the Colruyt Group in Belgium. This added value equals the operating income less the cost of goods sold less services and miscellaneous goods, or EUR 1,46 billion in Belgium.

	In EUR million
Social Security	261,94
Withholding tax on salaries	126,83
Corporation tax on profits	145,75
Difference between payable and deductible VAT	243,61
Withholding tax on income from moveable assets	14,02
Withholding tax on income from property	6,28
Provincial and municipal taxes and other federal taxes	4,29
Total	802,72



3

Section 3: Activities



1. Division in segments

1.1. Retail

77% of group revenue

This segment includes all stores and web shops operated by the group itself.

Belgium + Luxembourg:

- Colruyt, OKay, Bio-Planet, DreamLand and DreamBaby stores.
- web shops such as ColliShop and Cookozi.
- acquired supermarkets pending integration.

France:

- Colruyt, Coccinelle (operated by the group itself) and DreamLand stores.

1.2. Wholesale and food service

17% of group revenue

Belgium:

- Spar Retail: supplies the independent stores Spar and Eurospar.
- Collivery and Foodinvest: home delivery, food service and export.
- Alvocol: supplies members of the purchasing group Alvo.

France:

- Codifrance: supplies affiliated stores of Coccinelle, CocciMarket and Panier Sympa as well as independent storekeepers.
- Pro à Pro Distribution: food service for the hotel, restaurant and catering sector and large-scale consumers.

Codi-France and Pro à Pro Distribution are grouped under the holding company SA Colruyt France, which groups all activities of the group in France.

1.3. Other activities

7% of group revenue

- DATS 24: petrol stations in Belgium and France
- Symeta: print & document management
- Intrion: engineering
- WE-Power: renewable energy

Section 3: Activities

1.4. Corporate activities

Colruyt Group Services combines all support services, including IT, processes and systems, central administration, accounting and finance, environment, personnel, communication, real estate and expansion.

1.5. Geographic segmentation

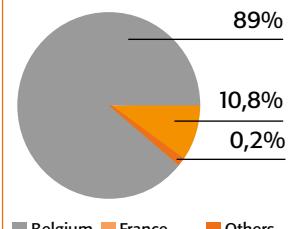
As is apparent from the above, our retail activities are mainly located in

Belgium, France and Luxembourg. In addition, support services are also located abroad.

- France: retail, wholesale, food service, DATS 24, engineering
- French overseas territories: wholesale
- India: own IT department
- Luxembourg: retail, re-insurance company
- Netherlands and the United Kingdom: engineering

The list of all companies included in the consolidation can be found on page 122.

Geographical split of sales



2. Real Estate

2.1. Integrated Colruyt Group stores

	10/11	09/10	08/09	07/08	06/07
BELGIUM + LUXEMBOURG					
Colruyt (1)					
- number of stores	217 (2)	214	206	201	194
- m ²	325.281	316.601	301.731	291.074	281.651
OKay					
- number of stores	74	66	57	50	43
- m ²	39.074	33.501	27.814	23.509	18.964
Bio-Planet					
- number of stores	7	6	5	4	3
- m ²	5.200	4.400	3.708	2.958	2.318
DreamLand					
- number of stores	40 (3)	37	37	34	30
- m ²	66.388	63.215	58.346	52.114	46.125
France (4)					
Colruyt					
- number of stores	47	41	38	34	28
- m ²	44.610	38.640	35.300	30.775	24.687
Coccinelle					
- number of stores	7	7	9	11	16
- m ²	3.452	3.452	4.247	5.067	7.865
DreamLand					
- number of stores	2	1			
- m ²	3.953	1.954			

(1) Since the previous financial year, we no longer count the drink centres, located on the same site as a Colruyt store, as a separate store.

(2) On 31 March 2011, four Colruyt stores were closed in connection with a renovation (on 31 March 2010, three stores were closed). Therefore, they are not included in the total. However, our store in Luxembourg is included in this total.

(3) of which: 34 DreamLand (62.942 m²) and 6 DreamBaby (3.446 m²).

(4) For France, this concerns the situation as at the end of the financial year on 31/12.

Section 3: Activities

2.2. Distribution centres and administrative offices

	m²	number
Production /distribution centres		
Belgium (1)	455.096	16
France		
GMS (2)	47.420	2
RHD (3)	83.059	24
Redistribution platforms	13.014	18
Administrative buildings (office floor space)		
Belgium	114.309	22 sites (1)

((1) including Symeta, Vlevico and intrion (2) GMS: Grandes et Moyennes Surfaces (large and medium-sized surfaces)
(3) RHD: Restauration Hors Domicile (restaurant and catering trade)



The group created 65.000 m² new storage space.

Section 3: Activities

3. Retail

3.1. Colruyt



Overview of Significant Data on 31.03.2011

(in EUR million)	Financial year 10/11	Financial year 09/10
Revenue (1)	4.690,90	4.409,30
Growth of revenue	+ 6,4 %	+ 6,3 %
Sales surface area Colruyt stores	325.281 m ²	316.601 m ²
Additional sales surface area (+ 2,74 %)	8.680 m ²	14.870 m ²
Number of points of sale (2)	217 (3)	214 (3)
Of which wholly or partially leased	21	28
Land surface area	1.935.185 m ²	1.870.087 m ²
Gross built surface area	482.004 m ²	474.365 m ²
Personnel employed on 31.03 (4)	15.591	14.694
Number of employees on 31.03 (full-time equivalents) (4)	14.617	13.777

(1) Including the revenue of the web shops (Collect&Go, Bio-Planet, ColliShop, Cookozi, DreamLand and DreamBaby) realised by the Colruyt stores.

(2) Including the stores in Luxembourg.

(3) On 31 March 2010, four Colruyt stores were closed due to a renovation. Therefore, they are not included in the total.

(4) Store personnel and personnel employed in the distribution centres and in the administrative departments for sales.

Colruyt is well known for its low prices and no-nonsense discount policy. We reduce costs to the minimum with the plain furnishing of the stores, not having music in the stores, efficient and economical lighting, heating, cooling, etc. The working methods are designed in such a manner to work as efficiently as possible and reduce costs. At Colruyt, customers can always count on skilled and service-oriented personnel.

Basic guarantee: lowest prices

As in the past 30 years, Colruyt continued to consequently and transparently carry out a lowest prices policy in the past financial year. Our commitment is crystal clear: we guarantee the consumer the lowest price in all categories, for each product and at all times.

The prices bureau closely examines all of the brochures of competitors and our price monitors record in their stores approximately 44.000 prices every day. We compare these prices to our prices and make adjustments where necessary. In the pricing, we take into account all possible advantages such as savings campaigns and loyalty programmes.

We even react immediately to competitors' promotional campaigns that are suddenly announced.

The cheapest in all product categories

Our supermarkets offer national brands as well as various house brands including one or several discount brands and fresh products, with and without a brand.

- The prices of the national brands are the lowest in comparison to the prices in other stores.

- We compare our own brands with the house brands in other stores. We take the products that can substitute each other and recalculate the price if it concerns a different volume.

- In the same manner, we compare our products with the logo 'Cheapest in this product range' to the discount products of other stores.

- We compare meat, vegetables and fruit per type and also recalculate.

By using this method, Colruyt is always the cheapest, both for each individual

product category and for an average shopping caddy with products of several categories.

Moreover, we have also invested in a higher quality of our own brands in recent years, so that these are also comparable to the brands of our competitors in this area.

Price differences and communication

In the course of the financial year, the large Belgian retailers implemented several price cuts, which were supported by large-scale communication campaigns. Nevertheless, Colruyt clearly remained the cheapest, as we systematically adjusted our prices to the prices of the competition. For example, depending on the region, Colruyt remains, on average, 7 to 10% cheaper than the other stores.

In our communication, we emphasised different aspects:

- In the spring, we repeated the familiar message that we guarantee the lowest prices with our well-thought out and constantly improved system of price monitoring and price adjustments.

Section 3: Activities



The labels now also state why a product is given a red price.

- In the fall, we emphasised that we can offer the lowest prices by avoiding unnecessary costs, for example, by opting for shopping carts without a coin lock, to store the stock above the aisles and to have the store sign lighting burning for a shorter period. In this manner, we also make it clear that the lowest prices are not at the expense of quality, employees or suppliers.

- In the beginning of December, we launched our Price Barometer, a further development of the Price Index that had already existed for two years. The **Price Barometer** clearly shows how much clients save when they shop at Colruyt and not at other stores in their area. To this end, we compare for each Colruyt store the prices on a specific day of 500 to 4.000 products with that of the stores of Delhaize, Carrefour, Lidl and Aldi in the surrounding area. The comparisons result in a general percentage price difference that can be found on our website and is regularly printed on the cash register slip. This method has been certified by the independent institute Quality Control.

In order to make the advantage even more concrete, we also regularly simulate how much an average family

would spend additionally annually in stores that are 5, 10 or 15% more expensive.

Why red price labels?

Colruyt launched the **Red Prices** and corresponding red price labels 30 years ago, both for its own special offers and for reactions to the special offers of competitors. Since 2010, we also state on the price labels why a product has been given a Red Price, with the statement 'Reaction to promo competitor' or 'Red Price Colruyt folder'. With this extra bit of communication, we confirm to customers again that we react effectively to all special offers of competitors and that they can always be assured of the lowest price.

Sales and surface areas

The Colruyt stores realised sales of EUR 4.690,90 million, a 6,4% increase compared to the previous financial year. In the last quarter of the calendar year 2010, the market share exceeded 25% for the first time. Over the whole year 2010, a market share of 24,48% was realised (source: Nielsen).

Colruyt opened five new stores and renovated or enlarged 11 existing stores. On 31 March 2011, there were

216 stores in Belgium and one store in Luxembourg. Four stores were closed temporarily for renovation. The average sales surface area of a Colruyt store is 1.400 m². The total sales surface area amounted to 325.281 m² at the end of the financial year, which represents an increase by 8.680 m² or 2,74 % compared to the previous financial year.

Just as in previous years, it remains our aim to expand the sales surface area each year by 14.000 m² through a combination of new stores and renovations.

Investing in steady growth

Loyal to tradition, Colruyt continues to opt for steady and well-considered, sustainable growth. Therefore, the growth rate does not only depend on the availability of suitable locations. We also want to be certain that a new store offers all that which Colruyt stands for as from the first day. Because we want to have skilled and service-oriented personnel, we continue to invest strongly in recruitment, education and training.

Of course, growth must be supported by central services such as purchasing,

Section 3: Activities

logistics and communication. This is why we have also invested considerably in IT, software development and infrastructure in recent years. For instance, in 2010, we took a new distribution centre into use in Lot of 24.000 m² and we also acquired an additional 44.000 m² in Halle.

Collection service Collect&Go on its way up

Colruyt launched Collect&Go in 2000. Collect&Go is a service whereby the customer orders his shopping online. The Colruyt store of his choice prepares the order and the customer picks up his shopping at the collection point at the store. This service realised a strong growth and opened ten new collection points each year, with in total 118 at the end of the financial year.

Due to the success of the service, more and more collection points have reached their maximum capacity. In order to be able to serve more customers, the collection hours were expanded (11 am - 1 pm and 3 pm - 8 pm) and were made the same in all collection points.

As this was also not always sufficient, E-logistics was called in, a group company that provides logistic services to third parties from a distribution centre in Zaventem.

The orders for seven collection points are prepared in this distribution centre, so that these can serve twice as many customers. The orders are prepared more efficiently in the

distribution centre, while at the same time more space is made available for the customers.

Collect&Go also opened two collection points that were not connected to a Colruyt store, along entrance roads in Zaventem and Haasrode. As a result, the service makes it possible for more people to collect their shopping after work on the way home.

Open for 4 hours longer

Since October 2010, all stores open at 8:30 am, a half an hour earlier than previously. On Saturday, they remain open one hour longer up to 8 pm. On Friday, most stores were already open to 9 pm, a closing time that now applies to all stores. From surveys, it appeared that many customers would appreciate longer opening hours, in order to make more efficient use of their time. For instance, people can now shop after they have dropped their children off at school in the morning.

1.6 million unique flyers

Since October 2010, we send 1.6 million customers a personalised flyer every 14 days 'Selection for you', which is unique in Europe. The digitally printed flyer contains a personal selection of special offers that we think will interest the customer the most.

This customised communication provides added value for all parties involved. The customer is able to find special offers that really interest him more easily in a compact flyer and he is thus able to shop more efficiently.

As a result, he can easily profit from a few percentages additional discount. In practice, the flyer turns out to work effectively: customers receive fewer special offers than before; however, they make more use of the offers.

Our suppliers can introduce new products more efficiently among specific target groups. Finally, Colruyt saves on paper, printing and postage costs and thus combines cost consciousness with environmental consciousness.

**Evolution of the market share of Colruyt stores in Belgium.
(calender year)**

2004	18,62 %
2005	19,80 %
2006	20,61 %
2007	20,99 %
2008	22,46 %
2009	23,37 %
2010	24,48 %

Concentrated detergent

Since the beginning of 2011, Colruyt only sells (super) concentrated detergents, both of its own brand and of national brands. These contain twice to three times less water than diluted products and are just as effective. The smaller packaging is more practical in use and is better for the environment. Between the beginning of the transition at the beginning of 2009 up to the beginning of 2011, 133 tons of plastic packaging waste and 235 truck transports were avoided. Moreover, less transport results in a substantial cost reduction, and due to the smaller packaging more

All stores open at 8:30 am, a half an hour earlier than previously.



Section 3: Activities

space became available in the stores for other products. This story illustrates perfectly how we can exert a positive influence on the market together with customers and suppliers.

From castration to vaccination

Since the beginning of 2011, Colruyt, as the first Belgian supermarket, only sells the meat of vaccinated pigs. Just as is the case with castration, vaccination stops the hormone production, so that the meat does not have a strong smell when it is fried. Vaccination is the most animal-friendly solution as it causes less stress, infections and premature death.

In connection with animal welfare, in recent years, we tested alternatives such as castration under anaesthetic, but this was not satisfactory. The vaccination Improvac received the green light from Europe in 2009. In cooperation with abattoirs, suppliers and breeders, we tested it on 2600 animals with regard to effectiveness, safety, convenience, cost-effectiveness and influence

on the end product. The results were positive and after extensive consultations with and between all parties, we asked all of our breeders to switch to vaccinating.

The first animals were vaccinated in 2010, which was received positively by animal rights organisations and the public opinion. The farmers' organisations were concerned about sales possibilities mainly because a number of German retailers first distanced themselves from vaccination. However, the sales problem did not materialise as other purchasers accepted the vaccinated animals. With our decision, we accommodate the wishes of the consumer who considers animal welfare to be more and more important. In addition, Europe will prohibit non-anaesthetized castration as from 2012, and will prohibit castration completely as of 2018.

Pig crisis

The Belgian pig breeders have been

suffering from low market prices in recent years, which are, for that matter, largely determined in Germany. Moreover, the German dioxin crisis at the beginning of 2011 put additional pressure on the prices and the price of animal feed rose. We decided to temporarily support the pig farmers, together with the farmers' organisations, animal feed producers and abattoirs. Between 18 January and 11 February 2011, our suppliers received a temporary extra compensation of five euros per pig.

The cooperation between several links in the meat chain was generally regarded as unique and exemplary. However, such incidental measures do not provide a structural solution. The meat prices problem must be dealt with on a European level and we advocate a sustainable restructuring of the sector on the long term.



Colruyt has strong ties with its customers.

Section 3: Activities

3.2. OKay and Bio-Planet



Overview of Significant Data on 31.03.2011

(in EUR million)	Financial year 10/11	Financial year 9/10
Revenue (1)	418,0	352,0
Growth of revenue	+ 18,7 %	+ 19,3 %
OKay		
Sales surface area	39.074 m ²	33.501 m ²
Number of points of sale	74	66
Of which wholly or partially leased	10	9
Additional sales surface area	5.573 m ²	5.687 m ²
Additional sales surface area (%)	16,6 %	20,4 %
Personnel employed	1.056	933
Number of employees (full-time equivalents)	994	876
Bio-Planet		
Sales surface area	5.200 m ²	4.400 m ²
Number of points of sale	7	6
Personnel employed	157	140
Number of employees (full-time equivalents)	147	130

(1) Including the revenue of ColliShop and DreamBaby realised by the OKay and Bio-Planet stores

3.2.1. OKay

OKay caters to the growing need of active people to organise their lives efficiently. At OKay, they will easily be able to do all their (daily) shopping, with certainty regarding choice, price and quality. In this manner, the customer saves time, money and effort and he will be able to enjoy life more.

The stores are integrated in the centres of villages and municipalities so that customers can avoid traffic jams and driving long distances. The long opening hours and the car park ensure good accessibility. The compact stores (400 to 650 m²) are structured logically, the targeted product range is offered in a clear and accessible manner. OKay is strong in fresh products and also offers fresh bread.

OKay stands for friendly service and guarantees the lowest prices in the neighbourhood. The prices are compared to the prices of the stores in a range of a number of kilometres around the

point of sale on a daily basis. Should a customer nevertheless find a lower price, then the difference is paid back to the customer and the price is adjusted immediately.

Development

- OKay continues to show strong growth. Eight new stores were opened in the past year: Passendale, Pittem, Tongerlo, Moerbeke, Welle, Vollezele, Jette and Knesselare. In addition, three stores were renovated and enlarged from 400 to 600 m²: Boutersem, Affligem and Stekene. OKay had 74 stores at the end of the financial year.
- OKay and Bio-Planet combined realised a sales growth in the past financial year of 18,7 % and employ approximately 1.215 employees.

- In the beginning of 2011, OKay was nominated 'Trends Gazellen Ambassador' for the fifth year in a row, as the fastest growing company in the category 'Large companies of Flemish-Brabant'.

- This sustainable growth is evidence of the increasing importance of proximity for the store choice and confirms the social function of neighbourhood stores.

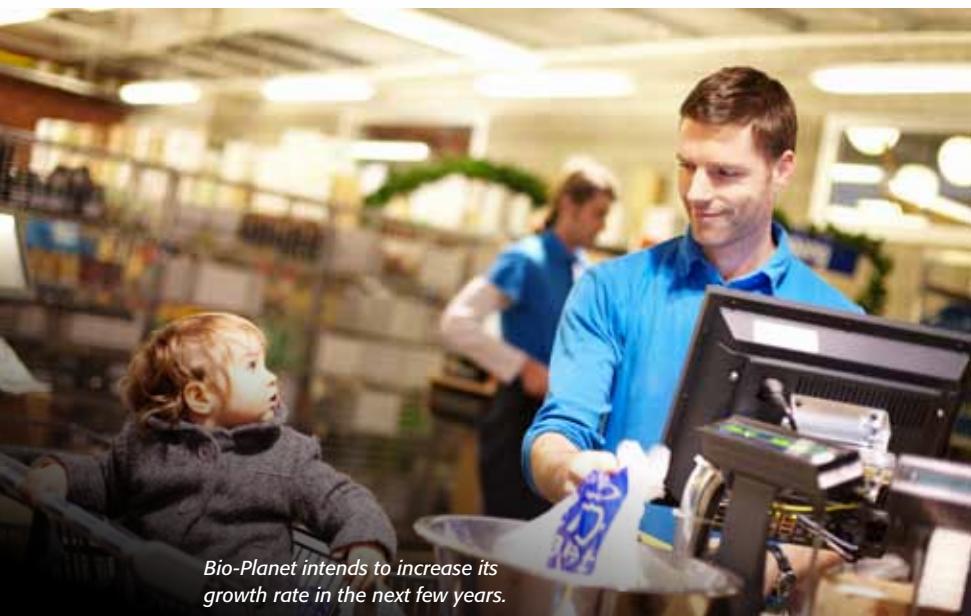
Outlook

- We plan to open eight new stores in 2011/2012. Renovations of existing stores are also planned for the coming years. OKay sees a potential of 150 to 170 stores in Belgium in the future, more than twice as much as the current number.

- OKay plans to relocate its administration to its own office building in Lot at the end of 2011. This relocation provides OKay with room for further growth and the further development of its own identity within the Colruyt Group.

- In order to accommodate this growth, OKay plans to hire 120 to 150 new employees in this financial year.

Section 3: Activities



3.2.2. Bio-Planet

Bio-Planet embodies the sustainable business practices of the Colruyt Group as no other label. The retailer brings over 7.300 biological and ecological products with less of an environmental impact within everyone's reach. Ranging from vegetables, bread and meat to pastas, cheeses and vegetarian specialities and to supplements and cleaning products and cosmetics.

Bio-Planet operates in a sustainable manner and opts for the most environmentally friendly solution wherever practical and economically feasible, such as bio-cotton work clothes, natural paint and recuperation materials.

Customers who do not have a Bio-Planet near by, can order more than 3.500 of our products online and pick up their products in a Colruyt store of their choice within four days.

Development

- On 31 March 2010, Bio-Planet had stores in Kortrijk, Gent, Dilbeek, Turnhout, Mechelen, Bruges and Leuven.
- The opening of Bio-Planet Leuven at the end of 2010 was a unique event for Belgium. The low energy store complies with very stringent isolation standards. It was built with nearly the same building budget as our other locations, but it is even more energy efficient. In addition, 90 percent of the necessary electricity is generated using solar panels. We

invested EUR 112.000 in a study budget and also applied the technology and materials in other group stores.

The wooden frame construction is practically completely airtight and equipped with an extra insulating green roof and a ventilation system with heat recuperation. The heating is twice as economical as the heating in other stores and the new cooling system consumes 60% less energy. The lighting is 10% more economical, also due to GPS steered skylights on the roof that allow maximum day light to shine in.

- The Belgian bio-market has experienced a gradual, sustainable growth in recent years, also due to an improved product range and because, increasingly, people are making a conscious choice for bio.

According to VLAM, a sales record of EUR 421 million was realised in 2010, 20% more than in 2009. That year, the market had already grown by 12%. In 2008, the growth even amounted to 29%.

The previous sales record dates from 2002, when the demand for bio was stimulated by the subsequent food crises. As from 2003, demand began to decrease and then to increase again as from 2006.

Outlook

Bio-Planet will celebrate its 10th anniversary in August 2011. We see a total potential of 20 stores in Belgium. In order to realise this, we will increase the growth rate in the next few years.

Own brand: Bio-time

The Colruyt Group has offered bio-products under the brand name Bio-time since 2005. The products bear acknowledged guarantee labels and make bio accessible for a wider public with their excellent price / quality ratio. The product range includes over 250 products and continues to grow. Bio-Planet and the larger Colruyt stores offer the complete product range. A selection is also available at the smaller Colruyt stores, OKay and Spar.

Section 3: Activities

3.3. Specialised non-food activities (DreamLand, DreamBaby, ColliShop and Cookozi)



Overview of Significant Data on 31.03.2011

(in EUR million)	Financial year 10/11	Financial year 09/10
Dreamland and DreamBaby (Belgium + France)		
Revenue	214,8	196,2
Growth of revenue	+ 9,5 %	+ 11,3 %
Sales surface area	70.341	63.215
Number of points of sale	42	38
Of which wholly or partially leased	17	17
Additional sales surface area	7.126	6.475
Additional sales surface area (%)	+ 12 %	+ 11,1 %
Personnel employed	881	807
Number of employees (full-time equivalents)	847	774

The specialised non-food labels of the Colruyt Group are the physical stores DreamLand and DreamBaby, the web shops by the same name and the web shops ColliShop and Cookozi. Whoever orders online, can collect his goods in nearly 300 Colruyt and OKay stores or have the goods delivered. The web shops publish a paper catalogue once or twice a year, whereas one fifth of the product range changes and can only be viewed on line.

Development of the group

- The DreamLand group realised sales of EUR 214,8 million in the financial year 2010-2011, an increase of 9,5 %.

- We took a new distribution centre into use in Lot of 35.000 m², sufficient to accommodate the growth in the coming years.

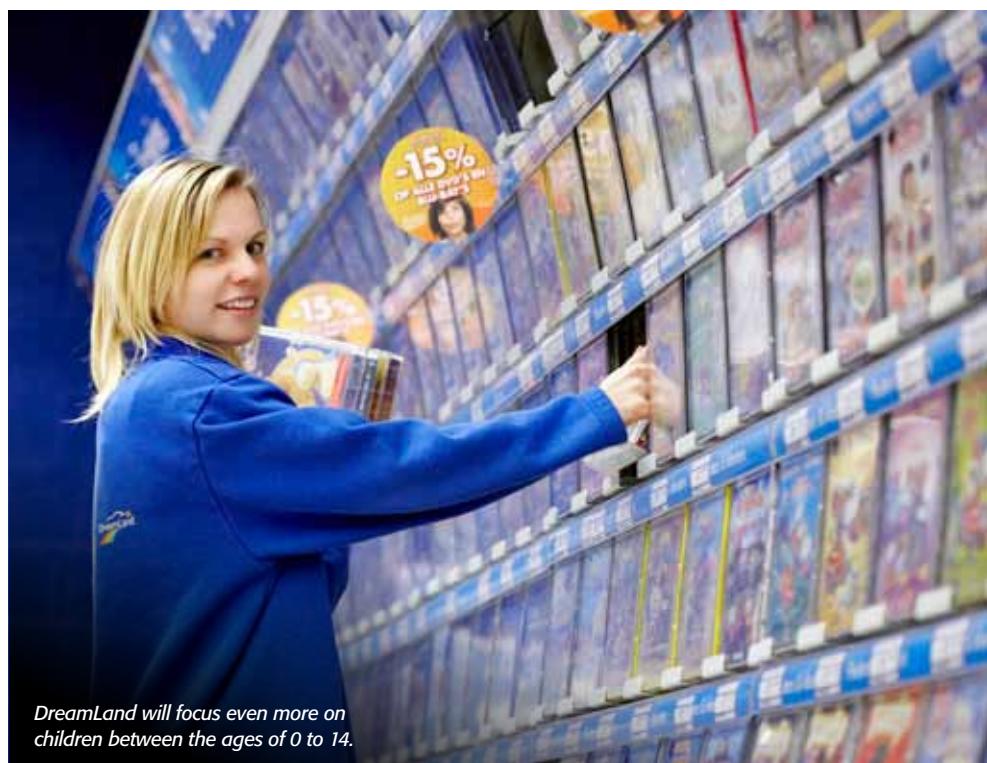
- The office in Hong Kong hired a second employee. We have increased our efforts for safe toys. After investments in research and close cooperation with the manufacturer, we can now offer, for example, floor puzzles that are guaranteed free of formamide and solvents. We thus are anticipating European legislation that will come into effect in 2013.

3.3.1. DreamLand

DreamLand targets children from age 0 to 14, with a wide range of indoor and outdoor toys, books, games, multimedia, school materials, sports, etc. Ten times a year, the stores are decorated in accordance with an event such as carnival, Easter and Halloween. DreamLand uses the slogan: 'The widest choice at the lowest price'.

Whoever buys a product and sees it priced lower elsewhere in the same period will be paid back the difference.

- DreamLand opened a new store in Diest and the first third-generation store in Veurne, which is even more tailored to children and displays the product range even better. DreamLand Douai opened the second store in



Section 3: Activities



Cookozi: first new brand under the wings of the familiar ColliShop.

France in June. The concept is a success because it fills the empty space between the large hypermarkets and the small specialised stores. We are tailoring the stores more to French culture step-by-step.

- In the next financial year, DreamLand plans to open new stores in Lier, Drogenbos and Halle. Colruyt, DreamLand and DreamBaby will be located next to each for the first time in Lier. In Halle, there will be both a store and showroom for the web product range.

3.3.2. DreamBaby

The complete baby store DreamBaby has six flag stores and separate departments in most of the DreamLand stores. A strong point is the online baby gift list, due to the high degree of convenience for the customer and for the givers.

- DreamBaby made its online baby gift list even more user friendly and started with information evenings.

- At the end of 2011, we will start removing the DreamBaby departments out of the DreamLand stores and house these in separate stores. The target is to open 20 stores in Belgium. The new concept will also be introduced in France in the next financial year.

3.3.3. ColliShop

The web shop ColliShop offers 10.000 products for the lowest price, with strong product ranges such as Bed & Bath, Care & Support and On the road.

- In 2010, we speeded up the already initiated transition to a new business model. Collishop terminated a number of product ranges, in order to launch these more broadly on the market under another or a new brand. For instance, the toys went to DreamLand and the product ranges 'At the Table' and 'Garden Pleasure' went to the new web shop Cookozi. Cookozi focuses on the pleasure of cooking together, dining and enjoying life both inside and outdoors. Cookozi has everything for the everyday cook and for the ambitious hobby cook, from frying pans to table linen to garden chairs. Cookozi is a fully-fledged brand, with its own inspiration book and showroom in Halle.

- The splitting up of ColliShop is being continued further. The remaining product ranges will be given a new brand name, identity and web shop by the end of 2011. The familiar name 'ColliShop' will remain for the joint service provider that provides services, customer services and guarantees.

3.3.4. B2B

The B2B division offers professional

customers an exclusive B2B product range in addition to the retail product range. This division is strong in loyalty and incentive programmes for customers and personnel. Turnover and the contribution of the B2B activities are included in the wholesale segment.

More cross-channel sales

Over 70% of the purchases at ColliShop are made online and we continue to invest strongly to further stimulate internet sales. For example, the new web shops have been specifically designed to support the online purchasing process. The intention is to strengthen the cross-channel sales, so that web shop, store and catalogue complement each other perfectly. The customer can easily switch at each moment in the purchasing process between the three channels. Become inspired by the catalogue, compare online and order directly; online, by telephone or ask advice in the store; examine the article closely in the store; collect the article at the store or have it delivered to your home. In order to support the purchasing process as well as possible, we extended the structure of the web shop into the store and the catalogue. We have reserved the necessary time to adapt the stores and the training of the employees to the new concept.

Section 3: Activities

3.4. Food retail stores in France



Overview of Significant Data on 31.12.2010

(in EUR million)	Financial year 2010 (1)	Financial year 2009 (1)
Revenue (+9,6%)	163,8	149,4
Sales surface area	48.062 m ²	42.092 m ²
Additional sales surface area (+14,18%)	5.970 m ²	2.545 m ²
Number of stores	54	48
Of which wholly or partially leased	4	4
Personnel employed	1.045	895
Number of employees (full-time equivalents)	760	661

(1) The French companies end their financial year on 31 December.

S.A. Codi-France operates the integrated neighbourhood supermarkets Colruyt and the neighbourhood stores Coccinelle in the Northeast of France. The French Colruyt concept is based on the Belgian concept and offers, for example, identical house brands such as Bio-time, Kelvin and Everyday Selection (premier prix). The brands Belle France (over 1.200 food products) and Les Délices de Belle France (regional products) have been developed specifically for the French market.

In view of the strongly different market situation, Colruyt profiles itself with 'Prix-Qualité'. At the same time, the label guarantees the lowest prices for all national brands and for comparable products in all Colruyt stores since the beginning of 2009. This concept is becoming increasingly well known and is one of Colruyt's strongest trump cards together with the premier prix product range. Finally, the integrated Colruyt butchers with their exclusive offer of Charolais beef is very popular with the French consumer.

Development

Due to the intense competition, the French retail market has experienced strong price pressure in recent years, in particular in the national brand segment. As a consequence of this deflationary situation and the economic crisis, revenues came under further pressure in 2010. The Colruyt and Coccinelle

stores combined realised an increase in volumes in 2010 in a stagnating market, resulting in sales of EUR 163,8 million (compared to EUR 149,4 million in 2009) or an increase by 9,6%.

Six new Colruyt stores were opened during 2010. At the end of the year, there were 47 Colruyt stores and seven Coccinelle stores.

- At the end of 2010, the total sales surface area of Colruyt and Coccinelle amounted to 48.062 m² compared to 42.092 m² at the end of 2009. - Codi-France employed 1113 employees (or 848,1 in full-time equivalents), compared to 1017 employees at the end of 2009 (or 764,3 in full-time equivalents). Of which 1045 worked for the retail activities (760 in FTE).

Disval Silor SA merged with Codi-France SAS on 1 January 2011. In this manner, one operational entity was created for all the French GMS* activities; with besides the operation of integrated stores and butchers also the operation of the petrol stations DATS 24 and the supplying of independent storekeepers (see page 40).

- In 2011, four new DATS 24 petrol stations will open at Colruyt sites, an extra service which benefits the customer loyalty at Colruyt.

Outlook

- Colruyt continues to invest in its lowest prices policy.

- At least five new stores will be opened in 2011. In addition, one existing store will be renovated and at least three acquisitions are planned of stores belonging to other labels.

- It is the intention to accelerate the development of the store activities in the coming years in the regions Centre and Grand Est (from Lorraine to Lyon), with the target of opening five to ten new stores a year.

* GMS: Grandes et Moyennes Surfaces (large and medium-sized surfaces)

3.5. Subsidiaries and support services that mainly work for the retail activities in Belgium

- **Vlevico NV** processes and packages meat products for the fresh meat, frozen meat and meat products departments of Colruyt and OKay. Since October 2010, Vlevico also manages the Antwerp-based food company **Enco**, which supplies both internal retail customers and food service customers. Vlevico and Enco combined employed 750 employees at the end of the financial year. **Waldico NV** operates the distribution centre in Ghislenghien. Goods are stocked and distributed

Section 3: Activities



Colruyt France plans to open five to ten new stores each year.

there and the production units (for wine bottling, coffee roasting and rice packaging) and the installations for empty containers and the rinsing installations for reusable wine bottles are located there. Waldico employed 772 employees at the end of the financial year.

Walcodis NV will operate the future distribution centre in Ollignies.

The company Davytrans NV carries out the transport activities for the Colruyt Group.

- The other subsidiaries are companies that were acquired from third parties in the course of previous years and that are directly connected to the retail trade; this mostly concerns the acquisition of existing stores.

The real estate owned by the Colruyt Group in Belgium is managed by a number of real estate companies.

- The Colruyt Building Team and Technical Team manages all technical aspects of buildings, machinery, rolling stock, energy, environment, etc. The division is active in the whole of Belgium and is also responsible for the DreamLand stores in France. Completely in line with the group strategy, BTTC consistently looks for the most sustainable and cost-efficient solutions to optimise operations. Because of the in-depth knowledge of the business BTTC can operate efficiently. The division often develops unique customised solutions, such as ingenious energy measurement systems for all buildings and an ergonomic shopping cart for Colruyt, which has also attracted the interest of foreign distributors.

The 980 employees (mainly technicians and engineers) provide a full-service package: from study, design, purchase, construction and installation to maintenance and repair.

In the event of new construction or renovation of existing buildings, for example, the division takes care of the whole construction process. An excellent example of their own work is Bio-Planet Leuven, the first low energy store in Belgium. The garage, in turn, carries out the maintenance of the rolling assets, in accordance with stricter standards than the official testing. In this manner, vehicles remain in good condition longer and can always be employed optimally. The energy specialists are pioneering with a hybrid truck, the production of green hydrogen and other forms of sustainable energy.

Section 3: Activities

Web shops of the Colruyt Group

ColliShop

10.000 non-food products at the lowest price, delivered three days after ordering in a Colruyt or OKay store.

www.collishop.be

Cookozi

New brand with the former ColliShop product range 'At the table' and 'Garden pleasure'. Focusing on the pleasure of cooking together, dinning and enjoying life.

www.cookozi.be

DreamLand

Broader product range of toys and games than the paper catalogue, to be collected at Colruyt and OKay. www.dreamland.be

DreamBaby

1.600 products for babies and young parents, delivered within five days at Colruyt, DreamLand or DreamBaby stores. The online baby gift lists are very popular.

www.dreambaby.be

Bio-Planet

3.500 biological and ecological products, delivered in a Colruyt store within four workdays after ordering.

www.bioplanet.be

Collivery

A wide selection of retail products and a range of wholesale products. Collivery delivers on location directly to companies, clubs, professional kitchens, schools, hospitals, etc.

www.collivery.be

Collect&Go (Colruyt)

The complete range of food products (including fresh produce, meat and frozen products) and a selection of Colruyt non-food products. Order online and pick up the items at over 100 Colruyt stores.

www.collectandgo.be

Exclusive wines (Colruyt)

More than 1.000 wines in addition to the product range in the store, delivered within three working days in a Colruyt store.

wijn.colruyt.be

Fuji Photo Service (Colruyt)

Fuji prints digital photographs on many different carriers: albums, canvas, greeting cards, mouse mats, T-shirts. To be picked up in a Colruyt store selected by the customer.

colruyt.fujiprint.be

Butcher (Colruyt)

After ordering online, the customer can pick up his meat order as from the next day at the store butcher. A popular site during holiday periods.

beenhouwerij.colruyt.be

Colruyt B2B

Combines all services for professionals: Collivery, the Colruyt debit card, the wholesale rate, ColliShop B2B and DATS 24.

[www.colruyt.be > b2b](http://www.colruyt.be/b2b)



Section 3: Activities

4. Wholesale activities

4.1. Wholesale trade in Belgium

Overview of Significant Data on 31.03.2011

(in EUR million)	Financial year 10/11	Financial year 09/10
Revenue (+10,9%)	676,7	610,2
Personnel employed (1)	1.045	951
Number of employees (full-time equivalents) (1)	1.009	921

(1) excluding temporary employment contracts



The market share of Spar Retail rose to 3,31% in 2010.

The wholesale activities in Belgium are carried out by Spar Retail NV (deliveries to independent storekeepers), Collivery NV and Foodinvest NV (food service, home delivery and export) and Alvocol NV (deliveries to independent storekeepers).

4.1.1. Spar Retail



As the most important Belgian licence holder of the Spar formula, Spar Retail supplies independent Spar Express, Spar and Eurospar stores since 2003. The head office in Ternat provides for the purchasing, accounting, sales, expansion, marketing, construction and

technology and legal affairs. The distribution centre, the help desk and the printing company are located in Heist-op-den-Berg.

Spar Retail's mission is to lead its partners expertly and dedicatedly to sustainable growth and success, in short, to be the best independent storekeeper organisation in the country.

The store range contains three concepts: Spar Express for additional shopping, Spar (300 to 700 m²) for daily shopping and Eurospar (as from 700 m²) for the weekly shopping. The stores capitalise on the need for a 'neighbourhood store' that offers quality in fresh produce, personal

contact and high-quality service. This accessible store is part of the neighbourhood and has a low threshold in price. Professional and dedicated storekeepers add their own touch that makes their store unique.

Development

Five new stores were opened in the past financial year and the stores were further streamlined. 18 stores with a too low potential were closed, of which eight are still supplied as independent clients. At the end of the financial year, there were 246 points of sale (including three Spar Express stores).

Spar Retail is gradually increasing its market share, its sales per square meter and its cost effectiveness, and this with fewer stores and a sales surface area that contracted further to 116.115m². This positive development was accelerated considerably during the past financial year. The total Spar wholesale trade realised a sales increase of 5,6%. Over the calendar year 2010, Spar attained a market share (1) of 3,31 %, compared to 3,21% in 2009.

The visibility of the stores was increased and the marketing communication was adapted. The flyer is no longer published every week but every two weeks, alternated with national print advertisements in which each time other storekeepers present strong special offers.

(1) Market share calculated based on the store types F1-F2-F3 (F1 wholesale distribution, F2 medium-sized supermarkets and small supermarkets, F3 small self-service stores and stores with traditional service.)

Section 3: Activities

Spar Retail had terminated the price investments and as a result its price level is now comparable to that of its main competitors. The organisation offers its independent storekeepers the best margin, so that they can further expand their business.

Since 2010, the independent storekeepers also have access to part of the educational and training programmes offered by the Colruyt Group with many training programmes for professional and personal development.

Outlook

The store portfolio has been further improved in 2011 with the opening of five new stores and the renovation of ten existing stores

In order to enable future growth and to increase efficiency, Spar Retail will group all of its central services at a recently purchased site in the industrial zone Mechelen-South. The distribution centre will be relocated in the spring of 2013, followed by the head office in 2014. The site ultimately offers a potential building surface of 50.000 m² (compared to 31.600 m² today) and 6.000 m² office space. The operation represents an investment of EUR 50 million.

Spar worldwide

- Spar was established in 1932 in the Netherlands as a first form of collaboration between independent storekeepers: 'Spar' stands for 'Door eendrachtig samenwerken profiteren allen regelmatig.' [= by working together in unison all will profit regularly]. With 12.150 affiliated stores in more than 34 countries, Spar has become the world's largest retail organisation that serves 11 million customers on a daily basis and realises total annual sales of more than EUR 29 billion. Spar International supports the national organisations from a central office in Amsterdam.

- There is a second licence holder in Belgium: Spar Lambrechts has 60 stores and adheres to its own policy, independent of Spar Retail.

4.1.2. Food Service



On the one hand, Food Service delivers supplies to professionals in the market for eating outside of the home. This concerns commercial catering such as hotel, restaurants, cafés, party centres and sandwich shops and social catering for companies, schools, hospitals, institutions, etc.

On the other hand, Food Service delivers supplies to various customers in the B2B sector such as grocers, food producers and seasonal customer that order large quantities for the end of the year or for other holidays. There are also many smaller and larger companies among the B2B customers that order food products for their cafeterias, such as drinks and individually packaged snacks.

Finally, Food Service also caters to retail customers such as self-employed persons and professionals. A number of limitations apply with regard to these retail customers in the manner of ordering, the product range and minimum quantities.

Collivery and the company Foodinvest, which was acquired in April 2010, offer a complete food service product range

and a very wide retail product range. There is an online and a paper catalogue, but we strongly stimulate the use of the Internet to order products.

Colex is the export division of Collivery. Colex makes deliveries on various continents by container or air plane and provides a total service package, including customs formalities and permits. We continue to focus on the delivery of retail products to retailers, wholesalers and supermarkets in Africa. In addition, we aim to develop more food service activities, also on other continents.

We are analysing the possible synergies with the French export division Pro à Pro Export, in order to realise operational integration.

Development

- The Foodinvest Group was acquired in April 2010, which is the third largest player on the Belgian food service market.

- In a generally stagnating market, the food service division still succeeded in realising a good sales increase.

- Collivery and Colex moved to new more spacious offices and a larger distribution centre of 15.000 m² in Lot. The extra space will improve the efficiency and enable further growth. Furthermore, the service has a distribution centre of 9.000 m² in Bornem and hubs in Gent, Antwerp, Machelen and Gembloux, from which the country is served.



In the summer, Collivery supplies many youth clubs that go to camps.

Section 3: Activities

Outlook

- Collierry and Foodinvest are working on a strategic plan and a complete integration of their resources, personnel and know how.

- We are examining possible synergies in purchasing and determining the product range between the Belgian food service and the French wholesale division Pro à Pro Distribution.

4.1.3. Alvo



The Colruyt Group has been collaborating successfully with Alvo, a Belgian purchasing group of independent supermarkets, since 2003. The joint company Alvocal NV is active in purchasing, delivery and logistics.

Approximately 55 affiliated companies are supplied from the Alvocal distribution centre in Bornem and the Spar distribution centre in Heist-op-den-Berg.

4.2. Wholesale in France

Overview of Significant Data on 31.12.2010

(In EUR million)	Financial year 2010 (1)	Financial year 2009 (1)
Revenue (-1,9%)	575,5	586,7
Personnel employed	1.660	1.620
Number of employees (full-time equivalents)	1.637	1.588

(1) The French companies end their financial year on 31 December.

Within the holding company Colruyt France, Codi-France supplies independent stores, whereas Pro à Pro Distribution is active in food service, 'RHD' or 'restauration hors domicile'.

4.2.1. Codi-France – deliveries to affiliated stores

The affiliated stores under the labels Coccinelle (9), Coccimarket (81) and Panier Sympa (124) are classified among the independent stores. They purchase goods and receive support with pricing, marketing, communication, etc.

On the other hand, there are approximately one thousand independent storekeepers without a label to which only deliveries are made. The independent customers are supplied from Châteauneuf-sur-Loire and Rochefort-sur-Nenon (Dôle).

4.2.2. Pro à Pro Distribution - food service (RHD)

Pro à Pro Distribution supplies food products to hotel and catering companies (restauration commerciale) and large kitchens in hospitals, schools, the army and company cafeterias (restauration sociale) throughout France. Through a buy-and-build strategy, the group acquired 15 local distribution

companies in recent years. As a result, PAPD now guarantees national cover in dry foods and fresh products.

PAPD is also active in food service overseas, with branches in the Dom-Tom areas, Guadeloupe, Martinique, Ile de la Réunion and French Guyana.

Development

- The segment affiliated stores continued to experience fierce competition and price pressure in 2010. Nevertheless, an increase in sales of more than 8% was realised in this difficult market.

- Food service experienced a transitional year. Food service worked hard on the integration of the many acquisitions, which also entailed restructuring costs. In order to be able to focus completely on supplying, the Codi-Cash self-services stores for independent storekeepers were disposed of in the past financial year. In addition, an important catering contract was terminated as from April 2010. The resulting negative impact on sales was largely compensated in 2010 by concluding new, more profitable food-service contracts causing the drop in revenues to be limited to 2,8%.

- We increased our stake in the purchasing consortium Unifrais from 97,08% to 99%. In order to increase the purchasing volume, new members were attracted.

Outlook

- After completing the operational integration of the various companies in the food service, we are now working on simplifying the legal structure in 2011, also through mergers. We are also working on further increasing the commercial synergy with the Belgian food service.

- In order to enable further growth in South-West France, food service will take a new distribution centre in Montauban of 18.000 m² into use in the beginning of April 2011. A new platform of 4.500 m² will be built to the south of Paris and we are also expanding the existing sites Somain (+ 4.200 m²), Saint-Gilles (+ 3.000 m²) and the overseas Réunion (4.500 m²).

- The financial year 2011 began strongly. In a still contracting market, food service realised a sales increase of over 6% after the first quarter 2011.

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5. Other activities

5.1. DATS 24



Overview of Significant Data on 31.03.2011

(in EUR million)	Financial year 10/11	Financial year 09/10
Revenue (+24,8%)	465,9	373,3
Number of petrol stations in Belgium	85	80
Number of petrol stations in France (1)	21	21
Personnel employed	34 (2)	34 (2)
Number of employees (full-time equivalents)	31 (3)	31 (3)

(1) For France, this concerns the situation as at the end of the financial year on 31/12/2010. In the period from January to March 2011, two new French stations were opened in the departments 38 and 57.
(2) of which three in France for 2010/2011 (five in 2009/2010)
(3) of which three in France for 2010/2011 as for 2009/2010.

Since 1972, DATS 24 (Discount Automatic Tanking Service) offers quality fuels of the large petroleum suppliers at the lowest prices in the surrounding area. Whoever tanks using the DATS 24 tank card receives a monthly invoice that is then settled. Customers can opt for an electronic invoice that can be settled through home banking and since 2010, also for a pre-programmed electronic transfer. B2B customers can opt for either detailed invoices per vehicle or one total invoice and they can monitor the fuel consumption per vehicle and per driver.

Development

- The number of litres sold increased in

the past year by 6,8 % in a contracting market, while sales rose by 24,8% in the same period to EUR 465,9 million due to higher fuel prices.

- Eleven new stations were opened in the past year in Belgium and 21 stations were enlarged or modernised. In order to improve the accessibility of the petrol station in Overijse it was relocated to a more spacious location and doubled in size. In total, there are now 85 petrol stations in operation in Belgium and 21 in France.

- As an environmentally conscious fuel supplier, DATS 24 promotes natural gas under pressure or CNG, at present

the most sustainable fossil engine fuel. CNG is not only a lot cleaner but also cheaper and better for the vehicle than traditional fuels. In the beginning of 2011, we opened the first commercial CNG station in Belgium in Halle, followed by a second station in the Antwerp port, where both trucks and passenger cars can tank.

- CNG is rapidly becoming more and more popular and has already gained a good foothold in countries such as Germany, France and Sweden. Western Europe has approximately 1.4 million CNG vehicles and 3.000 CNG stations.



Section 3: Activities

On the Belgian market, DATS 24 initially targets public and private service providers that operate locally, such as city services, courier services, utility, telecom and taxi companies, etc.

The Colruyt Group already has a number of company cars and vans on CNG and encourages its employees to opt for a company car on CNG.

- DATS 24 founded the independent collaborating body CNGdrive. Its objective is to stimulate driving on natural gas in order to improve the air quality and to contribute to reducing the greenhouse effect.

Outlook

- DATS 24 continues to invest in the expansion and modernisation of the stations and in new stations, near to stores of the group and increasingly also stand alone. We expect that there will be in total 90 stations by the end of 2011.

- The existing stations in Ninove and

Anderlecht will be equipped with a natural gas pump in the first half of 2011. In the event of a positive evaluation of our first CNG stations, we intend to equip another 25 existing stations with a natural gas pump in the next three years.

- We continue to advocate that the government should fiscally stimulate the purchase of vehicles on CNG in order to compensate the extra costs of the CNG installation. A tax benefit as is the case for economical gas and diesel vehicles would fit in perfectly with the government's policy to make the vehicle fleet greener.

5.2. Symeta



Symeta makes the business communication of the Colruyt Group and of external customers more efficient by optimising their flows of information with numerous print management

and document management solutions. This concerns physical and electronic communication with, among others, employees, customers and suppliers, both bulk and fully personalised.

Symeta occupies a unique position in the market by combining a broad range of print and document management services. The company mainly works for internal customers, but aims to increase its activities in the external market in the coming years through strong internal cases.

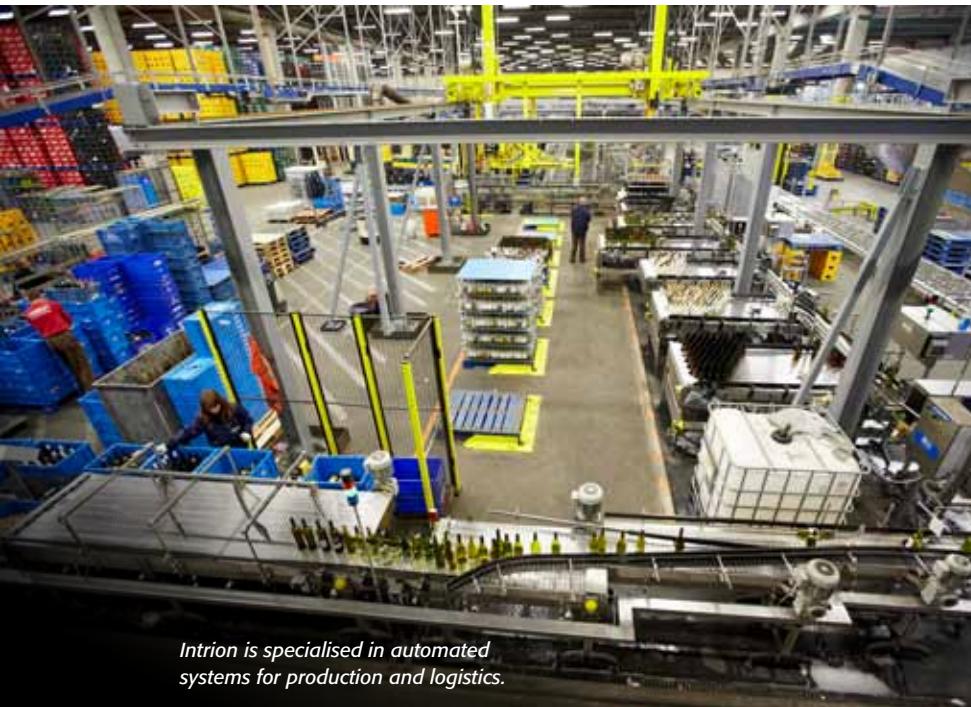
Development

- The new business unit Symeta employs approximately 300 employees and arose in January 2011 from the combination of the former Druco (the Colruyt printing company) and the Merchtem-based company Mitto, specialised in one-to-one mailings and document management and a number of support services of Colruyt Group Services.



Symeta. Strong in advanced personalised communication.

Section 3: Activities



Intrion is specialised in automated systems for production and logistics.

- The activities of Ex-Pli-Site, the French subsidiary of Mitto, were terminated.

- Symeta has already developed a number of new and unprecedented initiatives for Colruyt, such as the 1.6 million personalised customer flyers. Both with regard to contents and scale, a strong example of one-to-one communication that will be further refined and personalised.

Outlook

- In the course of 2011, Symeta will centralise all services at two sites in Halle and in Sint-Pieters-Leeuw. A former distribution centre of the Colruyt Group (15.000 m²) will be rebuilt there into a unique production site for digital printing, mailing and de-materialisation.

- In order to increase its capacity, Symeta plans to purchase a second digital ink-jet colour printer in the near future.

- Symeta intends to first further develop the electronic activities (e.g. electronic invoicing) for the group and to then make use of the knowledge and experience that it has gained to provide services to external customers.

5.3 Intrion



The engineering company Intrion develops, builds, installs and maintains industrial computerised systems and is a specialist in linking production and logistics. Intrion mainly works for three target groups:

- Production companies: production, assembly, packaging lines for food, pharma, automotive... (end of line automation).
- Storage and distribution centres: systems that automatically sort, store, transport, order pick .. (automated material handling).
- Courier services and air cargo companies: systems to computerise goods and document flows.

Intrion integrates existing technology with its own products and has all the necessary know-how and practical experience with mechanics, electronics, robotics, steering, etc. After the installation, the company also provides support and maintenance 24 hours a day seven days a week.

In addition to the knowledge centre with 120 engineers in Huizingen near Brussels, Intrion has satellite offices in Hillegom (NL), Bedford (UK) and Roissy-CDG (F) for local support.

Intrion realises its sales mainly outside of the Colruyt Group and has built up a strong portfolio with more than 200 customers, mainly multinationals. The company is mainly active in Belgium and the surrounding countries; however, at the customer's request also in the rest of Europe and intercontinental.

Developments and outlook

Important orders were concluded in the past financial year, of which the realisation will be spread over the coming years.

Important investments and a further streamlining of the activities are planned as preparation for Intrion's future as an independent company.

5.4. Renewable energy – WE-Power

WE-Power brings together all projects in connection with energy and sustainable energy production. The activities fit in with the group strategy to reduce the energy requirement in a sustainable manner and to generate its entire electricity requirement itself from renewable sources by the end of 2011. In this manner, the group is also able to hedge the rising energy costs.

Solar energy

In the event of new construction or renovation, we systematically examine whether it is cost efficient to invest in solar energy. At the beginning of 2011, the distribution centre in Halle was equipped with another 530 KWP capacity and an installation was also installed on the new OKay in Welle.

Wind energy

- The group already had four wind turbines on land, with a total capacity of over 8 megawatt.
- The offshore wind turbine park Belwind was started at the end of 2010

Section 3: Activities

and it is now Belgium's largest green electricity park. With a capacity of 165 MW, the 55 turbines can provide energy to 175.000 families. The park was built within a record-breaking time of 15 months, within the budget.

- WE-Power also participates in the realisation of the remaining 165 MW of the Belwind-concession. The funding of this project will be completed by the end of 2011.

- Furthermore, we have invested in the wind project Northwind (the former Eldepasco), that has a 216 MW-concession on the Bank zonder Naam. After the partners Depret and Electrawinds sold their interest in the beginning of 2011, the Colruyt Group increased its interest to 66,7% and green electricity company Aspiravi increased its interest to 33,3%. We expect to be able to complete the funding of EUR 760 million by the end of 2011.

- Finally, we have plans for 40 land-based turbines, partially under our own management, partially in the form of partnerships.

Biomass

- Our installation in Lot (the former Fraxicor) produces electricity from animal fats waste. We started testing mid-2010, electricity and heat are being delivered to the adjacent distribution centre since October. The aim is to complete the test phase in June. When it operates at full capacity, the installation can cover the consumption of 41.000 families.

- For years, we have had our organic waste fermented externally, a process whereby green electricity is generated. In the future, we intend to ferment our own waste in-house.

Hydrogen

WE-Power participates in the European project 'Hydrogen Region Flanders South Netherlands', which promotes sustainably produced hydrogen as an alternative for traditional fuels. Hydrogen is also the ideal

buffer to align the fluctuating energy production from the wind and the sun to demand.

employees in Belgium and France and 225 employees in its own office in India (Hyderabad).



The internal communication agency processed over 8.660 orders.

Results 2010

Our own electricity production covered 22% of our consumption in Belgium in 2010. Due to Belwind, that percentage already rose to 90% in December.

In addition, we continue to work together closely with our Indian partner TCS for the flexible employment of professional IT specialists and constantly introducing new expertise.

Project work

The following projects were also completed during the past fiscal year:

- In order to ensure the availability of the IT-systems, all databases were clustered over both computer halls.

- In order to accommodate future developments, a number of platforms were modernised (e.g. the platform on which the parking system of the stores is based and the central telephone platform).

Applications

- In October 2010, the Colruyt Group started the project voice picking, or collecting the goods for the stores using voice recognition. The system resulted in fewer errors and had a positive effect on the general productivity and efficiency. By June 2011, most of the distribution centres in Belgium will be working with this system.

6. Corporate activities

For reasons of efficiency, speed and cost savings, the Colruyt Group carries out many activities, in addition to its core-business, in-house. The mission of these supporting services consists of providing customised services in a professional, cost conscious and customer-friendly manner to the various divisions of the group. Most of these services are grouped in the company Colruyt Group Services. All corporate services combined currently employ over 2000 employees. A number of departments in detail:

6.1. Information technology

The IT department supplies all services in connection with information and communication technology. It carries out both project work and the operational management of the IT infrastructure. The department employs 645

Section 3: Activities

- The new ColliShop-site went online in August 2010. The new Cookozi website went online in January 2011.

Outlook

The services IT, system development and work simplification will be grouped under one management in the financial year 2011-2012: BP&S (Business Processes & Systems). This operation will further improve the quality and efficiency in the field of processing, information flows and communication systems and constantly generate added value for the Colruyt Group.

6.2. Communication

The internal agency Premeda translates the marketing strategy of the group and the various business units into a communication strategy. The over 300 employees take care of print, audio, video, e-mail, intranet, internet and social media. The production mainly comprises marketing campaigns such as folders, catalogues, direct mailings, web shops, mobile apps and packaging for our own brands. In addition, the agency creates internal communication such as the personnel bulletin, training videos and a weekly TV news programme, and group communications such as press releases and the annual report.

An advanced database system was taken into use in 2010 for the digitalisation and computerisation of the work flows. One central source feeds various physical and electronic communications with data and images, which avoids inconsistency and considerably shortens production times.

8664 orders were processed in the past financial year, from poster of new house styles to web shops. Due to its familiarity with the identity and mission of its internal customers, Premedia ensures quick and accurate communication. The agency also ensures the privacy of the customer data that are necessary to be able to communicate in a personalised manner.

6.3. Personnel

A team of 60 employees within the Social Relations & Administration department carries out the complete salary processing for more than 20.000 employees in Belgium. The department also houses facility services, prevention and the medical service.

Approximately 150 employees within the Personnel & Organisation department are responsible for personnel affairs, recruitment & selection and education and training. The education and training service organised more than 5.600 courses in 2010 in Belgium. Approximately EUR 1.068.000 was invested in personal development training programmes. The recruitment and selection service processed about 135.134 CVs and letters, held 13.597 interviews and hired 3.444 employees. In 2011, another 3.000 new recruitments are planned.

6.4. Finance

The Finance department employs approximately 350 employees and supports the commercial and operational activities within the Colruyt Group (Belgium and France) with a full-service package.

Within the division accounting and banking, the transaction activities department supports the stores for the processing of payments, invoicing and the inventory. The accounting department comprises the customers, suppliers and central accounting, the fixed assets, the payroll and the cost accounting. This department is also responsible for cash planning, treasury and relationships with banks.

The department business administration and consolidation supports the group management with financial reporting and forecasting, the individual business units and the operational activities and services. The consolidation team is responsible for the group consolidation and group reporting.

Finally, the finance department also supports the business activities in the field of corporate development, investor relations, tax matters, insurance and legal matters.

All these departments are in contact with their counterparts in the international branches.



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Section 4: Management, Super- vision and Directorate

1. BOARD OF DIRECTORS

1.1. Composition

Capacity	Name	Member of Audit Committee	Year of end of mandate
Representatives of the principal shareholders, executive directors:	Jef COLRUYT (Chairman) Frans COLRUYT		2014 2013
Representatives of the principal shareholders, non-executive Directors:	François GILLET - Director of S.A. Sofina N.V. ANIMA for which acts as permanent representative: Jef Colruyt N.V. HERBEKO for which acts as permanent representative: Piet Colruyt N.V. FARIK for which acts as permanent representative: Frans Colruyt Wim COLRUYT	X X	2012 2012 2013 2013 2014
Independent Director	BVBA DELVAUX TRANSFER Director, for which acts as permanent representative: Willy Delvaux	X	2011
Secretary	Jean de LEU de CECIL		

Messrs Jef Colruyt, Frans Colruyt, Piet Colruyt, Wim Colruyt, Willy Delvaux and François Gillet also have other directorships in addition to the directorships in the companies of the Colruyt Group.

Auditor: CVBA KLYNVELD PEAT MARWICK GOERDELER, Company auditors represented by Ludo RUYSEN [00949].

1.2. Mandates

Appointment and reappointment of directors

The mandate of BVBA DELVAUX TRANSFER, for which Willy Delvaux acts as the permanent representative, as independent director expires after the General Assembly of 21 September 2011. He is eligible and available for

re-appointment. The Board of Directors proposes that he be granted a new six-year mandate, which will then expire after the General Assembly in 2017. This once-only departure from a normal four-year mandate is based on the new Section 526 of the Belgian Company Code. This section specifies that an independent director may not exercise more than three consecutive mandates as non-executive director without this period being allowed to be longer than twelve years. Mr Delvaux was appointed as independent director in 2006 for one year and in 2007 for

four years. If he is now appointed again for a period of six years, then he can act as an independent director for a period of 11 years.

The Board of Directors will also propose the appointment of an additional independent director at the General Assembly of 21 September 2011.

Honorary Director:
Leo DESCHUYTENEER

Section 4: Management, Supervision and Directorate

2. DIRECTORATE (1)

2.1. Colruyt Group Directorate

Jef COLRUYT	Director-Chairman
Luc ROGGE	General Manager of Colruyt, OKay and Bio-Planet
Dries COLPAERT	General Manager Colruyt France and Foodservice
Frans COLRUYT	General Manager Spar Retail, up to 31 January 2011
Dirk DEPOORTER	General Manager Spar Retail, as from 1 February 2011
Johan GEEROMS	General Manager Specialised Non-food activities
Wim BIESEMANS	Chief Financial Officer
Koen DEMAESSCHALCK	Human Resources and Organisation Manager
Tony VERLINDEN	Social Relations and Administration Manager
Peter VANBELLINGEN	Business Processes and Systems Manager, as from 1 January 2011
Jean de LEU de CECIL	Secretary

2.2. Future Board

Jef COLRUYT	Director-Chairman
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2.2.1. Corporate Services, Symeta and DATS 24

Wim BIESEMANS	Chief Financial Officer
Koen DEMAESSCHALCK	Human Resources and Organisation Manager
Tony VERLINDEN	Social Relations and Administration Manager
Peter VANBELLINGEN	Business Processes and Systems Manager
Philip D'HOOGE	Manager of Symeta
Koen BAETENS	Manager of Construction and Technics
Filip VAN LANDEGHEM	Manager of Prospecting, Estates and DATS 24

2.2.2. Colruyt, OKay and Bio-Planet

Luc ROGGE	General Manager
Jean-Pierre ROELANDS	Commercial Manager Colruyt
André VANDENBOSSCHE	Manager of Vlevico
Claude ROMAIN	Sales Manager Colruyt
Marc VANDEVELDE	Sales Manager
Rudi DEWULF	Sales Manager
Bart DE SCHUTTER	Sales Manager
Christian BOURG	Sales Manager
Chris VAN WETTERE	Commercial Manager OKay and Bio-Planet
Martine PAUWELS	Logistics, Transport and Production units Manager
Christophe DEHANDSCHUTTER	Purchasing Manager

2.2.3. Specialised non-food activities (DreamLand, DreamBaby, ColliShop and Cookozi)

Johan GEEROMS	General Manager Specialised non-food activities
Dirk BERTELOOT	General Manager of DreamLand
André CERON	Manager of DreamLand Logistics and Administrative Services
Karel MATTHIJS	Manager of DreamBaby, ColliShop and Cookozi

2.2.4. Spar Retail

Dirk DEPOORTER	General Manager
Jean-François STEVENS	Sales Manager
Eric PAPPAERT	Logistics Manager
Jan PELGRIMS	Purchasing Manager

2.2.5. Colruyt France

Dries COLPAERT	General Manager Colruyt France and Foodservice
Laurent FRANSIOLI	Finance and Administration Manager
Johan VAN DEN BOSSCHE	Operations Manager GMS (1)
Gilles POINSOT	Integrated Stores Manager GMS
Nathalie AMICE	Affiliated Stores Manager GMS
Pascal DUBOIS	Operational Manager RHD (2)
Jean-Claude LEROY	Purchasing Manager RHD
Claude COCHET	Exports Manager DomTom

(1) GMS : Grandes et Moyennes Surfaces (large and medium-sized surfaces)

(2) RHD : Restauration Hors Domicile (restaurant and catering trade)

2.2.6. Changes in the Directorate and the Future Board

During the reporting period 2010/2011, the following changes occurred:

- Dirk BERTELOOT was appointed as General Manager of DreamLand as from 1 November 2011.

- Frans COLRUYT decided to take up a sabbatical year in his professional career, starting 1 February 2011. However, he will retain his directorships in the various companies of the group.

Dirk DEPOORTER will succeed him as General Manager Spar Retail

- The position of Purchasing Manager Colruyt will be filled in by Christophe DEHANDSCHUTTER.

(1) Situation as of 31 March 2011

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Section 5: Sustainable Corporate Governance

1. Sustainable Corporate Governance

1.1. Reference code

The act of 6 April 2010 to strengthen sustainable corporate governance at stock-listed companies was published in the Belgian Official Gazette on 23 April 2010. Most of the new obligations stipulated in the act will apply as from the financial year 2011/2012. These mainly concern the appointment of a Remuneration Committee within the Board of Directors and the provisions regarding the remuneration of the senior management.

The Board of Directors has decided to adopt the Belgian Corporate Governance Code 2009 as a reference framework for the sustainable corporate governance within the Colruyt Group as from the publication of the act. In the meantime, this code has been specified as the obligatory statutory reference framework by the Royal Decree of 6 June 2010. The code was published together with the Royal Decree of 6 June 2010 in the Belgian Official Gazette on 28 June 2010.

In accordance with the "comply or explain" principle, below, we will specify the departures from the recommendations of the Code that

the Colruyt Group has applied during the financial year:

At this time, the Board of Directors is composed of two executive directors and six non-executive directors, one of which is an independent director.

The Board of Director is of the opinion that an increase in the number of members must be associated with enrichment in experience and competencies, without having a negative effect on its efficient functioning.

The Board of Directors will propose the appointment of an additional independent director at the General Assembly of 21 September 2011. In view of the fact that the board is currently comprised of male members only, we will give priority to female candidates when searching for a director with the right competencies.

The Remuneration Committee will be appointed after the General Assembly of 21 September 2011. The first remuneration report of the Remuneration Committee will be published in our 2011/2012 annual report.

The Board of Directors appointed an Audit Committee composed of the independent director and two non-executive directors. Based on the

current composition of the Board of Directors as well as the different competencies that are represented, this composition is optimal for an efficient functioning of this committee.

In line with the Colruyt Group's long-standing tradition, Mr Jef Colruyt is currently the Chairman of the Board of Directors and Chairman of the Colruyt Group Directorate and the Future Board. This deviation from the recommendations of the Belgian Corporate Governance Code for companies quoted on the stock exchange is justified in light of the Colruyt Group's history and the desire of the reference shareholders to entrust one of them with the leadership of the Group Directorate.

Out of respect for the privacy of the members of the Group Directorate, we only publish the total remuneration paid. The remuneration paid to Jef Colruyt as member and Chairman of the Group Directorate is included in this total amount. As from the financial year 2011/2012, the new obligations stipulated in the Act of 6 April 2010 for the strengthening of sustainable corporate government shall be applied.

1.2. Charter

1.2.1. General Assembly

The annual General Assembly of

Section 5: Sustainable Corporate Governance

Shareholders takes place on the third Wednesday of the month of September at 16.00 at the company headquarters. If that day is a holiday, the assembly will be held on the first business day thereafter.

All General Assemblies are convened in accordance with the law.

The Board of Directors and the Auditor may convene the General Assembly and determine the agenda.

The General Assembly must also be convened within one month of an appeal or written request from shareholders representing jointly 1/5th of the company capital.

Each share entitles the holder to one vote. In order to be allowed access to the assembly, each owner of shares must submit evidence of his capacity as shareholder before the opening of the assembly. In order to exercise this right, the owner of bearer shares must, in accordance with Section 474 of the Belgian Company Code, convert these bearer shares in advance, at his choice, into registered shares or into de-materialised shares. The owners of de-materialised shares must submit a certificate of an acknowledge account holder from which the unavailability of the de-materialised shares up to the date of the general assembly appears, and this no later than three working days before the date set for the meeting of the general assembly, at the location specified in the convocation letter.

Shareholders shall vote in person or through a proxy. Each proxy must meet the conditions to gain access to the assembly.

The General Assembly may not deliberate on matters that are not announced on the agenda.

1.2.2. Board of Directors

Composition

The composition of the Board of Directors is the result of the

structure of the share ownership in the company where family shareholders, with the support of Sofina NV, are reference shareholders. As in the past, the family shareholders ensure the stability and continuity of the company and in this manner, they promote the interests of all shareholders. They choose to propose the role of directors to a limited group of representatives with diverse backgrounds, broad experience and thorough knowledge of the company. The directors form a small team with the necessary flexibility and efficiency to be able to adapt to events and to capitalise on the opportunities in the market.

No rules are specified in the articles of association for the appointment of the directors and the renewal of their mandate. The Board of Directors has decided to propose candidates for possibly renewable terms of no more than four years.

The General Assembly of Shareholders has the exclusive right to appoint (and if necessary to dismiss) the directors.

At this time, the Board of Directors is composed of two executive directors and six non-executive directors, one of which is an independent director.

The Board of Director is of the opinion that an increase in the number of members must be associated with enrichment in competencies and experience that supports the development of the Colruyt Group.

In line with the Colruyt Group's long-standing tradition, Mr Jef Colruyt is currently the Chairman of the Board of Directors and Chairman of the Colruyt Group Directorate and the Future Board. This deviation from the recommendations of the Belgian Corporate Governance Code for companies quoted on the stock exchange is justified in light of the Colruyt Group's history and the desire of the reference shareholders

to entrust one of them with the leadership of the Group Directorate.

Functioning of the Board of Directors

The Board of Directors meets every quarter in accordance with a previously determined schedule. The meetings are always held during the second half of the months September, November, March and June.

When necessary, interim meetings are held to discuss specific subjects or to take decisions within specific time frames.

The decisions of the Board of Directors are only valid if at least half of the members of the Board are present or represented. All decisions of the Board of Directors are made by an absolute majority of votes. In the event of a tie, the Chairman's vote is decisive.

During the quarterly meetings of the Board of Directors, ideas are exchanged and decisions are made on general strategic, cultural, economic, commercial, financial and accounting issues affecting the companies in the Colruyt Group. This takes place based on a dossier, which, in addition to consolidation information about the Colruyt Group, also contains detailed information on each of the sectors in the Colruyt Group and its various companies.

Fixed items on the agenda include financial results, financial prospects, investment prospects and activities reports per sector in the Colruyt Group.

The directors receive their dossiers at least five days prior to the meeting.

Committees within the Board of Directors

In view of the small number of members of the Board of Directors, there is no Appointment Committee and no Remuneration Committee at present.

Section 5: Sustainable Corporate Governance

Decisions regarding the remuneration of directors, the remuneration of the Chairman of the Group Directorate and the basic principles underlying the remuneration of the Group Directorate are still made by the Board of Directors as a whole.

The Chairman of the Group Directorate is responsible for the implementation of these basic principles and for the individual remuneration of the members of the Group Directorate and the Future Board.

The provisions of the act of 6 April 2010 for the strengthening of the responsible corporate governance at stock-listed companies regarding remuneration committee, remuneration report and remuneration policy will be applied for the first time in the financial year 2011/2012.

The Board of Directors has appointed an Audit Committee composed of the independent director and two non-executive directors. This committee works together with the Group Directorate and the Auditor.

The Audit Committee has drafted an internal code. This code is published on our website at www.colruytgroup.com/financial info.

The members of the Audit Committee receive no special remuneration as members of this committee.

Remuneration

There is no protocol regarding exercising the position of Director. It is not common policy to grant loans or advances to Directors. The Directors do not receive bonuses or share-related incentive programmes or advantages in kind or advantages related to a pension plan.

In their capacity as Director, the Executive Directors receive the same remuneration components and advantages as the Acting Management of the Colruyt Group.

The remunerations paid to the Directors (individual) and to the members of the

Group Directorate (collective) are published in this report on page 52 & 53.

Pursuant to the statutory provisions, no more than 10% of distributable profits (excluding the profit participation of the employees) is reserved for the Directors and at least 90% is reserved for shareholders.

1.2.3. Day-to-Day Management

Under the Chairmanship of Mr Jef Colruyt, the Colruyt Group Directorate is composed of the General Managers of the various divisions of the group and the Chief Financial Officer and the Personnel Managers and the Business Processes and Systems Manager of the group.

The Colruyt Group Directorate determines the general strategy and policy options at the group level and ensures coordination between the various sectors of the group.

For each sub-activity, Future Board and Vision meetings are held on specific themes such as: 'sustainable business practices', 'communication', 'marketing', 'human resources policy', etc.

The General Future Board consists of all directors of the Colruyt Group. As consultation and coordination platform, the Future Board mainly focuses on the development of the long-term vision of the group and discusses the common vision and objectives of the Colruyt Group.

These meetings are scheduled at fixed times, respectively every four and eight weeks and are chaired by Jef Colruyt, Chairman of the Board of Directors.

There are also biweekly/monthly meetings under the chairmanship of the general managers, with the managers of the various divisions. Those meetings are devoted to the concrete implementation of the policy options chosen.

The day-to-day management of the company is divided between the General Managers and the Managers of the group services (finance, personnel and organisation, business process and systems).

Each manager listed as a member of the Future Board has the obligation, within his individual department, to ensure compliance with all legal, regulatory, organic and conventional provisions and is responsible in the event of a breach thereof. With the exception of Jef Colruyt, the members of the Group Directorate are bound to their employer by an employment contract.

1.2.4. Profit Appropriation – Dividend Policy

The General Assembly may, at the proposal of the Board of Directors, decide to fully or partially allocate distributable profits to a free reserve or to carry them over to the following financial year.

The Board of Directors strives to at least increase the annual dividend per share in proportion with the increase in Group profits. Though this is not a set rule, at least 1/3rd of the group's economic profits are paid out annually in the form of dividends and bonuses.

Pursuant to the provisions in the company's articles of association, at least 90% of distributable profits (excluding the profit participation of the employees) is reserved for the shareholders and no more than 10% is reserved for the Directors.

1.2.5. Shareholders / Shares Transparency Notification

Each shareholder holding at least 5% of the voting rights must comply with the act of 2 May 2007 on the disclosure of significant participations, the Royal Decree of 14 February 2008 and the Code of Companies.

The statutory thresholds per bracket of 5 % apply. Those concerned must send a notification to the Financial

Section 5: Sustainable Corporate Governance

Services and Markets Authority (FSMA) and the company.

The most recent transparency notification is always published in the company's annual report and on the website at www.colruytgroup.com/financial.info.

The most recent transparency notification shows the existence of a reference shareholder group in the share ownership structure. The Colruyt family and the Sofina Group are shareholders who act by mutual agreement.

These shareholders have also reported that they held more than 30% of the shares issued with voting rights, pursuant to the act of 1 April 2007 on public offerings.

Inside Information - Measures to prevent market abuse and the use of inside information

Etn. Franz Colruyt NV has drawn up trading regulations in which measures have been taken to prevent market abuse and the use of inside information.

Regarding transactions for their own account in shares of the company or in derivatives or other financial instruments connected thereto by directors or other persons with a managerial responsibility, the Board of Directors of Etn. Franz Colruyt has drawn up a series of rules regarding the execution of such transactions and the publication thereof (hereinafter referred to as the trading regulations).

The trading regulations apply to the members of the Board of Directors, the Group Directorate and all key employees of Etn. Franz Colruyt NV and its subsidiaries, who, as a consequence of their position or employment at the Colruyt Group regularly or incidentally, in connection with their involvement in an operation to which price-sensitive information is connected, have access to inside information (hereinafter referred to as insiders).

The insiders of Etn. Franz Colruyt NV and its subsidiaries are absolutely forbidden to engage in insider trading or to share this inside information with others.

Etn. Franz Colruyt NV has appointed a supervisor who is responsible for the supervision of the compliance with these trading regulations. Unless otherwise announced, the supervisor is the Secretary of the Board of Directors. His tasks include drawing up and maintaining a list of insiders, also in order to determine the closed and restricted periods, checking the transactions, granting clearing, etc.

In its trading regulations, Etn. Franz Colruyt NV has provided for a number of periods during which transactions in financial instruments are prohibited.

The periods in which no trading of shares may take place are determined by the CFO. In addition, the supervisor has the possibility during all other periods that are regarded as sensitive, when people have knowledge of sensitive information that has not yet been made public, to announce additional restricted periods.

Insiders are regularly informed of the existence of closed and restricted periods and the statutory and administrative law obligations in connection with this that are connected to the abuse or the not permitted publication of this confidential information.

Outside of the restricted periods, the key employees must inform the supervisor before concluding a transaction in financial instruments of the company. In addition, for members of the Board of Directors and the Group Directorate, the trading regulations also stipulate that the supervisor must be informed before they wish to buy or sell financial instruments directly or indirectly. Once the transaction has been concluded, the directors and the members of the Group Directorate also inform the supervisor about this in writing.

All persons with managerial responsibility within the Etn. Franz Colruyt NV and/or its subsidiaries and, if that should be the case, the persons that are closely connected to these persons, inform the Financial Services and Markets Authority (FSMA) about transactions executed in their name (or for their account) in shares, derivatives or other related financial instruments of the company.

Finally, Etn. Franz Colruyt NV, in accordance with the Act of 2 August 2001 and the Royal Decree of 5 March 2006, maintains lists of employees or persons who work for the company and/or its subsidiaries by virtue of an employment agreement or such, and that in one manner or another regularly or incidentally, due to their involvement in an operation to which price-sensitive information is connected, have access to inside information.

Each person whose name is on the list(s), is informed of this and is requested to read and sign the trading regulations. By doing this, they acknowledge that they are aware of their position as insider and that they are aware of the statutory and administrative law obligations connected to this inside information.

1.2.6. Information for the shareholders

All useful information for the shareholders is published on our website www.colruytgroup.com/financial.info. All interested parties may register with the company to receive automatic notifications each time the website is modified or if new financial information is published on the website.

2. Events during the financial year

2.1. Audit Committee

The Audit Committee has drafted an internal code, which is published on our website at www.colruytgroup.com.

Section 5: Sustainable Corporate Governance

Remuneration of the Board of Directors

In 2010/2011, the members of the Board of Directors received the following remuneration:

in EUR	Jef Colruyt	Frans Colruyt (2)	François Gillet (3)	Wim Colruyt	Anima N.V. (4)	Herbeco N.V.	Farik N.V.	Delvaux Transfer BVBA
Emoluments (1)	85.252	85.252	85.252	63.939	341.000	85.252	85.252	85.252

(1) Gross annual amounts in Euros.

(2) Frans Colruyt also receives a salary as director of the Colruyt Group and this up to 31 January 2011 (sabbatical year as from 1 February 2011).

(3) François Gillet's remuneration is paid to Rebelco SA, a subsidiary of Group Sofina, his employer.

(4) The emoluments of Jef Colruyt as Chairman of the Board of Directors are paid to Anima NV.

On 21 September 2011, the proposal was made to the General Assembly of Shareholders to pay an amount of EUR 3.717.318 as bonuses to the Board of Directors.

This amount will be divided among the directors, with the exception of the BVBA Delvaux Transfer.

François Gillet, Piet Colruyt (Herbeco NV), Non-Executive Directors and Independent Director Willy Delvaux (BVBA Delvaux Transfer) form the Audit Committee.

Under the chairmanship of François Gillet, the committee met on 11 June 2010, 17 September 2010, 02 November 2010 and 18 March 2011.

During each meeting, the financial figures in the working document for the meeting of the Board of Directors were examined in detail and explained by the Financial Management.

The auditors also presented their audit of the semi-annual and annual results each time.

The "risk management team" (internal audit) of the Colruyt Group has also drafted a quarterly report for the committee each time.

The Audit Committee's recommendations and findings are standard items on the agenda for the meeting of the Board of Directors.

All members of the Audit Committee were present at each meeting.

This year, the Audit Committee also carried out an evaluation of its functioning as well as of its most important activities.

2.2. Meetings of the Board of Directors

The Board of Directors held four ordinary meetings during this financial year: in June 2010, September 2010, November 2010 and March 2011. The first three meetings each took up an entire day and the main points were the discussion and development of the services provided by the various labels and the group's trading activities. The meeting in March 2011 was held in France over two days in Rochefort-sur-Nenon (Dole, France). The directors were given an overview of the activities in France and met the local management. A number of Colruyt stores were also visited.

The meetings of June and November were preceded by a half a day of information on the semi-annual and annual results by the Chief Financial Officer.

In the summer of 2011, the Chairman also organised a day to carry out a thorough evaluation of the Board of Directors and their interactions with the management, the Audit Committee and the Auditor.

All directors were present at every meeting.

Remuneration of the Board of Directors

The remuneration of the directors is determined at a fixed sum by the

plenary Board at a level that guarantees their availability at the service of the group. The number of meetings does not have any influence on the remuneration. The minimum number of meetings is six (of which one of two days) for the Board and four meetings for the Audit Committee.

Section 5: Sustainable Corporate Governance

Remuneration of the Group Directorate

See page 47 for the composition of the Group Directorate.

in EUR	Remuneration (1)	Profit premium (1) (2)	Group insurance
Total Group Directorate	2.114.484	1.585.308	297.513

(1) Gross annual amounts. From the gross salaries, 34,77 % is also paid out as NOSS contributions.

(2) Six directors have opted for having their profit sharing paid out in shares in accordance with the Act of 22 May 2001. In total, this concerned 196 shares (980 after the share split by five on 15 October 2010). The value of these shares is included in the calculation above.

Out of respect for the privacy of the members of the Group Directorate, we only provide the total remuneration paid.

The remuneration of Jef Colruyt as CEO is included in this amount and was determined by the Board of Directors based on the market study recommended by the firm Towers Perrin.

There are no other agreements regarding redundancy pay and the like.

The members of the Group Directorate do not receive stock options for COLRUYT shares.

Remuneration of the Group Directorate

The Board of Directors determines annually the budget that will be made available to the Chairman for the variable remuneration of the Group Directorate.

Another budget is also made available to the Group Directorate and the Chairman by the Board of Directors for the variable remuneration of the members of the Future Board.

The criteria that are applied to allocate this variable remuneration are of a financial and economic nature (e.g. turnover, operating result, market share, etc.) and of a qualitative nature (e.g. working atmosphere, staff turnover, team building, service-orientation of the personnel, prevention policy with regard to accidents at work, etc.) in the light of the mission and the values of the group.

3. Risk management and internal control

3.1. General

In accordance with its mission, the Colruyt Group aims to carry out a policy of "sustainable entrepreneurship". This policy is translated concretely into the strategic and operational objectives of the group and of each division within

the group. The group is exposed to a large number of risks within the context of its normal business operations that can result in the aforementioned objectives being affected or not achieved. Controlling these risks is a core task of each director and this within his/her area of responsibility. In order to obtain reasonable certainty that the formulated objectives will be realised and in order to support the management in bearing its responsibility, the group has set up a risk management and internal control system. The most important components of this system as well as the most relevant risks for the Colruyt Group are discussed in this section of the annual report.

3.2. Components of the risk management and internal control systems

The risk management and internal control systems of the group are based on the principles of the COSO reference framework and contain the following components:

3.2.1. Control environment

The group's control environment is mainly determined by the company culture. The uniqueness of this is based on a number of pillars such as our group mission, values, employees and organisation, which are geared to each other and which contribute that

within the context of "craftsmanship" risks and risk management are dealt with consciously when weighing possibilities and taking decisions. In this context, we refer to section 2 of this annual report where the mission and values of the Colruyt Group are set out in detail.

3.2.2. Responsible governance

The group has taken a number of measures within the context of responsible governance that should contribute to the group determining and realising its objectives in a socially acceptable manner. The principles of responsible governance applied by the group are discussed in detail in part 5 of this annual report.

3.2.3. Colruyt Group Risk Management ("Coris")

In order to arrive at a structured and systematic management of the operational risks, the group has developed and introduced a policy and methodology based on Enterprise Risk Management (ERM). This initiative is being carried out under the programme name "Coris" and is described in detail in paragraph 3.3. below.

3.2.4. Risk management and internal controls

Risk management and internal controls have been incorporated into processes and systems in order to provide a

Section 5: Sustainable Corporate Governance

risk response to the operational risks. For new processes and systems, this takes place at the time of design and development; with regard to existing processes and systems, new emerging risks are controlled by means of implementing additional measures and internal controls (process and system optimisation). The departments System Design and Work Simplification support the setting up and optimisation of processes and systems and thus also the integration of risk management and internal controls in these processes and systems, while those responsible for the process are the risk owners and therefore they bear the ultimate responsibility for the process being "under control".

The risk management and internal control systems with regard to the process of financial reporting are described in detail in paragraph 4 below.

3.2.5. Supervisory bodies

The Board of Directors supervises the proper functioning of the risk management and internal control systems through the Audit Committee (see also part 5 of this annual report). To this end, the Audit Committee also makes use of information provided by the external auditors. In addition, the Audit Committee meets on a quarterly basis with the Risk Management team (internal audit) whereby the work carried out by this team and their results are reported and the planning is adjusted by the Audit Committee if necessary. Both external and internal audit assess the structure and functioning of the internal controls contained in the processes and systems and this from their respective perspectives: for the external audit, this concerns the certification of the group's financial statements; for the internal audit, the emphasis lies more on controlling the process risks and the possible negative consequences of these risks.

3.3. Coris: anchor risk management Colruyt Group

3.3.1. Definition and objective

The Colruyt Group has developed a

number of group-wide processes for structured and systematic risk management that are based on the principles of Enterprise Risk Management (ERM). This initiative was launched in the beginning of 2009 and is being carried out under the programme name "Coris" (Colruyt Group Risk management). The objective of this programme is to increase the risk awareness of all employees and to draw up an inventory of the risks that we are exposed to in order to control these risks. We wish to encourage our employees to take controlled risks. As entrepreneurship is based on taking risks. To this end, all managers and supervisors attend the Coris training sessions. By mid 2012, all activities of the group must go through the complete programme.

3.3.2. Process and methodology

The whole group is divided into 25 domains. Each domain must go through the following process steps in a structured manner: risk identification, risk analysis, risk evaluation, risk response (implement additional control measures if necessary), monitoring and corrective measures. This process is coordinated and facilitated by the Risk Management department, which reports on this to the Board of Directors and the Audit Committee.

The most important risks in connection with the activities of the Colruyt Group are specified in a risk universe that is divided into five categories:

- Strategic risks: such as market dynamics, governance, planning and allocation of resources, important initiatives, acquisitions and communication.
- Operational risks: these include marketing and sales, purchasing, stocks and production, human resources and organisation, information technology, fixed assets, theft.
- Financial risks: these concern the risks connected to the financial markets (interest rates, currencies, commodities), liquidity and loans, capital structure, accounting and financial reporting.
- Legal risks: codes of conduct (ethics,

fraud), legal risks, laws and regulations.

- Force Majeure risks: natural disasters, fire, terrorist acts, power failures. In order to allocate a risk score to the identified risks in a consistent manner, scales have been elaborated for "probability", on the one hand, and "impact", on the other hand. The scale for impact is based on the risk appetite that is determined by the Board of Directors of the group. A risk matrix is drawn up for each group domain based on the risk scores, whereby risks are classified as high, average or low. A risk response is provided for the higher risks: this is an action plan to bring the risk score below the tolerations limits that have been set. The average and low risks are monitored.

All risks are recorded in the risk register of the domain in question with a specification of the risk tolerance and the relevant KRI (Key Risk Indicators). In addition, each risk is allocated to a risk owner who is responsible for setting up and implementing action plans (if necessary) and for the monitoring and follow-up of his/her risks. A risk coordinator is appointed for each domain who is responsible for the administration of the risk register and provides for the follow-up and that ensures that risk management receives the necessary attention within the domain.

The Coris programme has led to the members of the Board adding risk management as an explicit chapter to their periodic activity report.

3.4. Risk management and internal controls regarding the process of financial reporting

In order to ensure the quality of the produced and reported financial figures, the group has taken the following control measures and implemented the following internal controls:

Closing process

While the accounting is closed monthly, mainly for the management reporting, the financial figures of the group are consolidated quarterly based on a formalised closing process. This

Section 5: Sustainable Corporate Governance

process specifies the various process steps and the time line for each step, the to be delivered financial figures and other information, as well as the roles and responsibilities of and interaction between the different parties in the process. The process is monitored by a closing coordinator, who is not himself involved in the process. At the end of each closing, the process is evaluated and if necessary corrective measures are taken. During the semi-annual and annual closing, the process also provides for coordination with external auditors at regular intervals.

Monitoring the quality of financial figures

The closing process goes through different departments such as accounting, business analysis, consolidation and corporate development, the last for the information provided to the Board of Directors. Each department carries out quality controls in segregation of duties, both with regard to financial figures obtained from the previous process step as to the financial figures that they produce themselves. These quality controls mainly concern reconciliation (for example, of the different general ledgers and accounts), alignment of financial reporting with management and operational reporting, variation analyses and validation rules (for example, of consolidation flows and balances). At the end of the closing process, the consolidated financial figures are analysed in relation to previous periods and the fluctuations must be substantiated. Furthermore, the realised financial results are checked against the expectations. For the to be published financial figures, the printer's proofs are compared to the financial figures provided by the system. Finally, a final check takes place for validation by the CFO.

3.5. Most important risks of the Colruyt Group

3.5.1. Strategic risks

Risks in connection with market dynamics

An important strategic risk of the group mainly concerns the development of

consumer spending and cost-induced inflation. As Colruyt aims to guarantee the lowest prices on the market to the consumer, the actions of competitors can influence the profitability of the group. Therefore, the group constantly seeks to monitor and analyse its cost structure and to implement measures to improve efficiency where possible.

Risks in connection with growth

The Group is committed to a growth strategy that also includes growth through acquisitions in addition to organic growth. The success of this growth depends therefore also on the degree in which the group succeeds in making acquisitions that it is able to integrate successfully with its existing activities. In the event of cross-border acquisitions, the group is also exposed to the economic, social and political risks connected to the activities in these countries.

3.5.2. Operational risks

Supply chain risks

In order to limit the supply chain risks within the Colruyt Group, the group strives to establish a transparent relationship with all of its suppliers. Furthermore, no single supplier has a dominant position that could jeopardise the supply process. Finally, scarcity problems or supply problems can be absorbed within the network of the purchasing group Coopernic. In order to limit the supply chain risk as much as possible, the Colruyt Group strives for long-term contracts with its suppliers. Supply chain risks, of whatever size, and distribution centres not being available or accessible, for whatever reason, can have a major effect on the results of the Colruyt Group. With regard to this last risk, the company has the necessary continuity programmes and disaster recovery measures in place.

HR related risks

The Group has trade union representatives in most of its activities in Belgium and France. A positive and constructive social climate contributes to the growth and development of the company. Social actions within or outside of our

organisation can have a negative effect on the continuity of the activities of the group, in the sense that supply, sales, production or supporting corporate services can be disrupted temporarily. The Colruyt Group strives to minimise this risk by maintaining a strategy of open and transparent communication to all employees as well by means of entering into a constructive dialogue - including listening - with all social partners.

Information technology risk

The group is dependent to an important extent on the IT systems that it has developed in-house that are maintained and further developed by a team of experienced specialists. A malfunctioning of the system, even for one day, can result in an immediate loss of turnover for the group. The Colruyt Group strives to safeguard the continuity of the data processing through various back-up systems and contingency back-up scenarios.

3.5.3. Financial risks

Financial reporting

The non-timely or incorrect reporting of financial figures can have a large impact on the stock exchange value of the Colruyt Group. In order to communicate and provide information as transparently as possible, the Colruyt Group publishes financial press releases on dates agreed in advance. In addition, the communication efforts of the management take the form of road shows and regular telephone contacts as well as actual visits of and with investors and analysts. Finally, more than 20 analysts publish reports at regular intervals with financial information about the Colruyt Group.

The detailed risk management and internal control measures with regard to financial reporting are described in paragraph 3.4 above.

Currency, interest rate, credit and liquidity risks

In view of the nature and structure of its activities, the group is only exposed to these financial risks to a limited extent, with the exception of the credit risk. These financial risks are

Section 5: Sustainable Corporate Governance

described in more detail in the Notes to the consolidated financial statements in the chapter "Risks connected to financial instruments".

3.5.4. Legal risks

Risks in connection with product liability

The production, packaging and selling of food products and other trading goods can entail risks of product liability, obligations to take back and/or replace goods. Products can be soiled, infected or defective or could contain foreign objects and nevertheless be distributed by the group unintentionally. As a result, the group can be exposed to claims in connection with product liability. Even if the claims with regard to product liability are not successful, the group could suffer from the negative impact on its reputation in connection with such a claim. The Group has concluded insurance policies to insure itself against the risks of product liability and recalls. The group is also active in the area of food safety and carries out extensive quality audits on products that are intended for sale and sets up programmes together with its suppliers to monitor the quality consistently. As far as non-food products are concerned, the group requires that its suppliers adhere to the agreed return and/or replacement obligations agreed in advance. For work carried out by the group's engineering companies, warranties are given to the customer and provisions are made based on historical data to cover the warranties.

Risks in connection with environmental liability

In general, the group can always be held responsible for repairing accidental damage to the environment, regardless whether this damage to the environment was caused by the group or by a previous owner or tenant. The group has concluded insurance policies for these types of risks. As far as its petrol station activities are concerned, the group adheres to the statutory inspection obligations and it also carries out

additional inspections to detect pollution timely. A decontamination plan is immediately drawn up for pollution that has been detected.

Regulatory risks

The Group is subject to the applicable laws and regulations of each country in which it is active as well as to the laws and regulations imposed by the European Union. As a result of its listing on Euronext Brussels, the group is subject to Belgian and European laws regarding publication obligations and insider trading. The Group strives to respect its statutory obligations. Due to changing laws and regulations, the group may have to invest further in its administrative or other processes, each time that the legal framework changes.

Changes in the laws and regulations in a country or region where the group operates can have an effect on the results of the Colruyt Group. To the extent possible, the group strives to accommodate changes in a proactive manner, in other words, by adopting an innovative and progressive approach. The best examples of this are the environmental laws where possibly more stringent emission standards are already accommodated by means of proactive investments in solar energy, wind energy and hybrid trucks. Furthermore, changes in tax laws can influence the realised profit of the group both positively and negatively.

Risks in connection with health and safety

The risks in connection with work-related accidents and obligations in connection with the personnel are covered by insurance policies with external insurers. In addition, the group strives to avoid health and safety incidents in as far as possible by implementing extensive safety and prevention programmes.

3.5.5. Force majeure risks

Fire, natural disasters, terrorist attacks, malicious deeds

The group manages these insurable risks through a combination of external insurance and own cover. The group bases its decisions on its safety and prevention programmes, on the one hand, and the cost price of external cover, on the other hand. External insurance is used when available at a reasonable cost on the insurance market or when insurance policies are mandatory.

The group also makes use of its reinsurance company Locré, which is a wholly-owned subsidiary. The objective of this reinsurance programme is to provide permanent flexibility in its risk programme and to optimise the costs thereof in the function of the risks.

The group tries to avoid damage to buildings and the interruption of operations due to fire, explosions or other dangers as much as possible by implementing fire safety and prevention programmes.

Black-outs and power disruptions

The negative consequences of these risks are covered by insurance policies. In addition, the group has a number of continuity programmes and emergency back-up plans in the event that an incident occurs.

6

Section 6: Share Ownership – Colruyt Shares

1. Dividends from the Financial Year 2010/2011 (1)

Calendar for the shareholders

16/09/2011	Last date for deposition of shares for participation in the annual General Assembly of Shareholders.
21/09/2011 (16:00 pm)	General Assembly of Shareholders for the 2010/2011 financial year.
30/09/2011	Dividend (coupon 1) ex- date (detaching of the coupons)
03/10/2011	record date (centralisation of the coupons)
05/10/2011	payment
18/10/2011	Certificates for exemption from or reduction of withholding tax on movables for dividends in our possession
13/10/2011	Extraordinary General Assembly Capital increase Etn. Fr. Colruyt NV reserved for personnel of the Colruyt Group (Section 609 of the Belgian Company Code)
30/11/2011 (17:45 pm)	Publication of the semi-annual information on the 2011/2012 financial year.
01/12/2011	Informative meeting with the financial analysts
31/01/2012 (17:45 pm)	Publication of sales after the end of the third quarter 2011/2012
26/06/2012 (17:45 pm)	Publication of the result of the 2011/2012 financial year.
27/06/2012	Informative meeting with the financial analysts
27/07/2012 (17:45 pm)	Publication of sales after the end of the first quarter 2012/2013
19/09/2012 (16:00 pm)	Annual General Assembly of Shareholders for the 2011/2012 financial year.

The Board of Directors proposes to pay a gross dividend of EUR 0,92 to shares of Etn. Fr. Colruyt NV participating in the profits of the 2010/2011 financial year.

Of the gross dividend of EUR 0,92, shareholders will receive a net amount of EUR 0,69 after deduction of 25% withholding tax on movables. VVPR strip holders will benefit from a reduced withholding tax on the dividends. For those shares, the net dividend per share will amount to EUR 0,782, after deduction of 15% withholding tax on movables. The capital increases reserved for employees of the Colruyt Group have always involved the issue of such VVPR strips since 1995. For foreign shareholders, the amount of the net dividend may differ depending on the taxation treaties between Belgium and the various countries. The necessary certificates must be in our possession no later than on 18 October 2011. The dividend of the financial year 2010/2011 will be made available for payment as from 5 October 2011 against the exchange of coupon number 1 at the counters of the financial institutions.

(1) Subject to the approval of the General Assembly of 21 September 2011.

Section 6: Share Ownership – Colruyt Shares

The coupons for dividend collection may be presented to the counters of every financial institution in Belgium.

BNP Paribas Fortis Bank will act as the principal paying agent of the dividend payments.

Share split as from 15 October 2010

At the Extraordinary General Assembly of Shareholders of 12 October 2010, the resolution was adopted to split the shares and VVPR-strips of the company by five.

The new split Colruyt shares and VVPR-strips exist in the form of dematerialised shares or VVPR-strips on securities accounts and shares and VVPR-strips registered by name in the shareholders' register of the company.

Only the new split shares and the new split VVPR-strips are listed and can be traded as from 15 October 2010 on the regulated market of Euronext Brussels under codes BE0974256852 for the new share and BE0005637112 for the new strip. The old shares and VVPR-strips are no longer listed and

only remain valid for the purpose of exchanging these shares and strips and the payment of non-collected dividends of past financial years.

After the division by five, the capital of the company is represented by 168.294.930 shares and 8.829.005 VVPR-strips.

Non-collected dividends of past financial years up to and including coupon number 12 of old paper (physical) securities can always be submitted to a financial institution for payment. Prior to the collection of future dividends (financial years 2010-2011 and following years), old physical securities, with coupons 13 and following attached, must first be exchanged for new securities.

As from 15 October 2010, only the new dematerialised shares or the new registered shares have voting rights at the general shareholders' meetings of the issuing company. Shareholders with old bearer (physical) shares who wish to participate in a general assembly will therefore have to exchange their old bearer shares for new

dematerialised shares or new registered shares before the general assembly.

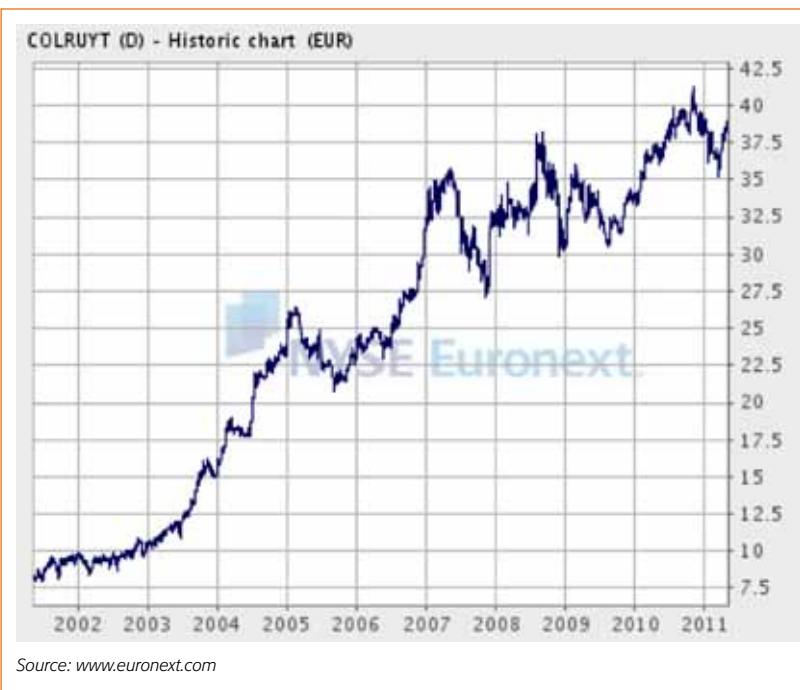
Development of the share price (closing price) of the Etn. Fr. Colruyt N.V. share (calendar year)

Year	Highest price	Lowest price
	EUR	EUR
2008 (1)	38,275	29,781
2009 (1)	36,000	30,446
2010	41,240	33,320

(1) recalculated in connection with division of share by 5 as from 15 October 2010



Section 6: Share Ownership – Colruyt Shares



Price of the share during the past months.

Highest price	Lowest price
EUR	EUR
April 2011 38,965	37,480
May 2011 39,970	38,360

Information on the Colruyt share



Stock exchange listing
Euronext Brussels (since 1976)
Member of Bel20-index
Share ticker: COLR
ISIN code: BE0974256852
VVPR strip ticker: COLRS
ISIN code: BE0005637112

2. Overview of Etn. Fr. Colruyt N.V. shares

	2010/2011	2009/2010 (1)
Number of shares (situation as at 10.06.2011)		
Ordinary shares	159.465.925	159.465.925
VVPR	8.829.005	8.113.420
Total	168.294.930	167.579.345
Profit-sharing shares	168.294.930	167.579.345
Treasury shares	9.761.336	9.840.020
Shares owned by subsidiaries	0	0
Balance	158.533.594	157.739.325
Data per share (in euros)		
Gross dividend	0,92	0,896
Net dividend/ordinary share	0,69	0,672
Net dividend/VVPR share	0,782	0,7616
Profit (Share of the Group)	2,14	2,09
Basis for calculation (weighted average on 31/03) (2)	158.032.176 shares	157.716.025 shares
Share price in Brussels (in euros)		
Share price on 31/03	37,16	36,45
Highest price of the year (closing price)	41,24	36,00
Lowest price of the year (closing price)	33,32	30,45
Stock exchange value on 31/03 (in EUR million)	6.253,84	6.108,27

(1) Recalculated in connection with division of share by 5 as from 15 October 2010

(2) Calculated based on the number of profit-sharing shares, after deduction of profit-sharing shares owned by the company and by subsidiaries.

3. Purchase of treasury shares

For several years, the Extraordinary General Assembly of Shareholders has granted the authorisation to the Board of Directors of Etn. Fr. Colruyt N.V. to purchase treasury shares. The purchase of treasury shares takes place in accordance with Section 620 of the Belgian Company Code, which was amended on 1 January 2009, as well as in accordance with the Sections 205 up to 207 of the Royal Decree of 30 January 2001 as amended by Royal Decree of 26 April 2009. The main amendments concern the extension of the term of validity of the authorisation to purchase treasury shares by the General Assembly to five years, the raising of the purchase limit to a maximum of 20% of the total number of issued shares as well as the manner of publication of such transactions.

The Extraordinary General Assembly of Shareholders of 16 October 2009 has decided to renew the aforementioned authorisation of the Board of Directors for a period of five years.

The Board of Directors has already made use of the authorisation that was granted to it several times by

Section 6: Share Ownership – Colruyt Shares



Colruyt wants to expand its sales surface by 14.000 m² each year.

purchasing treasury shares on the stock exchange via financial institutions. The Board of Directors authorises the Chairman and the CFO of the company within which execution terms and conditions the treasury shares can be purchased.

In the past financial year, the Board of Directors made use of the authorisation granted to it. On 10 June 2011, Etn. Fr. Colruyt NV owned in total 9.761.336 of its own shares. This was

5,80 % of the total number of shares issued (168.294.930).

Of those shares, 101.339 shares will be given to employees who wish to receive their participation in the 2010/2011 profit in the form of shares, under the resolatory condition of approval by the General Assembly.

In accordance with article 622, paragraph 1 of the Belgian Company

Code, the Board of Directors decides that the dividends of the shares or certificates that are held by Etn. Fr. Colruyt will not be paid out for the period that these are held. The voting rights connected to these shares have also been suspended.

Overview of the purchase of treasury shares - financial year 2010/2011

Treasury shares on 31.03.2010
Granted to employees for the 2009/2010 participation in profits
Purchased in 2010/2011

Total treasury shares on 31.03.2011

2010/2011
+ 9.840.020 (I)
- 269.885 (I)
+ 191.201
9.761.336

(I) Recalculated in connection with division of share by 5 as from 15 October 2010

Section 6: Share Ownership – Colruyt Shares

Transparency notification of 11 June 2010

Shares	Number	%
I. Colruyt Family and Relatives		
1. Colruyt Family	1.985.032	5,92
2. N.V. H.I.M.	8.238.079	24,58
3. N.V. D.I.M.	4.908.500	14,65
4. N.V. H.I.M. DRIE	82.630	0,25
5. N.V. D.H.A.M.	350.000	1,04
6. N.V. ANIMA	23.395	0,07
7. N.V. HERBECO	13.100	0,04
8. N.V. FARIK	7.000	0,02
9. Stiftung Pro Creatura	30.341	0,09
Total family colruyt acting by mutual agreement	15.638.077	46,66
II. Colruyt Group		
Etn. Fr. Colruyt N.V. (treasury shares)	1.968.004	5,87
Total Colruyt Group	1.968.004	5,87
III. Sofina Group		
1. N.V. SOFINA	1.750.000	5,22
Total Sofina Group	1.750.000	5,22
TOTAL PERSONS ACTING BY MUTUAL AGREEMENT: (Colruyt Family + Colruyt Group + Sofina Group)		
	19.356.081	57,75

Denominator: Shares 33.515.869 (1)

(1) Taking into account the division of the share by five as from 15 October 2010 and the creation of shares following the personnel capital increase in December 2010, the total number of shares of the company on 31 March 2011 amounts to: 168.294.930. In order to be able to compare, the number of shares as specified by the notifier must be multiplied by five.

4. Structure of the share ownership of Etn. Fr. Colruyt NV according to the last transparency notification dated 11 June 2010.

Pursuant to the act of 2 May 2007 and the Royal Decree of 14 February 2008 (publication of significant participations in companies quoted on the stock exchange), we received an updated notification of participation from the Colruyt family, Sofina and the Colruyt Group on 11 June 2010.

The company has no knowledge of other agreements between shareholders.

The statutory thresholds per bracket of 5% apply.

Chain of controlled companies:

- DIM is controlled jointly by ANIMA NV, Herboco NV and Farik NV, that with regard to their participation in DIM, each act by mutual agreement with a number of natural persons.
- HIM is jointly controlled by ANIMA NV, Herboco NV and Farik NV (directly and indirectly through DIM). ANIMA NV, Herboco NV and Farik NV act with regard to their participation in HIM each in mutual agreement with a number of natural persons.



Section 6: Share Ownership – Colruyt Shares

- HIM Drie is controlled by DIM, which is jointly controlled by Anima NV, Herboco NV and Farik NV.

- DHAM is controlled by DIM, which is jointly controlled by ANIMA NV, Herboco NV and Farik NV.

- Etn. Fr. Colruyt NV is controlled by DIM and HIM (and HIM Twee, HIM Drie and DHAM), which directly and/or indirectly are jointly controlled by ANIMA NV, Herboco NV and Farik NV.

- Stiftung Por Creatura, a foundation in accordance with Swiss law, is controlled by natural persons (who directly or indirectly own less than 3% of the shares with voting rights of the Company).

5. Communication of Agreement by Mutual Consent (Section 74 of the Act of 1 April 2007)

The same parties also have an agreement of mutual consent in the sense of Section 74 of the Act of 1 April 2007 on the public takeover bids announced

to the company and to the Financial Services and Markets Authority (FSMA).

HIM NV sent an update of the participations to the company and to the FSMA on 27 August 2010 on behalf of all parties acting by mutual agreement. At that time, it concerned 57,75 % of the outstanding Colruyt shares on that date.

The complete letter can be found on our website www.colruytgroup.com/financial.info.

According to the law, an update of the participations concerned must be communicated once a year at the end of August.

6. Ethibel



Colruyt has been included in the investment register of the European collective "ETHIBEL" label and in the

"Ethibel Sustainability Indices" (ESI

- Pioneer and Excellence) since 17 January 2003. Forum ETHIBEL is an independent European organisation that evaluates various companies with regard to corporate responsibility and sustainable business practices.

The ETHIBEL investment register is used by banks, investment funds and institutional investors for socially responsible investing (SRI). The "Ethibel Sustainability Indices" provide an overview of the financial services of leading companies in the area of sustainable business practices.

More information can be found on the website of Forum ETHIBEL: www.ethibel.org



The two new distribution centres in Lot have been equipped with solar panels.

7

Section 7: Financial Report Consolidated financial statements and notes

1. Consolidated income statement

(in EUR million)	Note	2010/11	2009/10 (1)
Revenue	8.3	7.280,1	6.752,6
Cost of goods sold	8.3	(5.447,5)	(5.053,6)
Gross profit	8.3	1.832,6	1.699,1
Other operating income	8.4	55,8	47,9
Services and miscellaneous goods	8.5	(298,2)	(257,9)
Employee benefits expenses	8.6	(945,1)	(862,8)
Amortisation, depreciation and impairment of non-current assets		(149,0)	(130,0)
Provisions and write-offs of current assets		0,4	(1,3)
Other operating expenses	8.4	(24,3)	(25,1)
Operating profit before financing costs (EBIT)		472,2	469,9
Finance income	8.7	7,4	11,7
Finance costs	8.7	(7,2)	(5,7)
Net finance income	8.7	0,2	6,0
Share of results of associates	8.12	5,2	(0,7)
Profit before tax		477,7	475,3
Income tax expense	8.8	(139,7)	(145,8)
Profit for the financial year		337,9	329,5
Attributable to:			
Non-controlling interests		(0,1)	(0,1)
Owners of the parent		338,0	329,6
Weighted average number of outstanding shares		158.032.176	157.716.025
Earnings per share – basic and diluted (in EUR)	8.20	2,14	2,09

(1) Figures for the financial year 2009/10 have been changed as disclosed in note 8.1. Principles for the presentation and preparation of the consolidated financial statements.

Section 7: Financial Report

2. Consolidated statement of comprehensive income

(in EUR million)	2010/11	2009/10
Profit for the financial year	337,9	329,5
Actuarial profit/(loss) after tax on non-current employee benefits	5,4	4,1
Profit/(loss) from currency translation of foreign entities	(0,1)	0,2
Share of other comprehensive income of associates	0,8	(1,3)
Other comprehensive income for the financial year	6,1	3,0
Total comprehensive income for the financial year	344,0	332,5
Attributable to:		
Non-controlling interests	(0,1)	(0,1)
Owners of the parent	344,1	332,6

All components of the above statement of comprehensive income are presented net of tax.



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Section 7: Financial Report

3. Consolidated statement of financial position

(in EUR million)	Note	31.03.11	31.03.10
Goodwill	8.9	95,2	83,8
Intangible assets	8.10	81,6	22,5
Property, plant and equipment	8.11	1.395,6	1.243,9
Investments in associates	8.12	26,5	33,9
Investments	8.13	43,0	40,9
Deferred tax assets	8.15	21,9	17,3
Other receivables	8.17	21,0	17,6
Total non-current assets		1.684,8	1.459,9
Inventories	8.16	538,2	495,4
Trade receivables	8.17	442,5	363,3
Current income tax receivable		8,6	2,9
Other receivables	8.17	30,2	24,7
Investments	8.13	25,1	38,3
Cash and cash equivalents	8.18	287,9	247,9
Total current assets		1.332,5	1.172,5
TOTAL ASSETS		3.017,3	2.632,4
Capital		233,0	209,1
Reserves and retained earnings		1.242,2	1.042,7
Total equity attributable to owners of the parent		1.475,2	1.251,8
Non-controlling interests		13,6	0,6
Total equity	8.19	1.488,8	1.252,3
Provisions	8.21	13,4	15,1
Employee benefits	8.22	31,7	37,2
Deferred tax liabilities	8.15	90,3	69,4
Interest-bearing loans and borrowings and other liabilities	8.23-8.24	16,7	17,8
Total non-current liabilities		152,1	139,5
Bank overdrafts (1)	8.18	3,6	2,9
Interest-bearing loans and borrowings	8.23	2,8	3,6
Trade payables (2)	8.24	918,0	825,1
Current income tax payable		56,9	42,6
Employee benefits and other liabilities (2)	8.24	395,2	366,4
Total current liabilities		1.376,4	1.240,6
Total liabilities		1.528,6	1.380,1
TOTAL EQUITY AND LIABILITIES		3.017,3	2.632,4

(1) Bank overdrafts are presented separately as of the current reporting period. Previously they were included in "Current interest-bearing loans and borrowings".
(2) Figures for the financial year 2009/10 have been adjusted due to a presentation error

Section 7: Financial Report

4. Consolidated statement of changes in equity

The changes in equity can be detailed as follows:

(in EUR million)	Attributable to the owners of the Company						Non-controlling interests	Total equity
	Capital	Reserves for treasury shares	Other reserves	Retained earnings	Total			
At 1 April 2009	195,3	(240,5)	4,1	1.139,2	1.098,0		0,8	1.098,8
Profit for the financial year	-	-	-	329,6	329,6		(0,1)	329,5
Profit for the financial year	-	-	-	329,6	329,6		(0,1)	329,5
Other comprehensive income	-	-	3,0	-	3,0		-	3,0
Actuarial profit/ (loss) after tax on non-current employee benefits	-	-	4,1	-	4,1		-	4,1
Profit/ (loss) from currency translation of foreign entities	-	-	0,2	-	0,2		-	0,2
Share of other comprehensive income of associates	-	-	(1,3)	-	(1,3)		-	(1,3)
Transactions with owners of the Company	13,7	(65,9)	3,2	(130,0)	(178,9)		(0,1)	(179,0)
Capital increase	13,7	-	2,3	-	16,0		-	16,0
Treasury shares purchased	-	(74,1)	0,8	-	(73,2)		-	(73,2)
Treasury shares distributed to employees as profit sharing	-	8,2	0,9	-	9,1		-	9,1
Dividend to shareholders	-	-	-	(130,4)	(130,4)		-	(130,4)
Purchase of non-controlling interests	-	-	-	(0,4)	(0,4)		(0,1)	(0,5)
Reclassification	-	-	(0,8)	0,8	0,0		-	0,0
At 31 March 2010	209,1	(306,4)	10,3	1.338,8	1.251,7		0,6	1.252,3
At 1 April 2010	209,1	(306,4)	10,3	1.338,8	1.251,7		0,6	1.252,3
Profit for the financial year	-	-	-	338,0	338,0		(0,1)	337,9
Profit for the financial year	-	-	-	338,0	338,0		(0,1)	337,9
Other comprehensive income	0,0	0,0	6,1	0,0	6,1		(0,1)	6,1
Actuarial profit/ (loss) after tax on non-current employee benefits	-	-	5,4	-	5,4		-	5,4
Profit/ (loss) from currency translation of foreign entities	-	-	(0,1)	-	(0,1)		-	(0,1)
Share of other comprehensive income of associates	-	-	0,8	-	0,8		-	0,8
Transactions with owners of the Company	23,9	1,3	(0,5)	(145,3)	(120,7)		13,0	(107,6)
Capital increase	23,9	-	4,0	-	27,9		-	27,9
Treasury shares purchased	-	(7,0)	1,5	-	(5,5)		-	(5,5)
Treasury shares distributed to employees as profit sharing	-	8,3	(6,1)	-	2,1		-	2,1
Dividend to shareholders	-	-	-	(145,2)	(145,2)		-	(145,2)
Purchase of non-controlling interests	-	-	-	(0,1)	(0,1)		0,1	0,0
Non-controlling interest Resulting from obtaining of control	-	-	-	-	-		12,9	12,9
At 31 March 2011	233,0	(305,1)	15,8	1.531,5	1.475,2		13,6	1.488,8

Section 7: Financial Report

5. Consolidated cash flow statement

(in EUR million)	2010/11	2009/10
Operating activities:		
Profit for the financial year	337,9	329,5
Adjustments for:		
Amortisation, depreciation and impairment of non-current assets	149,0	130,0
Interest income, interest expense and income tax expense	139,2	145,7
Loss/(gain) on sale of property, plant and equipment and intangible assets	1,0	1,9
Loss/(gain) on sale of current assets	2,3	(4,1)
Share of results of associates	(5,2)	0,7
Employee benefits related to share based payments and to subscription discount on the capital increase for personnel	7,8	12,1
Operating profit before changes in working capital and provisions	631,8	615,8
(Increase)/decrease in trade and other receivables	(72,4)	(22,8)
(Increase)/decrease in inventories	(39,4)	(21,7)
Increase/(decrease) in trade payables and other payables	103,9	61,8
Increase/(decrease) in provisions and employee benefits	(1,0)	0,8
Interest paid	(2,2)	(1,6)
Interest and dividends received	4,7	5,1
Income tax paid	(135,8)	(126,9)
Cash flow from operating activities	489,6	510,6
Investing activities:		
Acquisition of property, plant and equipment and intangible assets	(301,8)	(318,2)
Acquisition of individual points of sale	(1,6)	-
Acquisition of non-controlling interests	0,0	(0,7)
Acquisition of subsidiaries (net of cash acquired)	(32,4)	(35,4)
(Increase in investment in associates) / proceeds from reimbursement of capital of associates	(1,4)	(24,3)
Sales of investments in associates	2,9	-
Acquisition of investments	(4,9)	(13,9)
Sales of investments	17,5	31,0
(Payment of loans granted) / proceeds from repayment of loans granted	0,4	(10,0)
Proceeds from the sale of property, plant and equipment and intangible assets and individual points of sale	9,9	6,9
Cash flow from investing activities	(311,3)	(364,8)
Financing activities:		
Proceeds from the issue of share capital	23,9	13,7
Purchase of treasury shares	(7,0)	(74,0)
Repayment of borrowings	(8,9)	(2,0)
Payments of finance lease liabilities	(1,8)	(1,3)
Dividends paid	(145,4)	(130,3)
Cash flow from financing activities	(139,2)	(193,9)
Net increase/(decrease) of cash and cash equivalents	39,2	(48,1)
Net cash and cash equivalents at 1 April	245,0	292,9
Effect of changes in foreign currency exchange rates	0,2	0,2
Net cash and cash equivalents at 31 March	284,3	245,0

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6. Statement of responsible persons

Jef Colruyt, Director-Chairman of Etn. Fr. Colruyt N.V. and Wim Biesemans, CFO of Colruyt Group, declare in title and for the entity, that to their knowledge:

- the consolidated financial statements for the financial years 2009/10 and 2010/11, prepared in accordance with "International Financial Reporting Standards" (IFRS), give a true and fair view of the net assets, the financial position and the performance of Etn. Fr. Colruyt N.V. and the entities that are part of the consolidation scope.
- the management report related to the consolidated financial statements gives a true and fair view of the development and the results of the Group Colruyt's activities, as well as of the position of the Company and the entities that are part of the consolidation scope, together with a description of the main risks and uncertainties that the Group faces.

Jef Colruyt
Director-Chairman
Etn. Fr. Colruyt N.V.

Wim Biesemans
CFO
Colruyt Group



Colruyt store
in Wommelgem

Section 7: Financial Report

7. Independent auditor's report



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FREE TRANSLATION OF UNQUALIFIED STATUTORY AUDITOR'S REPORT ORIGINALLY PREPARED IN DUTCH

Statutory auditor's report to the general meeting of shareholders of Etn. Fr. Colruyt NV/SA on the consolidated financial statements for the year ended 31 March 2011

In accordance with legal and statutory requirements, we report to you on the performance of our audit mandate. This report includes our opinion on the consolidated financial statements together with the required additional comment.

Unqualified audit opinion on the consolidated financial statements

We have audited the consolidated financial statements of Etn. Fr. Colruyt NV/SA ("the company") and its subsidiaries (jointly "the group"), prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. These consolidated accounts comprise the consolidated statement of financial position as at 31 March 2011, the consolidated income statement and statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information. The total of the consolidated statement of financial position amounts to EUR (million) 3.017,3 and the consolidated statement of comprehensive income shows a profit for the year of EUR (million) 337,9.

The board of directors of the company is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing, legal requirements and auditing standards applicable in Belgium, as issued by the "Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the group's preparation and fair presentation of the

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CVBAS/CR, and a member firm of the KPMG network of independent
member firms affiliated with KPMG International Cooperative (KPMG
International), a Swiss entity.

Maatschappelijke zetel - Siège social:
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KPMG Bedrijfsrevisoren -
Réviseurs d'Entreprises
CVBAS/CR
Belgische vennootschap met
handelsvorm - Société civile à
formes commerciale
Onherenningnummer - Numéro
d'entreprise 041912548
RPR Brussel - RPM Bruxelles

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*Statutory auditor's report to the general meeting of shareholders of
Etn. Fr. Colruyt NV/SA on the consolidated financial statements for
the year ended 31 March 2011*

consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the board of directors as well as the overall presentation of the consolidated financial statements. Finally, we have obtained from management and responsible officers of the company the explanations and information necessary for our audit.

We believe that the audit evidence we have obtained provides a reasonable basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the group's net worth and consolidated financial position as at 31 March 2011 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

Additional comment

The preparation of the management report on the consolidated financial statements and its content are the responsibility of the board of directors.

Our responsibility is to supplement our report with the following additional, which do not modify our audit opinion on the financial statements:

- The management report on the consolidated financial statements (more in particular Part 1, Part 5 and Part 7 of the Annual Report) includes the information required by law and is consistent with the consolidated financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the group is facing, and on its financial situation, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that we became aware of during the performance of our mandate. Management is putting in place procedures that provides them with an appropriate basis for the description of the main characteristics of the internal control and risk management systems in relation to the financial reporting process included in the management report.

Kontich, 14 July 2011

KPMG Réviseurs d'Entreprises
Statutory auditor
represented by

Ludo Ruysen
Réviseur d'Entreprises / Bedrijfsrevisor

8. Notes to the consolidated financial statements

The following notes to the consolidated financial statements are integral part of the consolidated financial statements.

8.1. Principles for the presentation and preparation of the consolidated financial statements

Etn. Fr. Colruyt N.V. (hereinafter referred to as the "Company") is domiciled in 1500 Halle, Belgium and is publicly traded on the Euronext Brussels under the code COLR. The Company's consolidated financial statements for the 2010/11 financial year which closed on 31 March 2011 covers the Company, its subsidiaries (hereinafter referred to collectively as the "Group") and the Group's interests in associated companies and jointly controlled entities, but after elimination of intra-group transactions.

The consolidated financial statements for the 2010/11 financial year were approved by the Board of Directors for publication on 24 June 2011.

8.1.1. Basis of presentation

The consolidated financial statements are expressed in millions of euro rounded to one decimal place, which means that totals and sub-totals may differ slightly.

The consolidated financial statements describe the financial position as of 31 March. They are prepared using the historical cost method, with the exception of derivatives and financial assets held for sale, which are measured at their fair value.

The consolidated financial statements are prepared before any distribution of profits of the parent company as proposed to the Annual General Shareholders' Meeting.

Preparing the financial statements in accordance with International

Financial Reporting Standards (IFRS) requires management to make judgements, estimates and assumptions that affect the application of policies and principles and that also affect the reported amounts of assets and liabilities and of income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that cannot readily be derived from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are assessed annually and adjusted. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period(s) if the revision affects both current and future period(s).

The accounting policies listed below are applied consistently for all the periods presented in these consolidated financial statements.

8.1.2. Statement of compliance

The Group's consolidated financial statements are drafted in accordance with the applicable International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and accepted by the European Union up to 31 March 2011.

The following (amended) standards and interpretations are applicable for the Group since 31 March 2010 and had an impact on the financial reporting of transactions:

- IAS 27 (Revised in 2008)
"Consolidated and separate finan-

cial statements". In accordance with the revised standard, transactions with non-controlling interests that do not result in the loss of control are accounted for within equity. These transactions do not result in the recognition of goodwill nor profit or loss. The standard also treats the financial reporting of the loss of control. In that case, the assets and liabilities and the related equity components of the former subsidiary are derecognised. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost.

- IFRS 3 (Revised in 2008) "Business combinations". This change was applied prospectively for business combinations after 1 April 2010 and had no material impact on the earnings per share. The revised standard contains some important changes. The consideration paid, including any contingent consideration, has to be measured at its fair value at the acquisition date. Subsequent changes to the contingent elements, resulting from events after the date of the business combinations, are accounted for in profit or loss. Goodwill resulting from business combinations is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If this excess is negative, the resulting gain is recognised immediately in profit or loss on the acquisition date. All acquisition related costs such as professional or consulting fees, are recognised as expense in the period in which the costs are incurred and the services are received.

The following revised standards and new interpretations were also applicable for the first time. The applications of these new items had no impact on the reported information, but could influence the accounting treatment of future transactions or arrangements.

- IAS 32 (Amendment) "Financial instruments: presentation" (effective date 1 February 2010). This amendment treats the classification of rights issues.
- IAS 39 (Amendment) "Financial instruments: recognition and measurement" (effective for annual periods starting on or after 1 January 2010). This amendment indicates eligible hedged items.
- IFRS 2 (Amendment) "Share-based payment" (effective for annual periods starting on or after 1 January

2010). This amendment clarifies the accounting for group cash-settled share-based payments paid by other entities within the group.

- IFRIC 17 "Distributions of non-cash assets to owners" (effective for annual periods starting on or after 1 July 2009) treats the accounting for non-cash payments to equity holders. A liability to pay a dividend is recognised at the fair value of the assets to be distributed when the dividend is appropriately authorised and is no longer at the discretion of the payer. IFRIC 17 does not apply to a distribution of a non-cash asset that is ultimately controlled by the same party or parties before and after the distribution.
- IFRIC 18 "Transfers of assets from customers" (effective date 1 July 2009) treats the financial reporting of transfers of items of property,

plant and equipment by entities that receive such transfers from their customers. The treatment of the assets depends on the control of the assets. If the recognition criteria are met, the asset is measured by the receiving entity at its fair value. The recognition of the related benefits depends on facts and circumstances.

- Annual improvements 2009: The IASB publishes on a yearly basis an omnibus standard to improve several standards and interpretations. These improvements are applicable for annual periods starting on or after 1 January 2010, but have no impact on the financial statements of the Group.



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The Group did not elect to early adopt the (amended) standards and interpretations below which, as of the date of authorisation for issue, were published but not yet effective:

- IAS 12 (Amendment), Income taxes (effective date 1 January 2012), relates to deferred taxes and the recovery of underlying assets. More specifically in the case of investment property that is measured using the fair value model in accordance with IAS 40, Investment property. Since the Group does not use this model, the amendment is considered irrelevant.
- Revision of IAS 24, "Related parties" (applicable for annual periods that start on or after 1 January 2011). This revision will probably have no impact on the financial statements of the Group.
- IFRS 9 "Financial instruments" will replace IAS 39 "Financial instruments: recognition and measurement". IFRS 9 treats the classification and measurement of financial assets and financial liabilities. The standard is the first step in the replacement of IAS 39 and will be applicable for the preparation of the financial statements of the Group for the period 2013/14. The possible impact of the standard has not yet been estimated.
- Revised IFRIC 14 and IAS 19, The limit on a defined benefit asset, minimum funding requirements and their interaction. This revision has no impact on the financial statements of the Group.
- IFRIC 19, Extinguishing financial liabilities with equity instruments (applicable for annual periods beginning on or after 1 July 2010). This interpretation provides guidance for issuance of equity instruments to extinguish all or part of a financial liability. This interpretation has no impact on the financial statements of the Group.

- Annual improvements 2010 is a set of minor improvements for existing standards. The changes will be applicable for the Group as of 1 April 2011. The Group does not expect a significant impact on its consolidated financial statements.

The Group also changed the presentation and classification of the following information of the comparative annual period 2009/10:

It was established for the financial year 2009/10 that the nature of some cost categories was not correctly reported for one corporate activity within the Group. As a result of this the 2009/10 comparative figures were adjusted for the categories "Cost of goods sold", "Services and miscellaneous goods" and "Employee benefits expenses" respectively for -8,4 million, +9,4 million and -1,0 million.

8.1.3. Consolidation principles

The parent company Etn. Fr. Colruyt N.V. - hereinafter referred to as the "Company" – together with its subsidiaries constitutes the Group Colruyt – hereinafter referred to as the "Group".

The consolidated financial statements of the Group include the accounts of the Company, the accounts of the subsidiaries and the investment of the Group in associated entities and joint ventures. Intra-group transactions and accounts are eliminated.

a. Subsidiaries

Subsidiaries are those entities over which the Company has control. Control exists when the Company has the power to govern an entity's financial and operational policy, directly or indirectly, in order to obtain benefits from that entity's activity. In assessing whether control exists, account is taken of potential voting rights that are exercisable or convertible at that time. The financial statements of

subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases.

b. Associates

Associates are those entities in which the Group has significant influence on financial and operational policies but which it does not control.

Associates are incorporated into the consolidated financial statements according to the equity method from the date on which the significant influence begins until the date on which the significant influence ceases. When the Group's share of the associate losses exceeds the carrying amount of the Group's interests in the associate, the carrying amount is reduced to nil in the Group's balance sheet and no further losses are taken into account, except to the extent that the Group has incurred obligations in respect of that associate.

c. Joint Ventures

Joint ventures are those entities in which the Group has joint control and where such control is established by an agreement.

Joint control implies that the venture's financial and operational policy is implemented with the unanimous consent of all parties which share the control. The Group's interests in joint ventures are accounted for using the equity method, from the date that joint control first exists until the date it ceases.

d. Transactions eliminated in consolidation

Intra-group balances and transactions, including unrealised profits on intra-group transactions, are eliminated when drafting the consolidated financial statements.

Unrealised gains from transactions with associates are eliminated in proportion to the Group's interest in the associate and/or joint venture. Unrealised losses are eliminated in the same way as unrealised gains, except that they are only eliminated to the extent that there is no evidence of impairment.

e. Financial statements of foreign companies in foreign currency

To consolidate the Group and each of its subsidiaries, the financial statements of the individual subsidiaries are translated into euro as follows:

- assets and liabilities at the closing exchange rate at the balance sheet date
- income, expenses and cash flows at the average exchange rate for the reporting period (which approximates the exchange rate at date of transaction)
- components of shareholders' equity at the historical exchange rate

Exchange rate differences arising from the translation of net investments in foreign subsidiaries, associates and joint ventures at the year-end exchange rate are recorded as part of shareholders' equity, under "Translation of foreign operations" in "Other reserves".

f. Foreign currency transactions

Transactions in foreign currencies are translated to euro at the exchange rate prevailing at the date of the transaction.

Subsequently all monetary assets and liabilities denominated in foreign currencies are translated at the closing rate at the balance sheet date.

Gains and losses resulting from the settlement of foreign currency transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in profit or loss.

Non-monetary assets and liabilities denominated in foreign currencies and valued on an historical cost basis are translated at the exchange rate at the transaction date. Non-monetary assets and liabilities in foreign currencies at fair value are translated into euro at the exchange rate applicable at the date on which the fair value was determined.

8.1.4. Other accounting policies

a. Goodwill

All business combinations are accounted for by applying the purchase method.

Goodwill resulting from business combinations is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If this excess is negative, the resulting gain is recognised immediately in profit or loss on the acquisition date.

In respect of acquisitions prior to 1 April 2004, goodwill represents the amount recognised under the Group's previous accounting framework (Belgian GAAP). From 1 April 2004, goodwill relating to business combinations with an acquisition date before 31 March 2004 is no

longer amortised but tested annually for any impairment losses.

In the event of a subsequent acquisition of non-controlling interests (after control was acquired), the transaction will be recorded in equity and no new valuation of identifiable assets and liabilities on the date of purchase of the non-controlling interests is performed.

In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment in the associated company.

In order to test for impairment, goodwill is allocated to cash generating units. At least once a year, all cash generating units are reviewed for indications of impairment.

Once recognised, impairment of goodwill cannot be reversed.

b. Intangible Assets

Research and development

Expenses from research activities are recognised in profit or loss when incurred. Expenditure on development activities where the findings are used for a plan or design intended for the production of new or substantially improved products or processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources available to complete development.

The capitalised expenditure includes the cost of materials, direct labour and an appropriate proportion of overheads.

Development costs that do not satisfy these conditions are recognised in profit or loss when incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Other intangible assets

Other intangible assets are recognised at cost less accumulated amortisation and impairment losses.

Subsequent expenditure

Subsequent expenditure on intangible assets is capitalised only when

As for other intangible assets, the Group makes a distinction between licences, patents, and rights of use and other intangible assets. This distinction is expressed in a different economic life for each type of intangible asset as follows:

a reasonable proportion of indirect manufacturing costs. The depreciation method, the residual value and the useful life are reviewed annually and amended if necessary.

The Group has opted to recognise capital grants as a deduction to the



the cost to be capitalised can be reliably determined and the expenditure results in a future economic benefit. All other expenditure is expensed as incurred.

Amortisation

Intangible assets with a finite useful life are subject to straight-line amortisation over their estimated useful lives if the useful life is not indefinite. Amortisation of intangible assets begins when assets are ready for use.

Intangible assets that are not yet ready for use and intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication the asset may be impaired.

- licences, patents: duration of the period of legal protection
- rights of use: contractually defined period

If there is no explicit economic life laid down for these types on acquisition, they will be amortised over a period of 3 to 5 years, as any other intangible asset.

c. Property, plant and equipment

Owned assets

Property, plant and equipment are recorded at cost less accumulated depreciation and impairment losses. The cost of self-constructed assets includes direct labour costs in addition to the direct cost of material and

cost of property, plant and equipment. These grants are taken into income over the useful life of the asset by way of reduction of the depreciation charge.

Subsequent expenditure

Costs for the repair or replacement of a component of property, plant and equipment are capitalised provided that the cost to be capitalised can be reliably determined and that the expenditure will result in a future economic benefit created. Costs which do not meet these conditions are recognised in profit or loss when incurred.

Depreciation

Property, plant and equipment are subject to straight line depreciation in profit or loss based on the estimated useful life of each component. Assets with an indefinite useful life are not depreciated.

The estimated useful lives are defined as follows:

- Land: indefinite
- Buildings: 20 to 45 years
- Fixtures: 10 to 15 years
- Fittings, machinery equipment, furnishings and vehicles: 5 to 15 years
- Information processing equipment: 3 to 5 years

When property, plant and equipment consist of components with differing useful lives, these are recorded as separate items under property, plant and equipment.

d. Lease agreements

Finance lease agreements where the risks and benefits connected with the leased asset are almost fully transferred to the Group, are recorded in the balance sheet as property, plant and equipment at the lower of the asset's fair value and the present value of the minimum lease payments.

When ownership is certainly transferred at the end of the contract, the leased assets are depreciated over the same period of time as an equivalent owned asset; otherwise they are depreciated over the duration of the lease agreement.

Leases are classified as an operating lease if the arrangement does not transfer substantially all the risks and rewards incidental to ownership. Lease payments under an operating lease are recognised as an expense on a straight-line basis over the lease term.

e. Financial assets

The Group classifies its financial assets at inception. All financial instruments of the Group are non-derivatives.

Non-current investments

Non-current investments include, shares held in entities which are not subsidiaries, associates or joint ventures.

These investments are initially recognised at cost, which is the fair value of the consideration paid together with the transaction costs related to the acquisition. These investments are classified as financial assets available for sale. After initial recognition the investments are measured at fair value if the fair value is reliably determinable. If the fair value cannot be reliably determined, the investment is measured at cost.





Changes in the carrying amount of these investments which are not the result of an impairment loss are recognised immediately in equity. For investments in equity instruments the Group treats a significant or prolonged decrease of the fair value of the instrument below its cost as an indication of impairment. An impairment loss, along with the cumulative changes in fair value recognised in other comprehensive income, is recognised in profit or loss.

Investments in financial instruments are recognised at the transaction date.

Loans and receivables

Loans and receivables are non-derivative financial instruments with fixed or determinable payments that are not quoted in an active market. These financial assets are measured at amortised cost using the effective interest method, after deductions for impairments. Impairment losses are recognised in profit or loss if the car-

rying amount exceeds the net realisable value.

Current investments

Investments in securities held for trading are classified as current assets and recognised at fair value, with any resulting gains or losses recognised in profit or loss when incurred.

Investments in securities are recognised on the date of the transaction.

Cash and cash equivalents

Cash comprises cash balances and demandable deposits.

Cash equivalents comprise term deposit accounts that can be called almost immediately and do not entail any material risk of impairment.

Bank overdrafts are classified as current liabilities and are presented net of cash and cash equivalents for the purpose of the statement of cash flows.

Trade and other receivables

Trade and other receivables are stated at their nominal value, less appropriate provisions for impairments.

f. Non-current assets held for sale and discontinued operations

When classified as "held for sale", assets or disposal groups are valued at the lower of their carrying amount and their fair value less costs to sell. The same applies to an operation that meets the definition of a discontinued operation.

g. Impairment

The carrying amount of all assets, with the exception of inventories and deferred tax assets, is reviewed at least once a year and examined for any indications of impairment. If such indications exist, the asset's recoverable amount is estimated.

The recoverable amount is the higher of the fair value less costs to sell and the value in use. The value in use is the present value of expected future cash flows. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

If the recoverable amount of an asset or of the cash generating unit to which it belongs is lower than the carrying amount, an impairment loss for the amount of the difference will be recognised in profit or loss.

A recognised impairment may be reversed if the estimates by which the recoverable amount was determined are changed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Goodwill impairment is not reversed.

The Group has defined a "cash generating unit" as the business unit to which the asset can unequivocally be allocated. A business unit can include a branch of the business or a business entity.

Impairment losses relating to cash generating units are first deducted from the carrying amount of any goodwill attributed to the cash generating (or groups of) units and then deducted pro rata from the carrying amount of the other assets of the (groups of) units.

Impairment losses relating to assets classified as available for sale are recognised in profit or loss. The same

goes for gains and losses related to subsequent revaluations.

h. Inventories

Inventories are valued at the lower of cost and net realisable value. The net realisable value is the estimated selling price in the normal course of business, less the estimated completion and selling costs.

The cost of inventories is based on the "first in, first out" (FIFO) principle and includes the purchase cost, conversion costs and costs arising from transport and storage less discounts and compensations received from suppliers.

i. Contracts in progress

Contracts in progress are valued using the percentage-of-completion method.

Besides all expenditure directly connected with specific projects, the cost also includes an apportionment of the fixed and variable indirect costs incurred in connection with the Group's contracting activities, based on a normal production capacity.

In the event of the invoiced instalments for construction contracts for third parties being higher than the valuation of the stage of completion of the project, the balance is recognised under trade payables.

j. Equity

Capital, reserves and retained earnings

Dividends proposed by the Board of Directors are only recognised as liabilities after approval by the General Meeting of Shareholders. Until such formal approval, the proposed dividends are included in the Group's consolidated equity.

Treasury shares

As for own shares repurchased by the Company or entities belonging to the Group, the amount of consideration paid, including directly attributable costs, net of tax impact is recognised as a deduction from equity.

Non-controlling interests

Non-controlling interests include a proportion of the fair value of identifiable assets and liabilities recognised upon acquisition of a subsidiary, together with the appropriate proportion of subsequent profits and losses.

Capital increase reserved for the personnel

Employees of the Group have the opportunity since 1987 to subscribe yearly to the capital increase of the parent company Etn. Fr. Colruyt N.V. If certain conditions are met, the subscribers to these shares can benefit from reduced tax rates.

k. Provisions

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money.

Restructuring provisions are recognised when the Group has approved a detailed, formalised restructuring plan and has made a start on restructuring or made it publicly known.

Environmental provisions are booked in accordance with statutory duties on one hand and environmental policy developed by the Group on the other.

I. Personnel costs and other employee benefits

Post employment benefits: defined contribution plans

The Group's pension plans involve defined contribution plans. Defined contribution plans in Belgium are legally required to guarantee a minimum return. To the extent that the legal return guarantee is adequately covered by the insurance

employee decides to accept voluntary redundancy in exchange for those benefits. These termination benefits are recognised at their estimated cost over the service period. The amounts recognised in profit or loss consist of the termination cost related to the current and previous service periods and the related interest costs. The pension liability in the statement of financial position is measured at the present value of the expected future



Provisions for warranties are recognised in respect of that part of products sold that was still under warranty at the balance sheet date and based on historical figures relating to repair and replacement.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

company, the Group has no further payment liability towards the insurance company beyond the pension contributions included in profit or loss for the year in which they are owed. In this event pension plans are treated as fixed contribution pension plans.

Termination benefits (early retirement pensions)

These benefits have to be paid if the Group decides to terminate an employee's employment before the normal retirement date or if the em-

ployee decides to accept voluntary redundancy in exchange for those benefits. These termination benefits are recognised at their estimated cost over the service period. The amounts recognised in profit or loss consist of the termination cost related to the current and previous service periods and the related interest costs. The pension liability in the statement of financial position is measured at the present value of the expected future

All actuarial gains and losses are recognised immediately in other comprehensive income.

Other non-current employee benefits

Other non-current employee benefits – including seniority payments – are recognised at the amount of their anticipated cost over the period of employment. The obligations are generally revaluated annually whereby any profits or losses are immediately expensed when incurred.

Profit sharing

In accordance with the law of 22 May 2001 concerning employee shares in capital and profit of the entities, the Group gives its personnel, based in Belgium, the choice to receive profit-sharing either in shares or in cash. If certain conditions are met the shares distributed in this context can benefit from reduced tax rates. These transactions are recognised at fair value.

Discounts on share capital increases

In accordance with art. 609 of the Law on Corporations, the Group gives a discount to its employees on its yearly share capital increase reserved for its employees. This discount is presented as an employee cost in the period of the share capital increase.

m. Financial liabilities

All financial liabilities of the Group are non-derivatives and are measured at amortised cost. These liabilities are presented in "Interest-bearing loans and borrowings", "Trade payables" and "Other liabilities" in the statement of financial position.

n. Revenue recognition

Revenue from the sale of goods

The revenue from the sale of goods is recognised in profit or loss if the significant risks and rewards of own-

ership have been transferred, if the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, if the amount of revenue can be measured reliably, if it is probable that the economic benefits associated with the transaction will flow to the entity and if the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. Discount coupons issued by suppliers and remitted by clients are treated as an instrument of payment and recognised as such in the statement of financial position.

Revenue from services rendered

Revenue from services rendered is recognised by reference to the stage of completion of the transaction when this can be measured reliably.

Rental income

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease.

Finance income

Finance income relates to dividends and interest on invested funds. Dividends are recognised in profit or loss when the shareholder's right to receive payment is established. Interest income is recognised when acquired and over the period to which it relates.

Positive discounting effects of non-current provisions are recognised as finance income.

o. Expenses

Reimbursements by suppliers

Reimbursements by suppliers are recognised as a deduction from expenses. If such reimbursements are received specifically for well-defined publicity expenses incurred, they are deducted from those particular ex-

penses. In other cases they are recognised as a deduction from cost of goods sold.

Rental payments

Operating lease payments are recognised in profit or loss on a straight-line basis over the term of the lease.

Finance costs

Finance costs comprise interest on borrowings and interest on repayments of finance leases. All finance costs are recognised at the time at which they arise.

The unwinding of the discount on non-current provisions is recognised as a finance cost.

p. Taxes

Taxes on profit or loss for the reporting period comprise current (payable and deductible) and deferred taxes and are presented in accordance with "IAS 12, Income Taxes". Taxes are presented in profit or loss, except for taxes that relate to transactions that are recognised in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable income of the year, using tax rates (and tax laws) that have been substantially enacted at the end of the reporting period, and any adjustment to tax payable (or receivable) in respect of previous years.

Deferred tax is calculated using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit and the differences relating to investments in subsidiaries

to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. Deferred tax assets are reduced to

the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

q. Transfer pricing

The prices for transactions between subsidiaries, associates, joint ventures and therefore also between operating segments are conducted at arm's length.

*Colruyt store
in Gépinnes*



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8.2. Segment information

The Group reports its operating segments based on the nature of its activities. Next to the information on the operating segments, the Group also gives geographical information on the regions in which it operates.

The Group distinguishes within the operating activities the following main segments: "Retail, Wholesale and food-service and Other activities". Corporate activities supporting the different divisions and delivering services to the different brands of the Group include amongst others marketing and communication, IT, human resources and financial and other corporate services. These activities are presented as a non-allocated component.

8.2.1. Operating segments

Retail:

stores under the Group's own management which directly sell to retail customers and bulk consumers.

Wholesale and food service:

supply to wholesalers, commercial customers and affiliated independent merchants.

Other activities:

gas stations, printing and engineering activities and alternative energy.

The results, assets and liabilities of an operating segment contain elements which are directly attributable or which are readily attributable to the operating segments.

The results of the operating segments are analysed based on operating results (EBIT) and operating cash flows (EBITDA).

Finance income and income taxes are managed at Group level and are not allocated to the operating segments.

The assets of the operating segments contain mainly goodwill, intangible assets, property, plant and equipment, inventories and trade receivables. As the investment in Belwind N.V. is an investment in offshore wind parks, it is part of the component "Alternative energy" and reported under the operating segment "Other activities".

Non-allocated assets contain investments, cash and cash equivalents, interest-bearing loans, VAT receivables, tax assets and investments in associates (which have no activities similar to the operating segments).

The liabilities of the operating segments contain mainly provisions, employee benefits liabilities and trade payables.

Non-allocated liabilities consist mainly of interest bearing liabilities and tax and VAT liabilities.

The number of employees in FTE contains only employees with fixed employee contracts. Directors, interim personnel, consultants and students working under specific student conditions are not included in full time equivalents.

Capital expenditure contains the acquisition of property, plant and equipment and of intangible assets with an expected useful life of more than one year.

The operating segment information and the Group's financial statements can be reconciled by adding the information in the different operating segments with the non-allocated elements (including corporate staff activities) and eliminating the transactions within the Group.

The Group is not obliged to present information about major customers, since the threshold for reliance on major customers is not exceeded.



Colruyt store
in Senones (France)

(in EUR million)	Retail 2009/10	Wholesale and foodservice 2009/10	Other activities 2009/10	Operating segments 2009/10
Revenue	5.212,0	1.212,3	464,0	6.888,2
Operating cash flow (EBITDA)	520,4	35,5	18,6	574,5
Operating profit (EBIT)	425,6	22,7	8,6	456,9
Share of results of associates	0,0	0,0	(1,6)	(1,6)
Segment assets	1.724,5	357,5	140,7	2.222,8
of which investments in associates	0,0	0,0	22,9	23,0
Segment liabilities	962,5	200,8	59,5	1.222,8
Capital expenditure	268,5	10,4	19,9	298,8
Amortisation, depreciation and impairment of non-current assets	94,8	12,8	10,0	117,6
Number of staff employed (FTE) on balance sheet date	16.341	2.509	410	19.260
(in EUR million)	Operating segments 2009/10	Transactions between operating segments 2009/10	Unallocated 2009/10	Consolidated 2009/10
Revenue	6.888,2	(135,6)	0,0	6.752,6
Operating cash flow (EBITDA)	574,5	(0,0)	25,5	600,0
Operating profit (EBIT)	456,9	(0,0)	13,1	469,9
Share of results of associates	(1,6)	0,0	0,9	(0,7)
Net finance income			6,0	6,0
Income tax expense			(145,8)	(145,8)
Profit for the financial year				329,5
Attributable to:				
Non-controlling interests				(0,1)
Owners of the parent				329,6
Total assets	2.222,8	(73,3)	482,9	2.632,4
Total liabilities	1.222,8	(73,2)	230,4	1.380,1
Capital expenditure	298,8	(0,6)	19,9	318,2
Amortisation, depreciation and impairment of non-current assets	117,6	0,0	12,4	130,0
Number of staff employed (FTE) on balance sheet date	19.260	-	1.889	21.149

(in EUR million)	Retail 2010/11	Wholesale and foodservice 2010/11	Other activities 2010/11	Operating segments 2010/11
Revenue	5.613,5	1.263,4	548,0	7.424,9
Operating cash flow (EBITDA)	547,3	35,0	17,6	600,0
Operating profit (EBIT)	437,4	20,8	6,7	464,9
Share of results of associates	(0,7)	0,0	3,3	2,7
Segment assets	1.902,0	382,0	235,6	2.519,6
of which investments in associates	0,3	0,0	25,9	26,2
Segment liabilities	1.043,7	204,8	76,3	1.324,8
Capital expenditure	234,3	32,2	12,8	279,3
Amortisation, depreciation and impairment of non-current assets	110,0	14,2	10,9	135,1
Number of staff employed (FTE) on balance sheet date	17.489	2.646	454	20.589
(in EUR million)	Operating segments 2010/11	Transactions between operating segments 2010/11	Unallocated 2010/11	Consolidated 2010/11
Revenue	7.424,9	(144,8)	0,0	7.280,1
Operating cash flow (EBITDA)	600,0	0,0	21,1	621,1
Operating profit (EBIT)	464,9	0,0	7,3	472,2
Share of results of associates	2,7	2,7	(0,1)	5,2
Net finance income			0,2	0,2
Income tax expense			(139,7)	(139,7)
Profit for the financial year				337,9
Attributable to:				
Non-controlling interests				(0,1)
Owners of the parent				338,0
Total assets	2.519,6	(74,2)	571,9	3.017,3
Total liabilities	1.324,8	(74,1)	278,0	1.528,6
Capital expenditure	279,3	(7,9)	30,3	301,8
Amortisation, depreciation and impairment of non-current assets	135,1	0,0	13,9	149,0
Number of staff employed (FTE) on balance sheet date	20.589	-	1.999	22.588

8.2.2. Geographical information

As clients are serviced in their own geographical areas, the geographical information is based on the location of the Company and the subsidiaries.

The geographical information contains the contribution of entities based on the different countries in which they are domiciled. The geographical information contains all entities: entities with business activities as well as entities with corporate staff activities.

Geographical assets consist of goodwill, property, plant and equipment and intangible assets.

Belgium:

where the Company and a lot of the subsidiaries have established their headquarters. These entities perform business as well as corporate activities.

France:

where the French holding company and its subsidiaries have established their headquarters. Similar to the Belgian entities, these entities perform business as well as corporate activities.

Other:

the entities in the Netherlands, United Kingdom, Grand Duchy of Luxembourg, Germany and India.

The packaging specialist Mundipack B.V. (the Netherlands), the engineering activities of Dimaco UK Ltd (United Kingdom), the reinsurance company Locré S.A. (Grand Duchy of Luxembourg) and the internal IT supplier Colruyt IT Consultancy India Priv. Ltd (India) are the most important activities within "Other".

Geographical information

(in EUR million)	Belgium		France		Other		Total	
	2010/11	2009/10	2010/11	2009/10	2010/11	2009/10	2010/11	2009/10
Revenue	6.479,5	5.965,1	784,7	774,7	16,0	12,8	7.280,1	6.752,6
Geographical assets	1.404,8	1.214,1	158,1	130,8	9,4	5,3	1.572,3	1.350,2
Capital expenditure	255,1	291,2	42,6	24,3	4,0	2,6	301,8	318,2
Number of staff employed (FTE) on balance sheet date	19.890	18.610	2.430	2.316	269	223	22.588	21.149

Colruyt store
in Jodoigne



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8.3. Revenue and gross profit

(in EUR million)	2010/11	2009/10
Revenue	7.280,1	6.752,6
Cost of goods sold	(5.447,5)	(5.053,6)
Gross profit margin	1.832,6	1.699,1
As % of revenue	25,2%	25,2%

8.3.1. Revenue by cash generating unit

(in EUR million)	2010/11	2009/10
Colruyt Stores Belgium	4.690,9	4.409,3
OKay and Bio-Planet Belgium	418,0	352,0
DreamLand Belgium and France, DreamBaby and dream	214,8	196,2
Food retail stores France	163,8	149,4
Other supermarkets Belgium	35,0	31,9
Transactions with other operating segments	91,1	73,1
Retail	5.613,5	5.212,0
Belgium	676,7	610,2
France	575,5	586,7
Transactions with other operating segments	11,2	15,4
Wholesale and Food service	1.263,4	1.212,3
DATS24 Belgium and France	465,9	373,3
Printing and document management solutions	15,5	14,9
Engineering activities	21,9	27,5
Alternative energy	2,1	1,2
Transactions with other operating segments	42,6	47,2
Other activities	548,0	464,0
Total operating segments	7.424,9	6.888,2
Transactions with operating segments	(144,8)	(135,6)
Consolidated	7.280,1	6.752,6

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8.4. Other operating income and expenses

(in EUR million)	2010/11	2009/10
Rental and rental-related income	6,2	5,8
Gains from the disposal of non-current assets	2,6	3,2
Remuneration for services rendered	36,9	31,9
Other	10,2	7,0
Total other operating income	55,8	47,9

"Remuneration of services rendered" contains mainly services delivered to third parties and compensations for claims received.

(in EUR million)	2010/11	2009/10
Operating taxes	11,0	10,6
Property withholding tax	6,2	5,1
Losses on disposal of non-current assets	3,6	5,4
Other	3,5	4,0
Total other operating expenses	24,3	25,1

8.5. Services and miscellaneous goods

(in EUR million)	2010/11	2009/10 (I)
Rental and rental-related charges (immovables)	23,9	24,1
Rental and rental-related charges (movables)	17,0	13,9
Maintenance and major repairs	43,2	39,2
Utility supplies	34,9	30,2
Transport costs	82,9	74,4
Fees	14,7	14,8
Telecommunication, postal, administrative and ICT costs	36,4	28,8
Insurance costs	5,5	5,2
Formation and training expenses	4,0	3,6
Other	35,6	23,5
Total services and miscellaneous goods	298,2	257,9

(I) Figures for the financial year 2009/10 have been changed as disclosed in note 8.1. Principles for the presentation and preparation of the consolidated financial statements.

As of the financial year 2010/11 the Group presents rent and rental-related charges from immovables separately from those of movables. The comparative figures were restated accordingly.

The increase of the costs for other services and miscellaneous goods is mainly due to increased costs for marketing and administration.

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8.6. Employee benefits expenses

(in EUR million)	2010/11	2009/10(I)
Wages and salaries	714,4	651,2
Social security contributions	171,0	161,0
Contributions to defined contribution plans	9,1	7,7
Early retirement and other pension related costs	2,7	3,3
Profit-sharing schemes for employees	29,8	25,8
Subscription discount on capital increase for personnel	4,0	2,2
Consultants and interim personnel	27,9	24,1
Other personnel costs	35,4	30,1
Compensatory amounts	(49,3)	(42,6)
Total employee benefits expenses	945,1	862,8
Number of employees in FTE on balance sheet date	22.588	21.149

(I) Figures for the financial year 2009/10 have been changed as disclosed in note 8.1. Principles for the presentation and preparation of the consolidated financial statements.

Termination benefits (early retirement)

The possibility to retire early, as it exists within the Group for employees of Belgian entities, is based on the Belgian regulation relating to early retirement pensions. The early retirement plan and the conditions regarding the required age and performed service period are described in a collective labour agreement (Collectieve Arbeidsovereenkomst/Convention Collective du Travail or CAO/CCT), more specific in CAO nr. 17, as established by the National Labour Council (Nationale Arbeidsraad/Conseil National du Travail). Other Collective Employment Agreements negotiated by the National Labour Council or within the Group for specific entities or

industries may be applicable, but have similar benefits as CAO nr 17.

As a result of these Collective Employment Agreements a provision was recognised for early retirement benefits in accordance with IAS 19, "Employee Benefits". The provision is based on the expected cost over the service period. Actuarial gains and losses are recognised in other comprehensive income.

Profit-sharing by employees

In accordance with the law of 22 May 2001 regarding participation in the share capital and in the profit of entities (Belgian Official Journal 9 June 2001) and the collective labour agreement n°90 of 20 December 2007 relating to non-recurrent result-related benefits, a

system of profit sharing has been established with the social partners.

Capital increase restricted to employees

The Group offers its employees the opportunity to subscribe to the annual increase of capital of the parent company Etn. Fr. Colruyt N.V. A discount on this capital increase is granted in accordance with art.609 of the Law on the Entities. For the last capital increase 3.749 employees subscribed to 715.585 shares, which is a capital contribution of EUR 23,9 million. The discount granted was EUR 4,0 million. The Group decided to recognise this discount as an employee benefit.

Number of shares subscribed
Discount per share (in EUR)

Total discount (in EUR million)

(I) The comparative information was restated taking into account the share split into five, as decided by the Extraordinary Shareholders meeting of 12 October 2010.

	2010/11	2009/10 (I)
Number of shares subscribed	715.585	506.895
Discount per share (in EUR)	5,7	4,4
Total discount (in EUR million)	4,0	2,3

Compensatory amounts

Employee benefits expenses-items are shown free of compensatory amounts. Compensatory amounts relate mainly to capitalised employee costs for fixed assets produced by the Group.

Number of employees

The number of employees in full time equivalents includes only employees which have a fixed employee contract. Members of the Board of Directors, interim personnel, consultants and students working under specific student conditions are not included in full time equivalents.

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8.7. Net finance income

8.7.1. Finance income and finance costs recognised in profit or loss

(in EUR million)	2010/11	2009/10
Interest income on impaired customer loans	0,4	0,5
Interest income on unimpaired customer loans and receivables	1,3	0,9
Interest income on current bank deposits	1,1	1,6
Interest income on fixed-income securities held for trading purposes	0,8	1,1
Change in fair value of financial assets held for trading	2,0	6,8
Net gain on disposal of financial assets held for trading	1,2	0,2
Exchange rate gains	0,2	0,3
Other	0,3	0,3
Total finance income	7,4	11,7
Interest expense on non-current and current loans	1,0	1,0
Interest expense on leasing liabilities	0,3	0,4
Change in fair value of financial assets held for trading	1,4	-
Loss on disposal of financial assets held for trading	2,1	1,0
Unwinding of the discount on non-current provisions	1,9	3,1
Exchange rate losses	0,5	0,1
Other	0,0	0,1
Total finance costs	7,2	5,7
Net finance income	0,2	6,0

8.7.2. Finance income and finance costs recognised in other comprehensive income (equity)

(in EUR million)	2010/11	2009/10
Change in fair value of available-for-sale financial assets	0,8	-
Effect of currency translation of foreign entities	-	0,2
Total finance income	0,8	0,2
Change in fair value of available-for-sale financial assets	-	(1,3)
Effect of currency translation of foreign entities	(0,1)	-
Total finance costs	(0,1)	(1,3)
Net finance income recognised in other comprehensive income	0,7	(1,1)

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8.8. Income tax expense

(in EUR million)	2010/11	2009/10
A) Effective tax rate		
Profit before taxation (before share of results of associates)	472,4	476,0
Income tax	139,7	145,8
Effective tax rate	29,58%	30,62%
B) Reconciliation between the effective tax rate and the applicable tax rate (1)	33,98%	33,96%
Profit before taxation (before share of results of associates)	472,4	476,0
Income tax expense (based on applicable tax rate)	160,5	161,7
(Non-taxable income)/non tax-deductible expenditure	2,1	1,1
Effect of special tax schemes (2)	(27,7)	(30,8)
Effect of compensated tax losses and credits	(0,6)	1,6
Permanent differences	4,7	9,6
Taxes on dividend income	1,0	0,0
Impact of deferred taxes	0,1	(0,1)
Change in tax rate	0,0	0,0
Other	(0,2)	2,5
	139,7	145,8
Effective tax rate	29,58%	30,62%
C) Income tax expense recognised in profit or loss		
Current year taxes	143,0	142,5
Deferred taxes	(3,3)	3,8
Adjustments relating to prior years	0,0	(0,5)
Total income tax	139,7	145,8

(1) The applicable tax rate is the weighted average tax rate for the Company and all its consolidated subsidiaries in different jurisdictions (Belgium: 33,99%, France: 33,33%, Grand Duchy of Luxembourg: 28,59%, The Netherlands: 25,50%, UK: 20,00%, India: 33,99% and Germany: 33,30%).
(2) Includes amongst others the impact of the notional interest and the increased investment deduction.

Some of the tax effects are recognised in other comprehensive income instead of in profit or loss. The net tax impact recognised in other comprehensive income amounts to EUR 2,6 million (compared to EUR 2,0 million last year) as disclosed in note 8.15. Deferred tax assets and liabilities.

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8.9. Goodwill

The recognised goodwill relates both to goodwill arising from the acquisition of complete business entities and to goodwill paid for the acquisition of individual points of sale.

The takeover of a complete business entity usually leads to the recognition of goodwill. Goodwill resulting from business combinations is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If this excess is negative, the resulting gain is recognised immediately in profit or loss on the acquisition date. The measurement of the identifiable assets, liabilities and contingent liabilities is based on best estimates of the Group's management.

The amounts presented are the gross value minus amortisation until 1 April 2004, the date of transition to IFRS. There were no reasons to recognise

additional impairment losses on goodwill since that date. The net carrying value on 31 March 2011 is EUR 95,2 million (compared to EUR 83,8 million last year).

Goodwill is tested for impairment at the level of the cash-generating unit to which it relates. The cash generating unit to which goodwill is allocated is the lowest level on which the goodwill is monitored by management. Cash generating units are operating segments or operating entities as stated in note 8.3. Revenue and gross profit.

Impairment testing is based on the value in use for goodwill resulting from the acquisition of entities as well as for goodwill from the acquisition of points of sale.

The Group used estimated growth rates and expected future margins based on actual figures on the latest accounting period and forecasts for the next 5 years. The growth rates take into account expected inflation but do not include non-organic growth. The growth rates used do not exceed the long term average growth rate applicable in the different industries in which the Group operates.

Therefore, the Group adapts its assumptions to the specific characteristics of the different smaller cash generating units that constitute the cash-generating unit under review. For the main cash generating units that belong to the operating segment "Retail" the Group uses growth percentages for sales from 3% to 8%. For the main cash generating units that belong to the operating segment "Wholesale and food service" the Group uses growth percentages from 3% to 20%. The Group uses a weighted average cost of capital before tax between 8% and 9% for both operating segments.

The cash flow projections made based on the assumptions discussed above did not result in the recognition of impairment losses. The value of the goodwill recognised in the statement of financial position is assured by a sufficient amount of estimated discounted cash flows, so that even with lower growth rates there would not be an impairment of goodwill.



Goodwill by cash generating unit:

(in EUR million)	2010/11	2009/10
Colruyt Stores Belgium	44,8	41,0
DreamLand Belgium and France, DreamBaby and dream	0,0	0,4
Food retail stores France	2,1	1,4
Other supermarkets Belgium	1,2	4,3
Retail	48,1	47,1
Belgium	10,2	1,1
France	32,7	31,5
Wholesale and Food service	42,9	32,6
Engineering activities	1,7	1,7
Printing and document management solutions	1,6	1,6
Alternative energy	0,8	0,8
Other activities	4,1	4,1
Consolidated	95,2	83,8

The changes in goodwill can be explained as follows:

(in EUR million)	2010/11	2009/10
Acquisition value:		
At 1 April	83,8	72,6
Disposals of points of sale	0,0	(0,4)
Purchases of points of sale	1,6	-
Adjustment of goodwill relating to previous acquisitions	(0,1)	-
Increase due to new business combinations	9,9	11,0
Goodwill related to obtaining control in an associate	0,0	0,6
At 31 March	95,2	83,8

During the accounting period the increase of goodwill resulting from business combinations amounted to EUR 9,9 million and relates to obtaining control over the entities of the Foodinvest group in Belgium and over the French entities Nels & Co S.A.S. and Transpro France S.A.R.L.

Goodwill relating to the acquisition of the Foodinvest group amounts to EUR 9,1 million. The clear national profile of the Foodinvest group, the diversified client portfolio, the strategic location of the logistics and the knowhow of the strongly motivated team are factors that contributed to the recognition of goodwill. The Group believes that this acquisition strengthens its Belgian market position and provides the basis for sustainable growth in the Belgian professional foodservice business. In the same operating segment of "Wholesale and foodservice" the acquisition of the French company Transpro France S.A.R.L. was finalised with a goodwill of EUR 0,6 million. The circumstances that contributed to the recognition of goodwill are the commercial and logistic synergies that the Group expects to realise by optimising its almost complete national coverage of the French foodservice for fresh products.

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8.10. Intangible assets

(in EUR million)	Developed intangible assets	Concessions, software, licences and similar rights	Intangible assets under development	Total
Acquisition value:				
At 1 April 2009	4,3	24,1	7,8	36,2
Acquired through business combinations	0,7	0,3	0,5	1,5
Acquisitions	0,0	6,3	3,5	9,9
Disposals and cancellations	0,0	(1,6)	(0,4)	(2,0)
Other	0,1	6,8	(6,7)	0,2
At 31 March 2010	5,1	35,9	4,7	45,8
Amortisations:				
At 1 April 2009	(3,8)	(15,2)	(0,1)	(19,1)
Amortisations	(0,7)	(3,8)	(0,0)	(4,5)
Disposals and cancellations	0,0	0,4	0,0	0,4
Other	(0,1)	(0,1)	0,0	(0,1)
At 31 March 2010	(4,5)	(18,6)	(0,2)	(23,3)
Impairment:				
At 1 April 2009	0,0	0,0	0,0	0,0
Impairment	0,0	(1,6)	0,0	(1,6)
Disposals and cancellations	0,0	1,6	0,0	1,6
At 31 March 2010	0,0	0,0	0,0	0,0
Net carrying amount at 31 March 2010	0,6	17,3	4,5	22,5



(in EUR million)	Developed intangible assets	Concessions, software, licences and similar rights	Intangible assets under development	Total
Acquisition value:				
At 1 April 2010	5,1	35,9	4,7	45,8
Acquired through business combinations	0,0	50,9	0,0	50,9
Acquisitions	0,0	8,0	6,5	14,5
Disposals and cancellations	(0,0)	(0,1)	(0,5)	(0,6)
Other	0,0	2,2	(2,2)	0,0
At 31 March 2011	5,1	96,9	8,6	110,6
Amortisations:				
At 1 April 2010	(4,5)	(18,6)	(0,2)	(23,3)
Amortisations	(0,2)	(5,6)	(0,0)	(5,9)
Disposals and cancellations	0,0	0,2	0,0	0,2
Other	(0,0)	0,0	(0,0)	(0,0)
At 31 March 2011	(4,7)	(24,1)	(0,2)	(29,0)
Impairment:				
At 1 April 2010	0,0	0,0	0,0	0,0
Impairment	0,0	0,0	0,0	0,0
Disposals	0,0	0,0	0,0	0,0
At 31 March 2011	0,0	0,0	0,0	0,0
Net carrying amount at 31 March 2011	0,4	72,8	8,4	81,6

The IT department of the Group realises a number of IT projects resulting in the development of own software. The carrying amount of the internally developed software included in the line item "Concessions, software, licences and similar rights" amounts to EUR 12,2 million (to be compared with EUR 8,9 million last year). The line item "Intangible assets under development" includes also software under development for EUR 8,2 million (compared to EUR 4,0 million last year). These developments are not yet amortised as the software is not ready for use.

On the other hand intangible assets include as of this year also a significant amount of concessions due to the increase of the interest in Northwind N.V. This entity was granted a concession for the exploitation of off-shore wind turbines for a period of 20 years. Value was estimated at EUR 50,9 million using a Discounted Cash Flow method based on prudent assumptions in relation to future wind intensity and a discount rate which is customary for off-shore wind energy activities.

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8.11. Property, plant and equipment

(in EUR million)	Land and buildings	Plant machinery and equipment	Furniture and vehicles	Leased assets	Other property plant & equipment	Assets under construction	Total
Acquisition value:							
At 1 April 2009	1.148,4	327,6	345,8	27,6	55,9	9,3	1.914,6
Acquisitions through business combinations	13,3	16,4	0,1	1,3	0,5	0,0	31,6
Acquisitions	184,5	47,2	43,0	0,0	8,4	25,2	308,3
Disposals and cancellations	(11,3)	(10,2)	(17,1)	0,0	(1,6)	(0,0)	(40,2)
Transfers to other asset categories	(3,3)	8,2	(0,0)	(1,6)	(0,0)	(3,3)	0,0
Other	0,0	0,0	0,0	0,0	(0,0)	0,0	0,1
At 31 March 2010	1.331,6	389,2	371,8	27,4	63,2	31,2	2.214,4
Depreciations:							
At 1 April 2009	(381,2)	(213,0)	(243,5)	(14,3)	(26,4)	0,0	(878,5)
Depreciations	(49,6)	(31,7)	(36,2)	(1,0)	(4,0)	0,0	(122,4)
Disposals and cancellations	7,3	8,2	15,5	(0,1)	0,8	0,0	31,7
Transfers to other asset categories	1,9	(2,2)	0,0	0,3	(0,0)	0,0	0,0
Other	0,0	(0,0)	(0,0)	(0,0)	(0,0)	(0,0)	(0,0)
At 31 March 2010	(421,6)	(238,7)	(264,2)	(15,2)	(29,5)	0,0	(969,2)
Impairment:							
At 1 April 2009	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Impairment	(1,3)	0,0	0,0	0,0	0,0	0,0	(1,3)
At 31 March 2010	(1,3)	0,0	0,0	0,0	0,0	0,0	(1,3)
Net carrying amount at 31 March 2010	908,7	150,5	107,6	12,2	33,6	31,2	1.243,9

(in EUR million)	Land and buildings	Plant machinery and equipment	Furniture and vehicles	Leased assets	Other property plant & equipment	Assets under construction	Total
Acquisition value:							
At 1 April 2010	1.331,6	389,2	371,8	27,4	63,2	31,2	2.214,4
Acquisitions through business combinations	9,0	0,3	0,7	0,1	(0,0)	6,0	16,1
Acquisitions	184,2	27,5	40,7	1,4	5,8	29,0	288,6
Disposals and cancellations	(18,2)	(13,1)	(12,8)	(2,9)	(2,6)	(0,6)	(50,1)
Transfers to other asset categories	5,9	3,8	0,2	(1,6)	0,3	(8,6)	0,1
Other	0,0	(0,0)	(0,0)	(0,0)	0,0	(0,3)	(0,3)
At 31 March 2011	1.512,6	407,7	400,6	24,4	66,8	56,8	2.468,8
Depreciation:							
At 1 April 2010	(421,6)	(238,7)	(264,2)	(15,2)	(29,5)	0,0	(969,2)
Depreciation	(64,1)	(35,4)	(38,3)	(1,4)	(4,7)	0,0	(143,9)
Disposals and cancellations	12,9	11,7	10,9	2,9	1,8	0,0	40,1
Transfers to other asset categories	2,2	(2,4)	(0,0)	0,7	(0,6)	0,0	(0,1)
Other	0,0	0,0	0,0	(0,0)	(0,0)	0,0	0,0
At 31 March 2011	(470,5)	(264,7)	(291,7)	(12,9)	(33,1)	0,0	(1.073,0)
Impairment:							
At 1 April 2010	(1,3)	0,0	0,0	0,0	0,0	0,0	(1,3)
Impairment	(0,1)	0,0	0,0	0,0	(0,0)	0,0	(0,2)
Reversal of impairment	1,2	0,0	0,0	0,0	0,0	0,0	1,2
At 31 March 2011	(0,2)	0,0	0,0	0,0	(0,0)	0,0	(0,3)
Net carrying amount at 31 March 2011	1.041,9	143,0	108,9	11,5	33,6	56,8	1.395,6

The carrying amount of property, plant and equipment pledged as collateral for liabilities amounts to EUR 15,1 million (compared to EUR 7,3 million last year) as disclosed in note 8.23. Interest-bearing loans and borrowings. The increase can be explained by the acquisition of the Foodinvest group. Next to that, the Group provided collateral for a net carrying amount of EUR 93,6 million for which there is no longer a related liability.

Capital grants received are deducted from the cost of property, plant and equipment. The net amount of capital grants received can be detailed as follows:

(in EUR million)	Land and buildings	Plant machinery and equipment	Furniture and vehicles	Leased assets	Other property plant & equipment	Assets under construction	Total
At 31 March 2010	6,5	1,2	0,6	0,2	0,0	0,0	8,5
At 31 March 2011	6,5	2,0	0,7	0,2	0,0	0,0	9,3

The income statement of the financial year 2010/11 contains an amount of EUR 0,3 million in relation to government grants (previous period EUR 0,6 million).

As a result of the centralisation of its Belgian real estate the Group analysed the useful lives of its buildings. There are indications that the useful lives as determined in the accounting policies of the Group are too long as compared with the effective useful lives. More in-depth analysis is currently being performed and could result for the Belgian activities in a revision and harmonisation of the useful lives of some real estate categories. The revision relates to immovables such as retail buildings, administrative buildings and buildings used for production and storage. The useful lives of these categories might be determined at 30 years, resulting in an increased depreciation charge in the coming five years. The impact on the next accounting period 2011/12 is estimated to amount to approximately EUR 9 million.

8.12. Investments in associates

(in EUR million)	2010/11	2009/10
Net carrying amount at 1 April	33,9	12,2
Acquisitions/capital increases	1,4	26,7
Decrease related to obtaining control in associate	(0,3)	(0,6)
Share of results of associates	2,8	(0,7)
Share of other comprehensive income of associates	0,8	(1,3)
Refund following the Sofindev S.A and Sofindev III capital decrease	-	(2,3)
Disposals	(3,1)	-
Transfer to non-current investments	(7,9)	-
Share of dividends paid	(0,1)	-
Elimination of results with associates	(0,3)	-
Other decrease	(0,7)	-
Net carrying amount at 31 March	26,5	33,9

The investments in associates in the period 2010/11 relate to Coopernic S.C.R.L. (20%), Belwind N.V. (26,9%) and Xenarjo C.V.B.A. (24,99%).

The share of the Group in the result of the associates amounts to EUR 2,8 million and is presented in the income statement together with the gain from a bargain purchase of Belwind N.V. for an amount of EUR 2,4 million euro.

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8.12. Investments in associates

For 2009/10, the key figures for these associates are:

(in EUR million)	Assets	Liabilities	Equity	Revenue	Net result
Sofindev S.A.	15,5	0,6	14,9	0,0	7,1
Sofindev II S.A.	18,7	4,7	14,0	0,1	(1,9)
Sofindev III S.A.	20,8	2,3	18,5	0,1	(0,1)
Coopernic S.C.R.L.	83,6	82,9	0,7	2,6	0,1
Northwind N.V.	1,2	0,1	1,1	0,0	0,0
Belwind N.V.	580,4	496,5	83,9	0,0	(5,9)
Vendis Capital N.V.	8,1	0,2	7,9	0,0	(0,5)

For 2010/11, the key figures for these associates are:

(in EUR million)	Assets	Liabilities	Equity	Revenue	Net result
Coopernic S.C.R.L.	107,3	106,4	0,9	2,9	0,1
Belwind N.V.	695,6	599,2	96,4	32,1	12,5
Xenarjo C.V.B.A.	0,5	0,1	0,4	0,0	(0,6)

The figures stated represent 100% of each company.

The interest in Sofindev S.A. was completely sold in March 2011. At the end of the current annual period the investments in Sofindev II S.A., Sofindev III S.A. and Vendis Capital N.V. were no longer recognised as associates due to the loss of significant influence.

The investment in Xenarjo C.V.B.A. was acquired in May 2010 and Northwind N.V. is fully consolidated as of annual period 2010/11.

8.13. Investments

8.13.1. Non-current investments

(in EUR million)	31.03.11	31.03.10
Equity securities available for sale	43,0	40,9
Total	43,0	40,9

The investments presented as non-current assets have changed as follows:

(in EUR million)	2010/11	2009/10
At 1 April	40,9	35,2
Acquisitions	0,3	5,9
Impairment	(0,2)	(0,0)
Transfer from investments in associates	7,9	-
Transfer to consolidated participations	(5,8)	(0,2)
At 31 March	43,0	40,9

This line item consists mainly of an interest of 10,5% in the Baltic group IKI.

During the accounting period the Group invested for an amount of EUR 0,3 million. Next to that an impairment of EUR 0,2 million was recognised on an investment.

The total impairment loss was EUR 0,3 million (compared to EUR 0,2 million last year).

The investments in Sofindev II S.A., Sofindev III S.A. and Vendis Capital N.V. were classified as available-for-sale financial assets due to the loss of significant influence as disclosed in note 8.12. Investments in associates.

As last year the acquisition of the Foodinvest group was not finalised at balance sheet date, the prepayment on that investment was presented in 2009/10 as an available for sale financial asset.

8.13.2. Current investments

(in EUR million)	31.03.11	31.03.10
Financial assets held for trading	10,7	13,5
Fixed-income securities	14,4	24,9
Total	25,1	38,4

The investments presented as current assets have changed as follows:

(in EUR million)	2010/11	2009/10
At 1 April	38,4	55,3
Acquisitions	4,6	8,2
Disposals (held to maturity investments)	(18,4)	(31,8)
Fair value adjustments recognised in profit or loss	0,6	6,7
At 31 March	25,1	38,4

Current investments in listed entities are primarily investments held by Locré, the Luxembourg reinsurance company and amount to EUR 23,9 million for the current financial year. The investments that are presented as current assets are measured based on the share price on 31 March 2011. Changes in the fair value are recognised in profit or loss.

More information on market risks is given in note 8.25. Risk management. The net loss on disposals is EUR 0,9 million for the current financial year (compared to a net loss of EUR 0,8 million last year).

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8.14. Business combinations and disposals of subsidiaries

The effect of acquisitions and disposals on the Group's assets and liabilities calculated based on the fair value of the net assets acquired/sold and liabilities assumed at the date of acquisition/sale:

(in EUR million)	Included in consolidation	Adjustments	At acquisition date	Included in consolidation	Adjustments	At acquisition date
	2010/11	2010/11	2010/11	2009/10	2009/10	2009/10
Goodwill	-	(0,8)	0,8	-	(1,0)	1,0
Intangible assets	50,9	50,9	0,1	1,5	0,1	1,4
Property, plant and equipment	16,1	0,1	16,0	31,6	10,9	20,7
Investments	0,0	0,0	0,0	0,2	(0,5)	0,8
Deferred tax assets	0,4	0,4	(0,0)	1,6	1,6	0,0
Total non-current assets	67,4	50,5	16,9	35,0	11,1	23,9
Inventories	3,4	0,0	3,4	1,4	0,0	1,4
Trade receivables	7,9	0,0	7,9	9,8	0,0	9,8
Other receivables	1,4	(6,6)	8,0	4,4	0,0	4,4
Cash and cash equivalents	1,1	0,0	1,1	5,2	0,0	5,2
Total current assets	13,8	(6,6)	20,4	20,8	0,0	20,8
TOTAL ASSETS	81,2	43,9	37,4	55,7	11,0	44,7
Provisions	(0,2)	(0,1)	(0,1)	(3,1)	(0,6)	(2,5)
Deferred tax liabilities	(17,4)	(17,2)	(0,2)	(2,0)	(2,0)	0,0
Interest-bearing liabilities	(5,9)	6,2	(12,1)	(1,8)	(0,3)	(1,5)
Total non-current liabilities	(23,5)	(11,1)	(12,4)	(6,9)	(2,9)	(4,0)
Bank overdrafts	(2,3)	0,0	(2,3)	(22,8)	0,0	(22,8)
Other interest-bearing liabilities	(4,2)	0,3	(4,6)	(0,4)	0,0	(0,4)
Trade payables and other liabilities	(12,5)	(0,0)	(12,5)	(19,1)	0,0	(19,1)
Total current liabilities	(19,1)	0,3	(19,4)	(42,2)	0,0	(42,2)
TOTAL LIABILITIES	(42,5)	(10,8)	(31,8)	(49,1)	(2,9)	(46,2)
Net identifiable assets and liabilities	38,7	33,1	5,6	6,6	8,2	(1,5)
Share of the Group in net identifiable assets and liabilities	25,8			6,6		
Total cost of business combinations of the financial year	(35,7)			(18,2)		
Goodwill resulting from business combinations and additional investments in associates	(9,9)			(11,6)		
Consideration (paid)/received for business combinations of the current financial year	(35,7)			(16,7)		
Consideration (paid)/received for business combinations of previous financial years	(1,8)			(1,9)		
Advances paid in previous financial years related to business combinations of the current financial year	6,2			0,8		
Cash acquired/(disposed of)	(1,2)			(17,6)		
Net cash outflow	(32,4)			(35,4)		

The Group did not dispose any subsidiaries during the current or the previous financial year.

Business combinations of the accounting period 2010/11 relate mainly to the acquisition of the entities of the Foodinvest group in Belgium and the entities Nels & Co S.A.S. and Transpro France S.A.R.L. in France. A change in the shareholders' structure of N.V. Northwind, in which the Group currently holds 66,67%, resulted in the full consolidation of this entity. Previously this investment was accounted for using the equity method.

The contribution of these entities in the consolidated results amounts to EUR -2,8 million. Their contribution in the consolidated revenue amounts to EUR 42,1 million euro and the Group employs an additional 115 employees due to these business combinations.

The consideration paid for the business combinations realised during the current period relates to acquisitions in the operating segments "Wholesale and foodservice" (EUR 9,6 million),

"Retail" (EUR 0,2 million) and "Other activities" (EUR 25,9 million). A correction of EUR 0,1 million was recognised for a business combination of the previous period.

In 2009/10 the Group acquired the following subsidiaries: Fraxicor N.V., New Center N.V., MP Medical N.V., Mitto N.V. and Distienen N.V. in Belgium and Picta Frais S.A.S., Unibuy G.I.E., Wilson S.A.S. and the Group Unifrais in France.

8.15. Deferred tax assets and liabilities

Deferred tax assets and liabilities can be detailed as follows:

8.15.1. Net carrying amount

(in EUR million)	Assets		Liabilities		Balance	
	2010/11	2009/10	2010/11	2009/10	2010/11	2009/10
Other intangible assets	1,5	0,9	(18,6)	(2,6)	(17,2)	(1,7)
Property, plant and equipment	0,7	1,1	(86,3)	(79,2)	(85,6)	(78,0)
Inventories	2,5	0,5	0,0	0,0	2,5	0,5
Receivables	0,0	0,0	0,0	0,0	0,0	0,0
Other current assets	5,5	2,6	(3,1)	(0,8)	2,4	1,8
Provisions associated with employee benefits	8,5	10,2	0,0	0,0	8,5	10,2
Other provisions	0,2	0,6	(8,1)	(9,2)	(7,9)	(8,6)
Other payables	2,5	3,2	(0,5)	0,0	2,0	3,2
Tax loss carry-forwards, deductible items and reclaimable tax paid	42,2	34,9	(0,4)	(0,2)	41,9	34,7
Tax assets/(liabilities)	63,6	54,0	(117,1)	(92,0)	(53,5)	(38,0)
Unrecognised tax assets/liabilities	(17,4)	(16,5)	2,4	2,4	(14,9)	(14,1)
Offsetting tax assets/liabilities	(24,3)	(20,2)	24,3	20,2	0,0	0,0
Net deferred tax assets/(liabilities)	21,9	17,3	(90,3)	(69,4)	(68,4)	(52,1)

8.15.2. Change in net carrying amount

(in EUR million)	Assets		Liabilities		Balance	
	2010/11	2009/10	2010/11	2009/10	2010/11	2009/10
Net carrying amount at 1 April	17,3	9,6	(69,4)	(55,5)	(52,1)	(45,9)
Offsetting tax assets/liabilities	2,3	-	(2,3)	-	0,0	-
Increase/(decrease) recognised in profit or loss	4,5	7,6	(1,2)	(11,4)	3,3	(3,8)
Changes recognised in other comprehensive income	(2,6)	(1,8)	0,0	(0,2)	(2,6)	(2,0)
Acquired through business combinations (1)	0,4	1,9	(17,4)	(2,3)	(17,0)	(0,4)
Net carrying amount at 31 March	21,9	17,3	(90,3)	(69,4)	(68,4)	(52,1)

(1) Amounts are presented according to their nature, while in note 8.14. Business combinations and disposal of subsidiaries a net position of all business combinations is presented.

At 31 March 2011 the Group had EUR 14,9 million of unrecognised deferred tax assets (compared to EUR 12,5 million last year). This amount relates to timing differences as well as fiscal losses and unused tax deductible credits amounting to EUR 48,7 million, which can be carried forward without any time limit.

The Group only recognises a deferred tax asset when it is probable that future taxable profits will be available against which the tax losses carried forward and unused tax offsettable assets can be offset. The Group defines the "future" as a period of five years.

Within the Group there is no fixed policy of payment of dividends to the parent by subsidiaries. If an active dividend policy would exist for all subsidiaries, an additional deferred tax liability of EUR 19,1 million would have to be recognised for the financial year 2010/11 (compared to EUR 20,0 million last year) relating to the tax burden on unpaid dividends by subsidiaries.

8.16. Inventories

(in EUR million)	31.03.11	31.03.10
Raw and ancillary materials, goods in process and finished goods	24,2	20,6
Merchandise	500,3	461,4
Prepayments	13,6	13,7
Total inventories	538,2	495,7

Inventories are presented net of accumulated impairment losses. The accumulated impairment for merchandise inventories amounted to EUR 4,6 million for the current financial year (compared to EUR 3,0 million last year).

8.17. Trade and other receivables

8.17.1. Other non-current receivables

(in EUR million)	31.03.11	31.03.10
Loans granted to customers	3,1	4,2
Loans granted to associates	12,2	7,7
Other interest-bearing receivables	5,7	5,7
Total other non-current receivables	21,0	17,6

Loans granted to customers mainly comprise loans to franchisees of Spar Retail N.V. The loans granted to customers are presented net of impairment losses. At 31 March 2011 these impairment losses amount to EUR 1,2 million (compared to EUR 1,1 million last year). These loans usually are granted for a period of 10 years and bear a variable interest rate.

During the previous financial year the Group granted a loan to its associate Belwind N.V. for an amount of EUR 7,7 million. Also, the Group remeasured another subordinated interest-bearing loan granted to Belwind N.V. for an amount of EUR 3,7 million. The current account of the latter was reclassified as non-current for an amount of EUR 0,8 million.

The "Other interest-bearing receivables" consist mainly of a loan to UAB Palink (IKI) for an amount of EUR 5,2 million, being the same as last year.

The aging of the other non-current receivables can be detailed as follows:

(in EUR million)	31.03.11	31.03.10
Due between 1 - 5 years	10,0	10,2
Due > 5 years	11,0	7,4
Total	21,0	17,6

8.17.2. Current trade and other receivables

(in EUR million)	31.03.11	31.03.10
Trade receivables	440,5	361,6
Receivables relating to work in progress	1,6	0,7
Cash guarantees	0,4	1,0
Total trade receivables	442,5	363,3
Refundable VAT	2,4	2,0
Prepaid expenses	11,1	7,9
Loans granted to customers that expire within 1 year	0,8	0,9
Cash guarantees	4,7	3,3
Interest receivable	0,7	0,6
Other receivables	10,5	9,9
Total other current receivables	30,2	24,6

Trade receivables

Trade receivables are presented net of impairment allowance. The impairment allowance amounts to EUR 9,6 million on 31 March 2011 (compared to EUR 10,4 million last year).

Other receivables

Other receivables are presented net of impairment allowance. The impairment allowance amounts to EUR 2,4 million on 31 March 2011 (compared to EUR 2,3 million last year).

The aging of trade receivables is as follows:

(in million EUR)	31.03.11		31.03.10	
	Gross	Impairment	Gross	Impairment
Not past due	355,3	(0,1)	296,4	-
Past due between 1 and 6 months	78,0	(0,9)	58,3	(2,5)
Past due for more than 6 months	16,8	(8,7)	17,3	(7,9)
Total	450,1	(9,6)	372,0	(10,4)

The movement in impairment allowance on trade and other receivables is as follows:

(in million EUR)	Impairment trade receivables		Impairment other receivables	
	2010/11	2009/10	2010/11	2009/10
At 1 April	(10,4)	(10,6)	(2,3)	(2,3)
Addition	(5,0)	(4,2)	(0,1)	(0,1)
Reversal/use	5,8	4,4	0,1	0,1
At 31 March	(9,6)	(10,4)	(2,4)	(2,3)

8.17.3. Construction contracts

Intrion N.V., a specialist in logistic automation, is the main provider of the Group's engineering activities. Construction contracts are measured at cost plus recognised profit, amounting to EUR 9,9 million, in accordance with the percentage of completion of the project and adjusted for progress billings and a provision for expected losses amounting to EUR 0,1 million. The amounts presented below relate to the projects in progress on 31 March. Some of the projects take more than one accounting period to complete.

(in EUR million)	31.03.11	31.03.10
Advances billed in relation to construction contracts	41,4	36,7
Costs incurred in relation to construction contracts and recognised profits, net of recognised losses	(41,5)	(33,4)

8.18. Cash and cash equivalents

(in EUR million)	31.03.11	31.03.10
Current bank deposits	196,1	165,6
Cash and cash equivalents	91,8	82,3
Total assets	287,9	247,9
Bank overdrafts	3,6	2,9
Total liabilities	3,6	2,9
Net cash and cash equivalents	284,3	245,0

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8.19. Equity

8.19.1. Equity management

The Group's aim in managing its equity is to maintain a healthy financial structure with a minimal dependency on external financing as well as to create shareholders' value. The Board of Directors strives to at least increase the annual dividend per share in proportion with the increase in Group profits. The pay-out ratio over the past years was always higher than one third of the Group's profit and amounts this year to 43%. Pursuant to statutory provisions, at least 90% of distributable profits are reserved for shareholders and a maximum of 10% can be reserved for Directors. Furthermore, in addition to its organic growth, the Group seeks to increase shareholders' value by purchasing treasury shares. The Board of Directors grants power to acquire treasury shares up to a maximum of 20% of the issued shares. By organising a capital increase reserved for staff each year since 1987, the Group also tries to increase employee commitment to the Group's growth.

8.19.2. Capital

As a result of the resolution of the Extraordinary General Shareholders' Meeting on 12 October 2010, the capital was increased by 715.585 shares with VVPR tax benefits reserved to employees of the Group which is equivalent to a capital increase of EUR 23.900.539.

At 31 March 2011 the Company's share capital amounted to EUR 232.903.430 divided into 159.465.925 fully paid up ordinary shares without par value and 8.829.005 shares with VVPR tax benefits and without par value. All shares except treasury shares participate in the profits.

8.19.3. Treasury shares

The reserve for treasury shares consists of the cost of the treasury shares purchased. At 31 March 2011 the Group held 9.761.336 treasury shares; this represents 5,80% of the shares issued at balance sheet date. For many years the Extraordinary General Meeting of Shareholders has authorised the Board of Directors to acquire treasury shares up to 20% of the number of shares issued. The Board regularly discusses its buy-in policy. The time of purchase is dependent, amongst other things, on the share price evolution. Between 1 April and 10 June 2011 no treasury shares were acquired. In accordance with Article 622, paragraph 1 of the Companies Code, the voting rights linked to shares held by the company or its subsidiaries are suspended.

8.19.4. Dividends

On 24 June 2011, a gross dividend of EUR 145,9 million or EUR 0,920 per share was proposed by the Board of Directors. Last year the gross dividend amounted to EUR 141,6 million or EUR 0,896 per share. This amount takes into account the number of treasury shares on 10 June 2011 and the number of shares reserved for distribution in September 2011 as part of the profit sharing plan. The dividend was not incorporated in the consolidated financial statements for the financial year 2010/11.

8.19.5. Shares distributed to employees as part of the profit sharing scheme

In accordance with the law of 22 May 2001 regarding participation in the share capital and in the profit of companies (Belgian Official Gazette 9 June 2001) and CAO 90 of 20 December

2007 regarding non-recurrent profit related benefits, the Group agreed a plan for profit sharing with the social partners. Employees have the opportunity to receive their profit sharing in shares of Etn. Fr. Colruyt N.V. and benefit from the tax advantages provided by law. The attribution of shares is based on market conditions: this year the share price is fixed at EUR 36,46. The shares are deposited for a period of two years on an individual blocked account in the name of each employee who has opted for the system.

An amount of EUR 25,8 million (including withholding tax and social security charges) was reserved on 31 March 2010 for profit sharing. From this amount EUR 9,8 million (excluding withholding tax) was distributed in shares, corresponding to 269.885 shares (taking into account the share split into five).

On 31 March 2011 an amount of EUR 24,8 million (including withholding tax and social security charges) was made available, subject to approval by the Shareholders Meeting. As of this accounting period, the profit sharing is split between the profit sharing in accordance with the law of 22 May 2001 and the profit sharing in accordance with C.A.O. n°90 of 20 December 2007 relating to non-recurrent profit related benefits. The benefits in relation to C.A.O. n°90 can only be paid in cash and amount to EUR 14,9 million. For the remaining EUR 9,9 million (distributed in accordance with the law of 22 May 2001) 7.620 employees opted to take this profit sharing in the form of shares, which corresponds to an amount of EUR 3,7 million (excluding withholding tax) and 101.339 shares.

Taking into account the share split into five, as decided by the Extraordinary Shareholders meeting of 12 October 2010, the number of outstanding shares can be detailed as follows:

	Ordinary shares	VVPR shares	Shares issued (a)	Treasury shares (b)	Shares outstanding (a) - (b)
At 1 April 2009	159.465.925	7.606.525	167.072.450	7.806.665	159.265.785
Capital increase subscribed by employees	-	506.895	506.895	-	506.895
Purchase of treasury shares	-	-	-	2.291.400	(2.291.400)
Distributed to employees as part of the profit-sharing (financial year 2008/09)	-	-	-	(258.045)	258.045
At 31 March 2010	159.465.925	8.113.420	167.579.345	9.840.020	157.739.325

	Ordinary shares	VVPR shares	Shares issued (a)	Treasury shares (b)	Shares outstanding (a) - (b)
At 1 April 2010	159.465.925	8.113.420	167.579.345	9.840.020	157.739.325
Capital increase subscribed by employees	-	715.585	715.585	-	715.585
Purchase of treasury shares	-	-	-	191.201	(191.201)
Distributed to employees as part of the profit-sharing (financial year 2009/10)	-	-	-	(269.885)	269.885
At 31 March 2011	159.465.925	8.829.005	168.294.930	9.761.336	158.533.594

8.19.6. Shareholder structure

In accordance with the most recently available information of 11 June 2010, the composition of the shareholders of Etn. Fr. Colruyt N.V. is as follows:

The number of shares presented takes into account the share split into five, as decided by the Extraordinary Shareholders meeting of 12 October 2010.

	Shares
Colruyt Family and related parties	78.190.385
Etn. Fr. Colruyt N.V. (treasury shares)	9.840.020
Sofina Group	8.750.000
Total of parties that act in deliberation	96.780.405

Of the total of 168.294.930 issued shares, 71.514.525 shares or 42,49% are publicly held. For more details refer to Section 6: Share ownership – Colruyt shares.

8.19.7. Other reserves

(in EUR million)	01.04.2009	Increase/ (decrease)	31.03.2010
Actuarial gains/(losses) on non-current employee benefits net of tax	0,0	4,1	4,1
Gains/(losses) arising from translating financial statements of foreign subsidiaries	0,2	0,2	0,4
Share of other comprehensive income of associates	2,3	(1,3)	1,0
Discount on capital increase	1,6	2,3	3,9
Gains on shares distributed as profit-sharing	0,3	0,8	1,1
Variance of provision for profit distribution in shares	(0,3)	0,9	0,6
Reclassification	-	(0,8)	(0,8)
Total other reserves	4,1	6,2	10,3

(in EUR million)	01.04.2010	Increase/ (decrease)	31.03.2011
Actuarial gains/(losses) on non-current employee benefits net of tax	4,1	5,4	9,5
Gains/(losses) arising from translating financial statements of foreign subsidiaries	(0,4)	(0,1)	(0,5)
Share of other comprehensive income of associates (1)	1,0	0,8	1,8
Discount on capital increase	3,9	4,0	7,9
Gains on shares distributed as profit-sharing	1,1	1,5	2,6
Variance of provision for profit distribution in shares	0,6	(6,1)	(5,5)
Total other reserves	10,3	5,5	15,8

(1) Taking into account the reclassification of certain investments in associates to available-for-sale financial assets at the end of the current period, as disclosed in note 8.12. Investments in associates, the title of this line item will be changed from "Share of other comprehensive income of associates" to "Revaluation to fair value of available-for-sale financial assets" from the next reporting period onwards.

8.20. Earnings per share

	2010/11	2009/10 (1)
Total operating activity		
Profit of the financial year (share of the Group) (in EUR million)	338,0	329,6
Weighted average number of outstanding ordinary shares	158.032.176	157.716.025
Basic earnings per ordinary share (in EUR)	2,14	2,09
Diluted earnings per ordinary share (in EUR)	2,14	2,09

In the absence of management reporting relevant discontinued activities in both presented financial years, the above table also provides the required information on continued activities.

Weighted average number of outstanding ordinary shares

	2010/11	2009/10 (1)
Number of outstanding shares at 1 April	157.739.325	159.265.785
Effect of capital increase	192.810	136.580
Effect of shares distributed to employees (profit-sharing scheme)	134.943	129.025
Effect of shares disposed of	-	-
Effect of shares purchased	(34.902)	(1.815.365)
Weighted average number of outstanding shares at 31 March	158.032.176	157.716.025

(1) The comparative information was restated taking into account the share split into five, as decided by the Extraordinary Shareholders meeting of 12 October 2010.

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8.21. Provisions

(in EUR million)	Environmental risks	Other risks	Total
At 1 April 2009	5,2	7,6	12,8
Additions	2,3	5,6	7,9
Reversal/use	(0,8)	(4,8)	(5,7)
Other	0,0	0,0	0,0
At 31 March 2010	6,7	8,4	15,1

(in EUR million)	Environmental risks	Other risks	Total
At 1 April 2010	6,7	8,4	15,1
Additions	0,3	3,6	3,9
Reversal/use	(1,5)	(4,1)	(5,6)
Other	0,0	0,0	0,0
At 31 March 2011	5,5	7,9	13,4

The provision for environmental risks relates to clean-up costs for the DATS24 gasoline stations as well as for other newly acquired sites.

The other provisions relate mainly to claims. The restructuring provision for an amount of 1,5 million that was recognised last year in the context of the acquisition of the French entity RHC S.A.S., was completely used.

8.22. Non-current employee benefits

(in EUR million)	Early retirement benefits	Other termination benefits	Total
At 1 April 2009	36,5	3,0	39,6
Acquired through business combinations	-	0,2	0,2
Additions (1)	3,3	0,3	3,6
Reversal/use (1)	(2,1)	(0,1)	(2,2)
Unwinding of the discount (2)	1,7	0,2	1,9
Actuarial gains and losses (3)	(6,2)	0,2	(6,0)
At 31 March 2010	33,2	4,0	37,2

(in EUR million)	Early retirement benefits	Other termination benefits	Total
At 1 April 2010	33,2	4,0	37,2
Acquired through business combinations	0,1	0,0	0,1
Additions (1)	2,3	0,4	2,7
Reversal/use (1)	(1,9)	(0,1)	(2,0)
Unwinding of the discount (2)	1,5	0,1	1,6
Actuarial gains and losses (3)	(7,9)	(0,0)	(7,9)
At 31 March 2011	27,3	4,4	31,7

(1) included in the line item "Employee benefits expenses" of the income statement

(2) included in the line item "Net finance income" of the income statement

(3) included in the consolidated statement of other comprehensive income

Defined contribution pension schemes

For its defined contribution pension schemes the Group pays fixed contributions to well-defined insurance entities. These pension contributions are recognised in profit or loss in the year in which they are due. During the 2010/11 financial year, this cost amounted to EUR 9,1 million

These benefits have to be paid if the Group decides to terminate an employee's employment before the normal retirement date or if the employee decides to accept voluntary redundancy in exchange for those benefits. These termination benefits are recognised at their estimated cost over the service period. The amounts recognised in profit or loss consist of

losses are recognised immediately in other comprehensive income. The Group uses the following parameters for its estimations:

- Discount rate: 5% as compared to 4,5% last year
- Inflation, increased compensation: 2,5% as compared to 2,4% last year



(compared to EUR 7,7 million last year). In Belgium, defined contribution schemes have to guarantee a minimum return. As the legally required guaranteed return is adequately covered by the insurance company, the Group has no further obligation to pay the insurance company apart from the said contributions. As a consequence all pension plans are treated as defined contribution pension plans.

Employee benefits related to early retirement

The provision for early retirement pensions relates to the Belgian entities. For Belgian employees, an opportunity for early retirement is included in the applicable collective employment agreement.

the termination cost related to the current and previous service periods and the interest costs (unwinding of the discount). The pension liability in the statement of financial position is measured at the present value of the expected future cash outflows using market yields on high quality corporate bonds with a term that is close to the estimated term of the pension obligation. The liability takes into account the population of employees for which it can be reliably assumed that they will use the early retirement possibility (based on historical data of the Group). Actuarial gains and losses include effects of differences between the previous actuarial assumptions and what has actually occurred and effects of changes in actuarial assumptions. All actuarial gains and

Other benefits on retirement

Other benefits to be paid when an employee retires consist of, amongst others, long term service premiums (Belgian entities) and statutory benefits (French entities). The provisions for these benefits consist of the present value of the termination benefits allocated to current and past service periods, taking into account the expected number of employees that will remain in service until the moment of (early) retirement.

For the estimation of "Other benefits on retirement" the Group uses the same parameters as those for the estimation of the "Employee benefits related to early retirement".

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8.23. Interest-bearing loans and borrowings

8.23.1. Non-current interest-bearing loans and borrowings

(in EUR million)	Lease debts	Bank borrowings	Other	Total
At 1 April 2009	7,3	3,9	7,7	18,8
Acquired through business combinations	0,9	0,4	0,5	1,8
Additions	0,0	0,0	0,0	0,0
Repayments	(0,4)	(0,9)	(0,4)	(1,7)
Reclassification to current	(1,0)	(0,8)	(0,4)	(2,2)
Unwinding of the discount	0,0	0,0	1,1	1,1
Other	(0,0)	0,0	(0,2)	(0,2)
At 31 March 2010	6,8	2,5	8,4	17,6
(in EUR million)	Lease debts	Bank borrowings	Other	Total
At 1 April 2010	6,8	2,5	8,4	17,6
Acquired through business combinations	0,1	5,5	0,3	5,9
Additions	0,9	0,0	0,0	0,9
Repayments	0,0	0,0	(0,3)	(0,3)
Reclassification to current	(1,9)	(5,5)	(0,4)	(7,8)
Unwinding of the discount	0,0	0,0	0,1	0,1
Other	(0,0)	0,0	0,0	(0,0)
At 31 March 2011	5,9	2,4	8,1	16,4

The Group has no currency risks on its borrowings as all borrowings are in local currency.



Colruyt, DreamLand and DreamBaby store in Lier

8.23.2. Non-current interest-bearing loans and borrowings falling due within the year

(in EUR million)	Lease debts	Bank borrowings	Other	Total
At 1 April 2009	0,8	0,4	2,4	3,6
Acquired through business combinations (1)	0,1	0,1	0,2	0,4
Additions (1)	0,0	0,0	1,5	1,5
Repayments (1)	(0,9)	(0,8)	(1,9)	(3,6)
Reclassification from non-current	1,0	0,8	0,4	2,2
Other	(0,0)	0,0	(0,5)	(0,5)
As of 31 March 2010	1,0	0,6	2,0	3,6
(in EUR million)	Lease debts	Bank borrowings	Other	Total
At 1 April 2010	1,0	0,6	2,0	3,6
Acquired through business combinations	0,0	3,7	0,5	4,2
Additions	0,4	0,0	0,0	0,5
Repayments	(1,8)	(9,0)	(2,5)	(13,3)
Reclassification from non-current	1,9	5,5	0,4	7,8
Other	0,0	0,0	0,0	0,0
As of 31 March 2011	1,6	0,8	0,5	2,8
The outstanding amount of the non-current interest-bearing liabilities is covered by collaterals for an amount of EUR 1,4 million. The net carrying amount of the assets pledged amounts to EUR 15,1 million, as disclosed in note 8.11. Property, plant and equipment.				
<i>(1) As of the current period bank overdrafts are presented separately. Previously bank overdrafts were included in the line item "Current interest-bearing liabilities". As a result of this change in presentation, the comparative figures were adjusted as follows:</i>				
<i>Non-current interest-bearing loans and borrowings falling due within the year - Other</i>	<i>Published</i>	<i>Restated</i>	<i>Difference</i>	
Acquired through business combinations	23,0	0,2	(22,8)	
Additions	4,1	1,5	(2,6)	
Repayments	(24,5)	(1,9)	22,5	
At 31 March 2010	-	-	(2,9)	

8.23.3. Terms and repayment schedule

(in EUR million)	< 1 year	1-5 years	> 5 years	Total
Lease debts and similar liabilities	1,0	3,5	3,3	7,8
Non-current bank borrowings	0,6	2,3	0,2	3,0
Other (1)	2,0	1,5	6,9	13,2
At 31 March 2010	3,6	7,3	10,4	24,1
(in EUR million)	< 1 year	1-5 years	> 5 years	Total
Lease debts and similar liabilities	1,6	2,2	3,7	7,5
Non-current bank borrowings	0,8	2,2	0,2	3,2
Other	0,5	1,5	6,6	8,6
At 31 March 2011	2,8	6,0	10,4	19,2
(1) As of the current period bank overdrafts are presented separately. Previously bank overdrafts were included in the line item "Current interest-bearing liabilities". As a result of this change in presentation, the comparative figures for due dates and repayment schedules were adjusted.				
<i>Terms and repayment schedule - Other</i>	<i>Published</i>	<i>Restated</i>	<i>Difference</i>	
< 1 year	4,9	2,0	(2,9)	

8.23.4. Finance lease liabilities

(in EUR million)	Lease payment 2010/11	Interest 2010/11	Principal 2010/11	Lease payment 2009/10	Interest 2009/10	Principal 2009/10
< 1 year	1,9	0,3	1,6	1,3	0,3	1,0
1-5 year	2,3	0,1	2,2	4,0	0,6	3,5
> 5 year	3,7	0,0	3,7	3,4	0,1	3,3
Total	7,9	0,4	7,5	8,7	0,9	7,8

8.23.5. Bank borrowings and others

(in EUR million)	Instalments 2010/11	Interest 2010/11	Capital 2010/11(2)	Instalments 2009/10	Interest 2009/10	Capital 2009/10
< 1 year (1)	1,3	0,1	1,2	2,6	0,1	2,5
1-5 years	3,8	0,1	3,7	3,9	0,1	3,8
> 5 years	6,8	0,0	6,8	7,1	0,0	7,0
Total	11,9	0,2	11,7	13,6	0,2	13,3

(1) As of the current period bank overdrafts are presented separately. Previously bank overdrafts were included in the line item "Current interest-bearing liabilities". As a result of this change in presentation, the comparative figures for capital and instalments were adjusted:

<i>Bank borrowings and others</i>	<i>Published</i>	<i>Restated</i>	<i>Difference</i>
Instalments < 1 year	5,5	2,6	(2,9)
Capital < 1 year	5,4	2,5	(2,9)

(2) For the current period the acquired liabilities due to business combinations include not only a principal amount but also an amount related to interest. To reconcile the amounts with the amounts presented in the statement of financial position the amount related to interest was included in the line "Capital" for an amount of EUR 1,5 million (for "1-5 years") and for an amount of EUR 0,7 million (for "> 5 years").

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8.24. Trade payables, employee benefits and other liabilities

(in EUR million)	31.03.11	31.03.10
Other non-current liabilities	0,3	0,2
Total other non-current liabilities	0,3	0,2
Trade payables (1)	896,2	803,7
Guarantees received and advances on work in progress	21,8	21,4
Total current trade payables	918,0	825,1
Current employee benefits	324,5	290,5
VAT and duties payable	45,3	48,5
Dividends payable	2,2	2,3
Deferred income (1)	13,4	16,9
Other items payable	9,8	8,2
Total current employee benefits and other current liabilities	395,2	366,4

(1) Figures for the financial year 2009/10 have been adjusted due to a presentation error.

Terms and repayment schedule

(in EUR million)	< 1 year	1-5 years	> 5 years
Other non-current liabilities	-	0,2	-
Current trade payables	825,1	-	-
Current employee benefits and other liabilities	366,4	-	-
Total at 31 March 2010	1.191,5	0,2	-

(in EUR million)	< 1 year	1-5 years	> 5 years
Other non-current liabilities	-	0,3	-
Current trade payables	918,0	-	-
Current employee benefits and other liabilities	395,2	-	-
Total at 31 March 2011	1.313,2	0,3	-

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8.25. Risk management

8.25.1. Risks of financial instruments

a. Currency risk

Though the Group has limited operations in India and the United Kingdom, the main entities are located in the Euro zone. The exchange rate risk incurred when consolidating foreign entities is not hedged. Furthermore, the Group incurs a currency risk on purchases in foreign currency. The Group does not hedge purchase transactions in foreign currency.

Gains and losses incurred when settling purchase transactions in foreign currency are recognised immediately in profit or loss.

The Group's exposure to exchange rate fluctuations is based on the following positions in foreign currencies:

<i>(in EUR million)</i>	Trade payables	
	31.03.11	31.03.10
USD	0,8	0,7
AUD	0,5	0,3
ZAR	0,1	-
Total	1,4	1,0

The impact of exchange rate changes compared to the Euro is relatively limited.

The Group has no other financial assets or financial liabilities in foreign currency.

b. Interest rate risks

Given the limited size of borrowings and finance lease liabilities on the statement of financial position, the Group does not hedge its interest rate risk. At 31 March 2011 the total amount of non-current and current interest-bearing liabilities was EUR 11,7 million or 0,4% of total assets (compared to EUR 13,4 million last year) and 4,1% of the cash and cash equivalents. Most of these liabilities are at fixed interest rate.

The Group's lease liabilities amounted to EUR 7,4 million on 31 March 2011 (compared to EUR 7,8 million last year) and are mainly contracted at a variable interest rate.

The Group generally invests its excess cash in term deposits. In view of the limited financial obligations, a change in interest rate mainly affects finance income.

Interest rate changes can have the following impact on the Group's results:

<i>(in EUR million)</i>	2010/11	2010/11	2009/10	2009/10
	-1%	+1%	-1%	+1%
Interest expense on lease liabilities and borrowings	0,1	(0,1)	0,1	(0,1)
Income from loans to customers and other interest-bearing receivables	(0,4)	0,4	(0,2)	0,2
Income from current bank deposits	(1,1)	1,1	(1,1)	1,1
Income from securities held for trading	(0,1)	0,1	(0,4)	0,4
Net impact of interest rate fluctuations on finance income	(1,5)	1,5	(1,6)	1,6

c. Credit risk

The credit risk for trade receivables is limited given the Group's large number of retail customers who pay in cash. The largest part of the Group's outstanding receivables relate to wholesale activities, where the Group grants its customers standard payment terms and conditions for the sector. The Group limits the risks as much as possible through regular tracking of the profitability of the wholesale custom-

ers or independent entrepreneurs to whom it delivers. In addition, the Group also requires bank guarantees from its independent entrepreneurs or restricted cash guarantees from important DATS24 customers. Furthermore, the Group's engineering and printing companies provide services subject to standard payment terms for the sector, likewise in association with regular assessments of creditworthiness for customers who exceed their payment term. The credit risk is spread over a

relatively large number of customers both for the wholesale and other activities.

The carrying amount of the financial assets represents the maximum amount subject to credit risk. The carrying amount includes the recognised impairment losses:

	Gross	Impairment	Net carrying-amount	Received bank guarantee off balance	Gross	Impairment	Net carrying amount	Received bank guarantee off balance
	2010/11	2010/11	2010/11	2010/11	2009/10	2009/10	2009/10	2009/10
Other interest bearing receivables	19,4	(2,4)	17		15,6	(1,1)	14,5	
Cash guarantees	5,1	-	5,1		4,3	-	4,3	
Loans granted to customers	5	(1,1)	3,9		6,2	(1,1)	5,1	
Financial assets held for sale	43,3	(0,3)	43,0		41,1	(0,2)	40,9	
Financial assets held for trading	25,1	-	25,1		38,9	(0,5)	38,4	
Trade receivables	450,1	(9,6)	440,5	17,3	372,0	(10,4)	361,6	18,1
Other receivables	25,6	-	25,6		20,6	(1,2)	19,4	
Construction contracts	1,6	-	1,6		0,7	-	0,7	
Cash and cash equivalents	287,9	-	287,9		247,9	-	247,9	
Total	863,1	(13,4)	849,7	17,3	747,3	(14,5)	732,8	18,1

Some clients provide bank guarantees to secure the recovery of the Group receivables. These guarantees are not recognised in the statement of financial position. In the current period bank guarantees were received from several clients that have outstanding debt for an amount of EUR 25,6 million. This amount was secured for recovery by bank guarantees for an amount of EUR 17,3 million (compared to EUR 18,1 million last year).

d. Liquidity risk

Finco N.V. is the Group's financial coordinator and ensures that all Group companies have all necessary financial resources at all times. Finco applies a cash pooling system under which liquidity balances in Group companies are used to compensate for shortfalls elsewhere. Finco is also responsible for investment of the Group's excess cash

balances. This is mainly done through term deposits with a maturity of less than 1 year. Finco constantly monitors the Group's liquidity position through cash flow forecasts. The Group did not need to use external financing in recent years. Outstanding borrowings and leases are mainly attributable to acquired companies and it is the Group's policy to repay such loans and leases as much as possible after each takeo-

ver, provided that this is possible at a reasonable price. The ratio of current investments to cash and cash equivalents is 8,8% (compared to 15,6% last year).

e. Other market risks

Not only Etn. Fr. Colruyt N.V. but also Locré S.A., the reinsurance entity of the Group, manages a portfolio of financial instruments (fixed interest-bearing instruments and equity instruments). Locré S.A. uses these investments to hedge the reinsurance risk

of the Group. On 31 March 2011, the total value of the current investment portfolio of the Group amounts to EUR 25,1 million of which EUR 23,9 million belongs to Locré. Fluctuations of market values of these instruments can therefore have an impact on the financial result of the Group. There was not much fluctuation in the total

value of the investment portfolio of the Group during the current accounting period. The Group recognised a net revaluation for the current accounting period of EUR 0,6 million. In the previous accounting period a revaluation of EUR 6,8 million was recognised, mainly as a result of the recovery of the total economy after the financial crisis.

f. Financial assets per category and class:

In accordance with IFRS 7, "Financial instruments: Disclosures" financial instruments measured at fair value are classified using a fair value hierarchy.

	Historical or amortised cost	At fair value				Historical or amortised cost	At fair value			
		Quoted prices		Observable market inputs	Un-observable market inputs		Quoted prices		Observable market inputs	Un-observable market inputs
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
(en millions d'EUR)		2010/11	2010/11	2010/11	2010/11	2009/10	2009/10	2009/10	2009/10	2009/10
Financial assets:										
Investments available for sale accounted for through other comprehensive income		35,1	-	-	7,9	40,9	-	-	-	-
Loans and receivables	493,7	-	-	-	-	405,6	-	-	-	-
Investments held for trading, accounted for through profit or loss	-	25,1	-	-	-	-	38,4	-	-	-
Cash and cash equivalents	287,9	-	-	-	-	247,9	-	-	-	-
Total at 31 March	815,3	25,1	-	7,9	694,4	38,4	-	-	-	-
Financial liabilities:										
Interest bearing liabilities	11,7	-	-	-	-	16,3	-	-	-	-
Lease liabilities	7,5	-	-	-	-	7,8	-	-	-	-
Trade payables	918,0	-	-	-	-	834,2	-	-	-	-
Bank overdrafts	3,6	-	-	-	-	2,9	-	-	-	-
Total at 31 March	940,7	-	-	-	-	861,2	-	-	-	-

The fair value hierarchy is based on the inputs used to measure financial assets and liabilities. The following levels are distinguished:

Level 1: inputs used for measurement are official quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: the fair value of financial instruments that are not traded on an active market is determined based on valuation techniques. These techniques use as much as possible inputs of observa-

ble market prices, if available, and avoid reliance on entity-specific estimations. The Group has no financial instruments that fall in this category.

Level 3: financial instruments for which the fair value is not determined on the basis of observable market data.

The financial assets available for sale consist of the investment in the Baltic group IKI (10,5%). Level 3 investments consist of investments in investment entities such as Vendis Capital N.V., Sofindev II S.A. and Sofindev III S.A.

in which the Group has no significant influence. The fair value that is recognised consists of the initial acquisition price adjusted for the results of and the dividends distributed by entities in which the Group has invested. This estimation of the fair value can deviate from a valuation based on market multiples or stock market valuations of other companies.

8.25.2. Other risks

The Group is exposed to various other risks that are not necessarily financial in nature, but which have the potential to impact the financial position of the Group. A description of these risks and of how the Group manages its exposure to these risks is provided in Section 5: Sustainable Corporate Governance. The Audit Committee regularly discusses the risk reports of the "Cell Risk Management (internal audit)". One of the members of the Audit Committee is M. W. Delvaux who acts as independent Board member in accordance with article 526 of the Belgian Company Law. M. Delvaux gained many years of experience in general management and as an independent Board Member at other groups. For a detailed description of the operations of the Audit Committee please refer to Section 5: Sustainable Corporate Governance.

8.26. Off-balance sheet rights and commitments

The Group has a number of commitments which are not recognised in the statement of financial position. On the one hand the Group has rental commitments, only relating to real estate.

On the other hand, the Group also has contractual obligations in relation to the acquisition of property, plant and equipment and the purchase of goods and services. The maturity dates of the payments in relation to these commitments are as follows:

(in EUR million)	31.03.10	<1 year	1-5 years	>5 years
Lease arrangement as lessee	50,2	16,8	24,1	9,3
Commitments relating to the acquisition of property, plant and equipment	50,6	39,7	10,9	0,0
Commitments relating to purchases of goods	16,7	16,7	0,0	0,0
Other commitments	15,2	4,1	8,6	2,5
(in EUR million)	31.03.11	<1 year	1-5 years	>5 years
Lease arrangement as lessee	61,9	18,7	27,1	16,1
Commitments relating to the acquisition of property, plant and equipment	36,0	23,5	12,5	0,0
Commitments relating to purchases of goods	103,6	98,1	5,2	0,3
Other commitments	9,7	4,8	4,6	0,3



The change in operating lease liabilities is due to the increased number of operating lease contracts in different entities, some of the contributing factors being an additional distribution centre and more storage facilities.

The commitments related to the acquisition of property, plant and equipment for an amount of EUR 36,0 million

consist mainly of contractual obligation for the acquisition of land and buildings.

The commitments for the purchase of goods for an amount of EUR 103,6 million are the result of long term contracts with suppliers in order to assure the supply of certain merchandise. The increase is mainly due to the improvement of administrative procedures that

give the Group a more complete picture of the liabilities incurred. The Group also increasingly secures the procurement of goods in forward contracts.

Other commitments relate to a future contract relating to ICT-servicing for an amount of EUR 9,7 million (compared to EUR 15,2 million last year). Through this contract the Group acquires licences, subscriptions, updates and support for certain software applications.

Next to these commitments the Group also has certain rights which are not recognised in the statement of financial position. On the one hand the Group leases certain assets in accordance with an operating lease arrangement. On the other hand the Group has certain puts. These relate exclusively to sales of property, plant and equipment.

(in EUR million)	31.03.10	<1 year	1-5 years	>5 years
Lease arrangements as lessor	12,9	4,9	6,4	1,6
Rights relating to the sale of property, plant and equipment	0,2	0,2	0,0	0,0
(in EUR million)				
31.03.11	<1 year	1-5 years	>5 years	
Lease arrangements as lessor	9,0	4,5	4,5	0,0
Rights relating to the sale of property, plant and equipment	1,9	0,6	1,3	0,0

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8.27. Contingent liabilities and contingent assets

Contingent assets and contingent liabilities are items in relation to third parties which are not recognised on the statement of financial position (in accordance with IAS 37, "Provisions, Contingent Liabilities and Contingent Assets").

The table below gives an overview of all contingent liabilities and contingent assets of the Group.

(in EUR million)	31.03.11	31.03.10 Restated	31.03.10 Published
Guarantees provided by the Group	12,5	0,0	25,9
Guarantees received by the Group	0,0	0,0	21,0
Claims	6,9	6,1	6,1
Other	3,4	3,9	3,9

At the end of the previous period guarantees provided by the Group included bank guarantees for an amount of EUR 25,9 million. The Group entered into these arrangements to secure certain liabilities, mainly for retail and lease contracts. Review of these bank guarantees revealed that the financial risk was not assumed by the Group, but by the financial institutions.

At the end of the preceding period the guarantees received by the Group included bank guarantees provided by third parties for an amount of EUR 21,0 million. These contracts related to retail contracts and business combinations. As of the current period these guarantees are not longer recognised since the inflow of economic benefits is not probable.

Therefore the comparative figures were restated.

As of the current period only the guarantees provided by the Group that were not provided through financial institutions and that bear a risk for the Group are recognised. The Company has provided a guarantee for another group entity towards an external party for an amount of EUR 12,5 million.

On 31 March 2011 there were a limited number of legal actions outstanding against the Group which,

although disputed, together constitute a contingent liability of EUR 6,9 million (compared to EUR 6,1 million last year). Based on legal advice, a provision of EUR 4,8 million (compared to EUR 3,7 million last year) was recognised.

Pending commercial law cases for an amount of EUR 3,4 million (compared to EUR 2,8 million last year) primarily concern alleged commercial damages or unlawful termination of lease and franchise contracts.

Pending labour cases for an amount of EUR 2,4 million (compared to EUR 2,1 million last year) relate mainly to the disputed termination of employment contracts.

Other pending cases, amounting to EUR 1,1 million (compared to EUR 1,2 million last year) concern both taxation as well as common law disputes.

In addition, the Group is under investigation by the Belgian authorities concerning possible violations of the Belgian competition law on perfume, drugstore, skin care and cosmetic products as well as chocolate products. In the case concerning perfume, drugstore, skin care and cosmetic products, the Group continues to fully cooperate with the investigations. There is at present still insufficient information available to

perform a relevant risk assessment. In the case concerning chocolate products the Belgian Competition Council came to a verdict on 7 April 2011 in which it decided not to pursue the claim of the College of Competition Prosecutors because of a violation of the rights of the defence for the retail companies involved.

"Other" contingent liabilities represent commitments originating from engagements towards financial institutions for the financing of retail customers, more specifically independent Spar-entrepreneurs. The total contingent liability amounts to EUR 3,4 million (compared to EUR 3,9 million last year). The Group assumes that there will be no negative financial impact from these transactions.

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8.28. Dividends paid and proposed

On 1 October 2010, a gross dividend of EUR 0,896 per share was paid to shareholders (taking into account the share split into five).

For the 2010/11 financial year, the Board of Directors will propose a gross dividend of EUR 0,920 per share, which

will be made payable on 5 October 2011. The decision relating to the distribution of a dividend after the reporting date should be considered as a non-adjusting event after the reporting date, therefore this dividend, which must be approved at the General Meeting of Shareholders of 21 September 2011, is not recognised as a liability.

The distribution proposed by the Board of Directors relates to 158.634.933 shares (after deduction of treasury shares and while taking into account the shares allocated to the profit-sharing scheme). As determined on 10 June 2011, the total amount of dividends payable amounts to EUR 145,9 million.



Symeta Site in Brukum
(Sint-Pieters-Leeuw)

8.29. Related parties

An overview of transactions with related parties is given below. In this note, only the transactions which were not eliminated in the consolidated financial statements are presented.

The Group identifies, in accordance with IAS 24, "Related Party Disclosures", different categories of related parties:

- a) key managers of the Group (please refer to Section 5: Sustainable Corporate Governance) and close members of their family
- b) entities that control the Group (please refer to Section 6: Share ownership - Colruyt shares)
- c) associates (as disclosed in note 8.12. Investments in associates)
- d) entities that are controlled by or in which members of the key management personnel have at least significant influence: Stonefund N.V., Stonefund II N.V., Stonefund III N.V., COFIN C.V.B.A., ERDA N.V., Topcom N.V., Stoneman N.V., Naiades Capital SARL en Invictus Blauwe Toren N.V.

The majority of the transactions and outstanding balances are related to associates and reference shareholders. Reference shareholders belong to categories a) or b). Transactions and outstanding balances with other categories of related parties are not significant and therefore do not require separate disclosures.

8.29.1. Transactions with related parties exclusive of remunerations awarded to directors and senior management

(in EUR million)	2010/11	2009/10
Revenue	0,8	0,5
Costs	1,9	1,0
Receivables	12,8	9,1
Liabilities	0,1	0,0
Dividends paid	73,2	70,2

The amounts explained above relate to transactions made on terms equivalent to those that prevail in arm's length transactions.

As stated most transactions are with associates and reference shareholders.

Transactions with several related parties resulted in revenue for an amount of EUR 0,8 million (previous period EUR 0,5 million) of which EUR 0,6 million (compared to EUR 0,2 million last year) relates to services delivered by the Group to an associate. Other than that, dividends were received from an associate for an amount of EUR 0,1 million.

The costs of EUR 1,9 million resulting from transactions with related parties relate to services and goods purchased for an amount of EUR 1,1 million (compared to EUR 1,0 million last year), to the impairment of an investment for an amount of EUR 0,2 million and to the remission of receivables for an amount of EUR 0,5 million.

The outstanding receivables from related parties relate mainly to receivables from associates. There was an amount of EUR 12,2 million (compared to EUR 7,7 million last year) outstanding for an arm's length interest-bearing receivable from an associate. The Group also has a current receivable of

EUR 0,5 million (compared to EUR 1,1 million last year).

There were no outstanding liabilities at the end of the current financial year.

Dividends were paid to the reference shareholders of the Group for an amount of EUR 73,2 million. These dividends relate to the financial year 2009/10. Dividends paid are presented gross, which means that the distinction based on the nature of the shareholders is removed.

8.29.2. Remunerations awarded to directors and senior management

The remunerations awarded to directors and senior management are summarised below. All sums are gross amounts before taxes and exclude employer-paid social security contributions. The amounts presented for the number of shares take into account the decision of the Extraordinary Shareholders meeting of 12 October 2010 to split the shares into five.

(in EUR million)	Remunerations 2010/11	Number of persons/ shares 2010/11	Remunerations 2009/10	Number of persons/ shares 2009/10
Board of Directors				
Variable remuneration (bonuses)	3,7	8	3,6	7
Fixed remuneration (director's fees)	0,9		0,9	
Senior management				
Salaries	2,11	10	1,90	9
Variable remuneration	1,59		1,71	
Defined contribution plans	0,30		0,28	
Share based payments	0,04	980	0,04	1.055

The director's fees relate to fees for the financial year 2010/11, as proposed by the Board of Directors and are subjected to approval by the Annual Shareholders Meeting.

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8.30. Events after the balance sheet date

There were no other significant events between 31 March and 24 June 2011, the date on which the Board of Directors authorised the consolidated financial statements for publication.

8.31. Independent auditor's remuneration

The table below provides an overview of remuneration paid to the independent auditor and his associated parties for services rendered to the Group.

(in EUR million)	2010/11	2009/10
Audit assignments (statutory audit)	0,8	0,8
Other	0,2	0,1
Total	1,0	0,9

The consideration paid for audit services was EUR 0,8 million, of which EUR 0,2 million were recognised at the level of the Company and EUR 0,6 million were recognised at the level of its subsidiaries.

For the non-audit services, such as tax advice and other special or legal assignments, the Group recognised a cost of EUR 0,2 million.

8.32. List of consolidated entities

8.32.1. Company

Etn. Fr. Colruyt N.V. Halle, Belgium -

8.32.2. Subsidiaries

Alvocal N.V.	Halle, Belgium	59,88%
Atout Trefle S.C.I. (1)	Rochefort sur Nenon, France	100%
Aubépine S.A.R.L. (1)	Chalette S/L, France	100%
Bio-Planet N.V.	Halle, Belgium	100%
Blin Etablissements S.A.S. (1)	Saint Gilles, France	100%
Bodegas B.V.B.A.	Halle, Belgium	100%
Buurtwinkels Okay N.V.	Halle, Belgium	100%
Caddyco N.V.	Halle, Belgium	100%
Caféteries Namuroises		
Brécaf S.A.	Ciney, Belgium	100%
Co Markt Hooglede N.V.	Halle, Belgium	100%
Codi-France S.A.S. (1)	Rochefort sur Nenon, France	100%
Codifrais S.A.S.	Longueil St M, France	100%
Colim C.V.B.A.	Halle, Belgium	100%
Collivery N.V.	Halle, Belgium	100%
Colruyt Deutschland GmbH i.L.	Bergisch Gladbach, Germany	100%
Colruyt France S.A. (1)	Orly, France	100%
Colruyt Gestion S.A.	Luxemburg, Grand Duchy of Luxembourg	100%
Colruyt Group Services N.V.	Halle, Belgium	100%
Colruyt IT Consultancy India Priv. Ltd	Hyderabad, India	100%

Colruyt Luxembourg S.A.	Luxemburg, Grand Duchy of Luxembourg	100%
Colruyt Vastgoed Nederland B.V.	Hillegom, The Netherlands	100%
Copimex N.V.	Halle, Belgium	100%
DATS24 N.V.	Halle, Belgium	100%
Davytrans N.V.	Halle, Belgium	100%
Des Buttes S.C.I. (1)	Rochefort sur Nenon, France	100%
Dimaco UK Limited	Kempston, United Kingdom	100%
Distienen N.V.	Ternat, Belgium	100%
Disval S.A. (1)	Chateauneuf S/L, France	100%
DreamBaby N.V.	Sint-Pieters-Leeuw, Belgium	100%
Dreamland France S.A.S.	Rochefort sur Nenon, France	100%
DreamLand N.V.	Halle, Belgium	100%
E-Logistics N.V.	Halle, Belgium	100%
Etn. Battard N.V.	Halle, Belgium	100%
Exp-pli-site S.A.R.L.	Neuville en Ferrain, France	100%
Fema S.A.S.	Roissy, France	100%
Filaalst N.V.	Ternat, Belgium	100%
Filantwe N.V.	Ternat, Belgium	100%
Fildiest N.V.	Ternat, Belgium	100%
Fildeurn N.V.	Ternat, Belgium	100%
Filhalle N.V.	Ternat, Belgium	100%



Filkwaad N.V.	Ternat, Belgium	100%
Filleuve N.V.	Ternat, Belgium	100%
Fillouva N.V.	Ternat, Belgium	100%
Filhoord N.V.	Ternat, Belgium	100%
Filooste N.V.	Ternat, Belgium	100%
Filquare N.V.	Ternat, Belgium	100%
Filroeuil N.V.	Ternat, Belgium	100%
Filvide N.V.	Ternat, Belgium	100%
Finco N.V.	Halle, Belgium	100%
Florma N.V.	Ternat, Belgium	100%
Foodinvest N.V.	Halle, Belgium	100%
Foodlines B.V.B.A.	Halle, Belgium	100%
Fraxicor N.V.	Halle, Belgium	100%
Garnaud E.U.R.L. (1)	Nersac, France	98,95%
Immoco S.A.S.	Rochefort sur Nenon, France	100%
Immo Dassenveld N.V.	Halle, Belgium	100%
Ineco S.A.S. (1)	Sainte Marie, La Réunion, France	100%
Infoco N.V.	Halle, Belgium	100%
Intrion N.V.	Halle, Belgium	100%
Jacodi S.C.I. (1)	Rochefort sur Nenon, France	100%
Katz S.C.I. (1)	Longueil St M, France	100%
La Voulkoise S.A.S. (1)	Vinneuf, France	98,95%
Les Clauzures S.C.I. (1)	Montauban, France	100%
Locré S.A.	Luxemburg, Grand Duchy of Luxembourg	100%
Mitto N.V.	Merchtem, Belgium	100%
Mundipak B.V.	Hillegom, The Netherlands	100%
Nels & Co S.A.S.	Bage la Ville, France	100%
New Center N.V.	Halle, Belgium	100%
Northwind N.V. (2)	Zeebrugge, Belgium	66,67%
Picta Frais S.A.S. (1)	Dissay, France	100%
Poirette S.A.S. (1)	Somain, France	100%
Pro à Pro Distribution Export S.A.S. (1)	Orly, France	100%
Pro à Pro Distribution Nord S.A.S. (1)	Chalette S/L, France	100%

Pro à Pro Distribution Sud S.A.S. (1)	Montauban, France	100%
R.H.C. S.A.S. (1)	Boissy Saint Leger, France	98,95%
Sama S.C.I. (1)	Rochefort sur Nenon, France	100%
Sodeger S.A.S. (1)	Château Gontier, France	100%
Sodifrais S.A.S. (1)	Illkirch Graffenstaden, France	98,95%
Spar Retail N.V.	Ternat, Belgium	100%
Super 10 S.A.R.L. (1)	Chateauneuf S/L, France	100%
Supermarkt Pelgrims N.V.	Halle, Belgium	100%
Symeta N.V.	Halle, Belgium	100%
Transpro S.A.S. (1)	Sainte Marie, La Réunion, France	100%
Transpro France S.A.S.	Aiton (Savoie), France	100%
U.C.G.A. Unifrais S.A. (1)	Estillac, France	98,95%
Unibuy G.I.E. (1)	Fresnes, France	99,47%
Unifrais Distribution S.A.S. (1)	Estillac, France	98,95%
Unifrais International S.A.S. (1)	Estillac, France	69,26%
Unipol 2 N.V.	Heist-op-den-Berg, Belgium	100%
Vlevico N.V.	Halle, Belgium	100%
Walcodis S.A.	Ath, Belgium	100%
Waldico S.A.	Ghislenghien, Belgium	100%
Walspar N.V.	Ternat, Belgium	100%
WE Power N.V.	Halle, Belgium	100%
Wilson S.A.S. (1)	Rochefort sur Nenon, France	100%

(1) These companies close their financial year on 31/12 and are included in the consolidated figures on that date.

(2) Known as Eldepsaco N.V. until 8 April 2011.

8.32.3. Associates

Belwind N.V.	Zeebrugge, Belgium	26,90%
Coopernic S.C.R.L. (1)	Brussel, Belgium	20%
Xenarjo C.V.B.A. (1)	Mechelen, Belgium	24,99%

(1) These companies close their financial year on 31/12 and are included in the consolidated figures on that date.

8.32.4. Changes in consolidation scope

a. New investments

In March 2010, the Group acquired in France, through its French subsidiary Codi-france S.A.S. control over Nels & Co S.A.S. Through another subsidiary, Pro à Pro Distribution Sud S.A.S. the Group acquired in May 2010 control over R.B. Trans S.A.R.L. The name of this company was changed to Transpro France S.A.S.

In Belgium the acquisition of the Foodinvest group which includes N.V. Foodinvest, B.V.B.A. Foodlines, N.V. Sejo, N.V. Walschap and B.V.B.A. Bodegas was finalised during the month of April. Later in the financial year, N.V. Sejo and N.V. Walschap were merged with C.V.B.A. Colim. The Foodinvest group operates in the food service market on a national level.

On 1 January 2011 the Group acquired control through its subsidiary

Mitto N.V. over Exp-pli-site S.A.R.L. in France.

As a result of a change in the shareholders' structure of N.V. Northwind, the Group increased its share to 66,67 % as of January 2011. Together with the remaining shareholder the Group will pursue the completion of the third Belgian offshore wind farm project.

b. Mergers

In France there was a retrospective merger of Maillerie Distribution E.U.R.L., Normandie Distribution S.A., Colilait S.A.R.L. and Texo E.U.R.L. with Sodeger S.A.S. as of 1 January 2010.

On 1 April 2010 the Belgian Dimaco S.A. and Intrion N.V merged.

The Group completed the centralisation of all Belgian real estate into one single legal entity. A number of entities were thereby merged into Colim C.V.B.A. Also, a number of other

group entities transferred their real estate to Colim C.V.B.A.

There was no impact of these transactions on the consolidated financial statements of the Group.

c. New legal entities

Three new entities were established in Belgium: N.V. Walcodis on 25 June 2010, N.V. E-Logistics on 11 October 2010 and N.V. Immo Dassenveld on 30 November 2010.

The entity Immoco S.A.S was incorporated in France on 19 October 2010.

d. Other changes

N.V. Dream was liquidated in October 2010. Within the operating segment "Retail" the N.V. Filleeg was liquidated in December 2010.



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8.33. Abbreviated (non-consolidated) financial statements of Etn. Fr. Colruyt N.V., according to Belgian accounting standards

The non-consolidated financial statements of Etn. Fr. Colruyt N.V. are presented below in abbreviated form.

The annual report, annual financial statements and independent auditor's report were filed with the National Bank of Belgium, in accordance with Articles 98 and 100 of the Companies Code. A copy of these documents can be obtained there on request.

These documents can also be obtained on request at the Company's registered office:

Etn. Fr. Colruyt N.V. – Edingensesteenweg 196, 1500 Halle – Tel. 02 360 10 40 – Fax 02 360 02 07

Internet: www.colruyt.be - E-mail: colruyt@colruyt.be.

Abbreviated balance sheet of Etn. Fr. Colruyt N.V.

(in EUR million)	31.03.11	31.03.10
Non-current assets	3.414,2	2.295,1
I. Formation expenses	-	-
II. Intangible assets	12,6	6,8
III. Plant, property and equipment	129,5	366,8
IV. Financial non-current assets	3.272,1	1.921,5
Current assets	1.078,3	979,3
V. Receivables > 1 year	5,3	5,3
VI. Inventories and work in progress	330,1	312,6
VII. Receivables < 1 year	384,6	307,6
VIII. Investments	307,2	308,5
IX. Cash and cash equivalents	48,1	44,2
X. Prepayments and accrued income	3,1	1,1
Total assets	4.492,5	3.274,4
Equity	877,3	742,7
I. Capital	232,9	209,0
II. Issue premiums	0,0	0,0
III. Revaluation reserve	6,1	6,2
IV. Reserves	637,6	526,7
V. Retained earnings	0,3	0,3
VI. Capital grants	0,4	0,5
Provisions and deferred taxes	5,5	18,4
Liabilities	3.609,6	2.513,3
VIII. Liabilities > 1 year	2.412,7	1.039,0
IX. Liabilities < 1 year	1.182,2	1.451,6
X. Accruals and deferred income	14,7	22,7
Total liabilities	4.492,5	3.274,4

Abbreviated income statement of Etn. Fr. Colruyt N.V.

(in EUR million)	2010/11	2009/10
I. Operating income	5.381,8	5.025,3
II. Operating expenses	(5.022,9)	(4.675,3)
III. Operating profit	358,9	350,1
IV. Financial income	61,5	4,3
V. Financial expenses	(37,2)	(34,4)
VI. Profit from ordinary operations, before tax	383,1	320,0
VII. Exceptional income	0,0	174,4
VIII. Exceptional expenses	(2,8)	(20,9)
IX. Profit of the financial year, before tax	380,4	473,6
IX BIS A. Derecognition of deferred taxes	0,1	0,2
IX BIS B. Recognition of deferred taxes	0,0	(0,1)
X. Income tax	(110,1)	(107,8)
XI. Profit of the financial year	270,3	366,0
XII. Drawings on the tax-free reserves	4,7	0,4
XII. Transfers to the tax-free reserves	(0,2)	(0,2)
XIII. Profit of the financial year available for appropriation	274,9	366,2

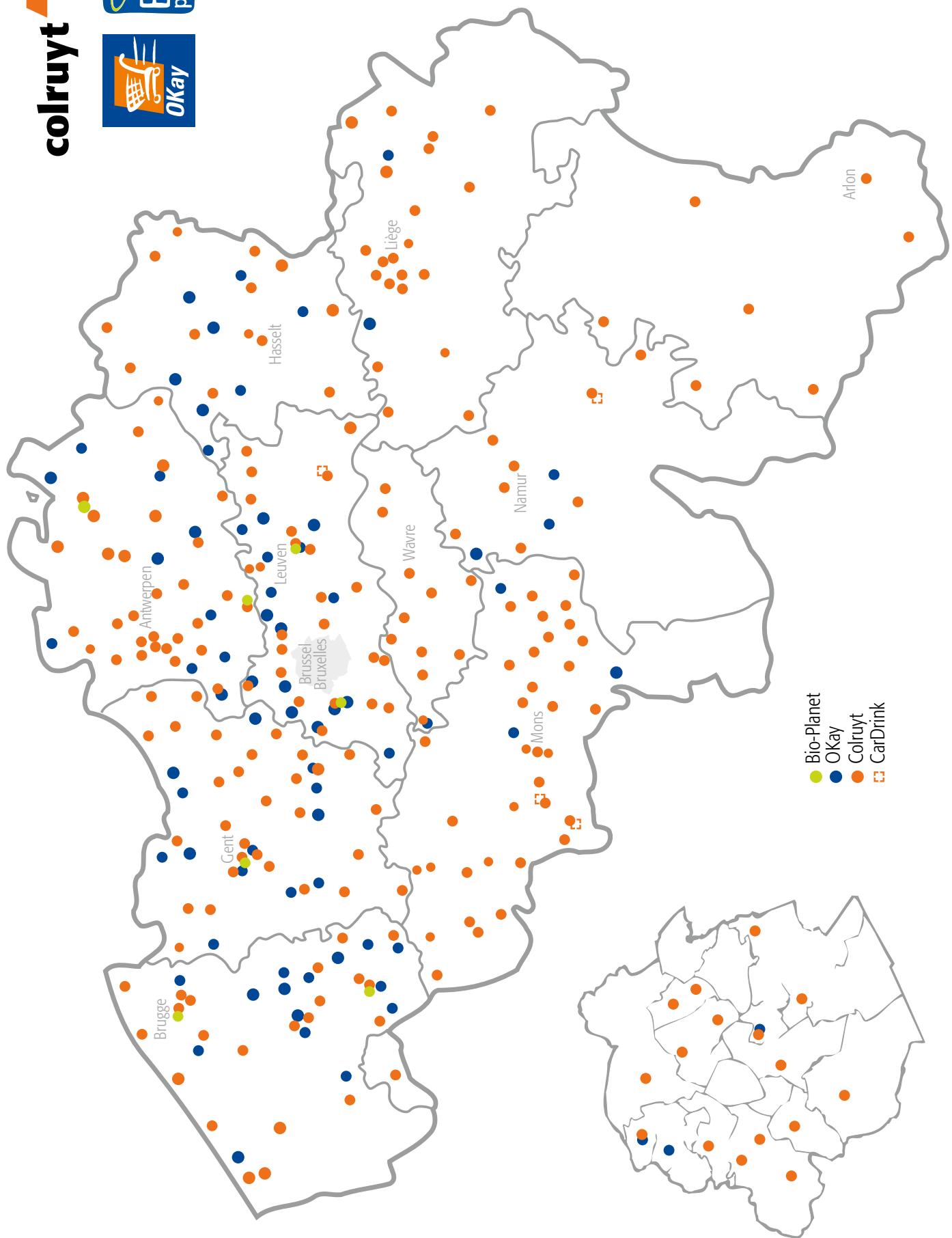
Profit appropriation Etn. Fr. Colruyt N.V.

The Board of Directors will propose to the General Meeting of Shareholders on 16 September 2011 to distribute the profit for the 2010/11 financial year as follows:

(in EUR million)	2010/11	2009/10
Profit of the financial year available for appropriation	274,9	366,2
Profit carried forward from previous financial years	0,3	0,0
Profit available for appropriation	275,1	366,2
Transfer to the legal reserve	2,4	1,4
Addition to other reserves	112,9	193,6
Profit to be carried forward	0,3	0,3
Dividends	145,9	141,6
Bonuses	3,7	3,6
Other debts	9,9	25,8
Profit to be carried forward	0,0	0,0

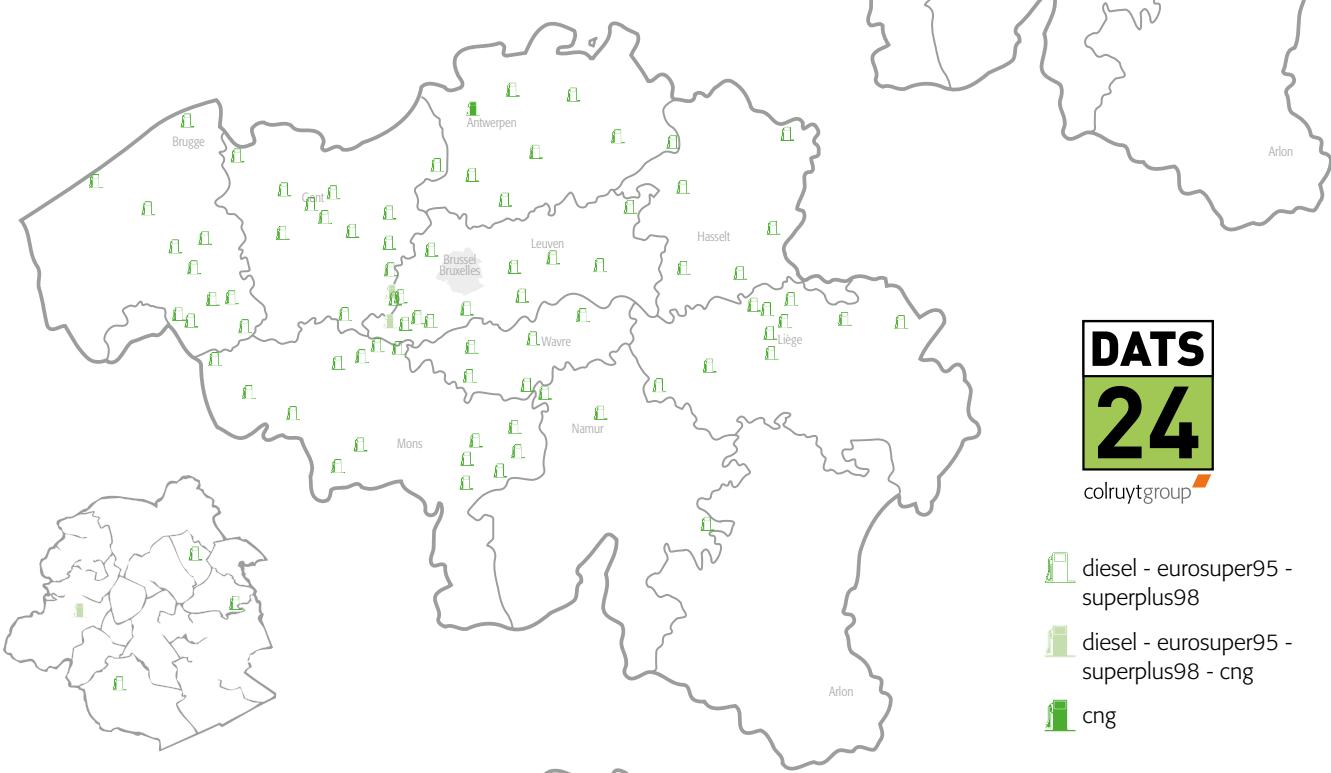
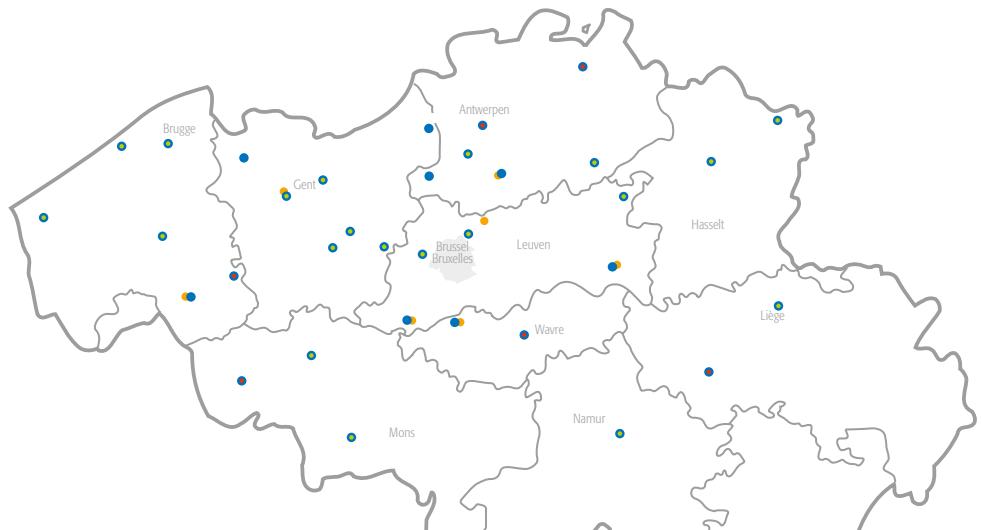
Compensation of shareholders in cash

This line item is calculated using the number of treasury shares on 10 June 2011 and taking into account the shares reserved for distribution as part of the profit-sharing plan in September 2011.





- DreamLand store
 - + DreamBaby-Shop
 - + DreamBaby-Corner
- DreamBaby store

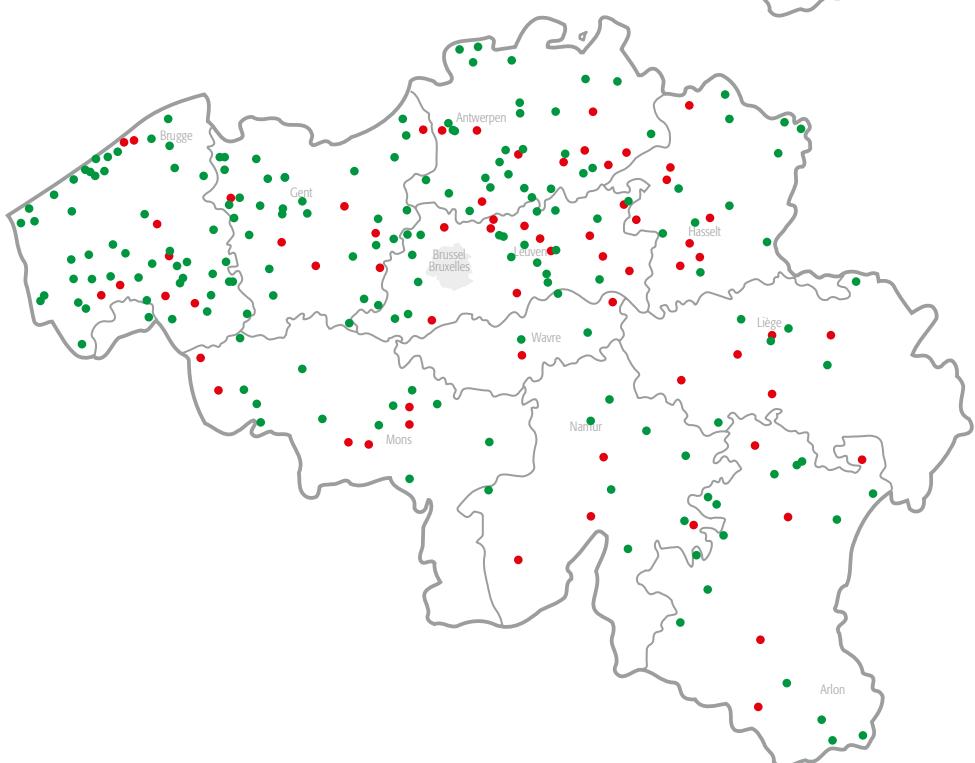


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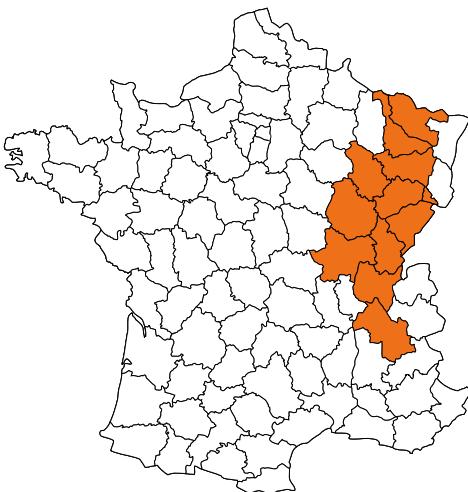
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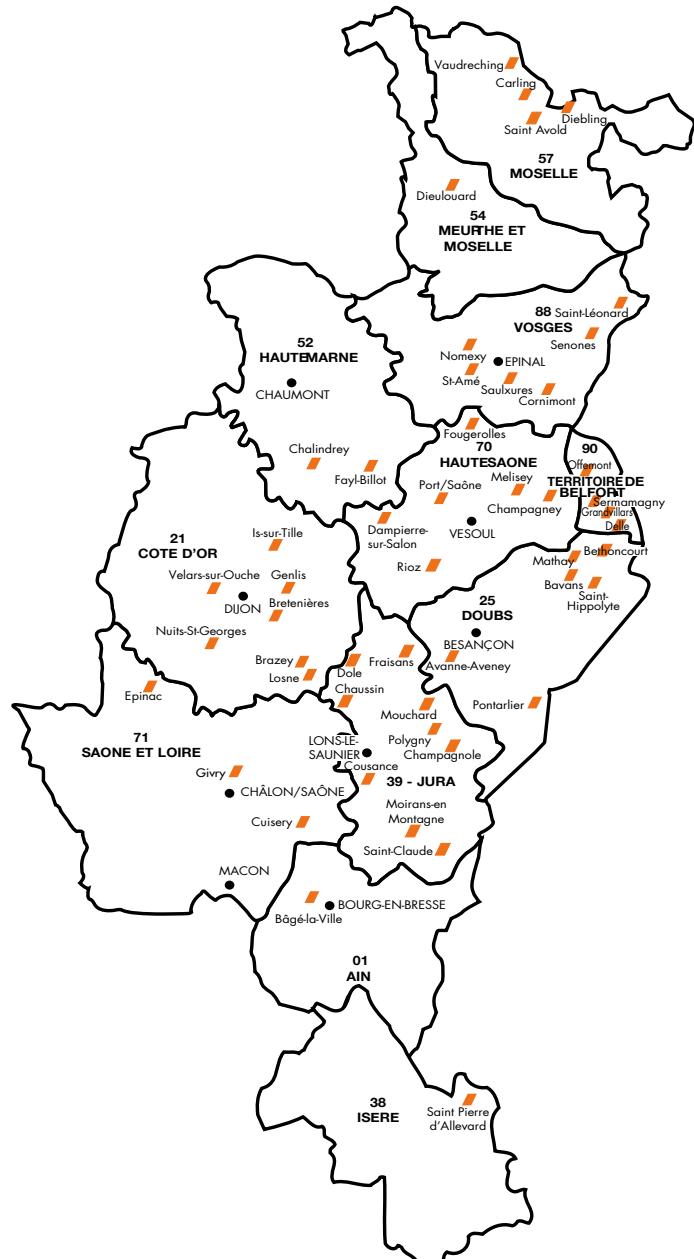


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