

Etn. Fr. Colruyt NV
Limited liability company
Registered office:
Edingensesteenweg 196
1500 Halle

VAT number BE 0400.378.485
RPR Brussels
(hereinafter the “Company”)

The shareholders are invited to attend the Ordinary General Meeting on 27 September 2023 at 4 p.m. at the registered office of the Company in 1500 Halle, Edingensesteenweg 196. The meeting will physically proceed.

Agenda:

1. Communication of the annual reports of the Board of Directors and the reports of the auditor about the fiscal year that was closed on 31 March 2023; as well as the informative report of the Works Council. Concerning both the financial statements of Etn. Fr. Colruyt NV and the consolidated financial statements of Colruyt Group of the fiscal year closed on 31 March 2023.

2. Remuneration report for the fiscal year 2022/23.

Proposed resolution: approval of the 2022/23 remuneration report.

3. a. Approval of the financial statements for the year ending 31 March 2023.

Proposed resolution: approval of the Company’s financial statements.

- b. Approval of Colruyt Group’s consolidated financial statements for the year ending on 31 March 2023.

Proposed resolution: approval of the consolidated financial statements of Colruyt Group.

4. Distribution of dividend.

Motion to allocate a gross dividend of 0,80 EUR per share upon presentation of coupon no 13, made available for payment on 3 October 2023. The ex-dividend or ex-date is 29 September 2023. The record date is 2 October 2023.

Proposed resolution: that this dividend be approved.

5. Proposal to approve the appropriation of profits as submitted below:

❖ PROFIT TO BE APPROPRIATED: **3.030.454.600,19 EUR**

❖ PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ 542.587,50 EUR
ADDITION TO THE UNAVAILABLE RESERVE	+ 48.079.710,74 EUR
DISTRIBUTION OF DIVIDEND:	+ 99.567.089,90 EUR
PROFIT CARRIED FORWARD:	+ 2.882.265.212,05 EUR
TOTAL:	+ 3.030.454.600,19 EUR

❖ RETURN ON CAPITAL:

Coupon 13

126.991.787 shares x 0,80 EUR =	101.593.429,60 EUR
Retained dividend of last fiscal year (*)	- 2.026.339,70 EUR
	99.567.089,90 EUR

(*) The retained dividend covers last fiscal year's dividend with regard to the shares reserved for profit-sharing which Etn. Fr. Colruyt NV did not distribute. This amount is carried forward to this fiscal year.

❖ BASIS OF CALCULATION:

133.839.188 shares at 31 March 2022
+ 238.500 shares at capital increase personnel on 19 December 2022
- 7.085.901 number of treasury shares on 9 June 2023
= 126.991.787 profit-sharing shares

Proposed resolution: that the appropriation of profits as submitted above be approved.

6. Appointment and reappointment of directors:

a. Proposal to renew the directorship of the Company for a period of two years expiring at the General Meeting of 2025: 7 Capital BV, with registered office in 1380 Lasne, Rue de Payot 14, RPR Brabant Wallon, with company number 0895.361.369 and having as permanent representative Ms. Chantal de Vrieze.

Proposed resolution: that the directorship of the Company be reappointed for a period of two years expiring at the General Meeting of 2025: 7 Capital BV, with registered office in 1380 Lasne, Rue de Payot 14, RPR Brabant Wallon, with company number 0895.361.369 and having as permanent representative Ms. Chantal de Vrieze.

b. Notification of the expiry of the term of office as independent director of Dirk JS Van den Berghe BV, with registered office in 1640 Sint-Genesius-Rode, Sept-Fontaines 24, RPR Brussels, with company number 0767.628.603 and having as permanent representative Mr. Dirk Van den Berghe. The company's mandate will not be renewed.

c. Proposal to appoint in this regard as independent director of the Company for a period of two years expiring at the General Meeting of 2025: RUDANN BV, with registered office in 3000 Leuven, Familie de Bayostraat 83, RPR Leuven, with company number 0765.433.631 and having as permanent representative Mr. Rudi Peeters. The CV of Mr. Rudi Peeters is published for perusal at www.colruytgroup.com.

Proposed resolution: appointment as director of the Company for a period of two years expiring at the General Meeting of 2025: RUDANN BV, with registered office in 3000 Leuven, Familie de Bayostraat 83, RPR Leuven, with company number 0765.433.631 and having as permanent representative Mr. Rudi Peeters.

7. Discharge to the (former) directors.

Proposal to grant the directors discharge for their activities during the 2022-2023 fiscal year.

Proposed resolution: that the directors be granted discharge.

8. Discharge to the statutory auditor.

Proposal to grant discharge to the statutory auditor for his activities during the fiscal year 2022-2023.

Proposed resolution: that the statutory auditor be granted discharge.

9. Other business.

In order to attend this General Meeting or to be represented at it, the shareholders must comply with the provisions of article 27 and following of the articles of association.

Participation

The shareholders will only be admitted to the General Meeting and be able to exercise their voting right if the following two cumulative conditions are fulfilled:

1st condition: the shareholders, who wish to participate in the General Meeting, must be holder of the number of shares with which they intend to participate in the meeting. To this end, the shareholders must have their shares registered in the books on **13 September 2023 at midnight (registration date)** at the latest. Registration is done either by registration of the shares with the Company, or in conformity with article 7:134, § 2 of the Companies and Associations Code by registration of dematerialised shares on an account with a certified account holder or settlement institution that will draw up a registration certificate.

2nd condition: furthermore these shareholders must **confirm** in writing that they wish to **participate** in the General Meeting by **21 September 2023** at the latest. On 21 September 2023 at the latest, the Company must receive proof that the shareholders wishing to participate in the General Meeting, held the number of shares with which they intend to participate in the meeting. For their registered shares, the shareholders can send the confirmation to the registered office of the Company (for the attention of the secretariat of the Board of Directors) or by mail to heidv.vanrossem@colruyt.com.

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by 21 September 2023 at the latest at the registered office of the Company or at the different registered offices, branches and agencies of:

BNP Paribas Fortis Bank (Principal paying agent)

Proxies

The designation of a proxy holder and the notification of this designation to the Company must be done in writing by **21 September 2023** at the latest. To this end, a model of the proxy that is available at the registered office and on the website of the Company should be used. Notification can be given on paper or electronically as described in the 2nd condition above.

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

Right to add items to the agenda

In accordance with article 7:130 of the Companies and Associations Code, one or more shareholders who represent at least 3 % of the capital of the Company together, can have items added to the agenda of the General Meeting and submit proposed resolutions until **5 September 2023** at the latest. The Company will in that case publish an amended agenda on **12 September 2023** at the latest.

Written questions

In accordance with article 7:139 of the Companies and Associations Code, the shareholders who comply with the admittance conditions are entitled to ask questions in writing to the directors and the auditor. These questions can be addressed by letter to the registered office of the Company (for the attention of the secretariat of the Board of Directors) or by email to heidv.vanrossem@colruytgroup.com until **21 September 2023** at the latest. The questions will only be answered if the shareholder has observed the registration and confirmation procedure for the General Meeting as mentioned above.

The reports of the Board of Directors, the reports of the auditor, the financial statements and the annual report of the Etn. Fr. Colruyt NV and of Colruyt Group will be available on our website 30 days before the General Meeting.

(<https://www.colruytgroup.com/wps/portal/cg/En/home/investors/shareholders/general-meetings>)

For the Board of Directors