

Colruyt Group NV
Limited liability company
Edingensesteenweg 196 – 1500 Halle
Company number: 0400.378.485

Resolutions of the Extraordinary General Meeting of 8 October 2024

As at least half of the capital was present or represented, the Extraordinary General Meeting of Shareholders of 8 October 2024 could validly vote on the items on the agenda.

For all items on the agenda, the Extraordinary General Meeting reached the legally required majority quorum of votes. As a result, the following items on the agenda were adopted:

I. Capital increase in favour of the employees

- Increase of the capital in favour of the employees of Colruyt Group through the issuance of a maximum of 1.000.000 new shares at an issue price of EUR 38,29. The subscription period is from 17 October 2024 to 18 November 2024.
- Waiver of the shareholders' pre-emptive right for the benefit of the employees.
- Authorisation of the Board of Directors to perform the above-mentioned actions with regard to this capital increase.

II. Authorisation regarding the authorised capital

- Authorisation for the Board of Directors to increase the amount of the capital of Colruyt Group NV with a maximum amount of EUR 378.985.470,73, under the terms and conditions set out in the special report of 6 June 2024 regarding the authorised capital, and this for a (renewable) period of three (3) years as from the date of publication of this authorisation granted.
- Authorisation for the Board of Directors to increase the amount of Colruyt Group NV's capital within the framework of the authorised capital under the terms of article 7:202, 2nd paragraph of the Code on Companies and Associations, from the date of notification by the Belgian Financial Services and Markets Authority to Colruyt Group NV that it has been informed of a public take-over bid on the securities of Colruyt Group NV, until the end of this bid, and this for a (renewable) period of three (3) years as of the date on which the authorisation is granted.

III. Renewal of the authorisation to repurchase treasury shares

- Authorisation for the Board of Directors of Colruyt Group NV and the Boards of Directors of the subsidiaries, as laid down in article 7:215 of the Code on Companies and Associations, to acquire a maximum total of 25.469.778 treasury shares of Colruyt Group NV, on behalf of Colruyt Group NV and/or on behalf of the subsidiaries, at a minimum price of EUR 10 per share and at a maximum price of EUR 100 per share, insofar as this price is within the minimum/maximum limits set by article 13.A.1 of the articles of association.
- Once it has taken effect under the terms of the previous article, this authorisation shall apply for a term of five (5) years, starting on the date of notification of the authorisation.

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

IV. Authorisation for the Board of Directors to implement the resolutions adopted at this Extraordinary General Meeting and to take any action necessary to that end.

The result of the voting is announced below.

Subject to the approval of the aforementioned Extraordinary General Meeting, the Board of Directors has decided to once again proceed with the repurchase of treasury shares.

All repurchases of treasury shares are executed on behalf of Colruyt Group NV and/or on behalf of a subsidiary of Colruyt Group NV by an independent financial institution pursuant to a discretionary mandate, within the limits of the authorisations of the Extraordinary General Meeting and in accordance with the applicable rules.

Based on the authorisation granted, the Board of Directors decided to issue a discretionary mandate effective from 9 October 2024 until at the latest 30 June 2025, under which treasury shares can be repurchased for a maximum amount of EUR 70 million, which may be increased by up to 30% at the initiative of the aforementioned independent financial institution and provided market conditions permit. As the mandate is subject to legal conditions and a series of contractual terms and conditions, it cannot be guaranteed that the total amount will be utilised.

Contacts

For questions on this press release or for further information, please send an email to investor@colruytgroup.com.

About Colruyt Group

Colruyt Group operates in the food and non-food distribution sector in Belgium, France and Luxembourg with more than 700 own stores and over 1.000 affiliated stores. In Belgium, this includes Colruyt Lowest Prices, Okay, Comarkt, Bio-Planet, Cru, Bike Republic, Zeb, PointCarré, The Fashion Store and the affiliated stores Spar and PointCarré. In France, in addition to Colruyt stores and DATS 24 filling stations, there are also affiliated Coccinelle, Coccimarket, Panier Sympa, Épi Service, VivÉco and PointCarré stores. Jims operates fitness clubs in Belgium and Luxembourg. Newpharma is the Belgian online pharmacy of Colruyt Group. Solucious and Culinoa deliver food service and retail products to professional customers in Belgium (hospitals, SMEs, hospitality sector, etc.). The activities of Colruyt Group also comprise printing and document management solutions (Symeta Hybrid). Colruyt Group also holds interests, including in Virya Energy (to which DATS 24 belongs since June 2023), Dreamland and Smartmat (known from Foodbag). The group employs more than 33.000 employees and recorded a EUR 10,8 billion revenue in 2023/24. Colruyt NV is listed on Euronext Brussels (COLR) under ISIN code BE0974256852.

Buitengewone Algemene Vergadering van 8 oktober 2024

Assemblée Générale Extraordinaire du 8 octobre 2024

Overzicht stemming

Tableau du résultat des votes

Geen stemming voor volgende agendapunten :

Pas de votes pour :

Agendapunt I.1

	VOOR pour	TEGEN contre	ONTHOUDING abstentions	TOTAAL Total
AGENDAPUNT I.2. - Uitgifte van max. 1.000.000 nieuwe aandelen op naam - Proposition d'émission de maximum 1.000.000 nouvelles actions nominatives	102.619.663	504	1	102.620.168
AGENDAPUNT I.3. - Bepaling van de uitgifteprijs - Fixation du prix d'émission	102.619.386	503	279	102.620.168
AGENDAPUNT I.4. - Opheffing voorkeurrecht voor inschrijving op deze aandelen - Suppression du droit de préférence de souscription à ces actions	102.619.664	503	1	102.620.168
AGENDAPUNT I.5. - Verhoging kapitaal - Augmentation du capital	102.619.664	503	1	102.620.168
AGENDAPUNT I.6. - Inschrijvingsperiode van 17/10/2024 - 18/11/2024 - Période de souscription du 17 octobre 2024 au 18 novembre 2024	102.619.386	503	279	102.620.168
AGENDAPUNT I.7. - Machtiging Raad van Bestuur - Autorisation au Conseil d'administration	102.619.664	503	1	102.620.168
AGENDAPUNT II.2 - Machtiging Raad van Bestuur verhoging bedrag toegestaan kapitaal - Autorisation au Conseil d'administration d'augmentation du capital autorisé	92.944.419	9.675.748	1	102.620.168
AGENDAPUNT II.3 - Bijzondere Machtiging verhoging kapitaal bij openbaar overnamebod - Pouvoir au CA d'augmenter le capital lors d'une offre publique d'acquisition	92.187.000	10.433.167	1	102.620.168
AGENDAPUNT II.4 - Vervangen artikel 7 van de statuten - Changement art 7 des statuts	92.226.562	10.393.605	1	102.620.168
AGENDAPUNT III - Hernieuwing machtiging inkoop eigen aandelen - Renouvellement d'autorisation de l'acquisition d'actions propres	98.468.359	4.151.808	1	102.620.168
AGENDAPUNT IV - Uitvoering beslissingen BAV door RvB van de Vennootschap - Exécution des décisions de l'AGE par le conseil d'administration de la société	102.619.665	502	1	102.620.168