

Colruyt Group NV

Limited liability company

Registered office: Edingensesteenweg 196, 1500 Halle

VAT number: BE 0400.378.485

RPR (Register of Legal Entities) Brussels, Dutch-speaking section

The shareholders are invited to attend the ordinary general meeting of Colruyt Group NV to be held on **24 September 2025** at 4 p.m. at the registered office of Colruyt Group NV in 1500 Halle, Edingensesteenweg 196 (hereinafter the 'General Meeting').

The General Meeting will be held in person only. Alternatively, those who wish to do so may exercise their rights by granting a proxy.

Agenda:

1. Communication of the board of directors' annual reports and the auditor's reports relating to the financial year ended on 31 March 2025; as well as, for information purposes, the report of the Works Council. These are related to the financial statements of Colruyt Group NV and the consolidated financial statements for the financial year ended on 31 March 2025.

2. Remuneration report for the financial year ended on 31 March 2025

Proposed resolution: to approve the remuneration report for the financial year ended on 31 March 2025.

3. Financial statements

- a. Approval of the financial statements of Colruyt Group NV for the financial year ended on 31 March 2025.

Proposed resolution: to approve the financial statements of Colruyt Group NV.

- b. Approval of the consolidated financial statements of Colruyt Group NV for the financial year ended on 31 March 2025.

Proposed resolution: to approve the consolidated financial statements of Colruyt Group NV.

4. Approval of the appropriation of profits of Colruyt Group NV as submitted below:

- PROFIT AVAILABLE FOR APPROPRIATION: **EUR 6.307.685.104,49**
- PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ EUR 570.398,48
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DISTRIBUTION OF DIVIDEND:	+ EUR 165.742.148,28
PROFIT SHARE FINANCIAL YEAR 2024/25	+ EUR 3.632.126,21
PROFIT CARRIED FORWARD:	+ EUR 5.964.338.319,25
TOTAL:	+ EUR 6.307.685.104,49

The distribution of '*profit shares*' concerns a distribution of profit to Belgian-based employees of Colruyt Group NV and of the companies associated with Colruyt Group, within the framework of the Law of 22 May 2001 concerning employee participation in the capital of entities and the establishment of a profit bonus for employees. This profit share will be paid in cash.

Proposed resolution: to approve the appropriation of profits of the financial year ended on 31 March 2025 as presented above.

5. Distribution of dividend

Approval of a gross dividend of EUR 1,38 per share to be paid as from 30 September 2025.

The gross dividend of EUR 1,38 per share will be made payable as of 30 September 2025 against submission of coupon no 16. The ex-dividend or ex-date is 26 September 2025. The record date is 28 September 2025.

Proposed resolution: to approve this dividend.

6. Discharge to the (former) directors

- a. Discharge to the directors of Colruyt Group NV for the performance of their duties during the financial year ended on 31 March 2025.

Proposed resolution: to grant the directors of Colruyt Group NV discharge.

7. Discharge to the statutory auditor

- a. Discharge to the statutory auditor of Colruyt Group NV for the performance of his duties during the financial year ended on 31 March 2025.

Proposed resolution: to grant the statutory auditor discharge.

8. Reappointment of statutory auditor

The mandate of the private limited liability company Ernst&Young Bedrijfsrevisoren BV (B00160), having its registered office at Kouterveldstraat 7B box 1, 1931 Machelen (Brabant), registered under company number 0446.334.711 and indirectly represented by

Ms Eef Naessens, as statutory auditor of Colruyt Group NV, expires on the day of the General Meeting.

The board of directors proposed to reappoint the private limited liability company Ernst&Young Bedrijfsrevisoren BV (B00160), having its registered office at Kouterveldstraat 7B box 1, 1931 Machelen (Brabant), registered under company number 0446.334.711 and indirectly represented by Ms Eef Naessens, as statutory auditor of Colruyt Group NV for a term of three financial years, commencing on the date of the ordinary general meeting in 2025 and ending at the ordinary general meeting in 2028.

Proposed resolution: to approve the reappointment of the statutory auditor.

9. Appointment and reappointment of directors

Reappointment and appointment of the (independent) directors at the General Meeting of 24 September 2025 as follows:

- a. The directorship of Korys Business Services I NV, permanently represented by Mr Senne Hermans, will expire on the day of the General Meeting. The board of directors proposes to reappoint Korys Business Services I NV, permanently represented by Mr Senne Hermans, for a four-year term expiring at the ordinary general meeting of 2029. The mandate will be exercised against remuneration, in accordance with the remuneration policy and remuneration report.

Proposed resolution: to renew, for a term of four years expiring at the close of the ordinary general meeting of 2029, the directorship of Korys Business Services I NV, with registered office in 1500 Halle, Villalaan 96 and with company number 0418.759.787, permanently represented by Mr Senne Hermans.

- b. The directorship of Korys Business Services II NV, permanently represented by Mr Frans Colruyt, will expire on the date of the General Meeting. The board of directors proposes to reappoint Korys Business Services II NV, permanently represented by Ms Hilde Cerstelotte, for a four-year term expiring at the ordinary general meeting of 2029. In this context, the board of directors refers to the recent communication from Korys Business Services II NV, in which the company indicated that, in the event of a renewal of its directorship, its current permanent representative would be replaced by Ms Hilde Cerstelotte, who has consented to this replacement. The mandate will be exercised against remuneration, in accordance with the remuneration policy and remuneration report.

The board of directors wishes to expressly thank Mr Frans Colruyt, in his capacity as permanent representative of Korys Business Services II NV, for his highly appreciated contribution and efforts in the further implementation of the long-term strategy of Colruyt Group NV.

Proposed resolution: to renew, for a term of four years expiring at the close of the ordinary general meeting of 2029, the directorship of Korys Business Services II NV, with registered office in 1500 Halle, Villalaan 96 and with company number 0450.623.396, permanently represented by Ms Hilde Cerstelotte.

- c. The directorship of Fast Forward Services BV, permanently represented by Ms Rika Coppens, will expire on the date of the General Meeting. The board of directors proposes to reappoint Fast Forward Services BV, permanently represented by Ms Rika Coppens, as an independent director for a four-year term expiring at the close of the ordinary general meeting of 2029. The mandate will be exercised against remuneration, in accordance with the remuneration policy and remuneration report.

Proposed resolution: that Fast Forward Services BV, with registered office at 1080 Koekelberg, De Neckstraat 22 box 20 and company number 0479.445.561, permanently represented by Ms Rika Coppens, be reappointed as independent director of Colruyt Group NV for a four-year term expiring at the close of the ordinary general meeting of 2029.

- d. The directorship of Rudann BV, permanently represented by Mr Rudi Peeters, will expire on the date of the General Meeting. The board of directors proposes to reappoint Rudann BV, permanently represented by Mr Rudi Peeters, as an independent director for a four-year term expiring at the close of the ordinary general meeting of 2029. The mandate will be exercised against remuneration, in accordance with the remuneration policy and remuneration report.

Proposed resolution: that Rudann BV, with registered office at 3000 Leuven, Familie de Bayostraat 83 and company number 0765.433.631, permanently represented by Mr Rudi Peeters, be reappointed as independent director of Colruyt Group NV for a four-year term expiring at the close of the ordinary general meeting of 2029.

- e. The directorship of 7 Capital BV, permanently represented by Ms Chantal De Vrieze, will expire on the date of the General Meeting. The board of directors proposes to reappoint 7 Capital BV, permanently represented by Ms Chantal De Vrieze, as an independent director for a two-year term expiring at the close of the ordinary general meeting of 2027. The mandate will be exercised against remuneration, in accordance with the remuneration policy and remuneration report.

Proposed resolution: that 7 Capital BV, with registered office at 1380 Lasne, Rue de Payot 14 and company number 0895.361.369, permanently represented by Ms Chantal De Vrieze, be reappointed as an independent director of Colruyt Group NV for a two-year term expiring at the close of the ordinary general meeting of 2027.

10. Other business

To attend or be represented at this General Meeting, shareholders must comply with the provisions of article 27 et seq. of the articles of association of Colruyt Group NV.

Participation

Shareholders will be admitted to the General Meeting and be able to exercise their right to vote only if the following two cumulative conditions are met:

1st condition: shareholders wishing to participate in the General Meeting must hold 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 no later than **midnight at 25 September 2025 (registration date)** at the latest. Registration is effected either by registration of the registered shares with Colruyt Group NV, or in conformity with article 7:134, § 2 of the Code on Companies and Associations by registration of the dematerialised shares in an account with a certified account holder or settlement institution, which will issue a registration certificate.

2nd condition: furthermore, these shareholders must **confirm** in writing by **18 September 2025** at the latest that they wish to **participate** in the General Meeting. By **18 September 2025** at the latest, Colruyt Group NV 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, shareholders can send the confirmation to the registered office of Colruyt Group NV (for the attention of the secretariat of the board of directors) or by email to heidy.vanrossem@colruytgroup.be.

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by **18 September 2025** at the latest at the registered office of Colruyt Group NV (for the attention of the secretariat of the board of directors) or by email to heidy.vanrossem@colruytgroup.com, or at the various registered offices, branches and agencies of:

BNP Paribas Fortis Bank (Principal paying agent)

Proxies

The designation of a proxy and the notification of such designation to Colruyt Group NV must be made in writing no later than **18 September 2025**. To this end, a proxy template available at the registered office and on the website of Colruyt Group NV must be used. Notification can be given on paper or electronically as described in the 2nd condition above.

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

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

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

In accordance with article 7:130 of the Code on Companies and Associations, one or more shareholders who together represent at least 3% of the capital of Colruyt Group NV, can have items added to the agenda of the General Meeting and submit proposed resolutions until **2 September 2025** at the latest. In such case, Colruyt Group NV will publish an amended agenda no later than **9 September 2025**.

Right to ask questions

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

These questions can be addressed by letter to the registered office of Colruyt Group NV (for the attention of the secretariat of the board of directors) or by email to heidy.vanrossem@colruytgroup.com until **18 September 2025** at the latest. The questions will be answered only if the shareholder has complied with the foregoing registration and confirmation procedure for the General Meeting.

Availability of the documents

This convening notice, the proxy form, the reports of the board of directors, the reports of the statutory auditor and the (consolidated) annual accounts will be made available on the website of Colruyt Group NV 30 days prior to the General Meeting.

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

Protection of personal data

Colruyt Group NV is responsible for the processing of personal data which it receives from shareholders and proxies in connection with the General Meeting; for information regarding the processing of these data, it refers to its '*Privacy statement*', which can be consulted at the bottom of the website of Colruyt Group NV (www.colruytgroup.com).

For the board of directors,