

**POWER OF ATTORNEY FOR THE EXTRAORDINARY GENERAL MEETING
OF 14 OCTOBER 2013**

The undersigned

.....

residing at or having its registered office at

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being the holder of shares of the limited liability company Etn. Fr. COLRUYT, with registered office at 1500 Halle, Edingensesteenweg 196 and company number 0.400.378.485 (hereinafter referred to as "the Company") hereby appoints as special attorney:

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in order to represent the undersigned (company) at the EXTRAORDINARY GENERAL MEETING of shareholders, to be held at the registered office of the Company at 1500 Halle, Edingensesteenweg 196 on 14 October 2013 at 4 p.m.,

with the following agenda:

1. Report of the Board of Directors of 26/08/2013, giving a description and detailed justification of the proposed capital increase with the pre-emptive right waived in the interest of the Company, in the favour of the employees of the Company and the Colruyt Group, who meet the criteria described in the said report.

For information only. No vote.

2. Report of CBVA KPMG, represented by Mr. Ludo Ruysen, Auditor, drawn up on 05/09/2013 in accordance with article 596 of the Companies Code.

For information only. No vote.

3. Proposal to issue a maximum of 1,000,000 new registered shares without face value, under the conditions described in the report of the Board of Directors mentioned above.

Proposed resolution: approval of the issue of maximum 1,000,000 new registered shares without face value.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

4. Proposal to set the issue price on the basis of the average stock market price of the ordinary Colruyt share over the 30 days preceding the Extraordinary General Meeting that will decide upon this issue, after application of a maximum discount of 20 %.

Proposed resolution: approval to determine the issue price according to the criteria mentioned above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

5. Proposal to waive the pre-emptive subscription right to these shares as given to shareholders by article 595 and onwards of the Companies Code, in the favour of employees as mentioned above, in the interest of the Company.

Proposed resolution: approval to waive the pre-emptive subscription right as determined above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. Proposal to increase the share capital, under the suspensive condition of subscription, by the issue of the new shares mentioned above, under the conditions specified above, and at the issue price set by the Extraordinary General Meeting.

Proposal to set the maximum amount by which the share capital can be increased after subscription, by multiplying the issue price of the new shares set by the Extraordinary General Meeting with the maximum number of new shares to be issued. Subscription to the new shares shall be reserved for employees of the company and its related companies, as specified above.

The capital shall only be increased in the event of subscription and this by the amount of this subscription. If the number of shares subscribed to is greater than the specified maximum number of new shares to be issued, there shall be a distribution whereby in the first instance the possibility of obtaining the maximum tax benefit for each employee shall be considered, and in a next stage a proportionate decrease shall be applied in relation to the number of shares subscribed to by each employee.

Proposed resolution: approval of the increase of the share capital under the conditions stipulated above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

7. It is proposed to open the subscription period on 21/10/2013 and close it on 21/11/2013.

Proposed resolution: approval to open the subscription period on 21/10/2013 and to close it on 21/11/2013.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

8. Proposal to authorise the Board of Directors to receive the subscription applications, to collect and receive the contributions, at the end of the subscription period to determine the number of shares subscribed as well as the subscribed amount, to set the capital increase by this amount within the maximum amount set by the Extraordinary General Meeting, and to certify by notary the realisation of the capital increase within the same limit, the payment of it in cash, as well as the resulting change of the amount of the share capital and the number of shares stated in article 5 "Share capital" of the articles of association, and to execute the resolutions of the Extraordinary General Meeting for all these transactions, and to this end to set all conditions, insofar as they have not been set by the Extraordinary General Meeting, to conclude all agreements, and in general to take any action necessary.

Proposed resolution: to authorise the Board of Directors to undertake the actions mentioned above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

9. Proposal to renew the authority of the Board of Directors to acquire treasury shares of the company without a decision of the General Meeting being required, insofar as this is imperative to prevent the company suffering serious and imminent harm (as set forth in article 12, par. 4 of the articles of association and in article 610, par. 1, section 3 and 4 of the Companies Code), for a term of three (3) years as from the present amendment to the articles of association.

Proposed resolution: approval of the renewal of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

10. Proposal to renew the authority of the Board of Directors to sell, without prior approval of the General Meeting being required, any shares it may have acquired under the above authorization, provided these are listed (art. 622, par. 2, section 2, 1° of the Companies Code and art. 12, par. 5 of the articles of association) for a term of three (3) years as from the present amendment to the articles of association.

Proposed resolution: approval of the renewal of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

11. Proposal to renew the authority to sell the shares acquired by the Board of Directors on the stock market or following an order to sell made to all shareholders at the same conditions, so as to prevent the company suffering serious and imminent harm (art. 622, par. 2, section 2, 2° of the Companies Code and art. 12, par. 5 of the articles of association). This authority is for a term of three (3) years as of the publication of the present amendment to the articles of association; it can be renewed by the General Meeting in accordance with the applicable legal provisions.

Proposed resolution: approval of the renewal of the above mentioned authority.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

and hereby grants him powers to participate in any vote appearing on the agenda, to approve any amendments to this agenda, e.g. any amendments to the proposed resolutions included in this agenda, to pass and sign all minutes, to elect domicile, to appoint as substitute and in general to take all action deemed necessary or useful for the execution of the present power of attorney, hereby promising ratification if required.

The present power of attorney shall remain in full effect for any meeting convoked to decide on the same agenda items, in the event the meeting is adjourned for lack of quorum or for any other reason.

Done at, on

The undersigned,

*(N.B. : Date and precede the signature by the handwritten mention
"GOOD FOR POWER OF ATTORNEY")*