

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

VAT number BE 0400.378.485  
RLP Brussels

The shareholders are invited to attend the Ordinary General Meeting on 29 September 2021 at 4 p.m. at the registered office of the company in 1500 Halle, Edingensesteenweg 196. Due to the COVID-19 pandemic - despite the easing trend - we still experiencing unprecedented and, above all, unpredictable times. Unless the federal government imposes stricter sanitary measures in the weeks ahead, the meeting will be held in person and with due regard for the safety measures applicable at the time. Should a Belgian law or decree prohibit the General Meeting from being attended in person by the time the General Meeting is to take place, we will inform you in due time.

As it is our shared responsibility to prevent the further spread of the COVID-19 virus, the Board of Directors however encourages the shareholders to attend the General Meeting by proxy, containing binding voting instructions, in accordance with the procedure set out below.

Agenda:

1. - Annual reports of the Board of Directors and, for information purposes, the auditor's report.  
- Report of the works council (for information purposes).

(On both the financial statements of Etn. Fr. Colruyt NV and the consolidated financial statements of Colruyt Group).

*Proposed resolution: that the reports of the Board of Directors be approved.*

2. Remuneration report for financial year 2020/21.

*Proposed resolution: that the 2020/21 remuneration report be approved.*

3. Colruyt Group's remuneration policy, as part of the Corporate Governance section of Colruyt Group's consolidated annual report 2020/21 and as available on the company's website ([www.colruytgroup.com](http://www.colruytgroup.com)).

*Proposed resolution: that the remuneration policy of Colruyt Group be approved.*

4. a. Adoption of the financial statements for the year ending 31 March 2021.

*Proposed resolution: that the company's financial statements be adopted.*

b. Adoption of Colruyt Group's consolidated financial statements for the year ending 31 March 2021.

*Proposed resolution: that the consolidated financial statements of Colruyt Group be adopted.*

5. Distribution of dividend.

Motion to allocate a gross dividend of EUR 1.47 per share upon presentation of coupon no 11, made available for payment on 5 October 2021. The ex-dividend or ex-date is 1 October 2021. The record date is 4 October 2021.

*Proposed resolution: that this dividend be approved.*

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

❖ PROFIT TO BE APPROPRIATED: **EUR 1,577,427,000.39**

❖ PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	+ EUR 1,034,029.80
ADDITION TO THE AVAILABLE RESERVE:	+ EUR 52,523,564.00
DISTRIBUTION OF DIVIDEND:	+ EUR 197,470,696.29
PROFIT SHARE FINANCIAL YEAR 2020/21:	+ EUR 5,810,748.43
PROFIT CARRIED FORWARD:	+ EUR 1,320,587,961.87
<b>TOTAL:</b>	<b>+ EUR 1,577,427,000.39</b>

❖ RETURN ON CAPITAL:

Coupon 11

134,333,807 shares x EUR 1.47 =

EUR 197,470,696.29
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❖ BASIS OF CALCULATION:

138,432,588 shares at 31 March 2020

- 2,500,000 cancellation of treasury shares
- + 222,372 shares at capital increase personnel at 16 December 2020
- 1,821,153 treasury shares at 11 June 2021

= 134,333,807 profit-sharing shares

The distribution of 'profit-sharing' concerns a distribution of profit to employees of the company and the companies associated with Colruyt Group employed in Belgium, in the

framework of the law of 22 May 2001 on employee participation in the capital of the companies and for the establishment of a profit bonus for the employees. This participation in the profit will be paid in cash.

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

7. Reappointment of directors.

a. Proposal to renew the directorship of the following director of the company for a period of four years expiring at the General Meeting of 2025: Korys Business Services I NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0418.759.787 and having as permanent representative Ms Hilde Cerstelotte.

*Proposed resolution: that the directorship of the following director of the company be renewed for a period of four years expiring at the General Meeting of 2025: Korys Business Services I NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0418.759.787 and having as permanent representative Ms Hilde Cerstelotte.*

b. Proposal to renew the directorship of the following director of the company for a period of four years expiring at the General Meeting of 2025: Korys Business Services II NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0450.623.396 and having as permanent representative Mr Frans Colruyt.

*Proposed resolution: that the directorship of the following director of the company be renewed for a period of four years expiring at the General Meeting of 2025: Korys Business Services II NV, with registered office in 1500 Halle, Villalaan 96, RPR Brussels, with company number 0450.623.396 and having as permanent representative Mr Frans Colruyt.*

c. Proposal to renew the directorship of the following director of the company for a period of four years expiring at the General Meeting of 2025: Fast Forward Services BV, with registered office in 1081 Koekelberg, De Neckstraat 22 PO box 20, RPR Brussels, with company number 0479.445.561 and having as permanent representative Ms Rika Coppens.

*Proposed resolution: that the directorship of the following director of the company be renewed for a period of four years expiring at the General Meeting of 2025: Fast Forward Services BV, with registered office in 1081 Koekelberg, De Neckstraat 22 PO box 20, RPR Brussels, with company number 0479.445.561 and having as permanent representative Ms Rika Coppens.*

8. Appointment of additional independent director.

Notification of the expiry of the term of office as independent director of ADL CommV, with registered office in 9000 Ghent, Predikherenlei 12, RPR Ghent (department Ghent), with company number 0561.915.753 and having as permanent representative Ms Astrid De Lathauwer. The company is no longer eligible for re-election as the term of office of an independent director on the Board of Directors is limited to three consecutive mandates (without exceeding a total term of more than twelve years).

Proposal, in this regard, to appoint Dirk JS Van den Berghe VOF, with registered office at 1640 Sint-Genesius-Rode, Zevenbronnen 24, RPR Brussels, with company number 0767.628.603 and having as permanent representative Dirk Van den Berghe, as a new independent director of the company for a two-year term expiring at the General Meeting of 2023. For a description of his professional experience, we refer to the company's website ([www.colruytgroup.com](http://www.colruytgroup.com)).

*Proposed resolution: that Dirk JS Van den Berghe VOF, with registered office at 1640 Sint-Genesius-Rode, Zevenbronnen 24, RPR Brussels, with company number 0767.628.603 and having as permanent representative Dirk Van den Berghe, be appointed as a new independent director of the company for a two-year term expiring at the General Meeting of 2023.*

9. Discharge to the (former) directors.

a. Proposal to grant the directors discharge for their activities during the 2020/21 reporting period.

*Proposed resolution: that the directors be granted discharge.*

b. Proposal to grant discharge to Mr François Gillet, former director of the company, for the performance of his mandate as a director during the period of 1 April 2020 up to and including 30 September 2020.

*Proposed resolution: that Mr François Gillet, former director of the company, be granted discharge.*

10. Discharge to the statutory auditor.

Proposal to grant discharge to the statutory auditor for his activities during the 2020/21 reporting period.

*Proposed resolution: that the statutory auditor be granted discharge.*

11. 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 conditions are fulfilled:

1<sup>st</sup> 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 **15 September 2021 at midnight (registration date)** at the latest. Registration is done either by registration of the registered 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.

2<sup>nd</sup> condition: furthermore these shareholders must **confirm** in writing that they wish to **participate in** the General Meeting by **23 September 2021** at the latest. On 23 September 2021 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 [heid.vanrossem@colruyt.be](mailto:heid.vanrossem@colruyt.be).

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by 23 October 2021 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 23 September 2021 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 done on paper or electronically as described in the 2<sup>nd</sup> 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 **7 September 2021** at the latest. The company will in that case publish an amended agenda on **14 September 2021** 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 [heid.vanrossem@colruytgroup.com](mailto:heid.vanrossem@colruytgroup.com) until **23 September 2021** 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