



# Corporate governance

This chapter contains information about the governance, operation and internal controls of Colruyt Group and about all aspects of corporate governance. We divide 'Corporate Governance' into three main sections. One about governance, supervision and management, another about sustainable corporate governance and a third about share ownership.

# Governance, supervision and management

## 1. Board of Directors

### 1.1. Composition of the Board of Directors - 2022/23 financial year

Position	Name	Member Audit comitee	Member Rem.Comitee	Mandate expires at GM of
Representative of the principal shareholders, executive director	• Jef Colruyt (Chairman)			2026
Representatives of the principal shareholders, non-executive directors	• Korys NV, permanently represented by: Griet Aerts	X		2024
	• Korys Business Services I NV, permanently represented by: Hilde Cerstelotte		X	2025
	• Korys Business Services II NV, permanently represented by: Frans Colruyt			2025
	• Korys Business Services III NV, permanently represented by: Wim Colruyt	X		2026
	• Korys Management NV, permanently represented by: Lisa Colruyt			2026
Independent directors	• 7 Capital SRL, permanently represented by: Chantal De Vrieze		X	2023
	• Fast Forward Services BV, permanently represented by: Rika Coppens	X		2025
	• Dirk JS Van den Berghe BV, permanently represented by: Dirk Van den Berghe		X	2023
Secretary	• Kris Castelein			

In addition to their appointments as directors of Colruyt Group companies, Messrs Jef Colruyt, Frans Colruyt, Wim Colruyt and Dirk Van den Berghe, as well as Ms Griet Aerts, Ms Chantal De Vrieze and Ms Rika Coppens, also hold other external directorships. However, in accordance with the recommendations of the Belgian Corporate Governance Code 2020, the above-mentioned directors do not exceed the maximum number of five directorships in listed companies.

## 1.2. Statutory auditor

ERNST&YOUNG BEDRIJFSREVISOREN BV (B00160), indirectly represented by Eef Naessens (A02481), appointed until and including the General Meeting of 2025.

## 1.3. Reappointment and appointment of directors at the General Meeting of 27 September 2023

Ms. Chantal De Vrieze's mandate as a director expires at the General Meeting of 27/09/2023. The Board of Directors proposes to extend her mandate for two years until the 2025 General Meeting.

The mandate of Dirk Van den Berghe, permanent representative of Dirk JS Van den Berghe BV, expires at the General Meeting of 27 September 2023 and will not be renewed. The board would like to take this opportunity to thank Mr. Dirk Van den Berghe, in his role as independent director, for his contribution to executing the group's long-term strategy.

The board will propose to the General Meeting of 27 September 2023 the appointment of a new independent director with a two-year mandate to expire after the 2025 General Meeting.

Subject to their approval by the General Meeting of 27 September 2023, the composition of the Board of Directors will then be as follows:

Position	Name	Audit Committee Member	Rem. Committee Member	Mandate expires at GM of
Representatives of the principal shareholders, non-executive directors	• Jef Colruyt (Chairman)			2026
	• Korys NV, permanently represented by: Griet Aerts	X		2024
	• Korys Business Services I NV, permanently represented by: Hilde Cerstelotte		X	2025
	• Korys Business Services II NV, permanently represented by: Frans Colruyt			2025
	• Korys Business Services III NV, permanently represented by: Wim Colruyt	X		2026
	• Korys Management NV, permanently represented by: Lisa Colruyt			2026
Independent directors	• 7 Capital SRL, permanently represented by: Chantal De Vrieze		X	2025
	• Fast Forward Services BV, permanently represented by: Rika Coppens	X		2025
	• New independent director to be appointed		X	2025
Secretary	• Kris Castelein			

After the closing of the financial year, Colruyt Group announced that Jef Colruyt is transferring the day-to-day management of the group from 1 July 2023 to a new non-family CEO, Stefan Goethaert. Jef Colruyt remains Chairman of the Board of Directors of the Company, a role he will exercise from July 2023 in a non-executive capacity.

## 1.4. Honorary director

- Director François Gillet (for a period of five years as of the end of his mandate in 2020).

## 2. Colruyt Group Management

### 2.1. Changes to Senior Management in the reporting period

The following manager or deputy manager appointments and changes were made in the past financial year:

- **Wim BAUWENS** Sales Manager RPCG as of 01/01/2023
- **Jo WILLEMYNS** General Manager Colruyt Lowest Prices as of 01/04/2023
- **Bart DE SCHOUWER** Marketing Services Manager as of 01/04/2023
- **Tom DE PRATER** Collect&Go Manager as of 01/04/2023

Members of management who have ended their positions as managers in the group and whom we would like to thank for their commitment and valued contribution to the sustainable growth of Colruyt Group:

- **Guy ELEWAUT** Marketing Manager Colruyt Lowest Prices as of 15/12/2022
- **Guido SORET** Deputy Sales Manager RPCG (in retirement as of 31/12/2022)
- **Dieter STRUYE** General Manager Non-Food Retail as of 27/01/2023
- **Chris VAN WETTERE** General Manager Colruyt Lowest Prices (in retirement as of 01/04/2023)



At the end of March 2023, **Chris Van Wettere** entered retirement after a rich 40-year career with Colruyt Group. Throughout his career, he was guided by the 'Customer is King' adage, whether working in sales at Colruyt Lowest Prices, managing Okay and Bio-Planet, or starting up our own bakery. From 2015 onwards, he was responsible for the successful expansion of our largest food brand, Colruyt Lowest Prices. Colruyt Group is very grateful to him for his 40 years of commitment and his contribution to developing the Group's activities as a whole.

## 2.2. Management Committee - as at 01/04/2023

- **Jef COLRUYT** Managing Director and CEO
- **Jo WILLEMYNS** COO Food Retail and Marketing Services as well as General Manager Colruyt Lowest Prices
- **Stefan GOETHAERT** COO Fine Food, Business and Group Services
- **Stefaan VANDAMME** CFO
- **Bart DE SCHUTTER** General Manager Colruyt France (integrated and affiliated stores)
- **Christophe DEHANDSCHUTTER** General Manager Okay
- **Johan VERMEIRE** General Manager Retail Partners Colruyt Group (RPCG) and Foodservice
- **Liesbeth SABBE** Manager People & Organisation, Operate & Improve and Learning & Development
- **Peter VANBELLINGEN** IT Manager
- **Koen BAETENS** Manager Technics, Real Estate and DATS 24

## 2.3. Future Board - as at 01/04/2023

In addition to the above-mentioned Management Committee members, the following (deputy) managers also participate in the Colruyt Group Future Board:

- **Geert ROELS** Purchasing Manager Colruyt Lowest Prices
- **Koen DE VOS** Supply Chain Manager Colruyt Lowest Prices
- **Fabrice GOBBATO** Sales Manager Colruyt Lowest Prices
- **Rudi DEWULF** Sales Manager Colruyt West Colruyt Lowest Prices
- **Jean-Christophe BURLET** Deputy Sales Manager Colruyt Centre-West Colruyt Lowest Prices
- **André GIGLIO** Deputy Sales Manager Colruyt South-East Colruyt Lowest Prices
- **Geert GILLIS** Deputy Sales Manager Colruyt Centre-North Colruyt Lowest Prices
- **Bart DE SCHOUWER** Marketing Services Manager
- **Tom DE PRATER** Collect&Go Manager
- **Wim BAUWENS** Sales Manager RPCG
- **André CERON** Deputy Manager Logistics RPCG
- **Gunther UYTENHOVE** Manager Colruyt Group Fine Food
- **Wim MERTENS** Deputy Manager Social Relations People & Organisation
- **Antonio LOPEZ GUTIERREZ** Deputy Sales Manager Colruyt Prix Qualité (integrated stores)
- **Anthony MEILLER** Deputy Manager Codifrance (affiliated stores)

# Sustainable corporate governance

## 1. Sustainable corporate governance statement

**The following is the corporate governance statement for the financial year ended 2022/23 which contains the information in line with the Code on Companies and Associations and the provisions of the 2020 Code. The Corporate Governance Charter as well as the internal regulations of the committees can be consulted on the Company's website.**

### 1.1. Reference code

As a Belgian listed company (Euronext Brussels - COLR), Colruyt Group has followed the 2020 Belgian Corporate Governance Code<sup>(1)</sup> in application of the Royal Decree of 12 May 2019 indicating the code to be followed by listed companies with regard to corporate governance, as a mandatory frame of reference for sustainable corporate governance in Colruyt Group in the sense of Article 3:6, § 2, 4th paragraph of the Code on Companies and Associations.

The updated Code on Companies and Associations has been in force since 1 May 2019 and applies to all Belgian companies. In October 2020, the Extraordinary General Meeting of Etn. Fr. Colruyt NV approved the aligning of the Company's articles of association with the updated Code. The articles of association of all other group companies will be adjusted to the new Code on Companies and Associations no later than 1 January 2024.

The transposition into Belgian law of Directive 2017/828/EU of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC on the promotion of long-term involvement of shareholders and containing various provisions

regarding companies and associations came into force on 6 May 2020. The new provisions regarding the remuneration report and remuneration policy apply to the Company as of the 2020/21 financial year. The remuneration policy was approved for the first time at the General Meeting of 29 September 2021 and is valid for four years.

For positions during the 2022/23 financial year that are not in line with the 2020 Code, the reasons for deviating from the 2020 Code have been stated by the Board under the comply or explain principle. We give below the following disclosures and deviations from the principles and provisions of the 2020 Belgian Code on Corporate Governance as applicable to listed companies. Most of the deviations are due to the fact that the Colruyt family is the main reference shareholder of Colruyt Group. The Colruyt family wants to concentrate fully on guiding all companies of the group and wants to propagate in them the values of sustainability and sustainable entrepreneurship. In addition, the reference shareholder places stability and long-term vision above short-term profit.

- **Principle 1** - For managing the Company, the Board has opted to continue the existing one-tier board model, consisting of a Board of Directors that can perform all actions with the exception of those reserved for the General Meeting. The Board of Directors has delegated part of its decision-making powers to a managing director for operational implementation. Every five years, the Board will conduct a thorough reflection on the governance structure.

- **Principle 2** - The powers of the members of the Management Committee, other than the CEO, are determined by the CEO and not by the Board of Directors. This deviation from provision 2.19 of the 2020 Code is explained by the fact that the members of the Management Committee exercise their duties under the leadership of the CEO, to whom day-to-day management and additional specific powers have been delegated by the Board of Directors.

- **Principle 3** - In line with the longstanding tradition of Colruyt Group, Jef Colruyt is simultaneously Managing Director, Chairman of the Board of Directors and Chairman of the Colruyt Group Management Committee and the Future Board. This departure from provision 3:1 of the 2020 Code is justified in the light of the history of Colruyt Group and the desire of the reference shareholders to entrust the leadership of the Management Committee to one of their own. Where appropriate, strict application of the conflict of interest rules protects all shareholders from any abuse. In addition, within the Board of Directors the Chairman applies the rule of a unanimous vote for every decision or investment with material consequences for the future of the group.

- **Principle 3** - At the end of financial year 2022/23, the Board of Directors is composed of one executive director and eight non-executive directors, three of whom are independent directors. The three independent directors meet the independence criteria as set out in the 2020 Code and the Code on Companies and Associations. The Board of Directors believes that any increase in the number of members should be accompanied by an enrichment in experience and skills, without jeopardising its efficient operation.

(1) <https://www.corporategovernancecommittee.be/en/about-2020-code>

Since the Board functions and takes its decisions as a collegial body, only the general attendance rate of the Board and its committees is given, with no information about the attendance rate of each director individually.

The Board does not consider it opportune for the non-executive directors to meet annually without the CEO, because Jef Colruyt, in his capacity as executive director, is both Chairman of the Board of Directors and Chairman of the Colruyt Group Management Committee, and therefore has contacts with directors and senior management as well as access to the documentation and records of all bodies.

- **Principle 4** - The Board of Directors has appointed an Audit Committee composed of one independent and two non-executive directors. Based on the current composition of the board as well as the various skills present, this composition is optimal for the efficient operation of this committee.
- **Principle 4/5** - Notwithstanding provision 4.19 of the 2020 Code, the Board of Directors has not established an Appointments Committee. Appointments therefore remain the responsibility of the entire Board of Directors. Prospective directors are proposed to the General Meeting by the entire Board of Directors. Managers are appointed at the proposal of the Chairman of the Management Committee, with the approval of the entire Board of Directors. The limited number of directors means that this procedure works perfectly well.
- **Principle 7** - The Board of Directors has opted not to grant share-related payments to directors or executive management. Non-executive directors do not receive remuneration in the form of shares of the company and members of the executive management are not required to hold a minimum threshold of shares in the company.

This deviation from provisions 7.6 and 7.9 of the 2020 Code is justified, since the Board of Directors has a dual role in our one-tier board model, which is to support entrepreneurship on the one hand and to ensure effective supervision and control on the other. To avoid the granting of shares to non-executive directors increasing the likelihood of a conflict of interest, these persons do not receive performance-related remuneration or share-related compensation. The Board of Directors is of the opinion that the directors and executive

management are sufficiently focused on sustainable long-term value creation.

With regard to provision 7.12 of the 2020 Code, the Board of Directors has decided for the time being not to avail itself of the option to reclaim variable compensation paid or to withhold payment of the same, as considerable uncertainty remains as to the legal validity and enforceability under Belgian law of a right of recovery of variable remuneration in favour of the company.

The Board of Directors will reassess the outlines of the remuneration policy, including the share-based compensation, on an annual basis.

- **Principle 9** - With a view to the efficient and effective functioning of its governing bodies, the Board evaluates its own performance as well as that of the committees on an ongoing basis. To ensure their commitment and constructive involvement in decision-making, the performance of the directors is also evaluated on an ongoing basis.
- Pursuant to the new Code on Companies and Associations, the articles of association may provide for double voting rights for registered shares that have been held by the shareholder for a minimum of 2 years. In view of their administrative complexity, the Board of Directors has decided not to propose double voting rights at this stage.

## 1.2. Corporate Governance Charter

The Corporate Governance Charter has been updated to a limited extent. As of the annual report for financial year 2022/23, it is included as a separate document and as such is available for consultation on the Company's website at [www.colruytgroup.com/content/dam/colruytgroup/investeren/aandeelhouders/kapitaalsverhoging-personeel/pdf/en/Sustainable%20corporate%20governance.pdf](http://www.colruytgroup.com/content/dam/colruytgroup/investeren/aandeelhouders/kapitaalsverhoging-personeel/pdf/en/Sustainable%20corporate%20governance.pdf). This Charter explains the main aspects of corporate governance in Colruyt Group including the governance structure, the functioning of the general meetings, the governing bodies and its committees as well as information on remuneration policy and the shareholder structure.

### 1.2.1. Ordinary General Meeting

As required by the articles of association, the Annual General Meeting is held on the last Wednesday of the month of September at 4 pm at the company's registered office. In past years, more than 70% of the shares were present or represented. For a summary of the votes taken at the General Meetings, please refer to the reports on the Company's website under <https://www.colruytgroup.com/en/invest/stakeholder-information>.

The rules and procedures applicable to shareholder meetings are described in the Corporate Governance Charter which is consultable on the Company's website at <https://www.colruytgroup.com/en/invest/stakeholder-information>.

### 1.2.2. Board of Directors

With the introduction of the 2020 Corporate Governance Code, the Board of Directors chose to operate under a monistic governance model in which the Board assumes the dual role of supporting entrepreneurship on the one hand and ensuring effective supervision and control on the other. The Board is empowered to take all actions relevant to the Company's purpose and with the exception of those assigned by law to the General Meeting.

## COMPOSITION

The composition of the Board of Directors is the result of the structure of the share ownership of the company, in which family shareholders are reference shareholders. As evidenced by the past, the family shareholders ensure the stability and continuity of the company, and thus protect the interests of all shareholders. They choose to propose a limited number of representatives with diverse backgrounds, extensive experience and sound knowledge of the company as directors. The directors form a small team with the necessary flexibility and efficiency to be able to adapt constantly to market events and opportunities.

There are no rules in the articles of association regarding the appointment of the directors and the renewal of their appointments. However, the Board of Directors has decided to nominate candidates for terms of no more than four years, which may or may not be renewed. The General Meeting has the exclusive right to appoint the directors. Directors can be dismissed *ad nutum*, but the General Meeting can, on dismissing them, grant a severance payment or notice period.

Since March 2019, three independent directors have been active on the Board. The Board of Directors believes that an increase in the number of members should be accompanied by an enrichment in skills and experience supporting the development of Colruyt Group. At the end of financial year 2022/23, the Board of Directors is composed of one executive director and eight non-executive directors, three of whom are independent directors.

In line with the longstanding tradition of Colruyt Group, Jef Colruyt is both Chairman of the Board of Directors and Chairman of the Colruyt Group Management Committee and the Future Board. This departure from the recommendations of the Belgian Corporate Governance Code 2020 is justified in the light of the history of Colruyt Group and the desire of the reference shareholders to entrust the leadership of the Management Committee to one of their own.

## COMMITTEES WITHIN THE BOARD OF DIRECTORS

The Board of Directors has had an Audit Committee since September 2006 and a Remuneration Committee since 2011. The work of both committees is explained in the Corporate Governance Charter, which is consultable on the company's website.

Both the Audit Committee and the Remuneration Committee perform their duties based on the relevant internal rules of procedure, which can also be consulted on the company's website at <https://www.colruytgroup.com/en/invest/stakeholder-information>.

In view of the small number of members of the Board of Directors, there is currently no Appointments Committee

## REMUNERATION

The remuneration of the directors and CEO (individually) and members of the Management Committee (collectively) is published in the remuneration report under item 2.5.

### 1.2.3. Day-to-day management

The day-to-day management of the company is in the hands of managing director Jef Colruyt, who in turn delegates a number of powers internally.

Under the chairmanship of Jef Colruyt, the Colruyt Group Management Committee consists of the general managers of the various commercial and production activities of the group and the managers of the support services. The Colruyt Group Management Committee determines general strategy and policy options at group level and coordinates the group's various activities and corporate services. The General Future Board consists of all senior Colruyt Group managers. As a consultation and contact platform, it focuses primarily on the group's long-term development and consults on Colruyt Group's common vision and objectives. For meaningful and relevant business topics, all business unit managers and division managers may also be invited to join Colruyt Group's Future Board.

Management Committee and Future Board meetings are scheduled at fixed intervals, every four and eight weeks respectively, and are chaired by the Chairman of the Management Committee.

With the exception of Jef Colruyt, the members of the Colruyt Group Management Committee are bound to their employer by employment contract.

### 1.2.4. Diversity policy

Colruyt Group carefully applies Article 3:6 (§2.6° and §4) of the Code on Companies and Associations regarding information on the diversity policy pursued. In general terms, an equality principle is applied within Colruyt Group, whereby each employee is selected and coached in their career development based on factors such as competences, talents and skills. As a result, our diversity policy forms part of our DNA and emanates from our core value 'respect'. The group is convinced that diversity of employees (including in terms of age, gender, cultural and professional background) is an absolute asset for a fresh, agile and growing company. A company which also operates in a society characterised by diversity. We endeavour to display this throughout the organisation, including in the management teams. Aiming for teams that are as diverse as possible at all levels of management raises the quality of leadership and therefore inherently contributes to the realisation of the group's strategy.

At the end of financial year 2022/23, the Company's Board of Directors was composed of representatives with sufficient diversity in backgrounds, competences and experience to support the development of Colruyt Group. In this way, the board members representing the family shareholders can present a thorough knowledge of the company. Director Jef Colruyt has held several roles in the company since 1984, becoming Chairman of the Board of Directors at the end of 1994 and since then managing the entire operation as CEO. Director Wim Colruyt has an IT-technical background and is well versed in business architecture. Director Hilde Cerstelotte is an expert in work simplification and director Lisa Colruyt is well versed in strategic marketing. Directors Frans Colruyt and Griet Aerts have played active roles within the group in the past. As COO Retail, Frans Colruyt managed all retail activities in the group, while Griet Aerts led Colruyt Group Academy and is now CFO of the family holding company Korys. The independent directors can also present solid credentials. As CEO, Chantal De Vrieze is at home in general management and the IT world. Rika Coppens also has CEO experience both in retail and in HR services, and also brings comprehensive financial expertise. And Dirk Van den Berghe has extensive knowledge of retail, having led the general management of retail chains both in Belgium and internationally.



Moreover, the three independent directors on the Board of Directors meet the independence criteria of Article 7:87 of the Code on Companies and Associations and the 2020 Corporate Governance Code.

The Board also scores well on gender diversity, currently having five female directors: (i) Hilde Cerstelotte, permanent representative of Korys Business Services I NV, (ii) Griet Aerts, permanent representative of Korys NV, (iii) Lisa Colruyt, permanent representative of Korys Management NV, (iv) independent director Chantal De Vrieze, permanent representative of 7 Capital SRL and (v) independent director Rika Coppens, permanent representative of Fast Forward Services BV. The Board thus complies with Article 7:86 of the Code on Companies and Associations which stipulates that, from 2017 onwards, at least one third of the members of the Boards of Directors of listed companies must be of a different gender than that of the other members. Since October 2015, the Management Committee has one female member.

For more detailed information on diversity in Colruyt Group and the non-financial information required to be included, please refer to the Corporate Governance Charter on the company's website and the chapters 'Who we are' and 'Corporate Sustainability' in this annual report.

### 1.2.5. Shareholders

#### TRANSPARENCY NOTIFICATION

Every shareholder who holds at least 5% of the voting rights must comply with the Act of 2 May 2007 on the disclosure of significant holdings, the Royal Decree of 14 February 2008 and the Code on Companies and Associations. The statutory thresholds per 5% bracket apply. To this end, those concerned must send a notification to the Financial Services and Markets Authority (FSMA) and to the Company. The latest transparency notice received before the close of financial year 2022/23 is always published in the Company's annual report and at <https://www.colruytgroup.com/en/invest/stakeholder-information>.

#### INSIDE INFORMATION - MEASURES TO PREVENT MARKET ABUSE AND THE USE OF INSIDE INFORMATION

Etn. Fr. Colruyt NV has drawn up a Dealing Code in which, in accordance with the Market Abuse Regulation (MAR) of 03/07/2017, measures are set forth to prevent market abuse and the use of insider information. A brief description of this is included in the Corporate Governance Charter consultable on the company's website.

### 1.2.6. Information for shareholders

All useful information for shareholders is published on our website at [colruytgroup.com/en/invest/stakeholder-information](https://www.colruytgroup.com/en/invest/stakeholder-information). Any interested persons may register with the Company to be informed automatically by email alerts whenever the website is updated or when new financial information is published on the website.

## 2. Activity report of the Board of Directors and committees in financial year 2022/23

### 2.1. Audit Committee

Since the end of September 2020, the Audit Committee has been chaired by Rika Coppens, permanent representative of Fast Forward Services BV. Non-executive directors Wim Colruyt, permanent representative of Korys Business Services III NV, and Griet Aerts, permanent representative of Korys NV (who took over from Dries Colpaert after the General Meeting of September 2022), are the other permanent members of the committee.

The internal regulations of the Audit Committee are available on the company's website at [colruytgroup.com/en/invest/stakeholder-information](https://colruytgroup.com/en/invest/stakeholder-information).

Chaired by Rika Coppens, the Audit Committee met on 3 June 2022, 16 September 2022, 2 December 2022 and 20 March 2023. All committee members were present at each meeting.

On each occasion, the figures in the working document for the meeting of the Board of Directors were examined in detail and explained by the finance department. The statutory auditor is invited to attend all meetings and also presents his audit approach and his findings from the audit of the half-yearly and annual results. The Colruyt Group's Risk and Compliance Unit (internal audit) also drafted a quarterly report for the Audit Committee on each occasion. Members of the Accounting and Consolidation departments are also present to explain the accounting treatment of participations and new companies in the consolidation scope, as well as the application of new IFRS standards. The findings and recommendations of the Audit Committee are a fixed item on the agenda of Board meetings.

### 2.2. Remuneration Committee

The Remuneration Committee was formed in September 2011. Independent director Chantal De Vrieze, permanent representative of 7 Capital SRL, has chaired the committee since the end of September 2021. Non-executive director Hilde Cerstelotte, permanent representative of Korys Business Services I NV, and independent director Dirk Van den Berghe, permanent representative of Dirk JS Van den Berghe BV, join her as permanent members of the Remuneration Committee.

The internal regulations of the Remuneration Committee are available on the company's website at [colruytgroup.com/en/investment/stakeholder-information](https://colruytgroup.com/en/investment/stakeholder-information).

Chaired by Chantal De Vrieze, the Remuneration Committee held its regular meetings on 3 June 2022, 16 September 2022, 2 December 2022 and 6 April 2023. The attendance rate at each meeting was 100%. All meetings could also be followed via videoconference if necessary.

The main objective of the meetings was to define, formalise and evaluate the general group remuneration policy at the proposal of the Chairman of the Management Committee of Colruyt Group. The fixed and variable remuneration components for the CEO (Jef Colruyt) and the entire Management Committee were also discussed by the Committee.

The Committee also formulated proposals concerning the remuneration of the members of the Board of Directors. The proposed resolutions of the committee are submitted for approval to the Board of Directors.

The result of all this work is also recorded in a Remuneration Report that is published in full under item 2.5. The final version of this report was finalised during the Remuneration Committee meeting of 2 June 2023. The general principles of the remuneration policy were approved for the first time, as

provided by law, at the General Meeting of 29 September 2021 and are valid for four years.

The Compensation & Benefits unit of the People & Organisation department assisted the Committee at each meeting.

### 2.3. Meetings of the Board of Directors

The Board of Directors held its four ordinary quarterly meetings in this financial year on 9 and 10 June 2022, 22 and 23 September 2022, 8 and 9 December 2022 and 23 and 24 March 2023. The main discussion points at the meetings were the evolution of the performance of the group's various store formats and trading activities. Board meetings generally took place at the Halle headquarters and could also be followed via videoconference if necessary.

As an exception, the March 2023 board meeting also took place in Halle and not in France as each year. The June and December meetings were preceded by half a day of information on the half-yearly and annual results presented by the finance department. The average attendance rate of directors at the aforementioned ordinary quarterly meetings can be summarised as follows: 100% in June and December 2022, 84% in September 2022 and 97% in March 2023.

Furthermore, the board held additional sessions on 5 May 2022 to discuss the Virya Energy convertible bond and on 13 June 2022 to approve the increase of the stake in Newpharma to 100% (through the acquisition of the shares held by Korys, the Colruyt family's investment company). See also item 2.3.1. below. During these meetings, the intra-group conflict of interest procedure of Article 7:97 of the Code on Companies and Associations was applied. All non-conflicted directors were present at these meetings, resulting in an attendance rate of 100%.

In a brief board meeting held on 6 October 2022, the board removed the item on the cancellation of treasury shares from the agenda of the October 2022 Extraordinary General Meeting. On 27 January 2023, the board discussed issuing five-year fixed-rate green retail bonds for a total of EUR 250 million. At both meetings, the attendance rate was 89%.

Finally, the board also held an additional board meeting on 21 March 2023 to discuss Virya Energy's sale of all shares in Parkwind, the offshore wind platform, to Jera Co. All directors were present at this meeting.

Other than the remuneration and variable pay of Jef Colruyt and the Virya Energy and Newpharma projects (cf. item 2.3.1. below), no other situations of possible conflicts of interest were reported by the directors. The fixed and variable remuneration of Jef Colruyt as a member of the Management Committee was discussed and finalised by the Remuneration Committee and approved by the Board of Directors, each time in the absence of the person concerned, who did not participate in the deliberations or the decision. The result of these decisions is described in the Remuneration Report.

Finally, in the light of the mission and values of the group, at all meetings, the board evaluated the internal cooperation but also the interactions with the Audit and Remuneration Committees on a permanent basis.

### 2.3.1. Transactions with application of the conflict of interest rules

In accordance with Articles 7:96 and 7:97 of the Belgian Code on Companies and Associations, each member of the Board of Directors is required to inform the Board of Directors of any item on the agenda that gives rise to a direct or indirect conflict of interest of a financial nature. The director(s) concerned shall not participate in the deliberation and vote on this agenda item.

In financial year 2022/23, there were two conflicts of interest pursuant to Article 7:97 of the Belgian Code on Companies and Association.

### 2.3.1.1. Virya Energy convertible bond project – Extract from the minutes of the Board meeting of 5 May 2022, with the decision of the committee of three independent directors – application of Art 7:97 of the Code on Companies and Associations

#### 1 COMPOSITION OF THE MEETING

The following directors are present at the meeting: Dirk JS Van den Berghe VOF (permanently represented by Dirk Van den Berghe); Fast Forward Services BV (permanently represented by Rika Coppens) and 7 Capital BV (permanently represented by Chantal De Vrieze). The directors present establish that the following directors are not present at the meeting: Jef Colruyt (Chairman); Korys NV (permanently represented by Dries Colpaert); Korys Business Services I NV (permanently represented by Hilde Cerstelotte); Korys Business Services II NV (permanently represented by Frans Colruyt) and Korys Business Services III NV (permanently represented by Wim Colruyt). Mr Kris Castelein is present in his capacity as secretary of the Board of Directors. Mr Charles-Antoine Leunen (Linklaters LLP) is present in his capacity as legal adviser.

#### 2 AGENDA

- (i) Acknowledgement of the opinion (the "Opinion") of the committee of independent directors established pursuant to Article 7:97 of the Code on Companies and Associations (the "CCA" and the "Committee") regarding the proposed conversion of all convertible bonds held by the Company in Virya Energy NV (the "Conversion").
- (ii) Discussion and vote on the approval of the Conversion.
- (iii) Receipt and acknowledgement of the assessment of the statutory auditor pursuant to Article 7:97 CCA.
- (iv) Approval of disclosure pursuant to Article 7:97, §4/1 CCA.
- (v) Power of attorney.

#### 3 BACKGROUND

In 2020, the Company and Korys Investments NV ("Korys Investments") provided financing to Virya Energy NV ("Virya") by subscribing in two tranches to convertible bonds issued by Virya (the "Bonds") in proportion to their respective holdings in Virya (the "Subscription"). The Company hereby subscribed to Bonds totalling 97.388.629,52 euros and Korys Investments to Bonds totalling 62.610.799,00 euros. The issuing terms of the Bonds provide that the Company and Korys Investments may independently convert their respective Bonds into newly issued shares of Virya, with each Bond entitling the holder to one ordinary share in Virya. Korys Investments has informed the Company of its intention to convert all of its Bonds in accordance with the issuing terms of the Bonds. It is now proposed that the Company should similarly proceed with the Conversion.

The Committee has reviewed the Conversion and issued an opinion on it to the Board of Directors, in accordance with Article 7:97 CCA. The Board of Directors thus establishes that the procedure prescribed by Article 7:97 CCA has been fully complied with.

#### 4 CONFLICT OF INTEREST

The directors present take note of the fact that (i) Korys NV (with Dries Colpaert as permanent representative), (ii) Jef Colruyt, (iii) Hilde Cerstelotte, (iv) Frans Colruyt and (v) Wim Colruyt are each (indirectly) shareholders in Korys Investments. Consequently, (a) Korys NV and Jef Colruyt have, in their capacity as directors, and (b) Hilde Cerstelotte, Frans Colruyt and Wim Colruyt have, in their capacity as permanent representatives of directors Korys Business Services I NV, Korys Business Services II NV and Korys Business Services III NV, an interest of a financial nature that conflicts with the interest of the Company within the meaning of Article 7:96 CCA. Korys NV, Jef Colruyt, Hilde Cerstelotte, Frans Colruyt and Wim Colruyt have thus each declared that they will not participate in the deliberation or voting on the items on the agenda.

The directors present establish that they can validly deliberate and resolve on all items on the agenda, as stipulated in Article 18 of the Company's articles of association.

## 5 DELIBERATIONS AND DECISIONS

After having taken note of the background and the conflicts of interest of Korys NV, Jef Colruyt, Hilde Cerstelotte, Frans Colruyt and Wim Colruyt, the directors present take note of the Opinion and of the decision formulated by the Committee as follows:

*"Given the above considerations, the Committee is of the opinion that the Conversion is not obviously unlawful in nature and that it is unlikely that the Conversion would lead to disadvantages for the Company that are not offset by benefits gained by the Company from the Conversion. The Committee therefore issues a favourable opinion on the proposed Conversion."*

After deliberating on the Conversion, the directors present have unanimously resolved to approve the Conversion by the Company.

After deliberating on the terms and conditions of the Shareholders' Agreement, the directors present have unanimously resolved to approve the conclusion of the Shareholders' Agreement by the Company.

Furthermore, the directors present have taken note of the assessment presented by the statutory auditor pursuant to Article 7:97 CCA, which reads as follows:

*"Based on our assessment, conducted in accordance with the International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the entity", nothing has come to our attention that causes us to believe that the accounting and financial data included in the minutes of the Board of Directors of 5 May 2022 and in the advice of the independent directors of 5 May 2022, both prepared in accordance with the requirements of Article 7:97 of the Code on Companies and Associations, might contain material inconsistencies compared to the information available to us in the course of our engagement. We do not express an opinion on the suitability or expediency of the transaction, nor on whether the transaction is lawful and fair ("no fairness opinion")."*

Furthermore, the directors present have taken note of the draft disclosure that the Company must publish pursuant to Article 7:97, §4/1 CCA, in the form as submitted to the Board

of Directors. The directors present unanimously resolved to approve this publication.

The directors present further unanimously decided to grant a power of attorney to Stefaan Vandamme, Pieter-Jan Vandeveld and Ruben Brandt to take all actions and steps, complete formalities and sign documents necessary or useful in connection with the Conversion.

In accordance with Article 7:97, §4 of the Code on Companies and Associations, we also refer to the press release published on 14 June 2022, which can be consulted on our website [colruytgroup.com/en/invest/financial-press-releases](http://colruytgroup.com/en/invest/financial-press-releases).

[2.3.1.2. Newpharma project – Extract from the minutes of the Board of Directors meeting of 13 June 2022, with the decision of the committee of three independent directors – application of Art 7:97 of the Code on Companies and Associations](#)

### 1 COMPOSITION OF THE MEETING

The following directors are present at the meeting: Dirk JS Van den Berghe BV (permanently represented by Dirk Van den Berghe); Fast Forward Services BV (permanently represented by Rika Coppens) and 7 Capital BV (permanently represented by Chantal De Vrieze). The directors present establish that the following directors are not present at the meeting: Jef Colruyt (Chairman); Korys NV (permanently represented by Dries Colpaert); Korys Business Services I NV (permanently represented by Hilde Cerstelotte); Korys Business Services II NV (permanently represented by Frans Colruyt) and Korys Business Services III NV (permanently represented by Wim Colruyt). Mr Kris Castelein is present in his capacity as secretary of the Board of Directors. Mr. Charles-Antoine Leunen (Linklaters LLP) is present in his capacity as legal adviser.

### 2 AGENDA

(i) Acknowledgement of the opinion (the "Opinion") of the committee of independent directors established pursuant to Article 7:97 of the Code on Companies and Associations (the "CCA" and the "Committee") regarding the proposed acquisition by the Company of all shares held by Korys Investments NV in Newpharma Group NV and related transactions (the "Newpharma Transaction").

- (ii) Discussion and vote on approval of the Newpharma Transaction.
- (iii) Receipt and acknowledgement of the assessment of the statutory auditor pursuant to Article 7:97 CCA.
- (iv) Approval of disclosure pursuant to Article 7:97, §4/1 CCA.
- (v) Power of attorney.

### 3 BACKGROUND

In July 2021, the Company together with Korys Investments NV ("Korys Investments") acquired a package of shares in Newpharma Group NV ("Newpharma") from the founders of Newpharma (the "2021 Acquisition"). Following completion of the 2021 Acquisition, the Company holds 61% of the shares in Newpharma, while Korys Investments holds the remaining 39%.

In connection with the 2021 Acquisition, the Company and Korys Investments entered into a shareholders' agreement governing their relationship as shareholders in Newpharma (the "Shareholders' Agreement"). The Shareholders' Agreement states, *inter alia*, that the Company has a purchase option on all Newpharma shares of Korys Investments, which the Company may exercise, pursuant to the Shareholders' Agreement, between 1 June 2023 and 30 September 2023, at a price determined in accordance with the pre-agreed formula contained in the Shareholders' Agreement (the "Purchase Option").

The Company and Korys Investments now intend to exercise the Purchase Option at an earlier date, allowing the Company to exercise the Purchase Option even before the period stipulated in the Shareholders' Agreement, under which the Company intends to actually exercise the Purchase Option. Accordingly, the Company would acquire all 26.329 shares held by Korys Investments in Newpharma (the "Shares") for a price calculated based on Newpharma's sales and contribution margin (which is expected to be in the range of EUR 95.000.000) (the "Share Price"). Furthermore, as part of the Newpharma Transaction, the Company would also post a receivable totalling EUR 2.340.000,00 in principal and interest held by Korys Investments against Newpharma on the basis of a shareholder loan (the "Receivable").

The Committee reviewed the Newpharma Transaction and issued an opinion on it to the Board of Directors, in accordance with Article 7:97 CCA. The Board of Directors thus establishes that the procedure prescribed by Article 7:97 CCA has been fully complied with.

#### 4 CONFLICT OF INTEREST

The directors present take note of the fact that (i) Korys NV (with Dries Colpaert as permanent representative), (ii) Jef Colruyt, (iii) Hilde Cerstelotte, (iv) Frans Colruyt and (v) Wim Colruyt are each (indirectly) shareholders in Korys Investments. Consequently, (a) Korys NV and Jef Colruyt have, in their capacity as directors, and (b) Hilde Cerstelotte, Frans Colruyt and Wim Colruyt have, in their capacity as permanent representatives of directors Korys Business Services I NV, Korys Business Services II NV and Korys Business Services III NV, an interest of a patrimonial nature that conflicts with the interest of the Company within the meaning of Article 7:96 CCA. Korys NV, Jef Colruyt, Hilde Cerstelotte, Frans Colruyt and Wim Colruyt have thus each declared that they will not participate in the deliberation or voting on the items on the agenda.

The directors present establish that they can validly deliberate and resolve on all items on the agenda, as stipulated in Article 18 of the Company's articles of association.

#### 5 DELIBERATIONS AND DECISIONS

After having taken note of the background and the conflicts of interest of Korys NV, Jef Colruyt, Hilde Cerstelotte, Frans Colruyt and Wim Colruyt, the directors present take note of the Opinion and of the decision formulated by the Committee as follows:

*"Given the above considerations, the Committee is of the opinion that the Transaction is not obviously unlawful in nature and that it is unlikely that the Transaction would lead to disadvantages for the Company that are not offset by benefits gained by the Company from the Transaction. The Committee therefore advises favourably on the proposed Transaction."*

After deliberating on the Newpharma Transaction, the directors present voted unanimously to approve the Newpharma Transaction by the Company.

Furthermore, the directors present have taken note of the assessment presented by the statutory auditor pursuant to Article 7:97 CCA, which reads as follows:

*"Based on our assessment, conducted in accordance with the International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the entity", nothing has come to our attention that causes us to believe that the accounting and financial data included in the minutes of the Board of Directors of 13 June 2022 and in the advice of the independent directors of 13 June 2022, both prepared in accordance with the requirements of Article 7:97 of the Code on Companies and Associations, might contain material inconsistencies compared to the information available to us in the course of our engagement. We do not express an opinion on the suitability or expediency of the transaction, nor on whether the transaction is lawful and fair ("no fairness opinion")."*

Furthermore, the directors present have taken note of the draft disclosure that the Company must publish pursuant to Article 7:97, §4/1 CCA, in the form as submitted to the Board of Directors. The directors present unanimously resolved to approve this publication.

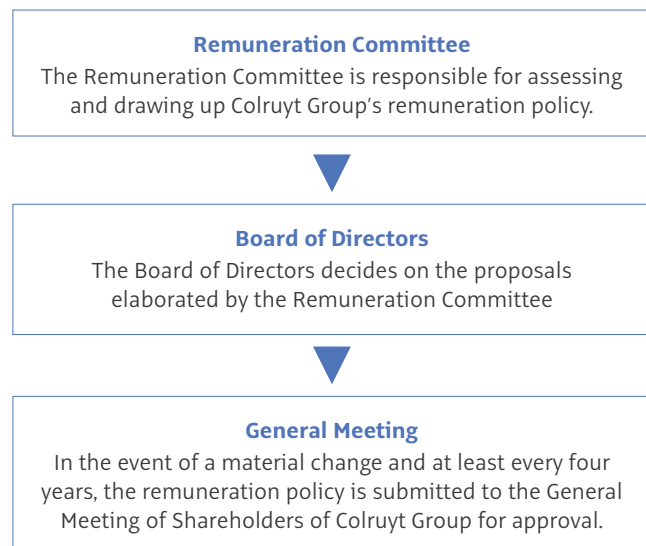
The directors present have also unanimously resolved to grant power of attorney to Stefaan Vandamme, Pieter-Jan Vandavelde and Ruben Brandt to sign the Takeover Agreement and the Shareholders' Agreement, and to take any further action and sign any documents that are necessary or useful in this connection.

In accordance with Article 7:97, §4 of the Code on Companies and Associations, we also refer to the press release published on 14 June 2022 which can be consulted on our website [colruytgroup.com/en/invest/financial-press-releases](http://colruytgroup.com/en/invest/financial-press-releases).

## 2.4. Remuneration policy

### INTRODUCTION

#### ROLE OF THE REMUNERATION COMMITTEE



The Remuneration Committee also makes recommendations regarding the level of the remuneration of directors, including the Chairman of the Board of Directors, as reported in the remuneration report. These recommendations are subject to approval by the entire Board of Directors and subsequently by the General Meeting. The policy as described here was submitted for approval for the first time to the General Meeting of 29 September 2021 and was approved. Given the approval, the policy is valid for the next 4 years, i.e. up to and including the 2024-25 financial year.

The Remuneration Committee has also submitted recommendations to the Board of Directors for approval regarding the remuneration of the CEO and the COO and, on the recommendation of the Chairman of the Management Committee, with regard to the other members of the Management Committee.

### INFORMATION ON THE GENERAL PRINCIPLES OF THE REMUNERATION POLICY

#### GENERAL PRINCIPLES OF THE COLRUYT GROUP REMUNERATION POLICY

Colruyt Group is a family business operating various food and non-food formulas in Belgium and abroad. At the same time, these different business formats share a single common identity and culture which is translated into our mission statement and nine core values. With the Colruyt Group remuneration policy, we are therefore committed to maximally stimulating the group's interests and achieving our strategic objectives. For this reason, the Colruyt Group remuneration policy is based on the following principles:

#### One policy for the whole group

The remuneration policy applies to all employees. For example, all business formulas follow the same guidelines, and we strive to maximise internal job mobility.

#### Everyone shares in the result

Everyone shares in the collective result of Colruyt Group. We are committed to a collective variable wage for all employees.

#### Fair remuneration for all employees

At Colruyt Group, we strive for a fair salary for every employee linked to their responsibilities and work context. We compare each salary package with both

the internal and external market to arrive at a fair remuneration.

#### Individual performance and growth potential are valued

We want to honour visible individual performance and growth potential. That is why we focus on various remuneration elements (both financial and non-financial).

#### Remuneration is more than just salary

At Colruyt Group, opportunities for growth and development, a sustainable context, and a work-life balance, in addition to salary, are an essential part of the total remuneration package..

With its remuneration policy, Colruyt Group strives to contribute to its business strategy, to the realisation of both short and long-term objectives, to promoting sustainable value creation for the company and to safeguarding the group's ability to recruit and retain employees and motivate them on a daily basis.

#### COMPOSITION OF THE REMUNERATION PACKAGE MANAGEMENT COMMITTEE

The total remuneration package of the members of the Management Committee consists of the following components:

1. Gross annual salary
2. Benefits
3. Education and training
4. Sustainable context

The remuneration framework is presented in greater detail below.

<b>Sustainable context</b> 1. Organisation 2. Work 3. Relations	<b>ANNUAL SALARY</b>	<b>TOTAL REWARD</b>	<b>TOTALE REMUNERATION</b>
<b>Education &amp; training</b> 1. Professional training 2. Personal growth 3. Orientation & Coaching			
<b>Benefitis</b> 1. Insurances 2. Mobility 3. Net compensations			
<b>Gross annual salary</b> 1. Basic salary & performance meter 2. Collective variable pay 3. Individual variable pay 4. Bonuses			

Gross annual salary consists of two main elements:

- Basic salary and;
- Variable pay.

To ensure the fair remuneration to the members of the Management Committee, gross annual salary is compared with that of a relevant basket of companies. The companies whose remuneration practices are consulted include large Belgian companies and foreign companies with significant operations in Belgium, which are sufficiently comparable to Colruyt Group in terms of size and complexity. The market comparison is intended to aim the gross annual salary, consisting of the basic salary and the variable pay if targets are met, at the median of the market so as to achieve a remuneration package that is sustainable in the long term.

The remuneration package also includes a market-based package of **benefits**, namely:

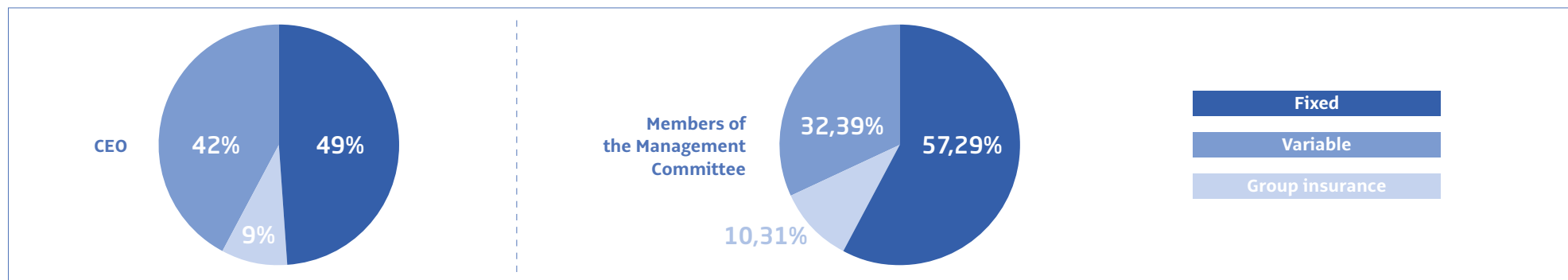
- Group insurance;
- Disability insurance;
- Hospitalisation insurance;
- Company car and;
- Flat-rate expense allowance.

The diagram below shows the relative portions of the fixed salary, the variable pay and the group insurance in the target remuneration package (assuming 100% achievement of the target performance criteria) for the CEO and the members of the Management Committee (excluding CEO). The ratio of fixed

salary/variable pay/group insurance may vary between the members of the Management Committee.

At Colruyt Group, we believe that people make the difference and that they are intrinsically motivated to become better at what they do, to learn and develop themselves, both professionally and personally. Colruyt Group Academy provides an extensive collective **training offering**. We also offer individual counselling and orientation programmes.

Finally, we also consider it crucial to offer our people a **sustainable context** where a pleasant working atmosphere, room for initiative and a balanced work-life balance are paramount.



Category	Total target variable pay (% of basic annual salary)	% Collective (C) % Individual (I)		Collective target variable pay (% of basic annual salary)	Individual target variable pay (% of basic annual salary)
CEO	85%	70% (C)	30% (I)	(85% x 70%) = 59,50%	(85% x 30%) = 25,50%
COOs/CFO/General Manager Colruyt Lowest Prices	62,5%	70% (C)	30% (I)	(62,5% x 70%) = 43,75%	(63% x 30%) = 18,75%
Other members of the Management Committee	50%	70% (C)	30% (I)	(50% x 70%) = 35%	(50% x 30%) = 15%

#### VARIABLE PAY

In order to establish a direct link between remuneration and performance of both employee and organisation, a significant part of the remuneration package consists of a variable remuneration.

#### • TARGET LEVEL

In order to establish a direct link between remuneration and performance of both employee and organisation, a significant part of the remuneration package consists of a variable remuneration:

- Collective variable pay
- individual variable pay.

• **PERFORMANCE CRITERIA**

70% of the annual variable remuneration of the CEO and the other Management Committee members is determined according to **collective criteria** based on the operating profit targets of Colruyt Group. The Board of Directors determines every four years what level of operating profit we set as the target level. In setting this target level, performance relative to other retail companies is also taken into account.

Operating profit as the financial performance criterion reflects Colruyt Group's ambition to create added value in a sustainable way. Any good company needs to generate a profit to continue to grow in a sustainable way. By focusing on profitability, we generate sufficient cash to continue investing in the long term and thus realise our strategy. In order to give priority to the group interest, these performance criteria apply to the entire Management Committee and also form the basis for determining the level of profit-sharing for all employees of Colruyt Group Belgium.

The remaining 30% is determined by **individual criteria** including, in particular:

- Assisting in defining Colruyt Group's mission & strategy, with a focus on sustainability and value creation
- Translating the group's mission and making the vision, mission, ambition, strategy explicit in one's own management area and/or operating unit
- Creating connections centred on mission, ambition and strategy
- Attention to own development
- Continuous attention to the sustainable creation and development of human potential, including own succession
- Mentoring and coaching employees
- Creating commitment and promoting Colruyt Group's values and culture

Finally, an additional sum may be addressed by the Chairman of the Management Committee on top of the aforementioned variable pay. This sum can amount to a maximum of 10% of the fixed basic compensation. Management Committee members can earn an additional bonus if they meet pre-set targets.

These are linked to:

- Qualitative business KPIs at the level of the management area and/or operating unit being managed. These KPIs, where relevant, are linked to sustainability.

The individual performance criteria and KPIs are determined annually for each individual and embody the various levers identified from the strategic objectives. For the CEO and COO, these performance criteria are drawn up by the Board of Directors. For the other Management Committee members, these are proposed by the Remuneration Committee on the basis of recommendations from the CEO/COO and validated by the Board of Directors.

• **EVALUATION**

If the group's EBIT falls for the relevant financial year below a certain threshold, then, on the recommendation of the Board of Directors, no collective or individual variable pay is paid.

Depending on Colruyt Group's EBIT percentage, a multiplier is applied to the collective variable pay at target level. It can therefore be higher or lower than 1 but at most 1,75.

In addition to EBIT, individual performance also plays a role in determining total variable pay. The CEO and Management Committee members are evaluated annually, in the first few

months following the end of the financial year. For the CEO and COO, performance is evaluated by the Board of Directors. For the other Management Committee members, their performance, on the basis of recommendations from the CEO/COO, is evaluated by the Remuneration Committee and validated by the Board of Directors.

The amount of the variable remuneration of each Management Committee member is determined as follows, depending on their individual evaluation:

- If the Management Committee member has achieved less than half of the individual performance criteria:
  - o up to half the collective variable remuneration can be awarded
  - o but no individual variable remuneration will be awarded
- If the Management Committee member has achieved half of the individual performance criteria:
  - o up to half the collective variable remuneration can be awarded
  - o half of the variable remuneration resulting from the achievement of the individual performance criteria can be awarded
- If the Management Committee member has achieved more than half of the individual performance criteria:
  - o the collective variable remuneration can be awarded in full
  - o the variable remuneration resulting from the achievement of the individual performance criteria can be granted only pro rata to the criteria achieved.

	Relative weight	Lower limit		Upper limit		Payout 2022/23 (based on 2021/22 results)
		criterion	impact variable remuneration	criterion	impact variable remuneration	
Collective	70%	EBIT lower limit	Collective target x 0	EBIT upper limit	Target x 1,75	Target x 0,3890
Individual	30%	EBIT lower limit < 50% individual target achieved	Collective target x 0 Individual target x 0 AND collective payout x 0,5	Individual target 100% achieved	Target x 1	Average score: target x 1



In the event of the additionally agreed KPIs being achieved, the CEO may award an additional bonus from the discretionary budget. It is evaluated in the same way as the individual performance criteria.

#### OTHER PROVISIONS

The Extraordinary General Meeting of 13 October 2011 decided to make use of the authorisation provided by Article 7:91 of the Code on Companies and Associations (formerly Article 520ter of the Companies Code) and expressly decided not to apply the provision regarding the permanent acquisition of shares and share options or the provision regarding the staged payment of the variable remuneration to all persons covered by these provisions. Article 13 of the articles of association was amended accordingly. The company will therefore not be bound by the restrictions stipulated by Article 7:91 of the Code on Companies and Associations regarding the staged payment of the variable remuneration to the executive management. In Belgian law, there is still considerable uncertainty as to the legal validity and enforceability of a right of recovery, in favour of the company, of variable remuneration. For this reason, Colruyt Group has opted to refrain for the time being from regulating on a right of recovery of the variable remuneration.

The variable remuneration of the members of the Management Committee does not include any share-related remuneration. The long-term focus is part and parcel of our day-to-day operations, in part because of our focus on sustainability.

#### DIRECTORS

The directors are remunerated with a fixed remuneration (emolument), regardless of the number of meetings of the Board of Directors or one of its committees. We assume that a director works between 20 and 25 days a year in his or her director's role. We believe that structuring the board and its committees with a single clear and transparent remuneration for the efforts of the directors is more desirable for corporate governance in a listed company. The Board of Directors has a collective responsibility and we also want to approach the remuneration of the directors from this perspective.

In line with previous years, non-executive directors at Colruyt Group did not receive any share-based remuneration. This deviation from the recommendations of the Belgian Corporate Governance Code 2020 is in our view justified, since the Board of Directors has a dual role in our one-tier board model, which is to support entrepreneurship on the one hand and to ensure effective supervision and control on the other. To avoid the granting of shares to non-executive directors increasing the likelihood of a conflict of interest, these persons do not receive performance-related remuneration or share-related compensation.

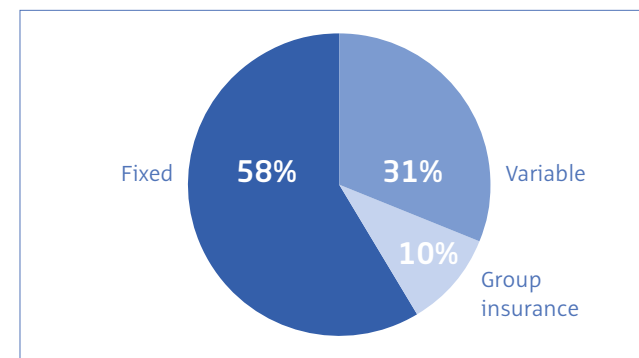
## 2.5. Remuneration report for the 2022/23 financial year

#### INTRODUCTION

A general overview of the company's performance and the main environmental factors, relevant events, developments and decisions that have influenced this can be found in the management report (pages 25-41).

#### REMUNERATION OF THE CEO (CHAIRMAN OF THE MANAGEMENT COMMITTEE)

The remuneration paid directly or indirectly to the CEO in financial year 2022/23 comprised:



Basic remuneration	EUR 751.137
Variable remuneration in cash	EUR 402.765
Contributions paid for group insurance <sup>(1)</sup>	EUR 135.205
Other components <sup>(2)</sup>	EUR 7.920
<b>Total</b>	<b>EUR 1.297.029</b>

(1) The CEO benefits from a supplementary pension plan. This supplementary pension plan is of a defined contribution type, with Colruyt Group paying an annual contribution of 18% of the basic remuneration.

(2) Other components consist solely of a flat-rate expense allowance. This is not included in the above table.

The basic salary was increased by 3,58% as of the 2022/23 financial year. The increase is entirely due to indexation. This indexation is equal to the indexation implemented for Joint Committee 200 in January 2022. This joint committee defines the applicable indexation once a year in January.

The variable remuneration in cash for services in financial year 2021/2022 and paid out to the CEO in financial year 2022/23 dropped by 38,2% in comparison to that paid in financial year 2021/22.

The lower variable remuneration is due to the extent to which the collective target, EBIT ratio, was not achieved for financial year 2021/22. Variable pay did not fall proportionately as much as the collective performance criterion, operating profit, because of, on the one hand, the granted individual variable pay component and, on the other, the increase in basic salary due to indexation. Allocation of the individual variable compensation component is in line with the remuneration policy. The individual performance criteria in terms of strategy, sustainable value creation and succession planning were, as in the previous financial year, positively assessed given the achievement of predefined objectives.

The pay ratio within Colruyt Group is 2,34%. This is the ratio of the lowest Belgian salary in the group to the CEO's salary. When using the average salary for the comparison, this pay ratio is 3,42%. The pay ratio increased significantly compared to financial year 2021/22. This is due to:

- On the one hand, the decrease in the CEO's total package because of the decrease in variable pay, and on the other hand
- The general increase in workers' pay through indexation because of high inflation.

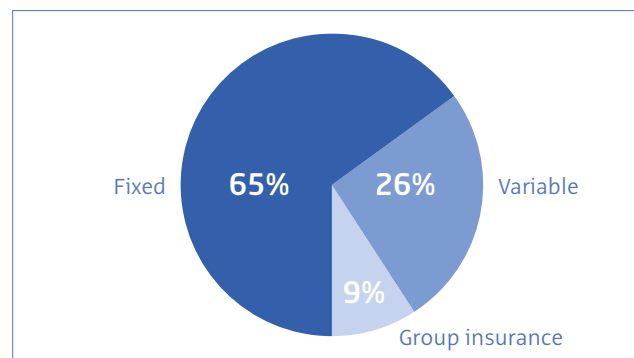
It should be noted that, as in previous years, the CEO's remuneration (under his service contract) is taken here as the cost of the package, while for employees this is the gross pay excluding employer's social security contributions. In this calculation, we have included only employees in Belgium who worked continuously for a full year during the 2022/23 financial year.

## REMUNERATION OF THE OTHER MEMBERS OF THE MANAGEMENT COMMITTEE

We list the changes in composition and responsibilities of the Management Committee that occurred during financial year 2022/23:

- **Marc Hofman** transferred his responsibilities as COO Food Retail as of 1/4/2022 and has not been a member of the Management Committee since then.
- **Jo Willemys** assumed these responsibilities on the Management Committee as COO Food Retail & Marketing Services as of 1/4/2022
- **Stefan Goethaert** assumed responsibilities on the Management Committee as COO Fine Food, Business & Group Services as of 1/4/2022
- **Jef Colruyt** assumed additional responsibilities as COO Non-Food, Real Estate & Energy & Corporate Services on the Management Committee as of 1/4/2022.
- **Dieter Struye** had been a member of the Management Committee as General Manager Non-Food Retail since financial year 2017/18. He will no longer serve on the Management Committee as of 1/2/2023.

The remuneration paid directly or indirectly to the other members of the Management Committee in financial year 2022/23 comprised overall:



Basic remuneration <sup>(1)</sup>	EUR 3.747.585
Variable remuneration in cash	EUR 1.500.885
Contributions paid for group insurance <sup>(2)</sup>	EUR 544.603
Other components <sup>(3)</sup>	EUR 38.339
<b>Total</b>	<b>EUR 5.831.413</b>

- (1) This basic remuneration also includes the remuneration granted to the General Manager Non-food (Dieter Struye) following the termination of the cooperation on 31 January 2023.
- (2) The members of the Management Committee benefit from a supplementary pension plan. This supplementary pension plan is of the defined contribution type, with Colruyt Group paying an annual contribution of 18% of the monthly salary x 13,92. This amount includes additional individual pension commitments.
- (3) Other components consist solely of a flat-rate expense allowance. The members of the Management Committee are also entitled to other benefits, such as disability insurance, hospitalisation insurance and a company car. These are not included in the above table.

These figures show the remuneration in gross amounts for a complete financial year.

All Management Committee members included in the overview above are salaried persons. Social security contributions are paid by Colruyt Group on their gross salaries.

Total basic remuneration increased 10% over last financial year. Underlying this, the fact that Marc Hofman was no longer a member of the Management Committee as of financial year 2022/23 is offset by the termination of the collaboration with Dieter Struye in the last quarter of the financial year. The basic remuneration of the other members of the Management Committee increased by just over 10%, mainly explained by the statutory indexation of the basic remuneration due to high inflation.

The variable remuneration covers payment for services rendered to the group during financial year 2021/22. Compared to the last financial year, the number of Management Board members on which the figures are based remained stable. We saw a sharp decline in the collective performance criterion, operating profit, for financial year 2021/22, resulting in a decreased variable remuneration. Variable pay did not fall proportionately as much as the collective performance criterion, operating profit, because of, on the one hand, the granted individual variable pay component and, on the other, the increase in basic salary due to indexation.

The decrease in employer contributions for the group insurance of members of the Management Committee, despite inflation, is due to the decrease in the number of FTEs in the Management Committee, with Marc Hofman's responsibilities being redistributed among other members of the Management Committee. The same factor also explains the decrease in flat-rate expense allowances granted to members of the Management Committee during financial year 2022/23.

## INFORMATION ON SEVERANCE PAYMENTS

Managers who are members of the Management Committee and bound to their employer by employment contracts have no individual contractual claims with respect to Colruyt Group regarding their severance payment.

## EVOLUTION OF THE REMUNERATION OF CEO AND MANAGEMENT COMMITTEE MEMBERS AND OF THE PERFORMANCE OF COLRUYT GROUP

	FY 2020/21 vs FY 2019/20	FY 2021/22 vs FY 2020/21
<b>Total Remuneration <sup>(1)</sup></b>		
CEO	4,34%	-14,33%
Senior management	14,94%	-13,27%
<b>Variable pay <sup>(1)</sup></b>		
CEO	3,14%	-38,21%
Senior management	2,60%	-29,61%
<b>Performance Colruyt Group</b>		
EBIT margin	-0,07%	-1,53%
<b>Social added value</b>		
Employment FTE	7,34%	0,07%
CO <sub>2</sub> per million EUR sales (tonnes) <sup>(2)</sup>	-18,14%	-1,02%
Food donated to social organisations (tonnes)	5,68%	24,82%
<b>Average pay FTE Colruyt Group <sup>(3)</sup></b>		
Wage mass / FTE	0,05%	4,44%

(1) For the calculation of total remuneration and variable remuneration, we operate here with the accumulated salary. This means that we always take into account the variable remuneration paid in year X+1, which was accumulated in year X.

(2) The method used to calculate greenhouse gas emissions (incl. CO<sub>2</sub>) was adjusted for the past and present. We refer for more detail to the Corporate Sustainability

section under SDG 13 - Climate Action in the annual report for financial year 2022/2023.

(3) This is based on the total remuneration as stated in the consolidated annual report divided by the total number of FTEs.

As mentioned in footnote (1), we work with the accumulated salary in the above table.

The basis for this is that the variable remuneration paid in financial year 2022/23 is determined on the basis of performance in financial year 2021/22. This approach simplifies comparison between the group's results and the remuneration paid. In this way, the total remuneration stated above for financial year 2021/22 consists of the fixed salary, contributions to group insurance and other components received in financial year 2021/22, supplemented by the variable pay received in financial year 2022/23.

The variable remuneration in cash for services in financial year 2021/2022, paid out in financial year 2022/23, dropped sharply in comparison to that paid in financial year 2021/22. The lower variable remuneration is primarily due to the decrease in the financial year 2021/22 EBIT ratio compared to financial year 2020/21. The EBIT ratio is the basis for collective variable remuneration. Consequently, we see, for both the CEO and other Management Board members, a decrease at the level of total remuneration.

Average remuneration per FTE increased during the past financial year because of high inflation and related index increases combined with a more or less stable number of employees.

In addition to financial results, Colruyt Group focuses strongly on the creation of social added value and sustainability. We refer to the Corporate Sustainability section for more details on the sustainability objectives and results achieved.

## REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

### EMOLUMENTS

All directors of the group receive emoluments as payment for their mandates. On the advice of the Remuneration Committee, the Board of Directors decided to keep the directors' individual emoluments for financial year 2022/23 at the same level as the previous financial year.

Thus, in financial year 2022/23, the members of the Board of Directors received the following emoluments:

### EMOLUMENTS RECEIVED IN 2022/23 <sup>(1)</sup>

Korys NV (with permanent representative Dries Colpaert) <sup>(2)</sup>	EUR 47.000
Korys NV (with permanent representative Griet Aerts) <sup>(3)</sup>	EUR 47.000
Korys Business Services I NV (with permanent representative Hilde Cerstelotte)	EUR 94.000
Korys Business Services II NV (with permanent representative Frans Colruyt)	EUR 94.000
Korys Business Services III NV (with permanent representative Wim Colruyt)	EUR 94.000
Korys Management NV (with permanent representative Lisa Colruyt) <sup>(4)</sup>	EUR 47.000
Jef Colruyt (Chairman) <sup>(5)</sup>	EUR 282.000
7 Capital SRL (with permanent representative Chantal De Vrieze, independent director)	EUR 94.000
Fast Forward Services BV (with permanent representative Rika Coppens, independent director)	EUR 94.000
Dirk JS Van den Berghe BV (with permanent representative Dirk Van den Berghe, independent director)	EUR 94.000
<b>TOTAL</b>	<b>EUR 987.000</b>

(1) Gross amounts on an annual basis.

(2) Directorship ended after the General Meeting of 28 September 2022.

(3) Directorship commenced after the General Meeting of 28 September 2022.

(4) Directorship commenced after the General Meeting of 28 September 2022.

(5) On 1 January 2020, Jef Colruyt, as a natural person, assumed the chairmanship of the Board of Directors.

### OPINION FROM SHAREHOLDERS

In accordance with Article 7:149 of the Belgian Code on Companies and Associations, we inform you that the previous remuneration report as part of the annual report for the 2021/22 financial year was presented at the General Meeting of Shareholders of 28 September 2022, and was approved by 86,08% of those present and shareholders represented by proxies. The Remuneration Policy was approved by 91,70% of votes at the Annual General Meeting of Shareholders on 29 September 2021 and is valid for four years.

## 3. Risk management and internal controls

### 3.1. Risk philosophy

Colruyt Group aims to pursue a policy of sustainable entrepreneurship. In practice, this policy is converted into the strategic and operational objectives of the group and of each division within the group. Colruyt Group's activities are exposed to a number of internal and external risks, or uncertainty factors that may affect the group's ability to achieve these strategic and operational objectives.

The Group believes that risk management should be an integral part of the organisation's culture. Thus, it creates an environment in which people are motivated to recognise and deal with risks with the necessary transparency.

The Group as a whole has a low to medium risk appetite, while each business unit within the Group has its own risk appetite in line with its objectives.

The Group's risk management focuses on the one hand on risk awareness and on controlling and/or limiting the most serious risks or threats, while also giving room to take manageable risks in pursuit of strategic objectives.

Controlling these strategic risks is a core task of each member of the Management Committee, within their domain of responsibility. To assist management, the group has set up a series of risk management systems with the aim of providing reasonable certainty in the following domains:

- realisation of strategic objectives
- protecting the health and safety of consumers and staff
- safeguarding the reputation of Colruyt Group and its brands
- effectiveness and efficiency of business processes
- reliability of financial reporting
- compliance with applicable laws and regulations
- monitoring the impact of Colruyt Group on its environment

This section of the annual report covers the main features of these systems. The principles enshrined in the COSO and ISO reference frameworks have served as a source of inspiration for the group in setting up these risk management systems.

### 3.2. Components of risk management and internal control systems

#### 3.2.1. Governance

The Board has overall responsibility for monitoring risks and maintaining a robust system of risk management and internal control. The Board recognises the importance of identifying and actively monitoring market, strategic, operating, financial and compliance risks and other longer-term threats, trends and challenges to the company. The Audit Committee supports the Board of Directors in risk management and is responsible for assessing the effectiveness of risk management and internal control processes throughout the year.

Members of the Management Committee are responsible for day-to-day risk management within their respective business units. Management Committee members thus identify, together with their respective teams, key and emerging risks and ensure their internal follow-up and monitoring. In addition, the Management Committee focuses on evaluating proposed risk management strategies, as well as the design, implementation and evaluation of internal control.

#### 3.2.2. Risk management process

##### A. BACKGROUND AND OBJECTIVE

Colruyt Group has developed a group-wide risk management system based on the principles of Enterprise Risk Management (ERM) under the name of 'CORIS' (Colruyt Group Opportunity & Risk Management). The main objectives are to increase the risk awareness of management and to draw up an inventory of the risks to which the group and its subsidiaries are exposed, with a view to controlling them.

We want to encourage our employees to take controlled risks, especially as entrepreneurship is based on conscious risk-taking. All group operating units have gone through the C process described below, and update this on a regular basis.

##### B. RISK CULTURE

Colruyt Group applies an integrated risk management approach based on the 'three lines of defence model'. This model determines how specific responsibilities can be assigned within the organisation to achieve Colruyt Group's objectives and manage the associated risks. This approach contributes to strengthening the risk culture, taking responsibility for the management of risk and internal control, and further optimising and integrating independent control functions (risk management compliance, internal audit).

First line - ownership and management of risks and their control: The company itself is responsible for all the risks emanating from its own processes and must ensure their identification and effective controls. In this area, the company ensures that proper controls are in place, that the company's self-assessment is of sufficient quality, that adequate risk awareness exists, and that sufficient resources are assigned to risk issues.

Risk management is an integral part of the Group's operations. It ranges from day-to-day financial and operational management - including the four-eye principle -, the analysis of new investment cases to the formulation of strategy and objectives.

Risk management is thus the responsibility of all levels of the organisation, with different responsibilities at each level.

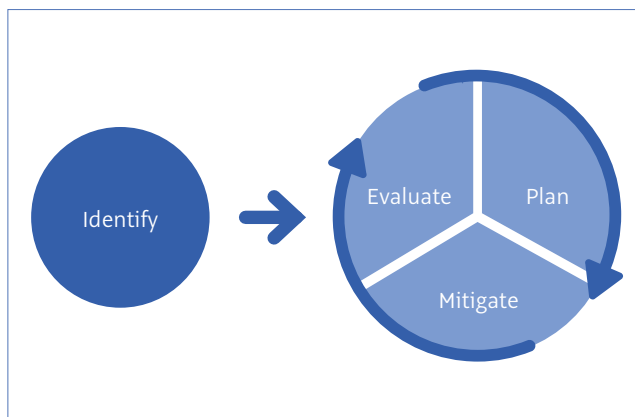
Second line - continuous monitoring of risks and their control: These functions provide support to the business and management by applying expertise and making independent judgements of the risks faced by Colruyt Group. These functions provide assurance that the business itself (through first-line management) is in control of its risks. Naturally, primary responsibility still lies with the first line.

Third line - provision of an independent audit system: Internal Audit can be understood as an independent assessment function embedded in the organisation and tasked with investigating and evaluating the proper functioning, effectiveness and efficiency of Colruyt Group's processes, procedures and activities. This may cover areas such as operating processes, financial transactions and compliance with applicable accounting and other regulations and management. Through this independent review, Internal Audit provides assurance to the Audit Committee on the operational effectiveness of the first- and second-line risk management and internal control processes. In addition, the risk management function is evaluated once a year by an independent consultant, with the results presented to the Board of Directors.

### C. PROCESS AND METHODOLOGY

The entire group is divided into Operating Units (OUs). Each operating unit must go through the following process steps in a structured manner. This process is also performed at Colruyt Group level.

A risk coordinator is appointed for each operating unit, tasked with providing support to the risk owners. Moreover, a knowledge-sharing network spanning Colruyt Group ensures that risk management is kept alive within the organisation.



#### 1. Risk identification

Risk identification is done on a regular basis in preparation for OUs' new strategic plans. The evolution of the risks already identified and any new risks arising internally or as a result of changes in the outside world are reviewed on an annual basis. Every major incident is also analysed with a focus on its possible recurrence and then included or not as a risk in the risk log.

#### 2. Risk assessment

After each risk identification, the risks are assessed. This assessment involves mapping out the causes and consequences of a risk. Taking into account the effectiveness of the control measures introduced, the risks are scaled according to likelihood and impact. The impact scale is based on the risk appetite established in consultation with the respective operating unit and with the Board of Directors for the group. In order to assess the scale of the impact, four impact criteria are used: economic impact, reputational impact, and the impact on the health and safety of both consumers and employees.

Reputation is interpreted here very broadly as the response of all possible stakeholders, whether consumers, employees, shareholders and suppliers, or local resident or interest groups.

#### 3. Risk management

A risk matrix is then created for each operating unit based on the risk scores, with risks divided into critical, high, medium, low and insignificant categories. Each risk is assigned to a risk

owner who is responsible for the design and implementation of action plans.

Critical risks should be avoided as much as possible; if not possible, mitigation plans should be provided immediately. High risks must be accompanied by an action plan. Moderate risks should be monitored periodically, with action plans implemented if necessary. Low risks are generally accepted; quick wins may be implemented.

All risks are recorded in the risk log of the operating unit concerned, specifying any relevant KRIs (Key Risk Indicators).

#### 4. Risk monitoring

The risk owner is responsible for monitoring action plans and for reassessment. They report on this at least once a year to the management team of their assigned risks.

#### 5. Internal & external risk reporting

The entire process is coordinated and facilitated by the Risk and Compliance department, in consultation with the Management Committee. Reporting takes place on a quarterly basis to the Management Committee and, via the Audit Committee, to the Board of Directors. The members of the Management Committee are instructed to include risk management as an explicit chapter in their periodic activity reports.

The highest Colruyt Group risks are documented annually in the annual report. This contains an overview of the risk factors specific and important to Colruyt Group with their description and a brief overview of the management measures already in place to mitigate this risk. This is both for global risks and specifically for the sustainability risks we have identified.

### 3.2.3. Measures regarding risk management and internal controls

#### A. MAIN RISKS AND MANAGEMENT MEASURES OF COLRUYT GROUP

The main risks relating to Colruyt Group's operations are reflected in a risk universe divided into five categories:

- strategic risks: such as market dynamics, governance, planning and the allocation of resources, major initiatives, acquisitions and communication
- financial risks: these comprise risks associated with the financial markets (interest rates, currencies, commodities), liquidity and loans, capital structure, accounting and financial reporting
- operational risks: these cover marketing and sales, purchasing, stocks and production, people and organisation, information technology, fixed assets and theft
- legal risks: rules of conduct (ethics, fraud), legal risks and regulations
- risks of force majeure: natural disasters, fires, acts of terrorism and power cuts

Risk	Why is this a risk for us?	What are our mitigating actions?
<b>STRATEGIC RISKS</b>		
<b>Data and digitisation risk</b>	<p>Colruyt Group is committed to constantly updating its data systems and their use. The group's history and specific structure mean that IT changes frequently involve heavy expenditure. In the past, we largely self-managed our applications. These evolved at their own pace, not always in step with the outside world. We are now converting to new systems, but integrating with our existing systems is intensive work. This also demands that the organisation consciously deploy time and money in all the various projects it wants to carry out.</p> <p>In addition, the world is becoming increasingly digital and we want to continue to work to evolve with the times and to use digital resources where this can help us and our employees. This is necessary to remain relevant to our customers.</p>	<p>Colruyt Group continuously attaches importance to data and digitisation skills, for all group employees, both in the business and in our IT and Data &amp; Analytics departments This takes the form of e-learning the basic digital skills that we expect of 8.000 of our employees.</p> <p>We have invested in a major project to make data available faster and more efficiently, which we will now be converting into value.</p> <p>The organisation is questioned about the strategic needs for data and digitisation.</p> <p>We continue to canvas our customers about their needs, and remain committed to digital evolution.</p> <p>Phyigital is one of the biggest changes in our strategic plan.</p>
<b>Relevance risk</b>	<p>Our customers are constantly evolving. Colruyt Group wants to constantly stand out from the competition with its brands in order to continue to attract our target group (customers). We do this with our various store formats and our brands (products we offer of which we are the producer/exclusive distributor).</p> <p>On top of this, consolidation in the food retail industry is likely to continue due to increased competition from larger companies.</p> <p>The sector in which the group operates is also exposed to changing consumer behaviour. In the event of a significant demographic change and/or if the Group fails to anticipate or identify changes in consumer preferences or trends or to respond to them in a timely manner (e.g. by quickly offering new and improved products), this may result in reduced demand for the group's products and adversely affect our sales.</p> <p>The current economic and energy crisis is putting further pressure on consumers' purchasing power. This may lead to a decrease in the share of customer spending in the group's stores. Changing consumer behaviour may also require the Group to adjust its existing product range or add new products in order to maintain or increase sales.</p>	<p>We continuously focus on both our store formats and our brands. We continue to ask what customers' expectations are and how we can fulfil them.</p> <p>Every 2 years, we undertake a detailed analysis of customer needs, behaviour, our reputation,... From this we derive the objectives that we need to apply at customer, store format or brand level so as to remain relevant to our customers.</p> <p>In this way, Colruyt Group is responding to changing customer needs with innovative digital concepts and services such as Okay Direct, the first self-service store where customers can shop completely autonomously 24/7, as well as the option of home deliveries via Collect&amp;Go in densely populated cities like Brussels and Antwerp.</p> <p>However, anticipating consumer trends and preferences requires research, development and marketing initiatives.</p>
<b>Risks related to market dynamics</b>	<p>An important strategic risk of Colruyt Group relates to trends in consumer spending and cost inflation. Given the group's aim to guarantee in its Colruyt stores the lowest prices on the market, competitors' actions and the economic impact of the geopolitical situation can affect the group's profitability. While Colruyt Group's share of the retail market has remained stable in recent years, this market remains highly competitive.</p>	<p>With our departments continuously scanning the market and communicating with the management team, the group makes sure that it is aware as quickly as possible of market trends that are ahead of us or are becoming reality. We make sure we anticipate this as well as possible in the various parts of the organisation. Colruyt Group is therefore constantly looking to implement efficiency improvements and, where necessary, to question its cost structure.</p>

## STRATEGIC RISKS (CONTINUATION)

<b>Risk of physical climate change</b>	<p>The impact of climate change is already visible today, also in our group. Special attention must be paid to physical impacts (e.g. heavy rainfall, persistent heat, ...) that could interrupt Colruyt Group's critical operational processes. A recent extensive risk analysis with scenarios up to 2050 once again confirmed that we have this risk well under control for the time being and that the existing adaptation solutions are indeed effective. However, especially when it comes to climate, it will be important to continue to carefully monitor the risk and adjust our approach where necessary.</p>	<p>A thorough climate assessment has been made; from this we conclude that none of the risks associated with climate change leads to a relatively high risk level for the business impact or the asset value of Colruyt Group.</p> <p>Flooding appears to carry the highest level of risk. We provide the necessary monitoring for this and have already drawn up corresponding risk management and business continuity plans.</p> <p>Further details can be found on our website: <a href="https://www.colruytgroup.com/en/sustainable-entrepreneurship/our-12-sites/atmosphere">https://www.colruytgroup.com/en/sustainable-entrepreneurship/our-12-sites/atmosphere</a>.</p> <p>On the basis of studies and regular evaluations of adaptation measures, we work on specific local as well as overarching measures. Business continuity plans are drawn up and regularly updated.</p> <p>We are working on new adaptation measures like additional water buffer capacity, adequate water drainage and/or collection and extra cooling in critical installations so as to be in a position to confront current and future physical climate risks.</p> <p>Adaptation solutions have been implemented against physical impacts of climate change (storm, heat, flooding, ...), e.g. cooling of data centres, water buffers, insulation, ...</p>
<b>Supply Chain climate risk</b>	<p>The impact of climate change, but also biodiversity loss, is becoming increasingly tangible today. This impact is also manifested in the Colruyt Group value chain. With a view to the long term, we are keen to anticipate in good time the challenges in this direction and in particular for our supply chains. In other words, climate change and biodiversity loss represent risks that must be monitored and mitigated in order to guarantee the continuous supply of products in our stores at the right price into the future. Maintaining the necessary flexibility in our purchasing processes appears to be of great importance here.</p>	<p>We already spread our suppliers for our food products, today mainly for economic reasons, but also to limit ecological and geopolitical risks.</p> <p>Our own brands allow us to easily switch suppliers in case of supply problems.</p> <p>Our involvement in product chains can vary. First of all, we opt for the local delivery of products. In this way, we have greater impact on improving production and distribution conditions. Despite our own willingness to invest in sustainability, there is a risk of receiving insufficient support from other actors in the value chain.</p> <p>We prefer products that are certified with a focus on good management and restoration of existing ecosystems.</p> <p>We are committed to new and long-term collaboration models in existing and new production chains. (cf. Smart Farming).</p> <p>We have a purchasing branch in Asia, which makes it easier to get in touch with local suppliers.</p> <p>We are planning a study of climate-sensitive sourcing areas, which will help us anticipate potential supply issues.</p>

## FINANCIAL RISKS

<b>Liquidity risk</b>	<p>Colruyt Group maintains its long-term focus and will continue to invest in a targeted manner in sustainability and efficiency, digital transformation and innovation, employees and private-label products. This may require the group to raise financing on debt and capital markets. The macroeconomic context, evolving interest rates, but also changing investor expectations (e.g. with regard to sustainability) result in a continuously changing risk. The level of the group's outstanding financial debt may affect its ability to issue new debt or securities or borrow additional funds. In addition, changes in interest rates may affect the group's financial position, in particular with regard to possible future financing agreements at variable interest rates. Should Colruyt Group fail to raise new financial resources for reasons of creditworthiness or macroeconomic conditions, the risk exists of it having insufficient financial resources to invest and consequently to implement its long-term strategy.</p>	<p>In February 2023, Colruyt Group raised EUR 250 million in new financing through a green retail bond. We also signed a EUR 530 million credit facility, which will allow us to borrow under this facility at any time. In addition, an intensive working capital exercise was held at group level.</p>
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## OPERATIONAL RISKS

<b>Staffing risk</b>	<p>The loss of management and other key personnel or the failure to attract and retain qualified personnel can adversely affect the ability to successfully execute the business strategy and remain competitive. Human capital is an important business asset.</p> <p>To achieve our objectives, we depend largely on the experience, commitment and skills of the employees and the management team.</p> <p>The group may experience difficulties in recruiting and retaining suitable employees, particularly in the current difficult labour market, both for expanding operations and for replacing departing employees.</p>	<p>Our organisation is committed to estimating its short, medium and long-term personnel requirements. On the basis of these forecasts, actions are taken to obtain and retain the right people. Examples of actions: training for specific profiles that are proving difficult to find on the labour market, structuring certain services to allow us to do the work with the current employees, focusing on retention,...</p> <p>We are also focusing on the culture of personal growth: growing in the current position and growing into the next position. HR supports this with an overview of action plans available for managers to use for each employee in their service.</p> <p>We are also constantly looking for ways to acquire hard-to-find profiles or to adapt our organisation as best we can to minimise the need for these profiles.</p>
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## OPERATIONAL RISKS (CONTINUATION)

<b>Bargaining power risk</b>	In the changing context, our position as Belgian market leader is less and less relevant. All our competitors are international companies with turnovers up to 10 times those of Colruyt Group. We are also seeing concentrations in the supplier market, both in brands and in Private Label. With fewer decisions taken in Belgium, Colruyt no longer ranks first in the distribution of budgets.	This is requiring us to organise ourselves differently, internally and externally. We secure our position by offering the right partnerships, excellent services and strong negotiation skills at all brand layers and for all categories.
<b>Product liability risk</b>	<p>The manufacture, packaging and sale of goods for resale may involve product liability risks and obligations to take back and/or replace goods. The group is exposed to risks related to accidental or malicious product contamination, food spoilage, the availability and cost of product liability insurance coverage and the potential cost and disruption involved in product withdrawals and recalls.</p> <p>The risks of food contamination and spoilage exist at every stage of the production cycle: from the purchase and delivery of raw materials to the production, packaging, transport, storage and delivery processes.</p> <p>Products can be soiled, contaminated or defective and still be unintentionally distributed by the group. The large number of products sold and their nature (such as fresh or frozen products) increase Colruyt Group's exposure to this risk.</p> <p>As a result, the group may be exposed to product liability claims. Even if such claims are unsuccessful, Colruyt Group may still suffer reputational damage.</p>	<p>Colruyt Group is actively involved in product and process quality, with a focus on the food and product safety of the products on its shelves.</p> <p>For this, our food and product safety is continuously monitored and analysed, including an active focus on quality standards, certifications, norms and controls.</p> <p>Food Defence, Food Fraud and Food Safety Culture are also conscious points of attention.</p> <p>In addition to the internal policy, agreements for permanent quality monitoring are also worked out with suppliers.</p> <p>The group also has insurance against the risks of product liability and recalls.</p>
<b>Health and safety risks</b>	By the very nature of their activities, employees are exposed to all kinds of situations that can result in occupational accidents or damage to their health.	<p>The group strives to avoid health and safety incidents as much as possible through extensive safety and prevention programmes.</p> <p>We pro-actively work to minimise absence from work, with particular attention to reintegrating long-term sick employees in a sustainable way.</p> <p>The risks associated with occupational accidents and obligations towards personnel are covered by insurance policies with external insurers.</p>
<b>Data transparency risk associated with sustainability</b>	To effectively make the value chain more sustainable together with our business partners, increased transparency, reliable information and the processing of that information are crucial. As a retailer, for Colruyt Group, this involves a multitude of raw materials and product chains. Collecting, managing and analysing the relevant information is a major challenge in our sector, which is heavily dependent on other actors further along the chain.	<p>The Sustainability domain is working on an information system to collect and process as much data as possible.</p> <p>Footprinting (life cycle assessment) calculations are made with secondary data (based on assumptions). In collaboration with suppliers, we want to be able to link this data to their own data.</p> <p>The Business Partner domain is working hard on linking suppliers' sustainability initiatives to our objectives to clarify the contribution to our objectives.</p> <p>The Purchasing Direct Goods domain provides insight into the product categories and the corresponding sustainability risks (e.g. CO<sub>2</sub>, water, forced labour, ...) so that buyers know the environmental impact aspects they need to be aware of for their particular categories.</p> <p>We are constantly making our private-label products more sustainable.</p> <p>Here too, we focus on measuring and mapping in order to make progress.</p>
<b>Changing sustainability risks in the chain</b>	To make our own activities and our products more sustainable, we work closely with numerous large and smaller business partners. They too are confronted with new standards or realities. Taking these into account is not always obvious for them either. From our market leader position, we are keen to initiate a positive spiral and dialogue for the benefit of the entire chain. For this, collaboration with our business partners is absolutely crucial. Only in this way can we really make a difference.	<p>Clear roles and responsibilities for sustainability are introduced in our purchasing department to ensure that the necessary actions are taken and processes adapted and installed.</p> <p>We are continuing to dialogue and work together with our suppliers (including supplier days).</p> <p>Together with our suppliers we are examining how they can adapt to the new standard.</p> <p>Sustainable transport goals have already been agreed with our partners.</p> <p>The group's sustainability objectives, undergirding the entire collaboration, have been defined.</p>

## FORCE MAJEURE RISKS

<b>Supply risk</b>	<p>The continuous supply of our distribution centres and stores is essential to be able to service our customers and to achieve our profit objectives:</p> <p>Colruyt Group may be faced with interruptions in the delivery of goods to distribution centres and stores, but also with unavailability or inaccessibility of distribution centres. This may lead to a higher cost of replacement goods and may have an impact on customer spending and the number of customers in the stores, which may affect the continuity of the group's activities.</p> <p>The continuous supply of goods to distribution centres and stores is vital to achieving performance targets. If a supplier is temporarily or permanently unable to deliver goods, we may experience operational disruptions. Replacement goods may be more expensive than the originally needed goods. In such case, we will not be able to pass on these cost increases to the customers, certainly not in the Colruyt stores given the strategy of guaranteeing the lowest prices on the market.</p>	<p>To reduce supply risks, the group strives for transparent long-term relationships with all its suppliers.</p> <p>Moreover, no single supplier has a dominant position that could jeopardise the supply process.</p> <p>Finally, scarcity or supply problems can be cushioned within the network of the AgeCore purchasing association.</p> <p>In addition, the unavailability or inaccessibility of the distribution centres can also have a significant impact on the continuity of our activities. In order to mitigate this risk as effectively as possible, the group has introduced the required continuity programmes and contingency measures.</p>
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## FORCE MAJEURE RISKS (CONTINUATION)

<b>IT risk</b>	<p>A failure in the IT systems can negatively impact our business and reputation. The group is highly dependent on infrastructure, networks, operating systems, applications and databases.</p> <p>These relate, among other things, to cash register systems, payment terminals, logistics programs, inventory management systems and financial systems.</p> <p>These IT systems may be subject to damage or unexpected disruptions from security breaches, computer system or network failures, fire, flood, storms and other natural disasters, power outages, operator negligence, physical or electronic loss of data, telecommunications failures, vandalism or other extraordinary events.</p> <p>Failure of these systems can lead, for example, to incorrect inventory determinations with consequent shortages in the stores, incorrect prices, the inability to collect electronic payments and the inability to identify customers.</p>	<p>The group seeks to safeguard the continuity of data processing by means of various mirror and back-up systems, continuity planning and contingency scenarios. By monitoring all systems 24/7, we try to detect problems and/or possible risks as quickly as possible.</p> <p>In addition, the group invests in various transformation programmes and projects to renew and strengthen its current infrastructure. Disaster recovery and business continuity play an important role here.</p> <p>We keep our systems up to date through maintenance and upgrades. In this way we remain supported and also eliminate security risks.</p> <p>To ensure the availability of all our IT systems, we have the necessary processes in place to avoid disruptions in the event of changes.</p>
<b>LEGAL RISKS</b>		
<b>Regulatory risk</b>	<p>Colruyt Group is subject to the laws and regulations that apply in each country where it operates, as well as to the laws and regulations emanating from the EU. These laws and regulations are becoming stricter and more complex and are changing faster and more often than before. Compliance with those laws and regulations may result in additional costs or investments, which may adversely affect our ability to develop our business.</p> <p>Moreover, given the high degree of complexity of this legislation, there is a risk that the issuer/bank inadvertently violates certain regulations. Violations of these laws and regulations can lead to fines, criminal sanctions against the group, the cessation of certain business activities, the introduction of compliance programmes and a ban on Colruyt Group's business operations.</p> <p>Changing laws and regulations may also require us to invest further in potentially expensive administrative or other processes.</p>	<p>Colruyt Group maintains a continuous watch for potential new laws and regulations, and assesses their potential impact on our organisation, in order to make conscious choices and to manage our regulatory risks once they are implemented.</p>
<b>Information &amp; privacy risk</b>	<p>Colruyt Group uses information and communication technologies that are typically subject to data security risks, such as confidentiality, availability and integrity.</p> <p>The group may obtain sensitive personal data from customers (e.g. in the context of Xtra regarding their purchasing behaviour, intolerances and dietary preferences). Any inadvertent disclosure of personal data may lead to damage and reputational risks.</p>	<p>Colruyt Group focuses on mirror and back-up systems, continuity planning and emergency scenarios. On top of this, the group invests in transformation programmes and projects to update and strengthen the current infrastructure, including disaster recovery.</p> <p>In addition, Colruyt Group has appointed a DPO and has a privacy policy to consciously and transparently manage the privacy of customers, employees and other stakeholders.</p> <p>We are committed to confidentiality of information (and classification) in order to be able to take appropriate technical measures.</p>
<b>Fraud &amp; bribery risk</b>	<p>Even at Colruyt Group, fraud and bribery-related risks are not inconceivable. Colruyt Group runs on its employees, and people can sometimes be tempted to overstep boundaries by, for example, accepting a bribe or stealing goods.</p>	<p>The group actively monitors the corruption risk in its Enterprise Risk Management (ERM) in the form of a fraud dashboard. This dashboard has been developed on the basis of 13 different fraud risks. For each risk the causes and consequences are analysed and the necessary control measures provided, with periodical monitoring.</p> <p>The group disseminates the group values, policy frameworks and codes of conduct across the organisation. All employees take training on values perception and ethics.</p> <p>New buyers sign an ethics charter, with explicit guidelines for gifts, hospitality benefits and screening of suppliers in high-risk countries.</p> <p>Buyers switch jobs, product areas or business units regularly and there is a strict segregation of functions within the different steps of the purchase process.</p> <p>Purchasing takes place centrally, with systematic application of the four-eyes principle.</p> <p>Finally, buyers undergo continuous training, including mandatory compliance training and annual testing.</p>
<b>Risk in respect of sustainability regulations</b>	<p>Sustainability legislation is gaining momentum, especially at European level. This can range from strict conditions that certain raw materials or products have to meet to extensive, standardised reporting obligations. Although Colruyt Group often endorses the underlying ambitions with conviction, the concrete implementation of this legislation in practice is not always clear, mainly because of the volume of this legislation and the speed with which it is being implemented.</p>	<p>We are in continuous proactive and constructive dialogue with our stakeholders and make sure we are always up to date with legislative developments.</p> <p>The right governance and organisational structure must ensure that information flows smoothly and abreast with implementation, from strategic to tactical to operational level.</p>

## B. RISKS AND CONTROL MEASURES ASSOCIATED WITH THE NON-FINANCIAL REPORTING OF COLRUYT GROUP

### Risks related to environmental matters (SDG 2, 6, 7, 12 and 13)

More specific and mitigation-based approach: as a retailer, we have a major impact on the environment through the product chains. To keep this impact to a minimum, we dedicate a lot of effort to measuring and mapping. Increasing transparency appears to be a challenge for the entire food and non-food sector. A possibility exists that the actors in the chain will be unwilling or unable to share their data, or will pass on incorrect data. From our strategic position in the chain, we want to exert leverage by pointing to the importance of measuring, collecting and analysing the impact of each actor in the chain on the environment and on animal welfare.

In addition, we are taking steps to make the product chains and activities more sustainable in a systematic way. Our involvement in product chains can vary. First of all, we opt for the local delivery of products.

In addition, we are taking steps to make the product chains and activities more sustainable in a systematic way. Our involvement in product chains can vary. First of all, we opt for the local delivery of products.

In this way, we have greater impact on improving production and distribution conditions. Despite our own willingness to invest in sustainability, there is a risk of receiving insufficient support from other actors in the value chain. In addition, we are very much committed to new and long-term collaboration models in existing and new production chains. We prefer products that are certified with a focus on good management and restoration of existing ecosystems. There is a risk of our being unable to source sustainably in an optimal way owing to excessive dependence on one or a limited number of suppliers. With a lack of control on environmental and animal welfare matters, there is a risk of accidental environmental damage being caused by the group. As a result, we can suffer reputational damage and be perceived as an organisation that fails to realise its sustainability goals. Natural disasters caused by climate change can damage both supply chains and our own infrastructure. We provide the necessary monitoring for this and have drawn up risk management and business continuity

plans. In order to limit our impact on climate change and pollution, we are focusing, among other things, on greening the vehicle fleet and at the same time avoiding and reducing our energy consumption, and on renewable energy.

More information can be found under supply chain risk and supply chain climate risk.

### Sustainability risks related to social affairs (SDG 2, 3 and 8)

More specific and mitigation-based approach: Colruyt Group is strongly anchored in the social fabric. Both through its own production and retail sites as well as through local and international supply chains. Local anchoring points to the importance of close contact with consumers, producers and site neighbours. Social unrest can arise from the activities we carry out. It is important to capture this in time and enter into dialogue. Supply chains involving foreign players are more difficult to control.

For example, social unrest can arise due to political and economic instability in countries from which products are supplied. There is a risk that goods can no longer be sourced or distributed locally. We have the necessary monitoring for this and have drawn up business continuity plans.

More information can be found under supply chain risk and supply chain climate risk.

### Sustainability risks related to corruption and bribery

More specific and mitigation-based approach: in the field of corruption and bribery, Colruyt Group may run the risk of becoming involved in unwanted influence, conflicts of interest, non-objective pricing and subjective awarding of contracts. We monitor this risk within our Enterprise Risk Management. More information can be found under fraud and bribery risk.

### Sustainability risks related to personnel matters (SDG 3 and 8)

More specific and mitigation-based approach: we seek to organise the work of all our employees in a safe and physically and mentally healthy way. Even so, risks of (occupational) diseases, occupational accidents and psychosocial risks are inherent to the company's activities. The group therefore pays the necessary attention to ensure that the current jobs can be performed optimally with a view to physical and mental well-being. Important factors are the nature and meaningfulness of the work, as well as the degree of work pressure. We provide our employees with a wide range of training courses to broaden their professional competences or for further personal growth.

In addition, different types of social unrest among own employees may influence the objectives of the group. We are committed to maintaining a constructive social dialogue to manage this risk. Finally, with regard to personnel policy, we may experience difficulties in recruiting suitable employees.

Insufficient influx of properly trained and experienced staff, especially in shortage professions, can result in a lack of new insights and potentially jeopardise business continuity. We are therefore committed to offering a stimulating career policy and a supportive remuneration package.

More information can be found under the staffing risk and health and safety risk.

### Sustainability risks related to human rights (SDG 8 and 12)

More specifically and mitigation-based approach: in a people-oriented organisation, respect for human rights is always paramount. And that applies as much to our own employees as right along the value chain. The biggest challenge in terms of risk management lies here in monitoring compliance with human rights. Initially with regard to our own brands, but also in the product chains of the brands that we distribute as a retailer. When human rights violations by chain actors come to light, we run the risk of being held liable and suffering reputational damage. The group manages this risk, among other things, by working with suppliers of private-label products with the amfori BSCI Code of Conduct that subscribes to universal human rights principles.

### 3.2.4. Information and communication

In order to enable employees at different hierarchical levels of the group to perform their jobs properly and to assume their responsibilities, the group has extensive and intensive information and communication flows. This ranges from transactional data used to support the completion of individual transactions, to operational and financial information with regard to the performance of processes and activities, from department to group level. The general principle that applies here is that employees receive the information they need to perform their work, while supervisors receive information regarding the elements on which they have an impact. The main control information concerns cockpit reporting on performance versus expectation for the main financial and operational KPI's:

- financial scorecards: revenue, gross profit, wage costs, other direct and indirect costs and depreciation, EBIT and EBITDA
- operational reporting: detailed reporting on revenue, gross profit, wage costs, store contribution, store productivity
- project reporting for the purpose of project monitoring

### 3.2.5. Monitoring

The Board of Directors supervises the proper functioning of the risk management systems through the Audit Committee. For this, the Audit Committee uses the information provided by the external auditors as well as the interaction with the Risk & Compliance (Internal Audit) department. The latter reports on a quarterly basis on the activities performed and results.

Both external audit and the Risk & Compliance department assess the design and operation of the internal controls contained in processes and systems from their respective perspectives: for external audit this concerns the certification of the group's financial statements, while for risk management the emphasis is on controlling process risks and their possible negative consequences.

Day-to-day monitoring is done by management itself based on supervision, analysis and follow-up of the information mentioned in the previous paragraph, the follow-up of exception reports and monitoring in the context of the CORIS programme (Key Risk Indicators). If necessary, corrective

measures are initiated. It is generally the process manager who performs these monitoring activities. In this regard, the financial controllers fulfil a reporting and advisory role with respect to the operational managers.

## 3.3. Risk management and internal controls regarding the financial reporting process

Late or incorrect reporting of financial figures can have a considerable impact on Colruyt Group's reputation. In order to ensure the quality and timeliness of the financial figures produced and reported, the group has introduced the following management measures and internal controls:

### 3.3.1. Closing process

While the accounts are closed on a monthly basis, mainly for management reporting, the group financial figures are consolidated four times per year based on a formalised closing process. This process specifies the various steps with their respective timelines, the figures and other information to be supplied, as well as the roles and responsibilities of and the interaction between the different parties in the process.

The process is monitored by a closing coordinator who has no further involvement in the process. At the end of each closure, the process is evaluated and adjusted if necessary. During the half-yearly and annual closure, the process also provides for coordination with external auditors at regular points in time. To support the closing process, a reporting manual has been prepared and introduced and an IFRS competence cell set up.

### 3.3.2. Monitoring of the quality of the figures supplied

The closing process passes through different departments such as Accounting, Financial Controlling, Consolidation and Investor Relations, the purpose of the last two being to provide information to the Board of Directors. Each department

performs quality control as a separate function, both on the figures obtained from the previous process step and on the self-produced figures. These quality controls mainly concern links (for example with the various ledgers), reconciliations (for example of accounts), alignment of financial reporting with management and operational reporting, variance analyses and validation rules (for example of consolidation flows and consolidated figures).

At the end of the closing process, the consolidated figures are analysed with respect to previous periods and fluctuations must be substantiated. The financial results achieved are also checked against the expectations in this respect. In the case of figures for publication, the printer's proofs are aligned with the system figures provided. Lastly, there is a final check for validation by the financial management.

### 3.3.3. Communication of financial reporting

In order to communicate and publish information as transparently as possible, Colruyt Group publishes financial press releases on pre-agreed dates. The communication efforts of management also find expression via financial roadshows and regular telephone contacts, as well as actual visits by and with investors and analysts. Finally, analysts publish reports containing financial information about Colruyt Group at regular points in time.

# Share ownership - Colruyt shares and bonds

## 1. Calendar for shareholders

<b>13/09/2023</b>	Record date for depositing shares for participation in the annual General Meeting of Shareholders
<b>27/09/2023 (16h00)</b>	General Meeting of Shareholders for the 2022/23 financial year
<b>28/09/2023</b> <b>29/09/2023</b> <b>02/10/2023</b> <b>03/10/2023</b> <b>13/10/2023</b>	<b>Dividend for financial year 2022/23 (coupon no. 13)</b> Cum dividend date (last trading day on which the stock including dividends is traded) Ex-date (posting of coupons) Record date (centralisation of coupons) Payability Certificates relating to exemption from or reduction of withholding tax on dividends must be in our possession
<b>10/10/2023</b>	Extraordinary General Meeting Capital increase Etn. Fr. Colruyt NV reserved for employees of Colruyt Group (Art. 7:204 of the Belgian Code on Companies and Associations)
<b>12/12/2023</b>	Publication of consolidated half-yearly information for financial year 2023/24
<b>13/12/2023</b>	Information meeting for financial analysts
<b>11/06/2024</b>	Publication of consolidated annual information for financial year 2023/24
<b>12/06/2024</b>	Information meeting for financial analysts
<b>31/07/2024</b>	Publication of the Annual Report for financial year 2023/24
<b>25/09/2024</b>	General Meeting of Shareholders for financial year 2023/24

## 2. Dividend for financial year 2022/2023 <sup>(1)</sup>

At the proposal of the Board of Directors, the General Meeting may decide to allocate the distributable profit entirely or partially to a free reserve or to carry it forward to the following financial year.

The Board of Directors endeavours to have the annual dividend per share evolve in proportion to the changes in group profit. Although this is not a fixed rule, and subject to the company posting a positive result, at least one third of the economic group profit is paid out annually.

The Board of Directors therefore proposes that a gross dividend of **EUR 0,80** be allocated to the shares of Etn. Fr. Colruyt NV participating in the profits of the 2022/23 financial year. Of the gross dividend of EUR 0,80, shareholders will receive a net amount of EUR 0,56, after deduction of 30% withholding tax.

Under current tax regulations, 30% withholding tax is due on income from movable assets such as dividends. The rate of withholding tax on dividends was originally 15%, but was subsequently increased several times, first to 21% and then to 25% and 27%. At the end of 2016, the standard withholding tax rate was raised one last time to 30% for dividends and interests granted or made payable from 1 January 2017 onwards. Since 1 January 2018, Belgian taxpayers - natural persons - can annually recover the withholding tax withheld on certain dividends from their Belgian and foreign shares up to a limited amount via the personal income tax return (for the 2022 income year, a maximum of 240 euros in withholding tax on dividends can be recovered, equivalent to gross dividends of 800 euros). The amount of the net dividend for foreign shareholders may vary, depending on the double taxation treaties applying

between Belgium and the various countries. The necessary certificates must be in our possession by 13 October 2023 at the latest.

The dividend for financial year 2022/23 will be made payable as of 3 October 2023, against (electronic) submission of coupon no. 13 at the counters of the financial institutions. BNP Paribas Fortis Bank will act as the Principal Paying Agent for the dividends.

Since the stock market flotation in 1976, the Colruyt share has been split a number of times. The most recent split dates from 15 October 2010 when the share was divided by five. Since 15 October 2010 only shares with ISIN code BE0974256852 have been listed on Euronext Brussels. Referring to the Act of 14 December 2005 abolishing bearer securities, as amended by the Act of 21 December 2013, Colruyt sold its remaining bearer shares (in total 28.395 shares) on the regulated market of Euronext Brussels on 24 March 2015. As of 1 January 2016, persons who are still in possession of old paper Colruyt shares and who can demonstrate their capacity as shareholders of these documents, can obtain the exchange value in cash within the legal limits from the Deposit and Consignment Office. They can seek assistance from the issuer for the collection of dividends on these (sold) paper shares (with attached coupons), again within the legal limits.

### Dividend yield

	Financial year 2022/23 <sup>(1)</sup>	Financial year 2021/22	Financial year 2020/21
Gross dividend per share	0,80	1,10	1,47
Dividend yield	2,97%	2,93%	2,89%
Payout ratio	51,0%	50,8%	48,0%

(1) Subject to the approval of the General Meeting of Shareholders of 27 September 2023

## Colruyt share information



Market listing:  
Euronext Brussel (since 1976)

Member of the Bel Mid index since 20/03/2023  
(member Bel20 index until 19/03/2023)

Share ticker COLR

ISIN code BE0974256852

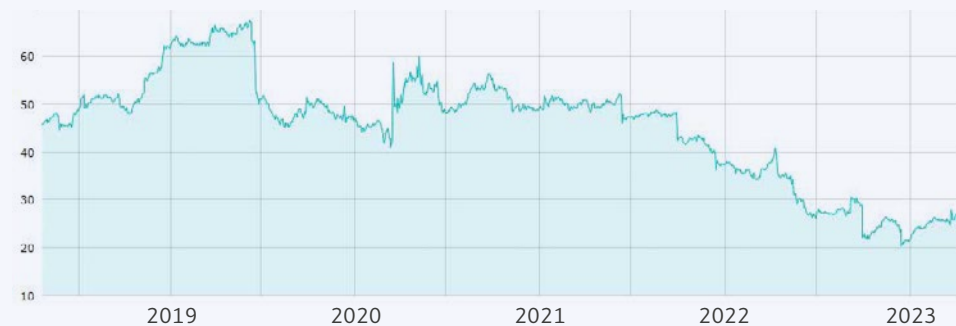
As of 20 March 2023, Colruyt stock is no longer part of the Bel20, the leading Belgian stock index in which 20 stocks are listed, based primarily on free market capitalisation and the tradeability of the shares. The falling stock price is the main reason why Colruyt stock is no longer listed there. As of 20 March 2023, Colruyt shares are listed in the Bel Mid index, the index of Belgian stocks with medium market capitalisation.

Colruyt belonged to the Bel20 for 30 years and was the last remaining retailer there. Inclusion in this index was never an end in itself and has no direct impact on the value of Colruyt stock. As a group, we continue to work in a manner respecting people and the environment, maintaining our focus on the long term.

### Change in Colruyt share price over the previous financial year



### Change in Colruyt share price over the last five financial years



source: [www.euronext.com](http://www.euronext.com)

### 3. Overview of Etn. Fr. Colruyt NV shares

At 31 March 2023, the Company's capital amounted to EUR 370.171.405.73, fully paid up and represented by 134.077.688 shares without par value, which may be registered or dematerialised.

Overview of changes	2022/23	
Total number of shares at 01/04/2022	133.839.188	
Creation of new shares following the capital increase reserved for employees on 19/12/2022	+ 238.500	
<b>Total number of shares at 31/03/2023</b>	<b>134.077.688</b>	
Number of shares <sup>(1)</sup>	2022/23	2021/22
Ordinary shares	134.077.688	133.839.188
Shares participating in profit	134.077.688	133.839.188
Treasury shares	- 6.687.980	- 4.845.853
Shares held by subsidiaries	0	0
Balance of profit-participating shares in June	127.389.708	128.993.335
Gross dividend	0,80	1,10
Net dividend	0,56	0,77
Profit	1,57	2,16
Calculation base (weighted average) <sup>(2)</sup>	127.967.641 shares	132.677.085 shares
Market price in Brussels (in EUR)		
Market price on 31 March	26,92	37,50
Highest price of the financial year (closing price)	40,89	52,02
Lowest price of the financial year (closing price)	20,37	34,16
Market value on 31 March (in million EUR)	3.609,37	5.018,97

(1) Situation on 9/06/2023 and 10/06/2022 respectively.

(2) Calculated on the basis of the number of shares participating in the profit, after deduction of the shares participating in profit owned by the company and subsidiaries.

### 4. Bonds

On 8 February 2023, Colruyt Group announced an issue of fixed-rate green retail bonds in the name of Etn. Fr. Colruyt NV for a total of EUR 250 million. The bonds are listed on the regulated market of Euronext Brussels over a five-year period until 21 February 2028. The bonds were issued in denominations of 1.000 euros at an issue price of 101,875%. The market price on 31 March 2023 was 1.010,60 euros per denomination.

Supported by the internally developed Sustainable Financing Framework, that governs sustainability in financing, the issue of this green retail bond allows Colruyt Group to continue its long-term investments, in particular those in sustainability, in a targeted manner, as well as to set up a diversified financing mix by optimally handling all possible interest and liquidity risks.

Colruyt Group will report annually, until full allocation and, if necessary, thereafter in the event of significant developments, on the allocation of the amounts equal to or equivalent to the net proceeds of these sustainable financing instruments. Depending on the evolution of expenditure on green investment projects, an initial report will be published no later than February 2024.

For more information, please refer to the prospectus on the company's website under [www.colruytgroup.com/en/invest/debt-financing](http://www.colruytgroup.com/en/invest/debt-financing).

Issuer	ISIN code	Nominal amount	Issue date	Due date	Annual gross return
Etn. Fr. Colruyt NV	BE0002920016	EUR 250 million	21 February 2023	21 February 2028	4,25%

## 5. Purchase of treasury shares

For several years, the Extraordinary General Meeting of Shareholders has authorised the Board of Directors of Etn. Fr. Colruyt NV to acquire its own shares (treasury shares). These acquisitions of shares take place in accordance with article 7:215 of the Code on Companies and Associations and in accordance with Articles 8:3 and 8:4 of the Royal Decree of 29 April 2019.

Purchases of treasury shares are carried out by an independent intermediary under a discretionary mandate, making it possible to purchase shares during both open and closed periods.

The Extraordinary General Meeting of Shareholders of 10 October 2019 decided to renew the aforementioned authorisation of the Board of Directors for a period of five years. In accordance with Article 8:4 of the Royal Decree of 29 April 2019, information on purchasing transactions executed is reported to the Financial Services and Markets Authority (FSMA), at the latest on the seventh trading day following the date of the transaction, and is published by the company simultaneously through a press release on our website [www.colruytgroup.com](http://www.colruytgroup.com).

Within the mandate granted by the Extraordinary General Meeting of 10 October 2019, Colruyt Group has repurchased a total of 3.169.026 treasury shares over the period from 1 April 2022 to 31 March 2023.

On 31 March 2023, Etn. Fr. Colruyt NV held 6.687.980 treasury shares. These represent 4,99% of the total number of issued shares (134.077.688) at the end of the reporting period.

In accordance with Article 7:217, § 1 of the Code on Companies and Associations, the Board of Directors decided that the dividend rights attached to the shares or certificates held by Etn. Fr. Colruyt NV continue to be suspended and lapse for the period that they are held. Consequently, no dividends are paid and the voting rights attached to these shares are also suspended.

### Overview of treasury share purchases

During the reporting period	2022/23
Total treasury shares held at the start of the reporting period (01/04/2022)	3.518.954
Purchase of treasury shares in 2022/23	+3.169.026
<b>Total treasury shares held at the end of the reporting period (31/03/2023)</b>	<b>6.687.980</b>

After the reporting period	2023/24
Total treasury shares held at the start of the reporting period (01/04/2023)	6.687.980
Purchase of treasury shares in the period from 01/04/2023 to 09/06/2023	+397.921
<b>Total treasury shares in our possession on 09/06/2023</b>	<b>7.085.901</b>



## 6. Structure of share ownership

In the 2022/23 financial year, the following communications and transparency notifications were made, reflecting the evolution of the company's shareholding structure.

### 6.1. Notice of an agreement to act in concert dated 26/08/2022 (Art. 74 Act of 1 April 2007 on public takeover bids)

On 26 August 2022, Korys NV, in the name of the parties acting in concert (Korys NV, Colruyt family and relatives and Colruyt Group), communicated an update of holdings in the company to the Financial Services and Markets Authority (FSMA).

The aforementioned parties had on that date entered into an agreement of mutual consultation pursuant to Art. 74 §7, paragraph 3 of the law of 1 April 2007 on public takeover bids.

Under the same law, an update of the holdings concerned must be communicated once per year at the end of August. The full letter can be found on our website [colruytgroup.com/en/invest](http://colruytgroup.com/en/invest).

#### Shareholding structure based on the latest update following the notification of acting in concert dated 26/08/2022

Parties involved	Situation at 26/08/2021	Situation at 26/08/2022
Korys NV	68.812.959	71.323.770
Korys Investments NV	1.435.520	1.435.520
Sofina NV	2.332.064	0
Etn. Fr. Colruyt NV	2.828.421	6.244.505
Korys Business Services I NV	1.000	1.000
Korys Business Services II NV	1.000	1.000
Korys Business Services III NV	1.000	1.000
Stiftung Pro Creatura, foundation under Swiss law	146.755	146.755
Impact Capital NV	60.000	60.000
Natural persons (who directly or indirectly own less than 3% of the voting securities of the Company)	8.527.097	8.532.134
<b>TOTAL</b>	<b>84.145.816</b>	<b>87.745.684</b>

As of 26 August 2022, the number of shares involved represented 65,56% of the total number of Colruyt shares.

## 6.2. Transparency notifications (Act of 2 May 2007)

### Transparency notification of 27/03/2023 (Act of 2 May 2007)

In the context of the Act of 2 May 2007 and the Royal Decree of 14 February 2008 (disclosure of significant participations in listed companies), Korys NV, the Colruyt family and relatives, acting in concert, together with Colruyt Group, published a final notification of holdings on 27 March 2023. This transparency notification showed that the shareholders Korys, Colruyt family and relatives acting in concert together with Colruyt Group held a total of 89.657.320 Colruyt shares on 21 March 2023, representing 66,87% of the total number of shares issued by the company (134.077.688).

The denominator of 134.077.688 shares takes into account the capital increase reserved for Colruyt Group employees, for whom 238.500 new shares were issued on 19 December 2022.

The company has no knowledge of other agreements between shareholders. The statutory thresholds per 5% bracket apply. All transparency notifications are available on the website [colruytgroup.com/en/invest/stakeholder-information](http://colruytgroup.com/en/invest/stakeholder-information).

Holders of voting rights	Previous notification	After the transaction	
		# voting rights attached to securities	% voting rights attached to securities
Stichting Administratiekantoor Cozin	0	0	0,00%
Korys NV	73.268.770	72.758.801	54,27%
Korys Investments NV	1.435.520	1.241.605	0,93%
Korys Management Investments BV	0	193.915	0,145%
Korys Business Services I NV	1.000	1.000	0,0007%
Korys Business Services II NV	1.000	1.000	0,0007%
Korys Business Services III NV	1.000	1.000	0,0007%
Stiftung Pro Creatura	146.755	146.755	0,11%
Impact Capital NV	60.000	60.000	0,04%
Familie-aandeelhouders Colruyt	8.532.134	8.565.264	6,39%
Etn. Fr. Colruyt NV	6.687.980	6.687.980	4,99%
<b>TOTAL</b>	<b>90.134.159</b>	<b>89.657.320</b>	<b>66,87%</b>

Denominator: 134.077.688

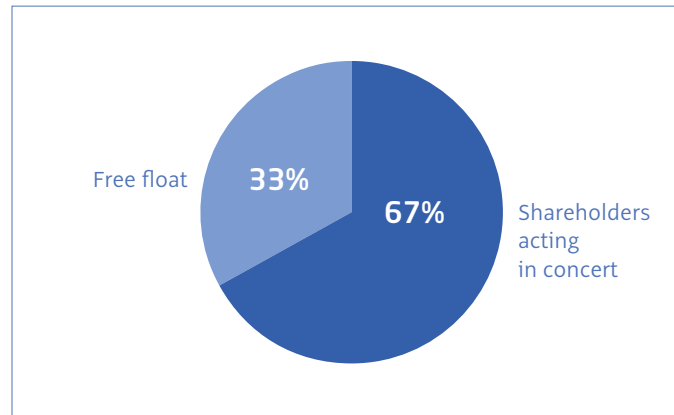
Complete chain of controlled companies through which the holding is actually held:

- Etablissements Fr. Colruyt NV is controlled by Korys NV which in turn is controlled by Stichting Administratiekantoor Cozin.
- Korys Investments NV as well as Korys Management Investments BV are controlled by Korys NV.
- Korys Business Services I NV, Korys Business Services II NV and Korys Business Services III NV are controlled by Korys NV.
- Stiftung Pro Creatura, a foundation under Swiss law, and Impact Capital NV are controlled by natural persons who directly or indirectly hold less than 3% of the securities with voting rights of the Company.

### 6.3. Updating of share ownership at end of financial year 2022/23

Based on the shareholding structure following the above-mentioned transparency notification by the reference shareholders of 21 March 2023 and the treasury shares held by the company as of 31 March 2023, the distribution of the total number of shares at the end of the 2022/23 financial year as known to us is:

<b>Shareholders acting in concert</b>	<b>89.657.320</b>
Colruyt family and Korys companies	82.969.340
Colruyt Group	6.687.980
Free float	44.420.368
<b>TOTAL</b>	<b>134.077.688</b>



As of 31 March 2023, the shareholders acting in concert held 67% (rounded figure) of the company's shares. The remaining shares (free float of 33%) are held by institutional or individual shareholders who, individually or in concert, do not exceed the statutory threshold of 5% for making a transparency notification.