

POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING 16 OCTOBER 2009

The undersigned

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with domiciliation or registered office

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owner of shares of the limited liability company Etn Fr. Colruyt, having its registered office in 1500 Halle, Edingensesteenweg 196, hereby appoints as its special attorney:

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to represent him at the EXTRAORDINARY GENERAL MEETING of shareholders of the said company, to be held on 16 October 2009 at 4.00 p.m. with following agenda:
(Only the Dutch text is officially valid)

- I.1. Report of the Board of Directors of 07/09/2009, giving a description and detailed justification of the proposed capital increase with the pre-emptive right waived in the interests of the company, in the favour of the employees of the company and the Colruyt Group who meet the criteria described in the said report.

Proposed resolution: approval of the Report of Directors

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

- I.2. Report of CVBA KPMG, represented by Mr E. Helsen, Auditor, drawn up on 29/09/2009 in accordance with article 596 of the Companies Act.

Proposed resolution: approval of the Report of CVBA KPMG

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

- I.3. Proposal to issue a maximum of 200,000 new registered shares without face value, under the conditions described in the report of the Board of Directors mentioned above.

Proposed resolution: approval to issue a maximum of 200,000 new registered shares

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

I.4. Proposal to set the issue price:

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

Proposed resolution: approval to set the issue price

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

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

Proposed resolution : approval to waive the pre-emptive subscription right

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

I.6. Proposal to increase the share capital:

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

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

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

Proposed resolution: approval to increase the share capital

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

I.7. It is proposed to open the subscription period on 20/10/2009 and close it on 20/11/2009.

Proposed resolution: approval subscription period

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

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

Proposed resolution : approval to authorise the Board of Directors

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

- II.1.1. Report of the Board of Directors of 07 /09/2009 justifying the proposal to amend the company's objects (article 599 of the Companies Code) with the status of the assets and liabilities of 31/7/09 annex thereof.

Proposed resolution : approval report of the board of Directors to amend the company's objects

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

- II.1.2. Report of CVBA KPMG, represented by Mr E. Helsen, Auditor, concerning the status of the assets and liabilities

enclosed with the report of the Board of Directors mentioned under 1 above, drawn up on 20/09/2009 in accordance with article 559 of the Companies Code.

Proposed resolution: Approval report of CVBA KPMG concerning the stautus of the assets and liabilities

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

- II.1.3. Amendment to article 3: OBJECT

Proposal to adapt and clarify the penultimate paragraph of article 3 of the articles of association as follows (replacement of the penultimate paragraph with the following paragraph):

" The cooperation with, participation in or securing of an interest in other companies, the management of this portfolio as well as the assistance of the companies concerned in exercising their activity at a financial, operational and administrative level, and this in the sectors in which the company itself is active or that support its activity directly or indirectly, as well as outside these sectors. More in general, the company may perform all commercial, financial, industrial or civil operations, of a real or personal nature, that directly or indirectly, entirely or partially, relate to one or another branch of its objects, or which are of a nature to facilitate or develop the realisation of them, among which, but not exclusively, the development, elaboration, set-up, acquisition and exploitation of investments in environment, logistics and energy for itself and/or on behalf and/or on account of others and the extension of financial, operational, administrative and technical assistance in such operations by third parties, all in direct or indirect cooperation, as well as everything associated with this."

Proposed resolution: approval to adapt and clarify article 3: OBJECT

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

II.2. Amendment to article 12: CONDITIONS OF ISSUE - ACQUISITION OF OWN SHARES

Proposal to replace the words '18 months' in the third paragraph of this article with the words 'five years'.

Proposed resolution: approval of amendment article 12

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

III.1. Report of the Board of Directors of 07/09/2009 justifying the proposal to authorise the purchase of own shares by the company and the subsidiaries (articles 620 and 627 of the Companies Code) and to annul the own shares of the company.

Proposed resolution: approval report of the Board of Directors of 07/09/2009 to authorise the purchase of own shares by the company

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

III.2. Proposal for authorisation of the Board of Directors of the company of the subsidiaries:

Proposal for authorisation of the Board of Directors of the company and the Board of Directors of the subsidiaries, as defined in article 627 of the Companies Code, to acquire a maximum total of 6,682,898 own shares of the company on behalf of the company and/or on behalf of the subsidiary(-ies), for a minimum price of 50 Euros per share, and for a maximum price of 300 Euros per share, insofar as this price is within the minimum/maximum limit conveyed in article 12, 3rd paragraph of the articles of association. This authorisation shall apply for a period of five years, starting on the day on which this agenda is decided upon.

This authorisation shall replace the authorisation given by the Extraordinary General Meeting of Shareholders of the company of October 10th 2008, which would lapse in April 2010.

Proposed resolution: approval to authorise the Board of Directors of the company and the Board of Directors of the subsidiaries to acquire own shares

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

IV. Proposal to authorize the Board of Directors to nullify the treasury shares purchased, at times the Board deems appropriate, if deemed opportune by the Board, in blocks of at least 500,000 shares, and this coupled with the diminution of the corresponding unavailable reserves, so that the value of the shares is registered at the time of the nullification.

The Board of Directors is allowed to use this authorization at all times, if he wishes so repetitively, and to freely choose the time of the nullification. It is also granted the authorization to correct the numbers of shares in the articles of association and to have the amendment to the articles of association required as a result thereof, executed before a notary public.

Proposed resolution: approval to nullify the treasury shares

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number :			

V. Proposal to authorise the Board of Directors of the company to execute the decisions of the Extraordinary general meeting and to take any action necessary to that end.

Proposed resolution: approval to authorise the bOard of Directors of the company to execute decisions of the Extraordinary meeting

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
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VI. Other business

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

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

Made in
on

N.B. : Please date and sign. Your signature must be preceded by the handwritten mention "Good for power of attorney".