

Free Translation of the Dutch and French original

Report of the Statutory Auditor regarding the proposal of the Board of Directors of 15 June 2017 relating to the waiver of pre-emptive rights on the occasion of a capital increase reserved for the personnel of the Colruyt Group

The undersigned, Ernst & Young Bedrijfsrevisoren, statutory auditor of Etn. Fr. Colruyt NV, represented by D. Wyts, has the honor, in accordance with Art. 596 of the Companies Act, to report on the financial and accounting information contained in the report of the Board of Directors regarding the proposal for the waiver of pre-emption rights on the occasion of a capital increase in Etn. F. Colruyt NV by issuing new registered shares, without indication of the nominal value, with a maximum of 1.000.000. The share capital will be increased by the amount, which was taken up at the closure of the subscription period, taking into account the aforementioned maximum.

The subscription price that will be proposed to the Extraordinary General Meeting on 9 October 2017, shall be set on the basis of the average stock market price of the share Etn. Fr. Colruyt NV over the 30 days preceding this Extraordinary General Meeting and after application of a maximum discount of 20%. At the time of the subscription the subscription price shall be paid up in full.

The subscription period shall be opened on 16 October 2017 and closed on 16 November 2017.

The capital increase is solely reserved for the personnel of the Colruyt Group and will be executed in accordance with Art. 609 of the Companies Act.

We have taken note of the report of the Board of Directors and reviewed the financial and accounting information therein.

To conclude, we declare that the financial and accounting information contained in the report of the Board of Directors regarding the proposal for the waiver of pre-emptive rights is accurate and sufficient to inform correctly the General Meeting which has to vote on the proposal.

Diegem, August 24, 2017

Ernst & Young Bedrijfsrevisoren BCVBA
Statutory Auditor
represented by

Daniel Wuyts
Partner*

* Acting on behalf of a BVBA/SPRL

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