

Etn. Fr. Colruyt N.V.
Naamloze Vennootschap
Registered office
Edingensesteenweg 196
1500 Halle

BTW-BE-0400.378.485
RPR Brussel

The shareholders are invited to attend the Ordinary General Meeting to be held on 16 September 2009 at 4 p.m. at the registered office in 1500 Halle, Edingensesteenweg 196.

Agenda: (Only the Dutch text is officially valid)

1. - Annual report of the Board of Directors, report of the statutory auditor.
- Report of the works council.
(Concerning the annual accounts of Etn. Fr. Colruyt N.V. and concerning the annual accounts of the Colruyt Group).

Proposed resolution: approval of these reports.

2. a. Approval of the annual accounts closed on 31 March 2009.

Proposed resolution: approval of the annual accounts of the company.

- b. Approval of the consolidated annual accounts of the Colruyt Group closed on 31 March 2009.

Proposed resolution: approval of the consolidated annual accounts of the Colruyt Group.

3. Payment of dividend.

Decision to pay out a gross dividend of 4.04 euro's per share in exchange for coupon no 11

Proposed resolution: approval of this dividend.

4. Approval of the appropriation of the profits:

* TOTAL PROFIT : 181,942,988.37 EUR

* CASH DIVIDEND:

Coupon 11

31,682,196 shares X 4,04 EUR = 127,996,071.84 EUR

Calculation base:

33,348,600 participating shares
on 21 December 2007

+ 65,890 capital increase on 19 December 2008

- 1,783,920 treasury shares on 5 June 2009

+ 51,626 treasury shares destined for 'profit share'

= 31,682,196 shares

* ADDITION TO THE AVAILABLE RESERVES: 19,000,000.00 EUR

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DIVIDEND TREASURY SHARES: 6,998,467.76 EUR

* CONTRIBUTION TO THE LEGAL RESERVES: 991,644.50 EUR

* BONUSES: 3,366,000.00 EUR

* PROFIT SHARE 2008/2009 23,566,698.80 EUR

* PROFIT TO BE CARRIED FORWARD: 24,105.47 EUR

* TOTAL: 181,942,988.37 EUR

The 'Profit Share' distribution concerns a distribution of profits to the employees in Belgium of the company and the companies belonging to the Colruyt Group, this all in the meaning of and in execution of the law of 22 May 2001 concerning the employee profit sharing.

Proposal for approval of this distribution of the profits.

5. Proposal to approve that the distribution of profits to the employees of the company and the Colruyt Group who have chosen to receive their profit share, as referred to in item 4 above, in the form of shares, will be paid with treasury shares of the NV Etn. Fr. Colruyt repurchased by the company.
6. Discharge of the directors.
Proposed resolution: to grant discharge to the directors.
7. Discharge of the statutory auditor.
Proposed resolution: to grant discharge to the statutory auditor.

8. Reappointment of directors

- a) Proposed resolution: To renew the mandate of SA Farik (permanently represented by Mr. Frans Colruyt), for a term of 4 years, i.e. expiring at the AGM of 2013.
- b) Proposed resolution: To renew the mandate of SA Herbeco (permanently represented by Mr. Piet Colruyt), for a term of 4 years, i.e. expiring at the AGM of 2013.
- c) Proposed resolution: To renew the mandate of Mr. Frans Colruyt, for a term of 4 years, i.e. expiring at the AGM of 2013.

9. Questions at the end of the meeting.

To attend this meeting, by virtue of article 20 of the articles of association, the shareholders need to deposit their shares up to September 11th 2009 to the different seats, branches and agencies of:

ING (system payment agent)
Fortis Bank,
KBC Bank,
Dexia Bank,
Bank Degroef
Petercam

and hand over the certificate in conformity with article 20 of the articles of association.

Shareholders who wish to be represented by a proxy holder can do so provided that they comply with the stipulations set forth in article 20 of the articles of association.

The reports of the Board of Directors, the reports of the statutory auditor, the annual accounts and the annual report of N.V. Etn. Fr. Colruyt and of the Colruyt Group will be available on our website 15 days prior to the General Meeting.

For the Board of Directors,