



**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING
12 OCTOBER 2010**

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 12 October 2010 at 3.00 p.m. with following agenda:

(Only the Dutch text is officially valid)

- I.1. Report of the Board of Directors of 07/09/2010, giving a detailed justification of the proposal to split the Etn. Fr. Colruyt N.V. share and VVPR strip.

Proposed resolution: approval of the Report of the Board of Directors of 07/09/2010 to split the Etn. Fr. Colruyt N.V. share and VVPR strip.

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

- I.2. Split of the Etn. Fr. Colruyt N.V. share and VVPR strip : 1 existing Etn Fr Colruyt share is split into 5 new Etn. Fr. Colruyt N.V. shares; 1 existing VVPR strip of Etn Fr Colruyt NV is split into 5 new VVPR strips of the same company.

Proposed resolution: approval to split the share and the VVPR strip of NV Etn. Franz. Colruyt and to the amendment to article 5 of the articles of association and this at the conditions suggested by the Board of Directors

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

II.1. Report of the Board of Directors of 07/09/2010, 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 the Board of Directors of 07/09/2010 concerning the capital increase in the favour of the employees.

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

II.2. Report of CVBA KPMG, represented by Mr L. Ruysen, Auditor, drawn up on 16/09/2010 in accordance with article 596 of the Companies Code.

Proposed resolution: approval of the Report of CVBA KPMG drawn up on 16/09/2010

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

II.3. Proposal to issue a maximum of 1,000,000 new registered shares without face value, under the conditions described in the report of the Board of Directors mentioned above.

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Number:			

II.4. 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 %.

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

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

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Number			

II.6. 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.

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Number:			

II.7. It is proposed to open the subscription period on 18/10/2010 and close it on 18/11/2010.

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Number:			

II.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 conclude all agreements, and in general to take any action necessary.

VOTE INSTRUCTIONS	Votes FOR	Votes AGAINST	Abstentions
Number:			

III.1.a. Special report of the Board of Directors dated 07/09/2010 by virtue of article 604 of the Companies Code.

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Number:			

III.1.b. Proposal to increase the amount by which the Board of Directors is authorised to increase the share capital to 200,000,000 Euro and to amend the wording of article 6 accordingly.

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Number:			

III.1.c. Proposal to extend the authorisation of the Board of Directors to increase the share capital within the limits of the authorised capital for a period of 5 years commencing on 12/10/2010.

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Number:			

III.1.d Proposal to renew the authorisation of the Board of Directors to increase the subscribed capital by virtue of article 6 of the articles of association, under the conditions set forth in article 607, par. 2 of the Companies Code - as of the time the company has been notified by the Banking, Finance and Insurance Commission of a public take-over bid on the securities of the company. The authorisation is granted for a term of 3 years as from the date of the Extraordinary General Meeting deciding thereupon

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III.2. Proposal to extend the possibility for the Board of Directors to acquire treasury shares of the company without a decision of the General Meeting being required, insofar as this is imperative to prevent the company suffering serious and imminent harm (as set forth in article 12, par. 4 of the articles of association and in article 610, par. 1, sections 3 and 4 of the Companies Code), for a period of 3 years commencing on the date of the Extraordinary General Meeting approving this item on the agenda.

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III.3. Proposal to renew the authority the Board of Directors to sell, without prior approval of the General Meeting being required, any shares it may have acquired under the above authorisation, provided these are listed (art. 622, par. 2, section 2 , 1 ° of the Companies Code and art. 12, par. 5 of the articles of association) for a period of 3 years as of the present amendment to the articles of association.

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III.4. Proposal to extend the possibility to sell the shares acquired by the Board of Directors, on the stock exchange or as a result of an offer for sale sent to all shareholders under the same conditions, so as to prevent the company suffering serious and imminent harm (article 622 par. 2, section 2, 2° of the Companies Code and art. 12, par. 5 of the articles of association). This possibility will exist for a period of three years as of the publication of the present amendment to the articles of association; it may be extended by the General Meeting in accordance with the legal requirements in this respect.

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IV. Modification article 20

- Proposal to replace the first and second paragraph of this article by the following:
In order to be admitted to the meeting, every owner of shares must produce proof of his capacity as a shareholder before the session is opened.
In order to be able to exercise this right, owners of bearer shares must convert these bearer shares to either registered or dematerialised shares, as the shareholder chooses, before the date of the meeting, in conformity with article 474 of the Companies Code,
- Proposal to insert the words 'the number and' between the words 'proving' and 'the unavailability' in the third paragraph of this article, so the paragraph would read as follows:

Owners of dematerialised shares will have to hand over a certificate drawn up by a certified account holder or the settlement institution in conformity with article 474 of the Companies Act, proving the number and the unavailability of the dematerialised shares until the date of the General Meeting, and this at the latest three working days before the date set for the General Meeting in the place indicated in the summons.

Proposed resolution: approval modification article 20

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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 the decisions of the Extraordinary General Meeting and to take any action necessary to that end.

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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".