

**POWER OF ATTORNEY ORDINARY GENERAL MEETING  
15 SEPTEMBER 2010**

The undersigned

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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 ORDINARY GENERAL MEETING of shareholders of the said company, to be held on 15 September 2010 at 4.00 p.m. with following agenda:  
(Only the Dutch text is officially valid)

1. - Annual Report of the Board of Directors, Auditor's Report.  
- Report of the Works Council.  
(On both the annual financial statements of NV Etn. Fr. Colruyt and the consolidated annual financial statements of the Colruyt Group).

Proposed resolution: approval of these reports.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

2. a. Approval of the annual accounts closed on 31 March 2010.

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

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

2. 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.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

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.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

4. Approval of profit share:

\* PROFIT TO BE DISTRIBUTED: EUR 366,226,059.24

\* RETURN ON CAPITAL:

Coupon 12

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31,601,847 shares X EUR 4.48 = 141,576,274.56 EUR

Basis of calculation:

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33,414,490 profit sharing shares

at 19 December 2008

+ 101,379 capital increase at 23 December 2009

- 1,968,004 treasury shares at 25 June 2010

+ 53,982 treasury shares intended for profit share

= 31,601,847 shares

* ADDITION TO THE AVAILABLE RESERVE:	185,000,000.00 EUR
* ADDITION TO THE AVAILABLE RESERVE DIVIDEND TREASURY SHARES:	8,574,818.56 EUR
* APPROPRIATION TO THE STATUTORY RESERVE:	1,373,685.45 EUR
* DIRECTORS FEES:	3,626,700.00 EUR
* PROFIT SHARE REPORTING PERIOD 2009/2010:	25,798,043.89 EUR
* PROFIT CARRIED FORWARD:	276,536.78 EUR
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* TOTAL:	366,226,059.24 EUR

The 'profit sharing' distribution concerns a distribution of profit to the employees of the company and of the companies belonging to the Colruyt Group in Belgium, pursuant to the law of 22 May 2001 regarding participation in the capital and profit.

Proposal for approval of this distribution of the profits.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

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.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

6. Discharge of the directors.  
Proposed resolution: to grant discharge to the directors .

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

7. Discharge of the statutory auditor.  
Proposed resolution: to grant discharge to the statutory auditor.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

8. Reappointment of directors

- a) Proposal for resolution: to renew the mandate of Mr Jozef Colruyt (national number: 581018-253-10) for a period of 4 years until after the General Meeting in 2014.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

- b) Proposal for resolution: to appoint as a director for a period of 4 years, until after the General Meeting in 2014: Mr Wim Colruyt (national number: 610728-225.71)

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

9. Reappointment of auditor  
The Board of Directors proposes to appoint or to reappoint the CVBA KPMG, Company auditors, (B001) with registered office in 2550 Kontich, Prins Boudewijnlaan 24D, represented by Ludo Ruysen (00949) (national number 560410-203-22, mentioned with his explicit authorisation) as auditor for a period of three years taking effect as from reporting period 2010/2011 to be reappointed at the General Meeting of 2013. This at the fee conditions mentioned in the document that will be submitted to the general meeting in this respect.

<b>VOTE INSTRUCTIONS</b>	Votes FOR	Votes AGAINST	Abstentions
Number :			

10. Questions at the end of the meeting.

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".