

**POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING
OF 21 SEPTEMBER 2011**

The undersigned

.....

residing at or having its registered office at

.....

being the holder of shares of the limited liability company Etn. Fr. COLRUYT, with registered office at 1500 Halle, Edingensesteenweg 196 and company number 0.400.378.485 (hereinafter referred to as "the Company") hereby appoints as special attorney:

.....

in order to represent the undersigned (company) at the ORDINARY GENERAL MEETING of shareholders, to be held at the registered office of the Company at 1500 Halle, Edingensesteenweg 196, on 21 September 2011 at 4 p.m.,

with the following agenda:

1. - Annual report of the Board of Directors and report of the auditor.
- 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 the report of the Board of Directors.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

2. a. Adoption of the financial statements for the year ending 31 March 2011.

Proposed resolution: adoption of the Company's annual financial statements.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

- b. Adoption of the Colruyt Group's consolidated financial statements for the year ending 31 March 2011.

Proposed resolution: adoption of the Colruyt Group's consolidated financial statements.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

3. Distribution of dividend.

Motion to allocate a gross dividend of 0.92 euro per share upon presentation of coupon no. 1.

Proposed resolution: approval of this dividend.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

4. Proposal to approve the participation in the profit:

* PROFIT TO BE DISTRIBUTED: 275,139,456.04 EUR

* RETURN ON CAPITAL:

Coupon 1

158,634,933 shares x 0.92 EUR = 145,944,138.36 EUR

Basis of calculation:

(33,414,490 profit-sharing shares at 11 October 2010)

167,579,345 shares after the share split by 5, on 12 October 2010
 + 715,585 shares at capital increase personnel on 23 December 2010
 - 9,761,336 treasury shares at 23 June 2011
 + 101,339 treasury shares intended for profit sharing (September 2011)

= 158,634,933 shares

* ADDITION TO THE AVAILABLE RESERVE: 104,000,000.00 EUR

* ADDITION TO THE AVAILABLE RESERVE
 DIVIDEND TREASURY SHARES: 8,887,197.24 EUR

* APPROPRIATION TO THE STATUTORY RESERVE: 2,390,053.90 EUR

* BONUSES: 3,717,318.00 EUR

* PROFIT SHARE 2010/2011 FINANCIAL YEAR 9,887,259.98 EUR

* PROFIT CARRIED FORWARD: 313,488.56 EUR

* TOTAL: 275,139,456.04 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 employed in Belgium, pursuant to the law of 22 May 2001 regarding participation in the capital and profit.

Proposed resolution: approval of the participation in the profit as submitted above.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

5. Proposal to approve that the profit share distributed to the employees of the Company and the companies belonging to the Colruyt Group who have elected to take their share in the profits as mentioned in item 4 above in the form of shares, be done by means of nv Etn. Fr. Colruyt treasury shares repurchased by the company.

Proposed resolution: approval of this proposal

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

6. Discharge to the directors.

Proposal to discharge the directors for their activities during the 2010-2011 financial year.

Proposed resolution: that the directors be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

7. Discharge to the statutory auditor.

Proposal to discharge the statutory auditor for his activities during the 2010-2011 financial year.

Proposed resolution: that the statutory auditor be granted discharge.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

8. Reappointment of directors

- a) Proposed resolution to renew the directorship of BVBA Delvaux Transfer, (company number BE 0428.369.321) with registered office in 1730 Asse, Stationsstraat 79 , permanently represented by Mr Willy Delvaux (national registration no. 520519-245 21) for a period of 6 years, i.e. until after the General Meeting in 2017.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

- b) Proposed resolution to appoint BVBA Unitel (company number BE 0447.881.662) with registered office in 9000 Gent, Predikherenlei 12, permanently represented by Mrs Astrid De Lathauwer (national registration no. 630906-078 61) as an independent director for a period of 2 years, i.e. until after the General Meeting in 2013.

VOTING INSTRUCTIONS	Votes IN FAVOUR	Votes AGAINST	Abstentions
Number:			

9. 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 as 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.

Done at, on

The undersigned,

*(N.B. : Date and precede the signature by the handwritten mention
"GOOD FOR POWER OF ATTORNEY")*