

**Colruyt Group NV**

Limited liability company

Registered office:

Edingensesteenweg 196

1500 Halle

VAT number BE 0400.378.485

RPR Brussels

The shareholders are invited to attend the Ordinary General Meeting on **25 September 2024** at 4 p.m. at the registered office of Colruyt Group NV in 1500 Halle, Edingensesteenweg 196.

The meeting will be an exclusively in-person meeting. Alternatively, those who wish can exercise their rights by proxy.

Agenda:

1. Communication of the annual reports of the Board of Directors and the reports of the statutory auditor about the financial year ending on 31 March 2024[; as well as the informative report of the Works Council]. These concern both the financial statements of Colruyt Group NV and the consolidated financial statements for the financial year ending on 31 March 2024.

Communication of the annual reports of the Boards of Directors of Finco NV and Colruyt Group Services NV, and the reports of their respective statutory auditors about the condensed financial year ending on 30 September 2023 of Finco NV and Colruyt Group Services NV with which Colruyt Group NV merged on 30 September 2023.

2. Remuneration report for the financial year ending on 31 March 2024

*Proposed resolution: to approve the remuneration report for the financial year ending on 31 March 2024.*

3. New remuneration policy of *Colruyt Group*, as part of the Corporate Governance section of the consolidated annual report closed on 31 March 2024 and as available on the website of Colruyt Group NV ([www.colruytgroup.com](http://www.colruytgroup.com)).

*Proposed resolution: that the remuneration policy of Colruyt Group be approved.*

4. Approval of the provision on severance pay provided for in the management agreement concluded between Colruyt Group NV and Stefan Goethaert BV, having as permanent representative Mr Stefan Goethaert. This provision can be consulted in the remuneration policy mentioned in point 4 above.

*Proposed resolution: to approve the aforementioned severance pay.*

5. Financial statements

- a. Approval of the financial statements of Colruyt Group NV for the financial year ending on 31 March 2024.

*Proposed resolution: to approve the financial statements of Colruyt Group NV.*

- b. Approval of the consolidated financial statements of Colruyt Group NV for the financial year ending on 31 March 2024.

*Proposed resolution: to approve the consolidated financial statements of Colruyt Group NV.*

- c. Approval of the financial statements of Finco NV for the condensed financial year ending on 30 September 2023.

*Proposed resolution: to approve the financial statements of Finco NV.*

- d. Approval of the financial statements of Colruyt Group Services NV for the condensed financial year ending on 30 September 2023.

*Proposed resolution: to approve the financial statements of Colruyt Group Services NV.*

6. Approval of the appropriation of profits of Colruyt Group NV as submitted below:

- PROFIT TO BE APPROPRIATED: **EUR 4.615.010.537,97**  
- PROFIT APPROPRIATION:

ADDITION TO THE STATUTORY RESERVE:	EUR +881.406,50
ADDITION TO THE UNAVAILABLE RESERVE	EUR +152.669.985,72
DISTRIBUTION OF DIVIDEND:	EUR +297.397.989,97
PROFIT SHARE FINANCIAL YEAR 2023/24:	EUR +2.863.962,93
PROFIT CARRIED FORWARD:	EUR +4.161.197.192,85
<b>TOTAL:</b>	<b>EUR +4.615.010.537,97</b>

The distribution of 'profit shares' concerns a distribution of profit to Belgian-based employees of Colruyt Group NV and of the companies associated with Colruyt Group NV, in the framework of the Law of 22 May 2001 concerning employee participation in the capital of entities and the establishment of a profit bonus for employees. This profit share will be paid in cash.

*Proposed resolution: to approve the appropriation of profits of the financial year ending on 31 March 2024 as submitted above.*

7. Distribution of dividend

Approval of a total gross dividend of EUR 2,38 per share. This includes the ordinary gross dividend for the financial year ending on 31 March 2024 of EUR 1,38 to be paid from 1 October 2024, in addition to the gross interim dividend of EUR 1,00 paid on 22 December 2023.

The ordinary gross dividend of EUR 1,38 per share will be paid upon presentation of coupon no 15, made available for payment on 1 October 2024. The ex-dividend or ex-date is 27 September 2024. The record date is 30 September 2024.

*Proposed resolution: to approve this dividend.*

8. Discharge to the (former) directors

- a. Discharge to the directors of Colruyt Group NV for their activities during the financial year ending on 31 March 2024.

*Proposed resolution: to grant the directors of Colruyt Group NV discharge.*

- b. Discharge to the directors of Finco NV for their activities during the condensed financial year ending on 30 September 2023.

*Proposed resolution: to grant the directors of Finco NV discharge.*

- c. Discharge to the directors of Colruyt Group Services NV for their activities during the condensed financial year ending on 30 September 2023.

*Proposed resolution: to grant the directors of Colruyt Group Services NV discharge.*

9. Discharge to the statutory auditor

- a. Discharge to the statutory auditor of Colruyt Group NV for his activities during the financial year ending on 31 March 2024.

*Proposed resolution: to grant the statutory auditor discharge.*

- b. Discharge to the statutory auditor of Finco NV for his activities during the condensed financial year ending on 30 September 2023.

*Proposed resolution: to grant the statutory auditor of Finco NV discharge.*

- c. Discharge to the statutory auditor of Colruyt Group Services NV for his activities during the condensed financial year ending on 30 September 2023.

*Proposed resolution: to grant the statutory auditor of Colruyt Group Services NV discharge.*

## 10. Appointment and reappointment of directors

a. Appointment as director of Colruyt Group NV, for a period of four years expiring with immediate effect at the General Meeting of 2028, Stefan Goethaert BV, with registered office at Doornstraat 21, 2610 Antwerp, and with company number 1010.077.727, having as permanent representative Mr Stefan Goethaert. The mandate is remunerated in accordance with the remuneration policy and the remuneration report. Mr Stefan Goethaert's CV has been published on the website of Colruyt Group NV ([www.colruytgroup.com](http://www.colruytgroup.com)) for perusal.

*Proposed resolution: to appoint as director of Colruyt Group NV, for a period of four years expiring with immediate effect at the General Meeting of 2028, Stefan Goethaert BV, with registered office at Doornstraat 21, 2610 Antwerp, RLP Antwerp division Antwerp and with company number 1010.077.727, having as permanent representative Mr Stefan Goethaert.*

b. Notification of the termination of the directorship in personal capacity by Mr Jef Colruyt on 6 June 2024, immediately followed by the co-optation by the Board of Directors of the company Kriya One BV, with registered office at Lossestraat 9, 1670 Pepingen, RLP Brussels Dutch-speaking division and with company number 0101.107.520, having as permanent representative Mr Jef Colruyt, as director of Colruyt Group NV on 6 June 2024 and notification of the appointment of Kriya One BV as Chairman of the Board of Directors.

Confirmation of the directorship of Kriya One BV, with registered office at Lossestraat 9, 1670 Pepingen, and with company number 0101.107.520, having as permanent representative Mr Jef Colruyt, for a period of two years expiring with immediate effect at the General Meeting of 2026. The mandate is remunerated in accordance with the remuneration policy and the remuneration report.

*Proposed resolution: to confirm the directorship of Kriya One BV, with registered office at Lossestraat 9, 1670 Pepingen and with company number 0101.107.520, having as permanent representative Mr Jef Colruyt, for a period of two years expiring with immediate effect at the General Meeting of 2026.*

c. Renewal, for a period of four years expiring with immediate effect at the General Meeting of 2028, of the mandate as director of Colruyt Group NV of Korys NV, with registered office in 1500 Halle, Villalaan 96 and with company number 0844.198.918, having as permanent representative Ms Griet Aerts. The mandate is remunerated in accordance with the remuneration policy and the remuneration report.

*Proposed resolution: to renew, for a period of four years expiring with immediate effect at the General Meeting of 2028, the mandate as director of Colruyt Group NV of Korys NV, with registered office in 1500 Halle, Villalaan 96 and with company number 0844.198.918, having as permanent representative Ms Griet Aerts.*

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Moreover, Korys Business Services I NV announced that, in the exercise of its mandate as director of Colruyt Group NV, it will replace its permanent representative Ms Hilde Cerstelotte after the General Meeting of 25 September 2024 with Mr Senne Hermans, who will continue to fulfil the mandate until the General Meeting of 2025. Mr Senne Hermans' CV has been published on the website of Colruyt Group NV ([www.colruytgroup.com](http://www.colruytgroup.com)) for perusal. This does not require a resolution of the General Assembly.

11. Entrusting EY Bedrijfsrevisoren BV with the assignment regarding the "assurance of sustainability reporting"

Proposal of the Board of Directors, acting on the recommendations of the Audit Committee and of the Works Council, to entrust EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7b, 1831 Diegem, Belgium, having as permanent representative Ms Eef Naessens, with the assignment regarding the "assurance of sustainability reporting" for a term that will be aligned with the current mandate as statutory auditor.

The assignment regarding "assurance of sustainability reporting" is imposed by the EU Directive 2022/2464 of the European Parliament and of the European Council of 14 December 2022 as regards corporate sustainability reporting (the "**Corporate Social Responsibility Directive**" or "**CSRD**"). This sustainability reporting also includes the information required by Article 8 of the European Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "**EU Taxonomy**").

*Proposed resolution: to approve the mandate to EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7b, 1831 Diegem, represented by Ms Eef Naessens for the performance of the assignment regarding the "assurance of sustainability reporting".*

12. Other business

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In order to attend this General Meeting or to be represented at it, the shareholders must comply with the provisions of article 27 and following of the articles of association.

### Participation

Shareholders will be admitted to the General Meeting and be able to exercise their right to vote only if the following two cumulative conditions are met:

1<sup>st</sup> condition: shareholders wishing to participate in the General Meeting must hold the number of shares with which they intend to participate in the meeting. To this end, shareholders must have their shares registered in the books on **11 September 2024 at midnight (registration date)** at the latest. Registration is done either by registration of the registered shares with Colruyt Group NV, or in conformity with article 7:134, § 2 of the Code on Companies and Associations by registration of dematerialised shares on an account with a certified account holder or settlement institution that will draw up a registration certificate.

2<sup>nd</sup> condition: furthermore, these shareholders must **confirm** in writing that they wish to **participate** in the General Meeting by **19 September 2024** at the latest. On **19 September 2024** at the latest, Colruyt Group NV must receive proof that the shareholders wishing to participate in the General Meeting, held the number of shares with which they intend to participate in the meeting. For their registered shares, shareholders can send the confirmation to the registered office of Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.be](mailto:heidy.vanrossem@colruytgroup.be).

Holders of dematerialised shares can deposit this confirmation as well as the above-mentioned registration certificate by **19 September 2024** at the latest at the registered office of Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com), or at the different registered offices, branches and agencies of:

### **BNP Paribas Fortis Bank (Principal paying agent)**

### Proxies

The designation of a proxy holder and the notification of this designation to Colruyt Group NV must be done in writing by **19 September 2024** at the latest. To this end, a model of the proxy that is available at the registered office and on the website of the Colruyt Group NV should be used. Notification can be given on paper or electronically as described in the 2<sup>nd</sup> condition above.

The above formalities regarding the registration date also apply to shareholders participating by proxy.

The appointed proxy holder need not necessarily be a shareholder of Colruyt Group NV. If Colruyt Group NV or one of its branches, mandataries or employees is designated as a proxy holder, clear voting instructions must be given for the proxy forms to be considered valid.

#### Right to add items to the agenda and submit new proposed resolutions.

In accordance with article 7:130 of the Companies and Associations Code, one or more shareholders who represent at least 3 % of the capital of the company together, can have items added to the agenda of the General Meeting and submit proposed resolutions until **3 September 2024** at the latest. Colruyt Group NV will in that case publish an amended agenda on **10 September 2024** at the latest.

#### Right to ask questions

In accordance with article 7:139 of the Code on Companies and Associations, shareholders who comply with the admittance conditions are entitled to ask questions regarding the items on the agenda to the directors and the statutory auditor of Colruyt Group NV in writing prior to the General Meeting.

These questions can be addressed by letter to the registered office of Colruyt Group NV (for the attention of the secretariat of the Board of Directors) or by email to [heidy.vanrossem@colruytgroup.com](mailto:heidy.vanrossem@colruytgroup.com) until **19 September 2024** at the latest. The questions will only be answered if the shareholder has observed the registration and confirmation procedure for the General Meeting specified above.

#### Availability of the documents

This notice convening the meeting, the proxy form, the reports of the Board of Directors, the reports of the statutory auditor, the (consolidated) financial statements, the remuneration policy and the aforementioned documents in relation to Finco NV and Colruyt Group Services NV will be available on the website of Colruyt Group NV 30 days before the General Meeting.

<https://www.colruytgroup.com/en/invest/stakeholder-information/general-meetings>).

#### Protection of personal data

Colruyt Group NV is responsible for the processing of personal data which it receives from shareholders and proxy holders within the context of the General Meeting; for information regarding the processing of these data, it refers to its Data protection and privacy policy", which can be consulted through the following link: X\_PS\_CGFORMS.pdf (colruytgroup.com)

On behalf of the Board of Directors,