

Welcome to the Annual General Meeting of Hakon Invest AB (publ)

Shareholders in Hakon Invest AB (publ) are hereby invited to the Annual General Meeting to be held at 17.00 CET on Monday, 20 May 2013 at Näringslivets Hus, Storgatan 19, Stockholm. Light refreshments will be served from 15.30 CET in conjunction with the meeting.

Notice of attendance

Shareholders wishing to participate in the Annual General Meeting shall

(i) be registered in the share register at Euroclear Sweden AB no later than Tuesday, 14 May 2013,

(ii) notify their intention to participate in the Annual General Meeting **no later than Tuesday 14 May 2013** via the company's website, www.hakoninvest.se, or by writing to Hakon Invest AB, Årsstämma 2013, c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, or by telephoning +46 8 402 90 40 on weekdays between 09.00 and 17.00 CET.

Notification of participation must include the shareholder's name, personal or corporate registration number, address and telephone number. Shareholders who wish to be accompanied by assistants (maximum two) shall indicate this in the notification. Where applicable, for example for a legal entity, the notifications shall include complete authorisation documents such as certificate of incorporation or equivalent.

Shareholders with nominee-registered shares held via a bank or other nominee must well in advance of 14 May 2013 request the nominee to register them in their own name in the register maintained by Euroclear Sweden AB to be able to participate in the Annual General Meeting.

Shareholders who are represented by proxy must provide a written power of attorney for the proxy. If the power of attorney is issued by a legal entity, an attested copy of the current certificate of incorporation for the legal entity shall be attached. The power of attorney shall be dated. The validity period of the power of attorney shall be a maximum of five years unless otherwise specified. Copies of the power of attorney and any certificate of incorporation should be sent in adequate time prior to the Annual General Meeting to Hakon Invest AB (publ), Årsstämma 2012, Box 191, SE-101 23 Stockholm, Sweden.

Notifications received in time will be confirmed by sending an admission card which must be presented at the entrance to the Meeting venue, together with any power of attorney and other authorisation documents.

Business and proposed agenda

1. Opening of the Meeting
2. Election of a Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of a secretary and two minute-checkers to attest the minutes jointly with the Chairman
6. Determination of whether the Meeting has been duly convened

7. Report on the operations of the company
8. Report on the work and performance of the Board and its committees
9. Presentation of the annual accounts and the auditor's report and the consolidated financial statements and consolidated auditor's report
10. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and balance sheet
11. Resolution on the disposition of the profits shown in the adopted balance sheet
12. Resolution on discharge of the members of the Board of Directors and the CEO from liability for the fiscal year
13. Resolution on amendments to the Articles of Association
14. Report on the work of the Nomination Committee
15. Determination of the number of Board members
16. Resolution on fees to be paid to the Board and auditor
17. Election of the members of the Board and the Chairman of the Board
18. Resolution on the Nomination Committee
19. Resolution on the Board's proposal for guidelines for remuneration to senior executives
20. Resolution on the Board's proposal to terminate the 2011 and 2012 share-based incentive programmes
21. Conclusion of the Meeting

Proposals by the Board and the Nomination Committee

- P 2 The Nomination Committee proposes Hannu Ryöppönen as the Chairman of the Meeting.
- P 11 The Board proposes that no dividend be paid for the 2012 fiscal year and that the company's profits be carried forward.
- P 13 The Board proposes that the Articles of Association be amended as set out below.

§ 1**Current wording**

The registered name of the Company is Hakon Invest Aktiebolag. The Company is a public limited liability company.

Proposed wording

The registered name of the Company is ICA Gruppen Aktiebolag (publ). The Company is a public limited liability company.

§ 6**Current wording**

In addition to the members who, according to law, are to be elected by a body other than a General Shareholder Meeting, the Board of Directors shall consist of not fewer than five (5) and not more than nine (9) members.

Proposed wording

In addition to the members who, according to law, are to be elected by a body other than a General Shareholder Meeting, the Board of Directors shall consist of a minimum of five (5) and a maximum of ten (10) members.

§ 7 second paragraph with the following wording to be removed:

The assignment as auditor shall apply until the end of the Annual General Meeting held in the fourth fiscal year after that in which the auditor was appointed.

P 15 The Nomination Committee proposes ten (10) regular Board members.

P 16 The Nomination Committee proposes that the total fees to the Board shall be paid in a total amount of SEK 3,550,000 of which SEK 850,000 to be paid to the Chairman of the Board and SEK 300,000 to each of the other members elected by the Meeting.

The Nomination Committee proposes that SEK 825,000 be allocated for committee work. It is proposed that the fees be allocated as follows: For work on the Audit Committee, compensation totalling SEK 300,000 shall be paid, of which SEK 150,000 to the Chairman and SEK 75,000 to each of the other members. For work on the Remuneration Committee, fees totalling SEK 175,000 shall be paid, of which SEK 75,000 to the Chairman and SEK 50,000 to each of the other members. For work on the Investment Committee, compensation totalling SEK 175,000 shall be paid, of which SEK 75,000 to the Chairman and SEK 50,000 to each of the other members. A total of SEK 175,000 will be held in reserve to give the Board the capacity to appoint up to three additional committee members or create additional Board committees.

The Nomination Committee proposes that the auditors be paid in accordance with approved invoices.

P 17 The Nomination Committee proposes as Board members for the period until the next Annual General Meeting has been held, the re-election of Board members Peter Berlin, Cecilia Daun Wennborg, Andrea Gisle Joosen, Magnus Moberg and Jan Olofsson.

The Nomination Committee proposes Göran Blomberg, Fredrik Hägglund, Bengt Kjell, Claes-Göran Sylvén and Margot Wallström as new members of the Board.

The Nomination Committee proposes that Claes-Göran Sylvén be elected as Chairman of the Board.

The reasons underlying the Nomination Committee's proposals for the election of Board members ahead of the 2013 Annual General Meeting are presented in its report at www.hakoninvest.se. More detailed information about the proposed Board members is also available on the website.

P 18 The Board and the Nomination Committee propose that the Meeting decide on a Nomination Committee ahead of the 2014 Annual General Meeting as follows.

The company shall have a Nomination Committee consisting of four (4) members who represent the company's shareholders.

Two of the members shall be nominated by the largest shareholder, which as of 16 April 2013 was ICA-handlarnas Förbund (the Association of ICA Retailers), and two members shall be nominated by the two subsequent largest shareholders. The largest shareholders based on voting rights shall be determined based on a list of registered shareholders provided by Euroclear Sweden AB as of 30 August 2013 and they will be contacted soon thereafter by

the company. In the event that any of the three largest shareholders decides to forego the right to appoint a representative to the Nomination Committee, this right shall transfer to the shareholder that has the largest shareholding after the affected shareholder on the aforementioned date. The names of the shareholder representatives and the names of the shareholders they represent shall be announced not later than six months prior to the 2014 Annual General Meeting. The mandate period of the Nomination Committee shall extend until the next Nomination Committee is appointed. Unless the members agree otherwise, the Chairman of the Nomination Committee shall be one of the members who represent the largest shareholder in terms of votes. The Chairman shall have the decisive vote.

If, during the mandate period of the Nomination Committee, one or more of the shareholders that appointed members of the Nomination Committee is no longer among the three largest shareholders, the members appointed by these shareholders shall resign and the, or those, shareholder(s) that are now among the three largest shareholders shall be entitled to appoint members. Unless there is specific reason, however, no changes shall occur in the composition of the Nomination Committee if only minor changes in ownership have occurred or if changes occur later than two months prior to the 2014 Annual General Meeting. Shareholders who have appointed a member to the Nomination Committee are entitled to remove such member and appoint a new member of the Nomination Committee. Any change in the composition of the Nomination Committee shall be announced on the company's website as soon as it occurs.

The Nomination Committee shall present proposals regarding the following matters prior to the 2014 Annual General Meeting:

- a) Proposal for Chairman of the Meeting
- b) Proposal for members of the Board of Directors
- c) Proposal for Chairman of the Board of Directors
- d) Proposals for fees payable to the Board of Directors, distributed between the Chairman and other members, and remuneration for committee work
- e) Where relevant, proposals for auditor or auditors and proposal for fees to be paid to the company's auditor

The Nomination Committee shall in general fulfil the duties in accordance with the Swedish Code of Corporate Governance. At the request of the Nomination Committee, the company shall provide personnel resources – such as a secretarial function in the Nomination Committee – to facilitate its work. As required, the company shall also be responsible for reasonable costs for external consultants that the Nomination Committee deems necessary to fulfil its assignment.

P 19 Establishment of guidelines for remuneration to senior executives.

The Board proposes that the guidelines below be approved by the 2013 Annual General Meeting for the period until the 2014 has been held. The guidelines shall be applied in agreements subsequently concluded.

Basic salary: The basic salary shall be on market terms and based on skills, responsibility and performance.

Pension: For the CEO and other senior executives a defined contribution pension plan shall be applied, with the pension premiums amounting to a maximum of 35 per cent of pensionable salary. The premiums may be paid as long as the person is employed in the company.

Severance pay, etc.: A mutual notice period of six (6) months shall apply to senior executives. Severance pay to senior executives shall be paid at up to 18 months of basic cash salary if the company terminates employment. The severance pay shall be deductible. If termination of employment is triggered by the executive and should the company wish to apply a non-competition clause which applies in some cases, the company shall provide compensation during the period the non-competition clause applies in a maximum amount of 60 per cent of basic salary. Severance pay and compensation paid during the non-competition period shall not be pensionable.

Bonus: The CEO and other senior executives in the company shall be included in two variable remuneration systems in the form of a cash bonus one of which runs for one year¹ and the other for three years². The size of the combined bonus is maximised per person and year at the equivalent of 50 per cent of annual salary (100 per cent for the CEO). The bonus shall not be pensionable. The Board shall annually determine whether new programmes shall be started and determine thresholds, participants and maximum cost.

Annual bonus programme

Cash-based bonus programme linked to the budget per fiscal year, which can amount to a maximum of 25 per cent of annual salary (50 per cent for the CEO and the CEO of ICA Banken AB).

The targets for the bonus programme shall be decided by the Board ahead of each fiscal year and individual bonus agreements shall be concluded with each participant the content of which depends on the participant's position at conclusion of the agreement. The targets shall be objectively quantifiable and related to budget. The targets shall consist of financial and operational key figures such as:

- i. Consolidated operating profit (EBITA)³,
- ii. Consolidated net sales,
- iii. Return on capital employed in the Group excluding ICA Bank (ROCE),
- iv. Cost control targets, and
- v. Individual targets.

For ICA Banken AB partly different targets apply related to return on equity (ROE), loan loss ratio and the C/I ratio.

The bonus shall be determined annually in conjunction with publication of the year-end

¹ STI (Short Term Incentive Programme)

² LTI (Long Term Incentive Programme)

³ EBITA is defined as operating profit (EBIT) before impairments and gains/losses as well as non-recurring costs relating to the structural consequences of major programmes approved by the Board.

report for the respective fiscal year based on an evaluation of the participants' achievement of the targets as described in bonus agreements. Payment of bonus shall be conditioned on the participant's employment not ending during a bonus year. The Board shall be entitled during a current bonus year to adjust the bonus system in the event of extraordinary upturns or downturns in consolidated earnings and after the end of the bonus year, but before payment is made, to adjust the outcome in the event this is warranted by extraordinary company circumstances.

The cost of the 2013 annual bonus programme would in the event of maximum outcome preliminarily involve a cost including social security contributions of a total of approximately SEK 17.3 million, of which approximately SEK 4.7 million relates to the CEO and approximately SEK 12 million relates to other senior executives.

Long-term bonus programme

A cash-based three-year bonus programme linked to value creation in the Group, which can amount to a maximum of 25 per cent of annual salary (50 per cent for the CEO). The CEO of ICA Banken AB is not included in this bonus programme.

The targets for the bonus programme shall be objectively quantifiable and determined by the Board as well as being linked to both absolute and relative performance requirements. Fulfilment of the absolute performance requirements accounts for 40 per cent of the maximum outcome in the long-term bonus programme and relates to change in consolidated operating profit (EBITA) and return on capital employed in the Group excluding ICA Bank (ROCE). The relative performance requirements account for the remaining 60 per cent of the maximum outcome in the long-term bonus programme and relate to the company's ranking in a benchmark group consisting of ten companies in Europe which conduct similar operations. The outcome is dependent on the company's ranking in this benchmark group in terms of (i) net sales increase, (ii) EBIT margin and (iii) return on capital employed excluding ICA Bank (ROCE). In the event of a ranking of nine-eleven, no bonus will be paid in relation to the relative performance requirements.

Fulfilment of the relative performance requirements is evaluated annually and an average for the entire bonus period is determined by the average in each individual year. The Board shall be entitled during a current bonus year to adjust the bonus system in the event of extraordinary upturns or downturns in consolidated earnings and after the end of the bonus year, but before payment is made, to adjust the outcome in the event this is warranted by extraordinary company circumstances.

The cost of the 2013 long-term bonus programme would in the event of maximum outcome preliminarily involve a cost including social security contributions of a total of approximately SEK 18.1 million, of which approximately SEK 5.6 million relates to the CEO and approximately SEK 12.5 million relates to other senior executives.⁴

⁴ The total cost is a cost estimated by the company which is based on certain assumptions. The calculation does not take into account, however, upward adjustment of holiday pay, any indexation for salary revision or inflation. The actual costs can therefore deviate from the preliminary estimated costs.

Other remuneration and benefits: Other remuneration and benefits shall in relation to the total remuneration constitute a limited value and correspond to the market norm.

The Board is entitled to waive the above proposed guidelines should special circumstances prevail, among other things in connection with the consequences of the fact that Hakon Invest has acquired the remaining shares in ICA AB and that ICA AB has thus become a wholly owned subsidiary in the Hakon Invest Group.

- P 20 Resolution on the Board's proposal to terminate the 2011 and 2012 incentive programmes and on transfer of treasury shares.

The Board proposes that the Annual General Meeting resolves to terminate the incentive programmes that the Annual General Meetings in 2011 and 2012 resolved to introduce for the company's CEO, other senior executives and other employees and as a result thereof to resolve on a transfer of treasury shares to the participants in the incentive programmes.

Background and reasons

The incentive programmes consist of a combined share matching and performance share programme. The programmes were introduced in order to create a compensation system linked to the company's financial performance, which was considered essential to attract and retain qualified employees in Hakon Invest and otherwise for the company's development. The programmes are based on each participant having purchased shares in Hakon Invest ("**Saving Shares**") on NASDAQ OMX Stockholm at a market price and retaining the Saving Shares for a period of at least three years. Provided the participant is still employed and still holds his or her Saving Shares, after three years the share matching programme entitles the participant to receive one Matching Share free of charge for each Saving Share. The share-based performance programme means that the participant, in addition to a Matching Share, can also receive up to four⁵ additional Performance Shares for each Savings Share provided certain clearly defined performance requirements have been met.

By reason of Hakon Invest's acquisition of all Ahold's shares in ICA AB, Hakon Invest will change its name to ICA Gruppen⁶, in order to reflect the direction of the Group. In addition, the majority of Group Management and several employees will leave Hakon Invest for employment in ICA-handlarnas Förbund (the Association of ICA Retailers) as of 20 May 2013. Hakon Invest's new management will instead mainly consist of people from ICA who are not included in Hakon Invest's incentive programmes but are covered by other programmes which are adapted to the operations of ICA and ICA Gruppen. The programmes which the new Group Management are covered by are described in the Board's proposal for guidelines for remuneration to senior executives, item 19 in the proposed agenda for the Annual General Meeting. The prerequisites for Hakon Invest's current incentive programmes have therefore changed significantly.

Proposal for decision

In view of the above background and the practical management which continued application

⁵ For the 2012 programme a maximum of three performance shares can be received for each Saving Share.

⁶ See proposal for change of name in item 13 of the agenda.

of the incentive programmes would be involved, the Board proposes early termination of the programmes on the following terms.

Termination will involve a final settlement of the programmes with full allocation to participants as follows: all performance requirements are considered as fulfilled to 100 per cent and the three-year requirement for holdings of Saving Shares and the requirement for continued employment are also considered to be fulfilled. In order to be able to provide matching and performance shares to the participants in the incentive programmes it is further proposed that the Annual General Meeting resolves that the company transfers 86,700 common treasury shares to the participants on the terms set out above, and otherwise on the terms that apply to the incentive programmes. It is proposed that termination of the programmes and the transfer of treasury shares be effected no later than 28 June 2013. The Board is authorised to implement a resolution as set out above.

Documentation and further information

The Board of Directors' complete proposed resolutions as set out in items 11, 13, 19 and 20, information about the proposed Board members, the annual accounts, the Nomination Committee's statement, the audit report, the Board's statement on the Remuneration Committee's evaluation in accordance with Section 9.1 of the Swedish Code of Corporate Governance, the auditor's statement on remuneration to senior executives and power of attorney forms are available from the company and on the company's website www.hakoninvest.se. Copies of documents will be sent free of charge to shareholders who so request and provide their postal address.

A valid decision under item 13 above must be supported by shareholders representing at least two-thirds of both votes cast at the Annual General Meeting and the shares represented at the Meeting.

A valid decision under item 20 above must be supported by shareholders representing at least nine-tenths of both votes cast at the Annual General Meeting and the shares represented at the Meeting.

The CEO, or a person appointed by the CEO, is authorised to make minor adjustments to decisions which may prove necessary in conjunction with registration of the Annual General Meeting's resolutions with the Swedish Companies Registration office and Euroclear Sweden AB respectively due to other formal requirements.

The Association of ICA Retailers which owns approximately 51.3 per cent of the number of shares and votes in the company has announced that it supports the proposals tabled by the Board and the Nomination Committee.

At the Annual General Meeting, shareholders have the right to information – should the Board consider that this can occur without significant damage to the company – on circumstances that could impact on the evaluation of an item on the agenda and relationships that could impact on the evaluation of the company's or a subsidiary's financial situation.



As of 16 April 2013 there were 160,917,436 shares and voting rights in Hakon Invest, of which 82,067,892 C shares and 78,849,544 common shares, of which 251,870 common shares are held by Hakon Invest.

Stockholm, April 2013

Hakon Invest AB (publ)

Board of Directors

The notice convening the Annual General Meeting is also available in Swedish at www.hakoninvest.se