

## **Auditor's statement pursuant to Chapter 8 Section 54 of the Swedish Companies Act (2005:551) regarding compliance with the Annual General Meeting's guidelines for remuneration to senior executives**

To the Annual General Meeting of ICA Gruppen AB, corporate reg. no. 556048-2837

We have examined whether the Board of Directors and the Chief Executive Officer of ICA Gruppen AB (publ) have, for the financial year 2013, complied with the guidelines on remuneration to senior executives adopted at the Annual General Meeting on 19 April 2012 and the Annual General Meeting on 20 May 2013, respectively.

### ***Responsibilities of the Board of Directors and the Chief Executive Officer***

The Board of Directors and the Chief Executive Officer are responsible for compliance with the guidelines and for the internal control that the Board of Directors and the Chief Executive Officer determine is necessary to ensure compliance with the guidelines.

### ***Auditor's responsibility***

Our responsibility is to express an opinion to the Annual General Meeting, based on our review, concerning whether the guidelines have been complied with. We conducted our review in accordance with FAR's recommendation RevR 8 *Granskning av ersättningar till ledande befattningshavare i aktiemarknadsbolag* (Review of remuneration to senior executives in listed companies). This recommendation requires that we comply with workethical requirements and plan and perform the review to obtain reasonable assurance that the guidelines adopted at the Annual General Meeting have been complied with in all material respects.

The review has covered the company's organisation and documentation of issues concerning remuneration for senior executives, new decisions taken concerning remuneration, as well as a selection of the payments made to senior executives during the financial year. The procedures selected depend on the auditor's judgement, including the assessment of the risk that the guidelines have not, in all material respects, been complied with. In making this risk assessment, the auditor considers internal control relevant to the company's compliance with the guidelines in order to design review procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our review provides a reasonable basis for our opinion below.

### ***Opinion***

In our opinion, the Board of Directors and the Chief Executive Officer of ICA Gruppen AB (publ) have, during the financial year of 2013, complied with the guidelines on remuneration to senior executives which were adopted at the Annual General Meeting on 19 April 2012 and the Annual General Meeting on 20 May 2013, respectively.

Stockholm, 21 February 2014

Ernst & Young AB

Thomas Forslund  
Authorised Public Accountant