

Invitation to the Annual General Meeting of ICA Gruppen AB (publ)

Shareholders of ICA Gruppen AB (publ) are hereby invited to the Annual General Meeting to be held at 14.00 CET on Wednesday, 20 April 2016, at Friends Arena, Entrance A, Råsta Strandväg 1, Solna. Registration will open at 13.00 CET. Light refreshments will be served in conjunction with the meeting.

Notice of attendance

Shareholders who wish to participate in the Annual General Meeting must

(i) be registered in the shareholder register maintained by Euroclear Sweden AB as per 14 April 2016,

(ii) notify their intention to participate in the Annual General Meeting no later than Thursday, 14 April 2016, via the Company's website, www.icagruppen.se, or by writing to ICA Gruppen AB, Årsstämma 2016, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by telephoning +46-8-402 90 40 on weekdays between 09.00 and 17.00 CET.

Registration must include the shareholder's name, personal or corporate identity number, address and telephone number. Shareholders who wish to be accompanied by an assistant (maximum two) must indicate this in their notification. Where applicable, for example for a legal entity, notification should also include complete authorisation documents such as a certificate of registration or equivalent.

Shareholders with nominee-registered shares held via a bank or other nominee must well in advance of 14 April 2016 request the nominee to register them in the shareholder's own name in the register maintained by Euroclear Sweden AB in order to be able to participate in the Annual General Meeting.

Shareholders who are represented by proxy must provide their representative with written authorisation. If the authorisation was issued by a legal entity, an attested copy of the current certificate of registration for the legal entity must be appended. The authorisation must be dated. The authorisation may be valid for up to five years from the date of issue, unless otherwise specified in the authorisation. If no period of validity is stated, the authorisation will be effective for no more than one year from the date of issue. Copies of the authorisation and the certificate of registration, where applicable, should be sent in good time prior to the Annual General Meeting to ICA Gruppen AB, Årsstämma 2016, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Proxy forms are available from the Company and on the Company's website: www.icagruppen.se.

Notification received in time will be confirmed by the sending of an admission pass that is to be presented at the entrance to the meeting venue along with any proxy form and other authorisation documents.

Business and proposed agenda

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda

5. Election of a secretary and two minutes-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 function of the Board and its committees
9. Presentation of the annual accounts and auditor's report, and of the consolidated accounts and auditor's report on the consolidated accounts
10. Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and balance sheet
11. Resolution on disposition of the Company's profits in accordance with the adopted balance sheet
12. Resolution on discharge of the members of the Board of Directors and the CEO from liability
13. Report on the work of the Nomination Committee
14. Resolution on the number of board members and auditors
15. Resolution on directors' and auditor's fees
16. Election of board members and the Chairman of the Board
17. Election of auditor
18. Resolution on the Nomination Committee
19. Resolution on the adoption of principles for remuneration and other terms of employment for the members of the Executive Management
20. Conclusion of the meeting

Proposals by the Board and the Nomination Committee

- P 2 The Nomination Committee proposes Claes-Göran Sylvén as chairman of the meeting.
- P 11 The Board proposes profit distribution of SEK 10 per ordinary share for the 2015 financial year. The Board proposes Friday, 22 April 2016 as the record date to receive a dividend. Provided that the Annual General Meeting votes in favour of the resolution, dividends are expected to be paid out by via Euroclear Sweden AB on Wednesday, 27 April 2016.
- P 14 The Nomination Committee proposes ten (10) AGM-elected regular board members and one (1) chartered accounting firm as auditor.
- P 15 The Nomination Committee proposes total directors' fees in the combined amount of SEK 4,850,000, of which SEK 1,025,000 for the Chairman of the Board and SEK 425,000 for each of the other AGM-elected board members.

The Nomination Committee proposes that SEK 1,125,000 be allocated for committee work, to be apportioned as follows:

- For work on the Audit Committee, payment of a total fee of SEK 425,000, of which SEK 170,000 for the committee chair and SEK 85,000 for each of the other members.
- For work on the Remuneration Committee, payment of a total fee of SEK 175,000, of which SEK 75,000 for the committee chair and SEK 50,000 for each of the other members.
- For work on the Investment Committee, payment of a total fee of SEK 225,000, of which SEK 75,000 for the committee chair and SEK 50,000 for each of the other members.

- A total of SEK 300,000 to be held in reserve to give the Board the capacity to appoint up to six additional committee members or to create additional board committees.

The Nomination Committee proposes that the auditor's fee be paid in accordance with approved invoice.

- P 16 The Nomination Committee proposes that the following persons be re-elected as board members for a term up to the end of the next Annual General Meeting: Peter Berlin, Göran Blomberg, Cecilia Daun Wennborg, Andrea Gisle Joosen, Fredrik Hägglund, Bengt Kjell, Magnus Moberg, Jan Olofsson, Jeanette Jäger and Claes-Göran Sylvén.

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

The rationale underlying the Nomination Committee's proposals to the 2016 Annual General Meeting for the election of board members is presented in its report at www.icagruppen.se. More detailed information about the current and proposed board members for re-election is also available on the website.

- P 17 The Nomination Committee proposes that the chartered accounting firm Ernst & Young AB be re-elected as auditor for the period until the conclusion of the next Annual General Meeting. Ernst & Young AB has announced that, upon its re-election, it will appoint Authorised Public Accountant Erik Åström as chief auditor.

Further information about the Authorised Public Accountant can be found at www.icagruppen.se.

- P 18 The Nomination Committee proposes that the meeting resolve to appoint a Nomination Committee for the 2017 Annual General Meeting as follows.

The Company shall have a nomination committee composed of four (4) members who represent the Company's shareholders. The Chairman of the Board of ICA Gruppen shall be a co-opted member of the Nomination Committee.

Two of the members shall be nominated by the largest shareholder and two members shall be nominated by the two next 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 the last trading day in August, and they will be contacted soon thereafter by the Company. In the event that any of the three largest shareholders decides to waive its right to appoint a representative to the Nomination Committee, this right shall transfer to the shareholder that has the next largest shareholding on said 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 Annual General Meeting. The mandate period of the Nomination Committee shall extend until a new Nomination Committee is appointed. Unless the members agree otherwise, the chair of the Nomination Committee shall be one of the members who represents the largest shareholder in terms of votes. The chair shall have the deciding vote.

If, during the Nomination Committee's mandate period, one or more of the shareholders that appointed members of the Nomination Committee is no longer among the three largest shareholders, the member appointed by such shareholder shall resign, and the shareholder that is now among the three largest shareholders shall be entitled to appoint members. However, unless there is specific reason, no changes shall be made in the composition of the Nomination Committee if only minor changes in ownership have taken place or if changes take place later than two months prior to the Annual General Meeting. Shareholders that have appointed a member of 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 has been made.

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

- i. Proposal for chairman of the meeting
- ii. Proposal for members of the Board of Directors
- iii. Proposal for Chairman of the Board
- iv. Proposal for directors' fees, broken down into amounts for the Chairman of the Board and the other board members, and for fees for committee work
- v. Proposal for auditor or auditors, and proposal for fees to be paid to the Company's auditor

In other respects, the Nomination Committee shall perform the duties incumbent upon a nomination committee in accordance with the Swedish Corporate Governance Code. 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 bear reasonable costs for external consultants that the Nomination Committee deems necessary to perform its work.

It is proposed that the resolution on the Nomination Committee shall apply until further notice.

- P 19 The Board proposes that the following principles for remuneration and other terms of employment for members of the Executive Management be approved by the 2016 Annual General Meeting for the period until the conclusion of the 2017 Annual General Meeting. The guidelines shall be applied in subsequently concluded agreements.

For the Company to be able to recruit, develop and retain senior executives with relevant experience and expert leadership qualities it is important to have a competitive remuneration package that is in line with the going rate in the market for senior executives in similar sectors.

In addition, the remuneration principles shall motivate senior executives to strengthen the Group's market position and earnings, and shall be coupled to long-term growth in shareholder value. Further, variable remuneration shall be coupled to measurable criteria set in advance.

The levels of remuneration paid to senior executives in related industries and markets are continuously monitored and assessed. The total remuneration shall comprise the following components: base salary, pension benefits, share investment programme, bonuses, other remuneration and benefits, and severance pay.

Base salary

The base salary shall be in line with the going rate in the market and be based on the individual's expertise, responsibilities and performance.

Pensions

For the CEO and other senior executives, a defined-contribution pension plan shall be applied, with pension premiums amounting to a maximum of 35% of pensionable salary. Premiums are to be paid as long as the individual remains employed by the Company.

Senior executives employed in a country other than Sweden have pension agreements in line with national practice and that follow the principles described above.

Bonuses

The CEO and other senior executives in the Group are to be covered by two variable remuneration programmes taking the form of a cash bonus, one of which runs for one year (Short-Term Incentive programme) and the other for three years (Long-Term Incentive programme). The amount of the combined bonuses has a cap per person and year corresponding to 59% of annual salary (118% for the CEO).

Bonus payments are not pensionable.

The Board shall decide annually whether new programmes are to be started and set financial targets, and decide on eligible participants and the maximum cost.

Terms for notices of termination and severance pay

A mutual notice period of six (6) months shall apply for senior executives. Severance pay for senior executives shall be paid at up to 12 months' cash base salary upon notice served by the Company. Such severance pay shall be deductible from earnings from future employment.

In the event the executive gives notice and the Company chooses to apply a non-compete clause that is included in the executive's contract in certain cases, the Company shall provide compensation during the time covered by the non-compete clause at a maximum amount of 60% of the executive's base salary. Severance pay and compensation paid during the non-compete period shall not be pensionable.

Other remuneration and benefits

Other remuneration and benefits shall be of limited value in relation to the total remuneration and shall be in line with standard market practice.

Share investment, etc.

For the purpose of increasing the senior executives' identification with and interests in the Company and its value growth, the Board shall make a decision annually that senior

executives be expected to invest a certain portion of their gross salary in shares in the Company.

During a period to be specified by the Remuneration Committee that starts on or after the day following the Annual General Meeting and ends on or before 31 December 2016, the CEO and senior executives are expected to buy shares in the Company for a sum amounting to between 5% and 10% of their fixed gross salary for the current financial year. Shares already held may not be included in the calculation. Purchased shares shall be held throughout the period the executive is employed by the Group.

Twelve months after the shares in the Company have been purchased as described in the previous paragraph, the Company's executives will receive a net sum equivalent to 50% of their investment, on condition that all of the following criteria are met:

- i. the executive is still employed by the Group,
- ii. the executive still holds all of the acquired shares, and
- iii. a threshold of at least 50% of the outcome of the Short-Term Incentive programme for the investment year in question has been achieved.

Special circumstances

The Board has the right to depart from the proposed guidelines if special circumstances exist.

Documentation and further information

The Board of Directors' complete proposed resolutions as set out in items 11 (including the statement pursuant to Ch. 18 section 4 of the Swedish Companies Act) and 19, information about the proposed auditor, proposed board members, the annual report, the Nomination Committee's report, the audit report, the Board's statement on the Remuneration Committee's evaluation in accordance with Chapter 9.1 of the Swedish Corporate Governance Code, the auditor's statement on remuneration of senior executives, and proxy forms are all available from the Company and on the Company's website: www.icagruppen.se. Copies of documents will be sent free of charge to shareholders who so request and provide their postal address.

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

As of the date of this notice there are 201,146,795 shares and voting rights in ICA Gruppen AB (publ).

Solna, March 2016

ICA Gruppen AB (publ)

The Board of Directors