

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 13.00 CET on Friday, 7 April 2017, at Stockholm Waterfront, Nils Ericsons Plan 4, Stockholm. Registration will open at 12.00 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 Saturday, 1 April 2017 (please note that since the record date is a Saturday, shareholders must be registered in the shareholder register at latest on Friday, 31 March 2017),

(ii) notify their intention to participate in the Annual General Meeting no later than Monday, 3 April 2017, via the Company's website, www.icagruppen.se, or by writing to ICA Gruppen AB, Årsstämma 2017, 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 1 April 2017 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 (please note that since the record date is a Saturday, shareholders must be registered in the shareholder register at latest on Friday, 31 March 2017).

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 2017, 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 adoption of principles for remuneration and other terms of employment for the members of the Executive Management Team
20. Resolution to amend the Articles of Association
21. 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 Annual General Meeting.
- P 11 The Board proposes a dividend of ten kronor and fifty öre (SEK 10.50) per ordinary share for the 2016 financial year. The Board proposes Tuesday, 11 April 2017 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 via Euroclear Sweden AB on Tuesday, 18 April 2017.

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 that directors' fees be paid 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 other board member.

The Nomination Committee proposes that SEK 1,300,000 be paid 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.
- For work on the Sustainability 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.
- 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.

If the meeting resolves in accordance with the Nomination Committee's proposals, the fees to board members will total SEK 6,150,000.

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: Göran Blomberg, Cecilia Daun Wennborg, Andrea Gisle Joosen, Fredrik Hägglund, Jeanette Jäger, Bengt Kjell, Magnus Moberg, Jan Olofsson and Claes-Göran Sylvén. Peter Berlin has declined re-election. The Nomination Committee proposes that Anette Wiotti be elected as a new board member.

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 2017 Annual General Meeting for the election of board members is presented in its report at www.icagruppen.se. More detailed information about the proposed board members is also available on the website.

P 17 The Nomination Committee proposes that the chartered accounting firm KPMG AB be

elected as auditor for the period until the conclusion of the next Annual General Meeting, as recommended and preferred by the Audit Committee. KPMG AB has notified that, upon this resolution being supported, it will appoint Authorised Public Accountant Thomas Forslund as chief auditor.

- P 18 The Nomination Committee proposes that the meeting approves the following principles for the appointment of a Nomination Committee for the 2018 Annual General Meeting.

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 the 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 a member. 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 apply section 4.1 of the Swedish Corporate Governance Code as a diversity policy, according to which the Nomination Committee shall ensure that the Board has a composition appropriate to ICA Gruppen AB's operations, phase of development and other relevant circumstances, and in which the board members exhibit diversity and breadth of qualifications, experience and background. Further, the Nomination Committee shall strive for gender balance on the board.

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

- i. Proposal for chairman of the meeting
- ii. Proposed number of board members
- iii. Proposal for members of the Board of Directors
- iv. Proposal for Chairman of the Board
- v. 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
- vi. Proposed number of auditors
- vii. Proposal for auditor or auditors, and proposal for fees to be paid to the Company's auditor or auditors, and
- viii. Proposed principles for the Nomination Committee

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.

P 19 The Board proposes that the following principles for remuneration and other terms of employment for members of the Executive Management Team be approved by the 2017 Annual General Meeting for the period until the conclusion of the 2018 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 sectors and markets are continuously monitored and assessed. The total remuneration shall comprise the following components: base salary, pension benefits, variable remuneration in the form of a cash bonus, 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 expenses 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, excluding the CEO of ICA Bank, are to be covered by two variable remuneration programmes taking the form of a cash bonus, one of which runs for one year (annual bonus programme) and the other for three years (long-term bonus programme). The amount of the combined bonuses has a cap per person and year corresponding to 57.5% of annual salary (115% 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 notice 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.

Special circumstances

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

P 20 In view of the fact that as of 20 January 2016 there are no longer any issued C shares, the Board proposes that the provisions concerning such shares be removed from the Articles of Association. In addition, it is proposed that the statement of business activities be adjusted in view of the fact that ICA AB is no longer the parent company of the Group, that the wording stating that auditors are to be elected "where applicable" be removed in view of the fact that this is to take place at each annual general meeting, and that the registered

office be changed from Stockholm to Solna, i.e. to the municipality where the head office is located.

In view of the above, the Board of Directors proposes that the Annual General Meeting resolve to amend the Articles of Association as set out below.

§ 2 second paragraph

Current wording

Within the framework of the fundamental objective of generating profits for the shareholders, the Company shall also, either directly or through shareholdings in ICA AB or interests in other companies, maintain, develop and strengthen the ICA concept, which entails that retailers shall own and operate grocery stores that have access to economies of scale and intellectual property through the ICA AB Group or through other companies.

Proposed wording

Within the framework of the fundamental objective of generating profits for the shareholders, the Company shall also maintain, develop and strengthen the ICA concept, which entails that retailers shall own and operate grocery stores that have access to economies of scale and intellectual property through the ICA Gruppen AB group or through other companies.

§ 3

Current wording

The registered office of the board of directors shall be in Stockholm Municipality, Sweden.

Proposed wording

The registered office of the board of directors shall be in Solna Municipality, Sweden.

§ 5 second to eleventh paragraphs, worded as follows, to be deleted:

The shares may be issued in two series, ordinary shares and C shares. Ordinary shares may be issued in a number not exceeding 100 per cent of all of the shares in the Company and C shares in a number not exceeding 51 per cent of all of the shares in the Company.

Ordinary shares may be converted into C shares in the following manner: Owners of ordinary shares are entitled to request conversion into C shares following a written request to the Company's board. The request shall stipulate the number of shares to be converted and, if the request does not pertain to the entire shareholding, which shares are to be converted. The board shall address matters pertaining to the conversion of shares in the order in which the requests arrive. Conversion decisions shall be announced without delay. Conversions shall be reported to the Companies Registration Office for registration without delay and conversion is effective as soon as registration in the Companies Register has been completed and a notation has been made in the CSD Register.

In votes at the general meeting each share shall entitle the holder to one vote.

C shares do not carry entitlement to cash dividends. However, C shares carry the same rights as ordinary shares to profit distribution that takes the form of a distribution in kind of shares or other participations in ICA AB (reg. no. 556582-1559) or in current or future subsidiaries or associated companies of the ICA AB group or in companies that may take over operations conducted or that may be conducted in the future by the ICA AB group.

In the event of the Company's liquidation, C shares carry the same rights as ordinary shares to participation in the Company's assets. If the Company's restricted equity is reduced through payment to the Company's shareholders or by means of the repurchase of shares, C shares only carry entitlement to payment or compensation in accordance with the regulations for dividends described in the preceding paragraph.

C shares may be converted into ordinary shares in the following manner: As of 2011, holders of C shares are entitled to request conversion of their C shares into ordinary shares by making a written request to this effect to the Company's board. The request shall stipulate the number of shares to be converted and, if the request does not pertain to the entire shareholding, which shares are to be converted. The board must make a decision regarding conversion as soon as possible during the month of January in the fifth year after the conversion request was received, meaning not earlier than in January 2016. Conversions shall be reported to the Companies Registration Office for registration without delay and conversion is effective as soon as registration in the Companies Register has been completed and a notation has been made in the CSD Register.

In the event that the Company decides to issue new ordinary shares and C shares through a cash issue or offset issue, owners of both share classes shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares already held (primary preferential right). Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If the number of shares offered in this manner is insufficient for subscription based on subsidiary preferential rights, the shares shall be distributed in proportion to the number of shares already held and, insofar as this is not possible, by drawing lots.

In the event that the Company decides that only new ordinary shares or new C shares shall be issued through a cash issue or set-off issue, all shareholders, irrespective of whether they own ordinary shares or C shares, shall have preferential rights to subscribe for new shares in proportion to the number of shares already held.

The aforementioned stipulation shall not restrict in any way the ability to make decisions regarding cash issues or set-off issues that derogate from the preferential rights of shareholders.

The above stipulations concerning the preferential rights of shareholders shall similarly apply to such issuance of warrants or convertibles that does not involve payment in the form of capital contributed in kind.

Notwithstanding the regulations pertaining to dividends, in the event of an increase in share capital through a bonus issue, new shares of each class shall be issued in proportion to the number of shares of the same class already held. In such cases, shares of a specific class carry entitlement to new shares of the same class. The foregoing shall not restrict the Company's right to issue shares of a new class through a bonus issue, following the requisite amendments to the Articles of Association.

§ 9 second paragraph, points 10, 11 and 12

Current wording

10. Determination of the number of board members and, where applicable, the number of auditors;

11. Determination of the fees to be paid to the board members and, where applicable, to the auditors;

12. Election of board members and, where applicable, auditors;

Proposed wording

10. Determination of the number of board members and the number of auditors;

11. Determination of the fees to be paid to the board members and to the auditors;

12. Election of board members and auditors;

A valid decision under item 20 must be supported by shareholders representing at least two-thirds of both the 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 the resolution as may prove necessary in conjunction with registration of the Annual General Meeting's resolutions with the Swedish Companies Registration Office or due to other formal requirements.

Documentation and further information

The Board of Directors' complete proposed resolutions as set out in points 11 (including the statement pursuant to Ch. 18 section 4 of the Swedish Companies Act), 19 and 20, 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 section 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). All of the shares issued are ordinary shares. The Company holds no treasury shares.

Stockholm, March 2017

ICA Gruppen AB (publ)

The Board of Directors