

Minutes from the 2017 Annual General Meeting of ICA Gruppen AB (publ)

Friday, 7 April 2017, 1.00 p.m–3.10 p.m., at Stockholm Waterfront, Nils Ericsons Plan 4, Stockholm.

In attendance: Shareholders of ICA Gruppen AB (publ), as shown in the appended voting list, [Appendix 1](#).

§ 1 Opening of the meeting

Claes-Göran Sylvén, Chairman of the Board, welcomed the meeting attendees, and after a brief address, called the 2017 Annual General Meeting (AGM) to order.

§ 2 Election of a chairman for the meeting

The AGM resolved, in accordance with the Nomination Committee's proposal, to elect Claes-Göran Sylvén as chairman of the meeting. The AGM approved, thereafter, that no photographs, video recording or taping would be allowed, apart from the Company's own, and that invited guests and representatives from the press and other media were allowed to be in attendance at the meeting.

§ 3 Preparation and approval of the voting list

The prepared voting list, based on the list of shareholders who had notified their attendance at the meeting with adjustment for such shareholders who were not in attendance ([Appendix 1](#)), showed that 139,935,350 shares and as many votes were represented at the meeting.

It was noted that this corresponds to approximately 69.6% of the total number of shares and votes in the Company.

The AGM resolved to approve the prepared voting list.

§ 4 Approval of the agenda

The AGM resolved to approve the proposed agenda as included in the AGM notice ([Appendix 2](#)).

§ 5 Election of a secretary and two minutes-checkers to attest the minutes jointly with the chairman

The AGM elected General Counsel Per Behm to serve as AGM secretary.

The AGM elected Maria De Geer, representing the Swedish Shareholders Association, and Peter Sigfrid, representing AB Industrivärden, to check the minutes together with the chairman.

§ 6 Determination of whether the meeting has been duly convened

It was noted that the AGM notice (Appendix 3) was published on the Company's website on Thursday, 6 March 2017 and in the Official Swedish Gazette (Post- och Inrikes Tidningar) on Monday, 8 March 2017. It was noted that an advertisement announcing publication of the AGM notice was published in Svenska Dagbladet, Dagens Industri and Dagens Nyheter on Monday, 8 March 2017.

The AGM determined that the meeting had thereby been duly convened.

§ 7 Report on the operations of the Company

CEO Per Strömberg summed up the Company's financial year in 2016.

§ 8 Report on the work and function of the Board and its committees

Claes-Göran Sylvén reported on the Board's and its committees' work in 2016.

§ 9 Presentation of the annual accounts and auditor's report, and of the consolidated accounts and auditor's report on the consolidated accounts

It was noted that the annual accounts and consolidated accounts along with the accompanying administration report, balance sheets, income statements and auditor's report have been available on the Company's website since 8 March 2017. In addition, they were handed out at the AGM, and it was noted that they were also sent to shareholders registered with Euroclear Sweden AB who had so requested, starting on 8 March 2017.

Authorised Public Accountant Erik Åström gave a brief presentation and thereafter presented the auditor's report, in which the auditor recommended that the income statements and balance sheets be adopted, that the funds at the disposal of the AGM be appropriated in accordance with the Board's recommendation, and that the members of the Board of Directors and CEO be granted discharge from liability for the year 2016. In addition, Erik Åström confirmed that the Company has adhered to the guidelines for remuneration of senior executives adopted by the Annual General Meeting on 20 April 2016.

Claes-Göran Sylvén, Per Strömberg, Per Behm, Marie Halling and other representatives of the Company thereafter answered questions from shareholders – including Folksam, through Nina Bönnellyche – and the Swedish Shareholders Association, through Maria De Geer. The questions pertained to, among other things, ICA Gruppen's sustainability work, focus on health and public health issues, digitalisation and the investment in e-commerce, investments in the Baltic countries, protection of personal data, and ICA Bank's performance, business and level of service.

§ 10 Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet

The AGM resolved to adopt the Company's income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the 2016 financial year, Appendix 4.

§ 11 Resolution on disposition of the Company's profits in accordance with the adopted balance sheet

Funds at the disposal of the AGM amounted to SEK 20,355,161,246. The Board's proposed appropriation of these funds, on which the Board has issued a statement in accordance with the Swedish Companies Act, entail that earnings be distributed as such that a dividend of SEK 10.50 per share be paid to the shareholders, corresponding to a total profit distribution of SEK 2,112 million. An amount of SEK 13,327,181,128 shall be carried forward. The AGM resolved in favour of this recommendation.

Tuesday, 11 April 2017 was set as the record date for profit distribution, and it was noted that dividends are expected to be paid out sometime around Tuesday, 18 April 2017 through the agency of Euroclear Sweden AB.

§12 Resolution on discharge of the members of the Board of Directors and the CEO from liability

The AGM resolved to grant discharge from liability to the members of the Board of Directors and CEO for the year 2016.

Neither the members of the Board of Directors nor the CEO participated in this resolution.

§ 13 Report on the work of the Nomination Committee

Claes Ottosson, Nomination Committee chair, reported on the Nomination Committee's work in general and referred in other respects

to its report, which is available on the Company's website and had been submitted to the AGM.

§ 14 Resolution on the number of board members and auditors

The AGM resolved, in accordance with the Nomination Committee's proposal, that the number of AGM-elected board members shall be ten (10) and that the number of auditors shall be one (1) chartered accounting firm.

§ 15 Resolution on directors' and auditor's fees

The AGM resolved, in accordance with the Nomination Committee's proposal, that directors' fees be set at SEK 4,850,000, of which SEK 1,025,000 payable to the Chairman of the Board and SEK 425,000 to each of the other AGM-elected board members, and that SEK 1,300,000 be allocated for committee work, to be apportioned as follows:

- For work on the Audit Committee, 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 committee members
- For work on the Remuneration Committee, 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 committee members
- For work in the Investment Committee, 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 committee members
- For work on the Sustainability Committee, 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 committee members
- A total of SEK 300,000 reserved to give the Board scope to appoint up to six additional members of committees or to create additional board committees

It was noted that the Swedish Shareholders Association, Arne Svahn and Fredrik Johansson made reservation against the decision to increase the number of committees and payment of a special fee for work on the Sustainability Committee.

The AGM chairman informed that directors' and committee fees may be paid out as salary or, alternatively under certain conditions, be invoiced from a board member's company. Directors' and committee fees are payable with the addition of customary social security charges or, if the assignment is performed via a company, with an upward adjustment in an amount corresponding to the social security charges that ICA Gruppen thereby is not responsible for paying.

The AGM chairman further informed the meeting that the Nomination Committee had expressed a desire to for the Board to continue applying the previously adopted guidelines on board members' ownership in the Company. These guidelines entail that:

1. board members shall within a certain period of time build up a personal shareholding in the Company that corresponds to a minimum of one year's director's fee after tax;
2. board members shall retain a minimum such shareholding as long as their board assignment lasts; and
3. part of the directors' fees shall be paid out early during the mandate period to enable board members to use their fees to buy shares in the Company as soon as reasonably feasible after their election by the AGM.

The AGM resolved, also, in accordance with the Nomination Committee's proposal, that the auditor's fee shall be paid in accordance with an approved invoice.

§ 16 Election of board members and the Chairman of the Board

The AGM resolved, in accordance with the Nomination Committee's proposal, to elect the following board for a term lasting until the end of the next Annual General Meeting:

Re-election of:

Göran Blomberg
Cecilia Daun Wennborg
Andrea Gisle Joosen
Fredrik Hägglund
Jeanette Jäger
Bengt Kjell
Magnus Moberg
Jan Olofsson
Claes-Göran Sylvén

New election of:

Anette Wiotti

The AGM resolved, in accordance with the Nomination Committee's recommendation, to re-elect Claes-Göran Sylvén as Chairman of the Board.

§ 17 Election of auditor

The AGM resolved, in accordance with the Nomination Committee's recommendation, that the chartered accounting firm KPMG AB shall be elected as the Company's auditor for a term until the end of the next Annual General Meeting. KPMG announced that Authorised Public Accountant Thomas Forslund will be appointed as auditor in charge.

§ 18 Resolution on the Nomination Committee

The AGM resolved, in accordance with the Nomination Committee's recommendation (Appendix 5), on the Nomination Committee's composition and work methods.

§ 19 Resolution on the adoption of principles for remuneration and other terms of employment for the members of the Executive Management Team

Claes-Göran Sylvén presented, together with Per Behm, the Board's proposed guidelines for remuneration and other terms of employment for the members of the Executive Management Team and noted that the proposal for a bonus programme in 2017 shall not be applied for ICA Bank's CEO due to rules on variable remuneration systems in credit institutions. ICA Bank's CEO is instead compensated for the exclusion from eligibility for bonuses by a higher fixed salary.

The Swedish Shareholders Association, through Maria De Geer, asked questions on, among other things, the level of remuneration paid to the CEO and the Company's CFO.

The AGM resolved, in accordance with the Board's proposal (Appendix 6), to approve the guidelines.

§ 20 Resolution to amend the Articles of Association

Claes-Göran Sylvén presented the Board's proposed amendments to the Articles of Association. The AGM resolved in favour of the Board's proposal (Appendix 7) to amend the Articles of Association.

§ 21 Conclusion of the meeting

The AGM chairman declared the AGM proceedings concluded.

Minutes taken by

Per Boehm
AGM secretary

Minutes checked by:

Claes-Göran Sylvén
Chairman

Maria De Geer
Minutes-checker

Peter Sigfrid
Minutes-checker

Appendices

- Appendix 1 Voting list
- Appendix 2 Agenda
- Appendix 3 AGM notice
- Appendix 4 The Company's income statement and balance sheet, and the consolidated income statement and consolidated balance sheet
- Appendix 5 The Nomination Committee's proposed instructions for the Nomination Committee
- Appendix 6 The Board's proposed guidelines for remuneration of senior executives
- Appendix 7 The Board proposed amendments to the Articles of Association