

The configuration och procedure for the Nomination Committee

The Nomination Committee proposes that the meeting approves the following principles for the appointment of a nomination committee for the 2019 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/are no longer among the three largest shareholders and the shareholder or shareholders now among the three largest shareholders so request(s), members appointed by the shareholder or shareholders no longer among the three largest shareholders shall resign and the shareholder or shareholders now among the three largest shareholders shall be entitled to appoint a member instead. However, unless there is specific reason, no changes shall be made in the composition of the Nomination Committee if the change takes 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 ("the 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 AGM-elected 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
- 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 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.