

The configuration and procedure for the Nomination Committee

The Company is to have a nomination committee consisting of four (4) members representing the Company's shareholders. ICA Gruppen's Chairman is to be co-opted onto the Nomination Committee.

Two of the members are to be appointed by the largest shareholder and two by the next two largest shareholders. The largest shareholders in terms of votes are to be determined based on the list of registered shareholders maintained by Euroclear Sweden AB as of the last trading day in August and they will be contacted by the Company at the earliest opportunity after that date. If any of the three largest shareholders decides to relinquish its right to appoint a representative to the Nomination Committee, this right will be transferred to the shareholder who has the next largest shareholding as of the stated date. The names of the shareholder representatives and the names of the shareholders they represent are to be published no later than six months before the Annual General Meeting. The Nomination Committee's term of office is to continue until a new Nomination Committee has been appointed. Unless the members agree otherwise, the chairman of the Nomination Committee will be one of the members representing the largest shareholder in terms of voting power. The chairman is to have the deciding vote.

If, during the Nomination Committee's term of office, one or more of the shareholders who have appointed members to the Committee are no longer among the three largest shareholders and the shareholder or shareholders now among the three largest shareholders so request, the members appointed by such shareholder or shareholders are to vacate their positions and the shareholder or shareholders now among the three largest shareholders are to appoint members instead. Except in special circumstances, no changes are to be made to the Nomination Committee's composition if the change takes place later than two months before the Annual General Meeting. Shareholders who have been appointed as members of the Nomination Committee have the right to dismiss those members and appoint new members to the Nomination Committee. Changes in the Nomination Committee's composition are to be announced on the Company's website as soon as they have taken place.

The Nomination Committee is to apply rule 4.1 of the Swedish Corporate Governance Code (“the Code”) as the diversity policy with which the Nomination Committee will ensure that the Board of Directors, taking into consideration the nature of ICA Gruppen AB’s business, its stage of development and circumstances in general, has an appropriate composition characterised by diversity and breadth with respect to the expertise, experience and backgrounds of the members elected by the general meeting. The Nomination Committee is also to focus on meeting the goal of having gender balance on the Board.

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

- i. proposal for a chairman for the general meeting;
- ii. proposal for number of board members;
- iii. proposal for members of the Board of Directors;
- iv. proposal for Chairman of the Board;
- v. proposal for Board fees, broken down into amounts for the Chairman of the Board and other Board members and as remuneration for committee work;
- vi. proposal for 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.

The Nomination Committee is to perform the other duties that are incumbent upon such a committee according to the Code. The Company will, at the request of the Nomination Committee, provide personnel resources to facilitate its work, such as a secretary for the Committee. As required, the Company is also to bear reasonable costs for external consultants that the Nomination Committee deems necessary to perform its work.