

The configuration and procedure for the Nomination Committee

The company is to have a Nomination Committee consisting of four (4) members. ICA Gruppen AB's Chairman is to be co-opted onto the Nomination Committee. In these instructions "Registered Shareholder" shall mean a shareholder that has expressed in writing to the Board of Directors a wish to nominate a member of the Nomination Committee.

The three Registered Shareholders with the largest shareholdings in terms of voting power, based on the list of registered shareholders maintained by Euroclear Sweden AB as of the last trading day in August, are entitled to appoint a member of the Nomination Committee. Of these three Registered Shareholders, the largest shareholder in terms of voting power is entitled to appoint two members of the Nomination Committee and the two next largest shareholders in terms of voting power are entitled to appoint one member each. Should one of these three Registered Shareholders fail to appoint a member of the Nomination Committee within 10 days of the last trading day in August, the right to appoint a member shall transfer to the Registered Shareholder that has the next largest shareholding as of the last trading day in August and that has not already appointed a member. The names of the members and the names of the Registered Shareholders that appointed them 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 appointed by the Registered Shareholder with the most voting power. The chairman is to have the deciding vote.

If a member of the Nomination Committee represents a Registered Shareholder that has sold the bulk of its holding of shares in the company, the member shall offer to give up their place and the Nomination Committee shall ask the company's other Registered Shareholders, in order of size starting with the largest Registered Shareholder in terms of voting power that has not already appointed a member, whether such shareholder wishes to appoint a replacement for the member that has made their place available. Except in special circumstances, no changes are to be made to the Nomination Committee's composition if the change takes place less 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 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's business, its stage of development and the 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 of 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 appointment of, and instructions 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.