

## **ARTICLES OF ASSOCIATION**

### **ICA GRUPPEN AKTIEBOLAG (PUBL)**

*(reg. no. 556048-2837)*

#### **§ 1**

The name of the company is ICA Gruppen Aktiefbolag (publ). The company is a public limited liability company.

#### **§ 2**

The object of the company is to purchase, manage and sell real property and chattels and to engage in other associated activities.

Within the framework of the fundamental objective of generating profits for the shareholders, the company shall also maintain, develop and strengthen the ICA Idea, 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**

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

#### **§ 4**

The company's share capital shall not be less than four hundred million Swedish kronor (SEK 400,000,000) and not more than one billion six hundred million Swedish kronor (SEK 1,600,000,000).

#### **§ 5**

The number of shares shall be not less than one hundred and sixty million (160,000,000) and not more than six hundred and forty million (640,000,000).

#### **§ 6**

In addition to the members who, according to law, may be elected by a body other than the Annual General Meeting, the board of directors shall consist of not fewer than five (5) and not more than ten (10) regular members.

#### **§ 7**

For the purpose of examining the company's annual accounts and accounting records and the administration of the board of directors and the CEO, the Annual General Meeting shall appoint at least one and not more than two auditors, or one or two authorised accounting firms.

#### **§ 8**

The company's financial year shall extend from 1 January to 31 December.

#### **§ 9**

The Annual General Meeting shall be held once a year in Stockholm, Nacka, Sigtuna, Sollentuna or Solna.

At the Annual General Meeting, the following items of business shall be addressed:

1. Election of a chairman for the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of a secretary and two minute-checkers to attest the minutes jointly with the chairman
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual accounts and auditor's report and, where applicable, of the consolidated accounts and auditor's report on the consolidated accounts
7. Resolution on adoption of the income statement and balance sheet and, where applicable, of the consolidated income statement and consolidated balance sheet
8. Resolution on disposition of the company's profit or loss in accordance with the adopted balance sheet, where applicable taking into consideration the profit or loss stated in the adopted consolidated balance sheet
9. Resolution on discharge of the members of the Board of Directors and the CEO from liability
10. Determination of the number of board members and auditors
11. Determination of the fees to be paid to the board members and to the auditors
12. Election of board members and auditors
13. Election of the chairman of the board
14. Appointment of the nomination committee
15. Any other business to be addressed by the meeting in accordance with the Swedish Companies Act or the Articles of Association

## **§ 10**

At a general meeting, each person is entitled to exercise unlimited voting rights for the full number of shares that he or she represents.

## **§ 11**

The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4 second paragraph of the Swedish Companies Act.

In connection with a general meeting, the Board of Directors may decide that the shareholders should be able to exercise their voting rights by mail, prior to the general meeting.

## **§ 12**

The company's shares shall be registered in a Central Securities Depository (CSD) Register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479). Those persons registered in the CSD register shall be deemed to be entitled to receive dividends and, in connection with bonus issues, new shares to which the shareholder is entitled, and to exercise shareholders' preferential rights to participate in any share issue.

## **§ 13**

Notice of a general meeting of shareholders shall be made in the form of an announcement in the Official Swedish Gazette (Post- och Inrikes Tidningar) and by the notice being made available on the company's website. Notification that the notice has been issued shall be given through an advertisement in Svenska Dagbladet.

To be entitled to participate in a general meeting, shareholders shall notify the company of their intention to attend the meeting not later than the date stipulated in the notice convening the general meeting. This date must not be a Saturday, Sunday, any other public holiday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than five working days before the meeting.

Shareholders are only entitled to be accompanied by assistants if the shareholder notifies the company of the number of assistants (not more than two) in the notification as set out in the preceding paragraph.