

Press Release

Solna
2021-12-23

Extraordinary General Meeting of ICA Gruppen AB (publ)

The shareholders of ICA Gruppen AB (publ), corporate registration number 556048-2837, are hereby invited to an Extraordinary General Meeting to be held on Thursday 3 February 2022 at 10:00 CET at the company's head office, Kolonnvägen 20, Solna. Registration will open at 9:30 CET.

INFORMATION BY REASON OF THE CORONA VIRUS

In light of the COVID-19 pandemic, ICA Gruppen has decided to implement precautionary measures in connection with the Extraordinary General Meeting. The measures strive to ensure that the general meeting can be held with as little risk as possible for shareholders, employees and other stakeholders. Shareholders are urged to comply with the authorities' recommendations and to take responsibility for preventing the spread of the virus. Shareholders who are concerned about the spread of the virus, belong to a risk group, suspect an infection or have visited a risk area are urged not to participate in person and instead participate through a proxy. There will be no other activities and no food or beverage will be served at the general meeting. Presentations will be kept to a minimum and the number of present representatives from the company will be limited.

The company will monitor the development and potential new recommendations closely, whereby the circumstances regarding the general meeting may be changed at short notice.

Background

Murgröna Holding AB (publ) ("Murgröna") has informed ICA Gruppen that Murgröna holds shares corresponding to more than 90 per cent of the shares and votes in the company and has requested that the board of directors convene an extraordinary general meeting in order to address the matters that are set out in the proposed agenda. Furthermore, Murgröna has informed the company that it intends to revert with proposals for items no. 8–11 in the proposed agenda in connection with the general meeting, at the latest.

Notice of attendance

Shareholders who wish to participate in the general meeting must

- (i) be registered in the shareholder register maintained by Euroclear Sweden AB as of Wednesday 26 January 2022,

- (ii) notify their intention to participate in the general meeting no later than Friday 28 January 2022, via the company's website, www.icagruppen.se, or by writing to ICA Gruppen AB (publ), Extraordinary General Meeting, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by telephoning +46 8 402 90 40 on weekdays between 09.00 and 16.00.

Registration must include the shareholder's name, personal or corporate identity number, address and telephone number. Shareholders who wish to be accompanied by an assistant (maximum two) must indicate this in their notification. Where applicable, for example for a legal entity, notification should also include complete authorisation documents such as a certificate of registration or equivalent.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register them in the shareholder's own name in the shareholder register kept by Euroclear Sweden AB in order to participate in the general meeting (voting registration). The nominee must have performed the voting registration with Euroclear by Friday 28 January 2022, at the latest. Therefore, the shareholder must contact its nominee well in advance of such day and re-register its shares in accordance with the nominee's instructions.

Shareholders who are represented by proxy must provide their representative with written authorisation. If the authorisation was issued by a legal entity, an attested copy of the current certificate of registration for the legal entity must be appended. The authorisation must be dated. The authorisation may be valid for up to five years from the date of issue, unless otherwise specified in the authorisation. If no period of validity is stated, the authorisation will be effective for no more than one year from the date of issue. Copies of the authorisation and the certificate of registration, where applicable, should be sent in good time prior to the general meeting to ICA Gruppen AB (publ), Extraordinary General Meeting, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm. Proxy forms are available at the company and on the company's website www.icagruppen.se.

Notifications received in time will be confirmed by the sending of an admission pass that is to be presented at the entrance to the meeting venue along with any proxy form and other authorisation documents.

Matters and proposed agenda

1. Opening of the meeting
2. Election of a chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of a secretary and two minute-checkers to attest the minutes jointly with the chairman
6. Determination of whether the meeting has been duly convened
7. Resolution on amendment of the Articles of Association
8. Resolution on the number of board members
9. Resolution on board member's fees
10. Election of board members
11. Resolution to repeal the nomination committee
12. Conclusion of the meeting

Submitted proposals

- Item 2 Murgröna proposes Claes-Göran Sylvén as chairman of the general meeting.
- Item 7 Murgröna proposes that the limits on the number of board members in Clause 6 of the company's Articles of Association be amended in such way that the board may be increased by one additional member, whereby the Clause will be worded as follows.

“§ 6

In addition to the members who, according to law, may be elected by a body other than the General Meeting, the board of directors shall consist of not fewer than five (5) and not more than eleven (11) regular members.”

For a decision in accordance with Murgröna's proposal, the resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Documents and further information

Murgröna's complete proposed resolutions are set out above. Proxy forms will be held available at the company and on the company's website www.icagruppen.se, no later than three weeks prior to the general meeting. Copies of documents will be sent free of charge to shareholders who so request and provide their postal address. Such requests can be sent to ICA Gruppen AB (publ), Attn. Secretary to the Board, Box 4075, SE-169 04 Solna.

At the general meeting, shareholders have the right to information – should the board of directors consider that this can occur without material harm to the company – on circumstances that could impact on the evaluation of an item on the agenda and the company's relationship to another group company.

As of the date of this notice, there are 201,146,795 shares and votes in ICA Gruppen AB (publ). The company holds no treasury shares.

Personal data

Personal data obtained from the shareholders register, the notice of attendance of the general meeting and information about proxy representatives and assistants will be used for registration, preparation of the voting list for the general meeting and, where relevant, minutes of the meeting.

For information concerning how your personal data is processed, please refer to www.icagruppen.se/en/dataprotection.

Stockholm, December 2021

ICA Gruppen AB (publ)

The Board of Directors



For more information

ICA Gruppen press service, telephone number: +46 (0)10 422 52 52, e-mail: press@ica.se
icagruppen.se