This document is an unofficial translation of a Swedish language supplement. In case of differences between this English translation and the supplement in Swedish, the supplement in Swedish shall prevail.

Supplement 2017:2 to base prospectus regarding ICA Gruppen Aktiebolag's (publ) MTN-program

Supplement to the base prospectus regarding ICA Gruppen Aktiebolag's (publ) ("ICA Gruppen") MTN-program, approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) on 13 June 2017 (SFSA ref. no. 17-7970) (the "Base Prospectus").

This supplement has been prepared in accordance with Chapter 2 Section 34 in the Swedish Financial Instruments Trading Act (1991:980) and approved and registered by the Swedish Financial Supervisory Authority on 6 December 2017 (SFSA ref. no. 17-20996) and published on ICA Gruppen's website on 6 December 2017.

According to Chapter 2 Section 34 of the Swedish Financial Instruments Trading Act, rights for investors who have agreed to purchase or subscribe for transferable securities under the Base Prospectus to withdraw their acceptances by reason of the publication of this supplement shall be exercised no later than two (2) business days from the publication, *i.e.*, no later than on 8 December 2017.

This supplement is a part of, and shall be read together with, the Base Prospectus.

Publishing of ICA Gruppen's interim report

On 10 November 2017, ICA Gruppen published its interim report for the period 1 January – 30 September 2017 (the "**Interim Report**"). By this supplement, the Interim report is implemented into, and made part of, the Base Prospectus.

Updates of the Base Prospectus caused by the Interim Report

The publishing of the Interim Report causes updates of the sections "Summary", "Selected historical financial information" and "Other information" of the Base Prospectus as stated below.

Summary

The section "Summary" of the Base Prospectus is updated with selected historical financial information under "Section B – Issuer" (item B.12) as set forth below.

In sub-section "Income statement", the columns "Jan-Jun" 2016 and 2017 are replaced with the columns "Jan-Sep" 2016 and 2017 of the section "Consolidated statement of comprehensive income" on page 16 of the Interim Report. In sub-section "Balance sheet", the columns "2016-06-30" and "2017-06-30" are replaced with the columns "30 Sept" 2016 and 2017 from the section "Condensed consolidated statement of financial position" on page 17 of the Interim Report. In sub-section "Statement of cash flows", the columns "Jan-Jun" 2016 and 2017 are replaced with the corresponding information in the columns "Jan-Sep" 2016 and 2017 of the section "Condensed consolidated statement of cash flows" on page 18 of the Interim Report. In sub-section "Key figures not defined in IFRS (alternative performance measures)", the columns "Jan-Jun" 2016 and 2017 are replaced with the corresponding information in the columns "Jan-Jun" 2016 and 2017 of the section "Key

figures ICA Gruppen" on page 27 of the Interim Report. The updates above are set forth in Appendix 1.

Selected historical financial information

In section "Condensed statement of comprehensive income, group" on page 55 of the Base Prospectus, the columns "Jan-Jun" 2016 and 2017 are replaced with the columns "Jan-Sep-Sep" 2016 and 2017 of the section "Consolidated statement of comprehensive income" on page 16 of the Interim Report. In section "Condensed statement of financial position, group" on page 56 of the Base Prospectus, the columns "2016-06-30" and "2017-06-30" are replaced with the columns "30 Sept" 2016 and 2017 of the section "Condensed consolidated statement of financial position" on page 17 of the Interim Report. In section "Statement of cash flow, group" on page 57 of the Base Prospectus, the columns "Jan-Jun" 2016 and 2017 are replaced with the corresponding information in the columns "Jan-Sep" 2016 and 2017 of the section "Condensed consolidated statement of cash flows" on page 18 of the Interim Report. In section "Key figures, group" on page 57 of the Base Prospectus, the columns "Jan-Jun" 2016 and 2017 are replaced with the corresponding information in the columns "Jan-Jun" 2016 and 2017 of the section "Key Figures ICA Gruppen" on page 27 of the Interim Report. The updates above are set forth in Appendix 2.

The sections "Historical financial information", "Auditing of the annual historical financial information" and "Age of the most recent financial information" on page 52 of the Base Prospectus and "Documents incorporated by reference" on pages 52–54 of the Base Prospectus are updated as set forth in <u>Appendix 3</u>.

Other information

The sections "Material changes in the issuer's financial position" on page 59 of the Base Prospectus and "Documents available for inspection" on page 60 of the Base Prospectus are updated as set forth in <u>Appendix 4</u>.

Solna on 6 December 2017

APPENDIX 1

| | | | | | LINDIX | | | | | |
|------|------------------------|---|--|-------------|--------------|--------------|--|--|--|--|
| B.12 | Selected historical | Income statement | | | | | | | | |
| | financial information: | CONDENSED STATEMENT OF COMPREHENSIVE IN | CONDENSED STATEMENT OF COMPREHENSIVE INCOME, GROUP | | | | | | | |
| | | | Jan- | Jan- | Full | Full | | | | |
| | | SEKm | Sep 2017 | Sep 2016 | year 2016 | year 2015 | | | | |
| | | Net sales | 78,610 | 76,735 | 103,655 | 101,221 | | | | |
| | | Cost of goods sold | -68,099 | -66,480 | -89,687 | -87,504 | | | | |
| | | Gross profit | 10,511 | 10,255 | 13,968 | 13,717 | | | | |
| | | Other operating income | 796 | 355 | 462 | 904 | | | | |
| | | Selling expenses | -5,182 | -5,019 | -6,965 | -6,966 | | | | |
| | | Administrative expenses | -2,078 | -2,068 | -2,763 | -2,809 | | | | |
| | | Other operating expenses | -51 | -59 | -219 | -267 | | | | |
| | | Share of profits of associates and joint ventures | 43 | 25 | 35 | 15 | | | | |
| | | Operating profit | 4,039 | 3,489 | 4,518 | 4,594 | | | | |
| | | Financial income | 8 | 22 | 26 | 42 | | | | |
| | | Financial expenses | -290 | -298 | -390 | -411 | | | | |
| | | Net finance | -282 | -276 | -364 | -369 | | | | |
| | | Profit before tax | 3,757 | 3,213 | 4,154 | 4,225 | | | | |
| | | Тах | -504 | -600 | -757 | -504 | | | | |
| | | Profit for the period from continuing operations | 3,253 | 2,613 | 3,397 | 3,721 | | | | |
| | | Profit/loss from discontinued operations | 0 | 21 | 21 | 1,192 | | | | |
| | | Profit for the period | 3,253 | 2,634 | 3,418 | 4,913 | | | | |
| | | Other comprehensive income, items that may not be reclassified to profit or loss, net after tax | | | | | | | | |
| | | Actuarial gain or losses defined benefit pensions | -107 | -210 | -37 | 227 | | | | |
| | | Other comprehensive income, items that may be reclassified to profit or loss, net after tax | | | | | | | | |
| | | Change in translation reserve | 105 | 199 | 173 | -166 | | | | |
| | | Change in hedging reserve | -41 | 33 | 77 | -89 | | | | |
| | | Share of other comprehensive income of joint ventures | 19 | -6 | 6 | 12 | | | | |
| | | Total items that may be reclassified to profit or loss | 83 | 226 | 256 | -243 | | | | |
| | | Comprehensive income for the period | 3,229 | 2,650 | 3,637 | 4,897 | | | | |
| | | Profit for the period attributable to | | | | | | | | |
| | | Owners of the parent | 3,242 | 2,632 | 3,413 | 4,855 | | | | |
| | | Non-controlling interests | 11 | 2 | 5 | 58 | | | | |

| Comprehensive income for the period att | ributable to | | | |
|---|--------------|------------------------|------------|----------|
| Owners of the parent | | 3,213 | 2,653 3,63 | |
| Non-controlling interests | | 16 | -3 | 3 5 |
| Earnings per share, SEK | | | | |
| Ordinary share | | 16.12 | 13.08 16.9 | 97 24.: |
| Ordinary share, continuing operations | | 16.12 | 12.98 16.8 | 37 18.2 |
| Ordinary share, discontinued operations | | 0.00 | 0.10 0.3 | 10 5.9 |
| Balance sheet | | | | |
| CONDENSED STATEMENT OF FINANC | AL POSITION | N, GROUP | | |
| SEKm | 2017-09-30 | 2016-09-30 | 2016-12-31 | 2015-12- |
| ASSETS | | | | |
| Non-current assets | | | | |
| Goodwill | 16,301 | 16,301 | 16,301 | 16,3 |
| Trademarks | 13,353 | 13,359 | 13,353 | 13,6 |
| Other intangible assets | 1,080 | 1,007 | 903 | 9 |
| Interest in joint ventures and associates | 743 | 743 | 740 | 7 |
| Deferred tax assets | 442 | 458 | 456 | 4 |
| Lending and investments in ICA Bank | 9,508 | 8,856 | 8,880 | 6,9 |
| Land, buildings and investment properties | 13,363 | 13,477 | 13,120 | 14,5 |
| Other non-current assets | 2,042 | 2,122 | 2,188 | 2,2 |
| Total non-current assets | 56,832 | 56,323 | 55,941 | 55,8 |
| Current assets | | | | |
| Inventories | 4,540 | 4,356 | 4,455 | 4,4 |
| Lending and investments in ICA Bank | 3,202 | 2,581 | | 2,9 |
| Other current assets | 6,797 | 6,394 | • | 6,7 |
| Cash and cash equivalents in ICA Bank | 3,069 | 3,089 | | 3,8 |
| Cash and cash equivalents | 528 | 362 | , | 7 |
| Total current assets | 18,136 | 16,782 | | 18,7 |
| Assats hold for sale | 27 | 1.675 | 2 210 | - |
| Assets held for sale TOTAL ASSETS | 74,995 | 1,675 74,780 | | 74,9 |
| | ,555 | · .,. 30 | . 3,==9 | ,2 |
| EQUITY AND LIABILITIES | | | | |
| Equity | 31,069 | 28,705 | 29,688 | 28,0 |
| Non-current liabilities | | | | |
| Provisions | 2,542 | 2,511 | 2,320 | 2,1 |
| Deferred tax liabilities | 4,431 | 4,584 | 4,673 | 4,9 |

| Non-current interest-bearing liabilities | 3,915 | 7,706 | 7,407 | 7,721 |
|--|--------|--------|--------|--------|
| Other non-current liabilities | 61 | 168 | 138 | 146 |
| Total non-current liabilities | 10,949 | 14,969 | 14,538 | 14,945 |
| | | | | |
| Current liabilities | | | | |
| Deposits ICA Bank | 13,931 | 12,822 | 12,897 | 11,966 |
| Current interest-bearing liabilities | 3,998 | 4,068 | 3,057 | 4,712 |
| Other current liabilities | 15,048 | 14,038 | 15,703 | 15,199 |
| Total current liabilities | 32,977 | 30,928 | 31,657 | 31,877 |
| | | | | |
| Liabilities held for sale | 0 | 178 | 240 | 19 |
| TOTAL EQUITY AND LIABILITIES | 74,995 | 74,780 | 76,123 | 74,916 |

Statement of cash flow

STATEMENT OF CASH FLOW, GROUP

| | Jan-Sep | Jan-Sep | Full year | Full year |
|--|---------|---------|-----------|-----------|
| | 2017 | 2016 | 2016 | 2015 |
| Cash flow from operating activities | 2,995 | 2,733 | 5,422 | 5,845 |
| Cash flow from investing activities | 1,214 | -941 | -1,694 | -1,707 |
| Cash flow from financing activities | -4,581 | -2,853 | -4,251 | -5,867 |
| Cash flow for the period | -372 | -1,061 | -523 | -1,729 |
| Cash and cash equivalents at the beginning of the period | 3,974 | 4,611 | 4,611 | 6,258 |
| Exchange difference in cash and cash equivalents | -5 | -99 | -114 | 82 |
| Cash and cash equivalents at the end of the period | 3,597 | 3,451 | 3,974 | 4,611 |

Key Figures not defined in IFRS (alternative performance measures)

KEY FIGURES, GROUP

| | Jan-Sep | Jan-Sep | Full year | Full year |
|-------------------------------|---------|---------|-----------|-----------|
| | 2017 | 2016 | 2016 | 2015 |
| Operating margin, % | 5.1% | 4.5% | 4.4% | 4.5% |
| Net margin, % | 4.1% | 3.4% | 3.3% | 4.9% |
| Return on equity, % | 13.4% | 13.6% | 11.9% | 16.6% |
| Return on capital employed, % | 11.9% | 10.8% | 10.5% | 9.8% |
| Equity/assets ratio, % | 41.4% | 38.4% | 39.0% | 37.5% |

The key figures defined below are not defined pursuant to IFRS, and are presented to facilitate an investor's evaluation of the Company's financial performance and position. The key figures are audited only

to the extent they refer to full year figures for 2015 and 2016. *I.e.*, the key figures that refer to the periods January–September 2016 and 2017 have not been reviewed by the Company's auditors.

- Equity/assets ratio Equity including non-controlling interests in relation to total assets. The key figure is presented to show the share of the total assets financed by the owners' equity.
- Net margin Profit for the period as a percentage of net sales. The key figure is presented to show the profit after all costs including tax in relation to net sales.
- Operating margin Operating profit as a percentage of net sales.
 The key figure is presented to show the Company's value creation and ability to pay interest and taxes as well as make dividends.
- Return on capital employed Profit after financial income, on a rolling 12 months basis,¹ in relation to average capital employed during the period.² ICA Bank's operations are excluded from both the income statement and balance sheet when calculating return on capital employed.³ The key figure is presented to show the return generated on the capital employed and the key figure is used by the Company to monitor the business' profitability and capital efficiency.
- Return on equity Profit for the period, on a rolling 12 months basis,⁴ in relation to average equity during the period.⁵ ICA Bank's operations are excluded from the income statement when calculating return on equity.⁶ The key figure is presented to give a view on the Company's return on equity.

² The average capital employed is calculated through the summation of the ending balances of the equity plus the current and non-current interest-bearing liabilities for the previous 13 months (e.g. December–December) divided by 13. The average capital employed for the respective period is:

| | Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
|--|------------------------------|--------------|----------------|----------------|
| Average capital employed | 55,396 | 55,359 | 55,438 | 55,064 |
| ³ Excluded values for ICA I | Bank (SEKm): Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
| Operating profit plus financial income | 41 | 334 | 43 | 377 |
| Average capital employed | 13,229 | 12,176 | 12,388 | 11,455 |

⁴ For the periods 1 January – 30 September 2017 and 2016 respectively the profit for the period on a rolling 12 months basis is 4,037 SEKm and 4,064 SEKm respectively.

⁵ The average equity is calculated through the summation of the ending balances of the equity for the previous 13 months (*e.g.* December–December) divided by 13. The average equity for the respective period is:

| Average equity | Jan-Sep 2017 29,996 | Jan-Sep 2016 27,845 | 28,394 | 27,643 |
|--|------------------------|------------------------|----------------|----------------|
| ⁶ Excluded values for ICA B | ank (SEKm): | | | |
| | Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
| Profit for the period | 25 | 280 | 35 | 313 |

¹ For the periods 1 January – 30 September 2017 and 2016 the operating profit plus financial income on a rolling 12 months basis is 5,077 SEKm and 4,996 SEKm respectively.

The financial information is derived from the Company's group accounts for 2015 and 2016 and has been audited by the Company's auditors. The Company's group accounts for 2015 and 2016 give a complete picture over the Group's assets, liabilities and financial position. The financial information is, where applicable, derived from the Company's interim report for the period January 1 – September 30, 2017. The interim report has not been reviewed by the Company's auditors.

The Company's group accounts for 2015 and 2016 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Furthermore, the Group also applies the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Rules for Groups.

The Company's annual reports for 2015 and 2016 have been prepared in accordance with the Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2 Reporting for Legal Entities.

The Company's interim report for the period January 1 – September 30, 2017 has been prepared in accordance with IAS 34 Interim Financial Reporting.

No material adverse changes have occurred in the Company's prospects since the annual report for 2016 was published on March 8, 2017, and no material changes have occurred in the financial position or position in the market since the interim report for the period January 1 – September 30, 2017 was published on November 10, 2017.

APPENDIX 2

CONDENSED STATEMENT OF COMPREHENSIVE INCOME, GROUP

| | | | Full | Full |
|--|--------------|--------------|-----------|---------|
| | Jan-Sep | Jan-Sep | year | year |
| SEKm | 2017 | 2016 | 2016 | 2015 |
| Net sales | 78,610 | 76,735 | 103,655 | 101,221 |
| Cost of goods sold | -68,099 | -66,480 | -89,687 | -87,504 |
| Gross profit | 10,511 | 10,255 | 13,968 | 13,717 |
| Other operating income | 796 | 355 | 462 | 904 |
| Selling expenses | -5,182 | -5,019 | -6,965 | -6,966 |
| Administrative expenses | -2,078 | -2,068 | -2,763 | -2,809 |
| Other operating expenses | -51 | -59 | -219 | -267 |
| Share profits of associates and joint venture | 43 | 25 | 35 | 15 |
| Operating profit | 4,039 | 3,489 | 4,518 | 4,594 |
| Financial income | 8 | 22 | 26 | 42 |
| Financial expenses | -290 | -298 | -390 | -411 |
| Net finance | -282 | -276 | -364 | -369 |
| Profit before tax | 3,757 | 3,213 | 4,154 | 4,225 |
| Tax | -504 | -600 | -757 | -504 |
| Profit for the period from continuing operations | 3,253 | 2,613 | 3,397 | 3,721 |
| Profit/loss from discontinued operations | 0 | 21 | 21 | 1,192 |
| Profit for the period | 3,253 | 2,634 | 3,418 | 4,913 |
| Other comprehensive income, items that may not be rec | lassified to | profit or l | oss | |
| Actuarial gain or losses defined benefit pensions | -107 | -210 | -37 | 227 |
| Other comprehensive income, items that may be reclass | ified to pro | fit or loss, | net after | tax |
| Change in translation reserve | 105 | 199 | 173 | -166 |
| Change in hedging reserve | -41 | 33 | 77 | -89 |
| Share of other comprehensive income of joint ventures | 19 | -6 | 6 | 12 |
| Total items that may be reclassified to profit or loss | 83 | 226 | 256 | -243 |
| Comprehensive income for the period | 3,229 | 2,650 | 3,637 | 4,897 |
| Profit for the period attributable to | | | | |
| Owners of the parent | 3,242 | 2,632 | 3,413 | 4,855 |
| Non-controlling interests | 11 | 2 | 5 | 58 |

| Comprehensive income for the period attributable to | | | | |
|---|-------|-------|-------|-------|
| Owners of the parent | 3,213 | 2,653 | 3,634 | 4,838 |
| Non-controlling interests | 16 | -3 | 3 | 59 |
| Earnings per share, SEK | | | | |
| Ordinary share | 16.12 | 13.08 | 16.97 | 24.14 |
| Ordinary share, continuing operations | 16.12 | 12.98 | 16.87 | 18.21 |
| Ordinary share, discontinued operations | 0.00 | 0.10 | 0.10 | 5.93 |

CONDENSED STATEMENT OF FINANCIAL POSITION, GROUP

| SEKm | 2017-09-30 | 2016-09-30 | 2016-12-31 | 2015-12-31 |
|---|------------|------------|------------|------------|
| ASSETS | | | | |
| Non-current assets | | | | |
| Goodwill | 16,301 | 16,301 | 16,301 | 16,301 |
| Trademarks | 13,353 | 13,359 | 13,353 | 13,630 |
| Other intangible assets | 1,080 | 1,007 | 903 | 978 |
| Interest in joint ventures and associates | 743 | 743 | 740 | 758 |
| Deferred tax assets | 442 | 458 | 456 | 456 |
| Lending and investments in ICA Bank | 9,508 | 8,856 | 8,880 | 6,962 |
| Land, buildings and investment properties | 13,363 | 13,477 | 13,120 | 14,546 |
| Other non-current assets | 2,042 | 2,122 | 2,188 | 2,200 |
| Total non-current assets | 56,832 | 56,323 | 55,941 | 55,831 |
| | | | | |
| Current assets | | | | |
| Inventories | 4,540 | 4,356 | 4,455 | 4,452 |
| Lending and investments in ICA Bank | 3,202 | 2,581 | 2,600 | 2,918 |
| Other current assets | 6,797 | 6,394 | 6,834 | 6,766 |
| Cash and cash equivalents in ICA Bank | 3,069 | 3,089 | 3,269 | 3,875 |
| Cash and cash equivalents | 528 | 362 | 705 | 736 |
| Total current assets | 18,136 | 16,782 | 17,863 | 18,747 |
| | | | 2 2 4 2 | |
| Assets held for sale | 27 | 1,675 | 2,319 | 338 |
| TOTAL ASSETS | 74,995 | 74,780 | 76,123 | 74,916 |
| EQUITY AND LIABILITIES | | | | |
| Equity | 31,069 | 28,705 | 29,688 | 28,075 |
| _4,, | , | | | |
| Non-current liabilities | | | | |
| Provisions | 2,542 | 2,511 | 2,320 | 2,159 |
| Deferred tax liabilities | 4,431 | 4,584 | 4,673 | 4,919 |
| Non-current interest-bearing liabilities | 3,915 | 7,706 | 7,407 | 7,721 |
| Other non-current liabilities | 61 | 168 | 138 | 146 |
| Total non-current liabilities | 10,949 | 14,969 | 14,538 | 14,945 |

| Current liabilities | | | | |
|--------------------------------------|--------|--------|--------|--------|
| Deposits ICA Bank | 13,931 | 12,822 | 12,897 | 11,966 |
| Current interest-bearing liabilities | 3,998 | 4,068 | 3,057 | 4,712 |
| Other current liabilities | 15,048 | 14,038 | 15,703 | 15,199 |
| Total current liabilities | 32,977 | 30,928 | 31,657 | 31,877 |
| Liabilities held for sale | 0 | 178 | 240 | 19 |
| TOTAL EQUITY AND LIABILITIES | 74.995 | 74.780 | 76.123 | 74.916 |

STATEMENT OF CASH FLOW, GROUP

| | Jan-Sep | Jan-Sep | Full year | Full year |
|--|---------|---------|-----------|-----------|
| | 2017 | 2016 | 2016 | 2015 |
| Cash flow from operating activities | 2,995 | 2,733 | 5,422 | 5,845 |
| Cash flow from investing activities | 1,214 | -941 | -1,694 | -1,707 |
| Cash flow from financing activities | -4,581 | -2,853 | -4,251 | -5,867 |
| Cash flow for the period | -372 | -1,061 | -523 | -1,729 |
| Cash and cash equivalents at the beginning of the period | 3,974 | 4,611 | 4,611 | 6,258 |
| Exchange difference in cash and cash equivalents | -5 | -99 | -114 | 82 |
| Cash and cash equivalents at the end of the period | 3,597 | 3,451 | 3,974 | 4,611 |

KEY FIGURES, GROUP

| | Jan-Sep | Jan-Sep | Full year | Full year |
|-------------------------------|---------|---------|-----------|-----------|
| | 2017 | 2016 | 2016 | 2015 |
| Operating margin, % | 5.1% | 4.5% | 4.4% | 4.5% |
| Net margin, % | 4.1% | 3.4% | 3.3% | 4.9% |
| Return on equity, % | 13.4% | 13.6% | 11.9% | 16.6% |
| Return on capital employed, % | 11.9% | 10.8% | 10.5% | 9.8% |
| Equity/assets ratio, % | 41.4% | 38.4% | 39.0% | 37.5% |

The key figures defined below are not defined pursuant to IFRS, and are presented to facilitate an investor's evaluation of the Company's financial performance and position. The key figures are audited only to the extent they refer to full year figures for 2015 and 2016. *I.e.*, the key figures that refer to the periods January–September 2016 and 2017 have not been reviewed by the Company's auditors.

- Equity/assets ratio Equity including non-controlling interests in relation to total assets.
 The key figure is presented to show the share of the total assets financed by the owners' equity.
- Net margin Profit for the period as a percentage of net sales. The key figure is presented to show the profit after all costs including tax in relation to net sales.

- Operating margin Operating profit as a percentage of net sales. The key figure is
 presented to show the Company's value creation and ability to pay interest and taxes as
 well as make dividends.
- Return on capital employed Profit after financial income, on a rolling 12 months basis,⁷ in relation to average capital employed during the period.⁸ ICA Bank's operations are excluded from both the income statement and balance sheet when calculating return on capital employed.⁹ The key figure is presented to show the return generated on the capital employed and the key figure is used by the Company to monitor the business' profitability and capital efficiency.
- Return on equity Profit for the period, on a rolling 12 months basis, ¹⁰ in relation to average equity during the period. ¹¹ ICA Bank's operations are excluded from the income statement when calculating return on equity. ¹² The key figure is presented to give a view on the Company's return on equity.

⁷ For the periods 1 January – 30 September 2017 and 2016 the operating profit plus financial income on a rolling 12 months basis is 5,077 SEKm and 4,996 SEKm respectively.

⁸ The average capital employed is calculated through the summation of the ending balances of the equity plus the current and non-current interest-bearing liabilities for the previous 13 months (e.g. December–December) divided by 13. The average capital employed for the respective period is:

| | Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
|--|------------------------------|--------------|----------------|----------------|
| Average capital employed | 55,396 | 55,359 | 55,438 | 55,064 |
| ⁹ Excluded values for ICA E | Bank (SEKm): Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
| Operating profit plus financial income | 41 | 334 | 43 | 377 |
| Average capital employed | 13,229 | 12,176 | 12,388 | 11,455 |

 $^{^{10}}$ For the periods 1 January – 30 September 2017 and 2016 respectively the profit for the period on a rolling 12 months basis is 4,037 SEKm and 4,064 SEKm respectively.

¹¹ The average equity is calculated through the summation of the ending balances of the equity for the previous 13 months (e.g. December–December) divided by 13. The average equity for the respective period is:

| (* 3 | Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
|----------------------------|--------------|--------------|----------------|----------------|
| Average equity | 29,996 | 27,845 | 28,394 | 27,643 |
| 12 Excluded values for ICA | Bank (SEKm): | | | |
| | Jan-Sep 2017 | Jan-Sep 2016 | Full year 2016 | Full year 2015 |
| Profit for the period | 25 | 280 | 35 | 313 |

APPENDIX 3

HISTORICAL FINANCIAL INFORMATION

The Company's annual reports and group accounts for 2015 and 2016 and also the Company's interim report for the period January 1 – September 30, 2017, but only with respect to the sections listed in the subsection *Place for certain sections incorporated by reference* below, are incorporated into the Base Prospectus by reference. The sections incorporated are to be read as part of the Base Prospectus. All the reports are available on the Company's website www.icagruppen.se/en/ and can also be obtained from the Company in paper form. Other information, if not available in electronic form at www.icagruppen.se/en/, can be obtained from the Company in paper form.

The Company's group accounts for 2015 and 2016 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Furthermore, the Group also applies the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Rules for Groups.

The Company's annual reports for 2015 and 2016 have been prepared in accordance with the Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2 Reporting for Legal Entities.

The Company's interim report for the period January 1 – September 30, 2017 has been prepared in accordance with IAS 34 Interim Financial Reporting.

AUDITING OF THE ANNUAL HISTORICAL FINANCIAL INFORMATION

The financial information in the Company's group accounts and annual reports for 2015 and 2016 was reviewed by authorized public accountant Erik Åström. The auditing of the annual reports was conducted in accordance with generally accepted auditing practices in Sweden and the audit reports were submitted without comment. The Company's interim report for the period January 1 – September 30, 2017 has not been reviewed by the Company's auditors.

Other than the auditing of the Company's group accounts and annual reports, the Company's auditors have not audited or reviewed any part of the Base Prospectus or this translation thereof.

KPMG AB was elected as the Company's auditor at the annual general meeting held on April 7, 2017 and authorized public accountant Thomas Forslund (born 1965) was appointed auditor-in-charge. Thomas Forslund is a member of FAR, the professional institute for the accountancy sector in Sweden. The office address of KPMG AB and Thomas Forslund is: KPMG AB, Evenemangsgatan 17, P.O. Box 3018, SE-169 03 Solna, Sweden. Up and until the annual general meeting held on April 7, 2017, Ernst & Young AB was the Company's auditor and authorized public accountant Erik Åström (born 1957) was auditor-in-charge. Erik Åström is a member of FAR. The office address of Ernst & Young AB and Erik Åström is: Ernst & Young AB, Jakobsbergsgatan 24, P.O. Box 7850, SE-103 99 Stockholm, Sweden.

AGE OF THE MOST RECENT FINANCIAL INFORMATION

The most recent financial information has been taken from the annual report for 2016, which was published on March 8, 2017, and from the interim report for the period January 1 – September 30, 2017, which was published on November 10, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have, but only with respect to the sections listed in the subsection *Place for certain sections incorporated by reference* below, been incorporated into the Base Prospectus by reference.

The Company's audited annual reports and group accounts and auditors' reports for

fiscal years 2015 and 2016;

- The Company's interim report for the period January 1 September 30, 2017;
- The Company's base prospectus dated June 3, 2013; and
- The Company's base prospectus dated May 26, 2014.

The abovementioned annual reports and interim report are available in electronic form on the Company's website www.icagruppen.se/en/

(<u>www.icagruppen.se/en/investors/#!/reports-and-presentations</u>), and can also be obtained from the Company in paper form in accordance with section *Documents available for inspection* below.

The Company's previous base prospectuses are available in electronic form on the Company's website www.icagruppen.se/en/ (www.icagruppen.se/en/investors/#!/creditmarket), and can also be obtained from the Company in paper form in accordance with section *Documents available for inspection* below.

The information that is not included in the sections of the abovementioned annual reports, interim report and base prospectuses that are incorporated by reference in accordance with subsection *Place for certain sections incorporated by reference* below is either not relevant for investors or can be found elsewhere in this Base Prospectus.

Location of certain sections incorporated by reference Annual report 2015 Page 77 Statement of income for the Group Statement of financial position for the Group 78-79 Statement of cash flows for the Group 81 Description of accounting principles and other explanatory notes 82-106 Auditor's report 120-121 Board of Directors' report 2, 6, 8-38, 54-72 Annual report 2016 Page Statement of income for the Group 77 Statement of financial position for the Group 78-79 Statement of cash flows for the Group 81 Description of accounting principles and other explanatory notes 82-104 Auditor's report 117-119 Board of Directors' report 2-3, 8-23, 42-73 Interim report for the period January 31 – September 30, 2017 Page Statement of income for the Group 16 Statement of financial position for the Group 17 Statement of cash flows for the Group 18 Description of accounting principles and other explanatory notes 20-23 Base prospectus dated June 3, 2013 Page General terms 25-36 Template for final terms 37-41

Solely with the purpose to issue additional tranches under the loans stated below issued

under the Company's general terms dated June 3, 2013, the general terms dated June 3, 2013, and published in the Company's base prospectus dated June 3, 2013, as well as the final terms for such loans, are incorporated by reference:

| Loan | Redemption date | ISIN |
|------|-----------------|--------------|
| 102 | June 25, 2018 | SE0005280492 |
| 103 | June 25, 2018 | SE0005280500 |

| Base prospectus dated May 26, 2014 | Page |
|------------------------------------|-------|
| General terms | 23–34 |
| Template for final terms | 35–38 |

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated April 24, 2014, the general terms dated April 24, 2014, and published in the Company's base prospectus dated May 26, 2014, as well as the final terms for such loans, are incorporated by reference:

| Loan | Redemption date | ISIN |
|------|-----------------|--------------|
| 105 | June 17, 2019 | SE0006028106 |
| 106 | June 17, 2019 | SE0006028114 |

APPENDIX 4

MATERIAL CHANGES IN THE ISSUER'S FINANCIAL POSITION

There has been no material change in the Group's financial position or position in the market that could affect the market's view of the Company since the publication of the interim report for the period January 1 – September 30, 2017.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available in paper form upon request at the Company's head office at Svetsarvägen 16, SE-171 93 Solna, Sweden, on weekdays during the Company's regular office hours and in electronic form on the Company's website www.icagruppen.se/en/ throughout the period of validity of the Base Prospectus.

- The Company's articles of association;
- The Company's audited group accounts, annual reports and audit reports for the fiscal years 2015 and 2016;
- The Company's interim report for the period January 1 September 30, 2017;
- The Company's subsidiaries audited annual reports and audit reports for the fiscal years 2015 and 2016 (where applicable);
- The Company's base prospectus dated June 3, 2013;
- The Company's base prospectus dated May 26, 2014;
- The Company's general terms dated June 3, 2013;
- The Company's general terms dated April 24, 2014;
- The Company's general terms dated May 31, 2017;
- The Company's final terms for loan 102 dated June 18, 2013;
- The Company's final terms for loan 103 dated June 18, 2013;
- The Company's final terms for loan 105 dated June 11, 2014;
- The Company's final terms for loan 106 dated June 11, 2014; and
- This Base Prospectus, including any supplements to the Base Prospectus.