



SUPPLEMENT 2021:4 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 10 June 2021 (SFSA ref. no. 21-11508) (the "**Base Prospectus**").

This supplement has been prepared in accordance with Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and approved and registered by the Swedish Financial Supervisory Authority on 14 February 2022 and published on ICA Gruppen's website the same day.

This supplement is a part of, and shall be read together with, the Base Prospectus and all supplements to the Base Prospectus. Prior supplements to the Base Prospectus has been approved and registered by the Swedish Financial Supervisory Authority on 23 August 2021 (SFSA ref. no. 21-21739), 1 November 2021 (SFSA ref. no. 21-27846) and 13 January 2022 (SFSA ref. no. 22-13). (the supplement with SFSA ref. no. 22-13 is referred to as the "**Supplement**"). The Base Prospectus and supplements are available on ICA Gruppen's website www.icagruppen.se/en/. Other than the incorporated documents, the information on the website do not form part of this supplement or the Base Prospectus and has not been reviewed or approved by the Swedish Financial Supervisory Authority.

This supplement has been prepared due to the publication of ICA Gruppen's year-end report on 9 February 2022 for the period 1 January – 31 December 2021 (the "**Year-End Report**").

At the time of the publication of this supplement, there are no outstanding offerings and any right of withdrawal does not exist.

UPDATES OF THE BASE PROSPECTUS CAUSED BY THE YEAR-END REPORT

The publishing of the Year-End Report causes updates of the sections "*Other information*" and "*Historical financial information*" of the Base Prospectus as stated below.

Other information

The sub-section “*Recent events and significant changes*” on page 49 of the Base Prospectus has been updated in accordance with the Supplement. The last paragraph in Appendix 3 to the Supplement has the following wording:³

“Other than as mention above, no recent events have occurred that are specific to the Company and that are, to a significant extent, relevant for the assessment of the Company’s solvency. No material adverse change in the future prospects of the Company has occurred since the date of the publication of the Company’s audited financial report of 2020 and no material adverse change has occurred in regards to the financial position and financial result of the Group since the end of the financial period 1 January – 30 September 2021 for which the Group has published the consolidated and unaudited interim report.”

This sub-section and the sub-section “*Documents available for inspection*” on page 51 of the Base Prospectus are updated and replaced in their entirety as set forth in Appendix 1.

Historical financial information

The sub-sections “*Historical financial information*”, “*Accounting principles*”, “*Auditing of the annual historical financial information*” on page 52 of the Base Prospectus and “*Documents incorporated by reference*” on pages 52-54 are updated replaced in their entirety as set forth in Appendix 2.

³ The Supplement is only available in a Swedish language version.

APPENDIX 1

RECENT EVENTS AND SIGNIFICANT CHANGES

Other than as mention above, no recent events have occurred that are specific to the Company and that are, to a significant extent, relevant for the assessment of the Company's solvency. No material adverse change in the future prospects of the Company has occurred since the date of the publication of the Company's audited financial report of 2020 and no material adverse change has occurred in regards to the financial position and financial result of the Group since the end of the financial period 1 January – 31 December 2021 for which the Group has published the consolidated and unaudited year-end report.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available in paper upon request at the Company's head office at Kolonnvägen 20, SE-169 71 Solna, Sweden, on weekdays during the Company's regular office hours and electronically on the Company's website www.icagruppen.se/en/ throughout the period of validity of the Base Prospectus.

- The Company's certificate of incorporation and articles of association;
- The Group's consolidated and audited annual reports and audit reports for the financial years 2019 and 2020;
- The Group's consolidated and unaudited year-end report for the period 1 January – 31 December 2021;
- The Company's subsidiaries audited annual reports and audit reports for the financial years 2019 and 2020 (where applicable);⁴
- This Base Prospectus, including any supplements to the Base Prospectus, as well as Final Terms issued under this Base Prospectus;
- The Company's base prospectus dated 13 June 2018;
- The Company's base prospectus dated 13 June 2019;
- The Company's base prospectus dated 11 June 2020;
- The Company's general terms dated 31 May 2017;
- The Company's final terms for loan 111 dated 25 February 2019;
- The Company's final terms for loan 112 dated 25 February 2019;
- The Company's final terms for loan 113 dated 19 February 2020;
- The Company's final terms for loan 114 dated 19 February 2020;
- The Company's final terms for loan 115 dated 18 March 2021; and
- The Company's final terms for loan 116 dated 18 March 2021.

⁴ These documents will not be available electronically. The documents will only be available at the Company's head office to the extent that each company has published an annual report for the respective period.

APPENDIX 2

HISTORICAL FINANCIAL INFORMATION

The Group's consolidated and audited annual reports for the financial years 2019 and 2020 which have previously been published and submitted to the Swedish Financial Supervisory Authority in conjunction with the application for approval of the Base Prospectus and the Group's consolidated and unaudited year-end report for the period 1 January – 31 December 2021, which have previously been published and submitted to the Swedish Financial Supervisory Authority in conjunction with the application for approval of this supplement dated 14 February 2022 (SFSA ref. no. 22-3708), are incorporated by reference pursuant to article 19 of the Prospectus Regulation, and are to be read as part of the Base Prospectus. Sections of ICA Gruppen's financial reports that are not incorporated by reference do not form part of this Base Prospectus.

ACCOUNTING PRINCIPLES

The Group's consolidated and audited annual reports for 2019 and 2020 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 recommendation stipulates supplementary standards based on provisions in the Annual Accounts Act (1995:1554) (Sw. *årsredovisningslag (1995:1554)*). The Group's consolidated and unaudited year-end report for the period 1 January – 31 December 2021, has been prepared in accordance with IAS 34 Interim Financial Reporting.

AUDITING OF THE ANNUAL HISTORICAL FINANCIAL INFORMATION

The Group's consolidated annual report and the Company's audited annual report for 2019 and 2020 have been audited by authorized public accountant Helena Arvidsson Älgne. The Group's consolidated and unaudited year-end report for the period 1 January – 31 December 2021, has not been reviewed by the Company's auditor. The auditing of the annual reports was conducted in accordance with generally accepted auditing standards in Sweden and the audit reports were submitted without any remarks.

Other than the auditing of the Group's financial reports, the Company's auditor has not audited or reviewed any parts of this Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have, but only with respect to the sections listed in the below subsection *Place for certain sections incorporated by reference*, been incorporated into the Base Prospectus by reference. The parts of the documents listed below which have not been incorporated by reference into this Base Prospectus are either not relevant for investors or corresponding information is given to the investors in other parts of this Base Prospectus.

- The Group's consolidated annual reports and auditors' reports for financial years 2019 and 2020;
- The Group's consolidated and unaudited year-end report for the period 1 January – 31 December 2021;
- The Company's base prospectus dated 13 June 2018;
- The Company's base prospectus dated 13 June 2019; and
- The Company's base prospectus dated 11 June 2020.

The abovementioned annual reports and year-end report are available electronically on the Company's website, www.icagruppen.se/en/ (www.icagruppen.se/en/investors/#!/reports-and-presentations).

The Company's previous base prospectuses are available electronically on the Company's website www.icagruppen.se/en/ (www.icagruppen.se/en/investors/#!/credit-market).

Place for certain sections incorporated by reference

<i>The Group's consolidated annual report 2020</i>	<i>Page</i>
Statement of income for the Group	74
Statement of financial position for the Group	75–76
Statement of changes in equity	77
Statement of cash flows for the Group	78
Accounting principles	79–81
Notes	79-98
Auditor's report	110–111

<i>The Group's consolidated annual report 2019</i>	<i>Page</i>
Statement of income for the Group	78
Statement of financial position for the Group	79–80
Statement of changes in equity	81
Statement of cash flows for the Group	82
Accounting principles	83–86
Notes	83–105
Auditor's report	117–118

<i>Year-end report for the period 1 January – 31 December 2021</i>	<i>Page</i>
Statement of income for the Group	24
Statement of financial position for the Group	25
Statement of changes in equity	27

Statement of cash flows for the Group	26
Accounting principles	28
Notes	28-33

Base prospectus dated 13 June 2018

Page

General terms	29–41
Template for final terms	42–45

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated 31 May 2017, the general terms dated 31 May 2017, and published in the Company's base prospectus dated 13 June 2018, as well as the final terms for such loans, are incorporated by reference:

Loan	Redemption date	ISIN
111	4 March 2022	SE0011643170
112	4 March 2022	SE0011643188

Base prospectus dated 13 June 2019

Page

General terms	31–43
Template for final terms	44–47

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated 31 May 2017, the general terms dated 31 May 2017, and published in the Company's base prospectus dated 13 June 2019, as well as the final terms for such loans, are incorporated by reference:

Loan	Redemption date	ISIN
113	28 February 2023	SE0012676732
114	28 February 2025	SE0012676740

Base prospectus dated 11 June 2020

Page

General terms	20–32
Template for final terms	33–36

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated 31 May 2017, the general terms dated 31 May 2017, and published in the Company's base prospectus dated 11 June 2020, as well as the final terms for such loans, are incorporated by reference:

Loan	Redemption date	ISIN
115	25 March 2024	SE0013882909

116

25 March 2024

SE0013882917