

Supplement 2014:1 to base prospectus regarding ICA Gruppen Aktiebolag's (publ) MTN-programme

Supplement to base prospectus regarding ICA Gruppen Aktiebolag's (publ) ("ICA Gruppen") MTN-programme, approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the "SFSA") on 26 May 2014 (ref. no.14-7101) (the "Base Prospectus").

This supplement has been prepared in accordance with Chapter 2 Section 34 in the Swedish Financial Instruments Trading Act (1991:980) (Sw. *lag (1991:980) om handel med finansiella instrument*) and approved and registered by the SFSA on 28 August 2014 and published on ICA Gruppen's website on 28 August 2014.

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 1 September 2014.

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

Publication of ICA Gruppen's interim report

On 20 August 2014, ICA Gruppen published its interim report for the period 1 January – 30 June 2014 (the "Interim Report"). By this supplement, the Interim Report is implemented into, and made part of, the Base Prospectus.

Updates of the Base Prospectus

The above-mentioned publication of the Interim Report causes updates of the headings "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 historical financial information under "Section B – Issuer" (item B.12) by supplementing the section "Balance sheet" with the columns "2014-06-30" and "2013-06-30" from the section "Condensed consolidated statement of financial position" on page 12 of the Interim Report and by supplementing the section "Income statement" with the columns "January–June 2013 and 2014" of the section "Condensed consolidated statement of comprehensive income" on page 11 of the Interim Report. The updates above are set forth in Appendix 1.

Selected historical financial information

The section "Condensed statement of comprehensive income, Group" on page 51 of the Base Prospectus is supplemented with the columns "April–June" and "January–June" 2013 and 2014 of the section "Condensed consolidated statement

of comprehensive income” on page 11 of the Interim Report. The section “Condensed statement of financial position, Group” on page 52 of the Base Prospectus is supplemented with the columns “2014-06-30” and “2013-06-30” of the section “Condensed consolidated statement of financial position” on page 12 of the Interim Report. The section “Statement of cash flows” on page 53 of the Base Prospectus is supplemented with the columns “January–June” 2013 and 2014 of the section “Condensed consolidated statement of cash flows” on page 13 of the Interim Report. The section “Key figures” on page 53 of the Base Prospectus is supplemented with the columns “April–June” and “January–June” 2013 and 2014 of the section “Key Figures for ICA Gruppen” on page 18 of the Interim Report. The updates above are set forth in the [Appendix 2](#).

The sections ”Historical financial information”, ”Age of the most recent financial information” and ”Documents incorporated by reference” on page 49 of the Base Prospectus are updated as set forth in [Appendix 3](#).

Other information

The sections ”Material changes in the issuer’s financial position” and ”Documents available for inspection” on pages 54–55 of the Base Prospectus are updated as set forth in [Appendix 4](#).

Solna on 28 August 2014

APPENDIX 1

B.12	Selected historical financial information:	Balance sheet							
		Condensed statement of financial position, Group							
		SEKm	30 June 2014	30 June 2013	SEK m	Mar 31, 2014	Mar 31, 2013	Dec 31, 2013	Dec 31, 2012
		ASSETS			ASSETS				
		Non-current assets			Non-current assets				
		Goodwill	11,867	12,120	Goodwill	11,867	12,119	11,867	574
		Trademarks	13,086	13,170	Trademarks	13,065	13,136	13,065	935
		Other intangible assets	856	778	Other intangible assets	830	735	770	86
		Interests in companies recognised according to the equity method	675	822	Interests in companies recognised according to the equity method	694	820	712	6,339
		Deferred tax assets	359	205	Deferred tax assets	385	238	369	223
		Non-current receivables in ICA Bank	6,771	5,998	Non-current receivables in ICA Bank	6,261	5,541	6,27	-
		Land and buildings	16,316	16,222	Land and buildings	16,867	16,075	16,778	-
		Other non-current assets	2,477	2,603	Other non-current assets	2,462	2,554	2,521	50
		Total non-current assets	52,407	51,918	Total non-current assets	52,431	51,218	52,332	6,207
		Current assets			Current assets				
		Inventories	4,139	4,356	Inventories	4,218	4,463	4,253	433
		Short-term investments	1	0	Short-term investments	1	6	1	1,155
		Current receivables in ICA Bank	2,997	2,932	Current receivables in ICA Bank	2,892	3,13	2,931	-
		Other current assets	4,483	5,168	Other current assets	4,493	5,856	4,833	295
		Cash and cash equivalents in ICA Bank	2,580	3,002	Cash and cash equivalents in ICA Bank	2,952	2,709	2,814	-
		Cash and cash equivalents	599	608	Cash and cash equivalents	2,952	2,709	2,814	-
		Total current assets	14,799	16,066	Total current assets	15,108	17,955	15,966	2,174
		Available-for-sale assets	1,537	16	Available-for-sale assets	866	12	643	-
		TOTAL ASSETS	68,743	68,000	TOTAL ASSETS	68,405	69,185	68,961	10,381
		EQUITY AND LIABILITIES			EQUITY AND LIABILITIES				
		Equity	26,780	22,350	Equity	26,753	16,883	26,541	9,02
		Non-current liabilities			Non-current liabilities				
		Provisions	2,095	2,302	Provisions	2,058	2,278	1,909	23
		Deferred tax liabilities	4,895	4,802	Deferred tax liabilities	4,908	4,806	4,925	21
		Non-current interest-bearing liabilities	6,941	12,125	Non-current interest-bearing liabilities	7,615	12,69	6,77	18
		Other non-current liabilities	71	2	Other non-current liabilities	35	2	8	
		Total non-current liabilities	14,002	19,231	Total non-current liabilities	14,616	19,776	13,612	63
		Current liabilities			Current liabilities				
		Deposits ICA Bank	10,729	10,573	Deposits ICA Bank	10,58	10,352	10,6	-
		Current interest-bearing liabilities	2,695	1,694	Current interest-bearing liabilities	2,817	7,122	3,523	61
		Other current liabilities	14,272	14,152	Other current liabilities	13,205	15,052	14,173	666
		Total current liabilities	27,696	26,419	Total current liabilities	26,602	32,526	28,296	727
		Available-for-sale liabilities	265	-	Available-for-sale liabilities	434	-	512	-
		TOTAL EQUITY AND LIABILITIES	68,743	68,000	TOTAL EQUITY AND LIABILITIES	68,405	69,185	68,961	10,381

Income statement										
Condensed statement of comprehensive income, Group										
SEKm	Ni	April-June 2014	April-June 2013	January-June 2014	January-June 2013	SEK m	Mar 31, 2014	Mar 31, 2013	Full year 2013	Full year 2012
Net sales		26,185	25,018	49,694	26,908	Net sales	23,509	1,89	77,702	2,726
Cost of goods sold ¹		-22,666	-21,492	-43,050	-23,003	Cost of goods sold	-20,384	-1,511	-66,074	-1,494
Gross profit		3,519	3,526	6,644	3,905	Gross profit	3,125	379	11,628	1,232
Other operating income		542	68	611	71	Other operating income	69	3	191	167
Selling expenses ¹		-2,093	-2,208	-4,088	-2,538	Selling expenses	-1,995	-330	-7,271	-1,147
Administrative expenses ¹		-697	-789	-1,375	-886	Administrative expenses	-678	-97	-2,446	-372
Share of profits of associates and joint ventures		3	0	10	83	Share of profits of associates and joint ventures	7	83	121	332
Effects of acquisition of ICA AB		-	-	-	8,051	Effects of acquisition of ICA AB	=	8,051	8,051	=
Operating profit		1,274	597	1,802	8,686	Operating profit	528	6,089	10,274	212
Financial income		13	16	26	23	Financial income	13	7	47	63
Financial expense		-100	-165	-204	-172	Financial expense	-104	-7	-512	-31
Change in fair value of financial instruments		-	-	-	16	Change in fair value of financial instruments	=	16	16	=
Profit before tax		1,187	448	1,624	8,553	Profit before tax	437	8,105	9,825	244
Tax		-193	-193	-331	-189	Tax	-138	4	-379	18
Profit for the period		994	255	1,293	8,364	Profit for the period	299	8,109	9,446	262
Other comprehensive income, items that may not be reclassified to profit or loss						Other comprehensive income, items that may not be reclassified to profit or loss				
Actuarial gains or losses defined benefit pensions		0	0	-92	0	Actuarial gains or losses defined benefit pensions	-92	0	214	-
Other comprehensive income, items that may be reclassified to profit or loss, net after tax						Other comprehensive income, items that may be reclassified to profit or loss, net after tax				
Change in translation reserve		92	128	152	132	Change in translation reserve	60	4	81	8
Change in fair value reserve		0	0	0	0	Change in fair value reserve	0	0	0	-28
Change in hedging reserve		-22	0	-71	0	Change in hedging reserve	-49	0	0	-7
Share of other comprehensive income of joint ventures		-41	47	-57	47	Share of other comprehensive income of joint ventures	-16	0	20	0
Items reclassified to profit or loss at acquisition of ICA AB		-	-	-	-259	Items reclassified to profit or loss at acquisition of ICA AB	0	-259	-259	=
Total items that may be reclassified to profit or loss		29	175	24	-80	Total items that may be reclassified to profit or loss	-5	-255	-158	-27
Comprehensive income for the period		1,023	430	1,225	8,284	Comprehensive income for the period	202	7,854	9,502	235
Profit for the period attributable to						Profit for the period attributable to				
Owners of the parent		936	263	1,238	8,384	Owners of the parent	302	8,121	9,439	280
Non-controlling interests		58	-8	55	-20	Non-controlling interests	-3	-12	7	-18
Comprehensive income for the period attributable to						Comprehensive income for the period attributable to				
Owners of the parent		970	433	1,178	8,299	Owners of the parent	208	7,866	9,495	253
Non-controlling interests		53	-3	47	-15	Non-controlling interests	-6	-12	7	-18
Earnings per share before after dilution, SEK ²						Earnings per share before after dilution, SEK				
Ordinary share		4.65	1.51	6.15	50.04	Ordinary Share	1.50	50.51	49.68	1.65
C share		4.65	1.51	6.15	50.04	C Share	1.50	50.51	49.68	1.65

APPENDIX 2

Condensed statement of comprehensive income, Group

SEKm	April-June 2014	April-June 2013	January-June 2014	January-June 2013	SEK m	Jan-Mar 2014	Jan-Mar 2013	Full year 2013	Full year 2012
Net sales	26,185	25,018	49,694	26,908	Net sales	23,509	1,890	77,702	2,726
Cost of goods sold ¹	-22,666	-21,492	-43,050	-23,003	Cost of goods sold	-20,384	-1,511	-66,074	-1,494
Gross profit	3,519	3,526	6,644	3,905	Gross profit	3,125	379	11,628	1,232
Other operating income	542	68	611	71	Other operating income	69	3	191	167
Selling expenses ¹	-2,093	-2,208	-4,088	-2,538	Selling expenses	-1,995	-330	-7,271	-1,147
Administrative expenses ¹	-697	-789	-1,375	-886	Administrative expenses	-678	-97	-2,446	-372
Share of profits of associates and joint ventures	3	0	10	83	Share of profits of associates and joint ventures	7	83	121	332
Effects of acquisition of ICA AB	-	-	-	8,051	Effects of acquisition of ICA AB	-	8,051	8,051	-
Operating profit	1,274	597	1,802	8,686	Operating profit	528	8,089	10,274	212
Financial income	13	16	26	23	Financial income	13	7	47	63
Financial expense	-100	-165	-204	-172	Financial expense	-104	-7	-512	-31
Change in fair value of financial instruments	-	-	-	16	Change in fair value of financial instruments	-	16	16	-
Profit before tax	1,187	448	1,624	8,553	Profit before tax	437	8,105	9,825	244
Tax	-193	-193	-331	-189	Tax	-138	4	-379	18
Profit for the period	994	255	1,293	8,364	Profit for the period	299	8,109	9,446	262
Other comprehensive income, items that may not be reclassified to profit or loss					Other comprehensive income, items that may not be reclassified to profit or loss				
Actuarial gains or losses defined benefit pensions	0	0	-92	0	Actuarial gains or losses defined benefit pensions	-92	0	214	-
Other comprehensive income, items that may be reclassified to profit or loss, net after tax					Other comprehensive income, items that may be reclassified to profit or loss, net after tax				
Change in translation reserve	92	128	152	132	Change in translation reserve	60	4	81	8
Change in fair value reserve	0	0	0	-172	Change in fair value reserve	-49	0	0	-7
Share of other comprehensive income of joint ventures	-22	0	-71	0	Share of other comprehensive income of joint ventures	-16	0	20	0
Items reclassified to profit or loss at acquisition of ICA AB	-41	47	-57	47	Items reclassified to profit or loss at acquisition of ICA AB	0	-259	-259	-
Items reclassified to profit or loss at acquisition of ICA AB	-	-	-	-259	Items reclassified to profit or loss at acquisition of ICA AB	-	-	-	-
Total items that may be reclassified to profit or loss	29	175	24	-80	Total items that may be reclassified to profit or loss	-5	-255	-158	-27
Comprehensive income for the period	1,023	430	1,225	8,284	Comprehensive income for the period	202	7,854	9,502	235
Profit for the period attributable to					Profit for the period attributable to				
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Non-controlling interests	58	-8	55	-20	Non-controlling interests	-3	-12	7	-18
Comprehensive income for the period attributable to					Comprehensive income for the period attributable to				
Owners of the parent	970	433	1,178	8,299	Owners of the parent	208	7,866	9,495	253
Non-controlling interests	53	-3	47	-15	Non-controlling interests	-6	-12	7	-18
Earnings per share before and after dilution, SEK²					Earnings per share before and after dilution, SEK				
Ordinary share	4.65	1.51	6.15	50.04	Ordinary Share	1.50	50.51	49.68	1.65
C share	4.65	1.51	6.15	50.04	C Share	1.50	50.51	49.68	1.65

Condensed statement of financial position, Group

SEKm	30 June 2014	30 June 2013	SEK m	Mar 31, 2014	Mar 31, 2013	Dec 31, 2013	Dec 31, 2012
ASSETS			ASSETS				
Non-current assets			Non-current assets				
Goodwill	11,867	12,120	Goodwill	11,867	12,119	11,867	574
Trademarks	13,086	13,170	Trademarks	13,065	13,136	13,065	935
Other intangible assets	856	778	Other intangible assets	830	735	770	86
Interests in companies recognised according to the equity method	675	822	Interests in companies recognised according to the equity method	694	820	712	6,339
Deferred tax assets	359	205	Deferred tax assets	385	238	369	223
Non-current receivables in ICA Bank	6,771	5,998	Non-current receivables in ICA Bank	6,261	5,541	6,270	-
Land and buildings	16,316	16,222	Land and buildings	16,867	16,075	16,778	-
Other non-current assets	2,477	2,603	Other non-current assets	2,462	2,554	2,521	50
Total non-current assets	52,407	51,918	Total non-current assets	52,431	51,218	52,352	8,207
Current assets			Current assets				
Inventories	4,139	4,356	Inventories	4,218	4,463	4,253	433
Short-term investments	1	0	Short-term investments	1	6	1	1,155
Current receivables in ICA Bank	2,997	2,932	Current receivables in ICA Bank	2,892	3,130	2,931	-
Other current assets	4,483	5,168	Other current assets	4,493	5,856	4,833	295
Cash and cash equivalents in ICA Bank	2,580	3,002	Cash and cash equivalents in ICA Bank	2,952	2,709	2,814	-
Cash and cash equivalents	599	608	Cash and cash equivalents	552	1,791	1,134	291
Total current assets	14,799	16,066	Total current assets	15,108	17,955	15,966	2,174
Available-for-sale assets	1,537	16	Available-for-sale assets	866	12	643	-
TOTAL ASSETS	68,743	68,000	TOTAL ASSETS	68,405	69,185	68,961	10,381
EQUITY AND LIABILITIES			EQUITY AND LIABILITIES				
Equity	26,780	22,350	Equity	26,753	16,883	26,541	9,021
Non-current liabilities			Non-current liabilities				
Provisions	2,075	2,302	Provisions	2,058	2,278	1,909	234
Deferred tax liabilities	4,895	4,802	Deferred tax liabilities	4,908	4,806	4,925	212
Non-current interest-bearing liabilities	6,941	12,125	Non-current interest-bearing liabilities	7,615	12,690	6,770	186
Other non-current liabilities	71	2	Other non-current liabilities	35	2	8	1
Total non-current liabilities	14,002	19,231	Total non-current liabilities	14,616	19,776	13,612	633
Current liabilities			Current liabilities				
Deposits ICA Bank	10,729	10,573	Deposits ICA Bank	10,580	10,352	10,600	-
Current interest-bearing liabilities	2,695	1,694	Current interest-bearing liabilities	2,817	7,122	3,523	61
Other current liabilities	14,272	14,152	Other current liabilities	13,205	15,052	14,173	666
Total current liabilities	27,696	26,419	Total current liabilities	26,602	32,526	28,296	727
Available-for-sale liabilities	265	-	Available-for-sale liabilities	434	-	512	-
TOTAL EQUITY AND LIABILITIES	68,743	68,000	TOTAL EQUITY AND LIABILITIES	68,405	69,185	68,961	10,381

Statement of cash flows

SEKm	January-June 2014	January-June 2013	Jan-Mar 2014	Jan-Mar 2013	Full year 2013	Full year 2012
Operating profit	1,802	8,686				
Effects of acquisition of ICA AB	-	-8,051				
Depreciation and impairment	884	436				
Other non-cash items	-434	-148				
Income tax paid	-393	-155				
Cash flow from operating activities before change in working capital	1,859	768				
Change in working capital:						
Inventories	146	113				
Current receivables	302	610				
Current liabilities	-262	-79				
ICA Bank's net of deposits, lending and investments	-438	-44				
Cash flow from operating activities	1,607	1,368	63	-301	3,975	814
Acquisition of ICA AB	-	-15,739	-620	-14,559	-16,585	-266
Acquisition of tangible and intangible non-current assets	-1,231	-515	138	19,070	16,203	-505
Sale of tangible and intangible non-current assets	681	15				
Investments in joint ventures	-	-				
Change in financial assets	2	1,176				
Interest received	19	18				
Cash flow from investing activities	-529	-15,045				
New issue ICA Gruppen AB	-	5,017				
New issue preference shares in subsidiary	-	-				
Dividend paid	1,004	-				
Change in loans	-643	12,169				
Interest paid	-185	-185				
Cash flow from financing activities	-1,832	17,001	3,948	291	291	248
Cash flow for the period	-754	3,324	-25	-1	64	0
Cash and cash equivalents at 1 January	3,948	291				
Exchange differences in cash and cash equivalents	-15	-5				
Cash and cash equivalents at the end of the period	3,179	3,610	3,504	4,500	3,948	291

Key figures

	April-June 2014	April-June 2013	January-June 2014	January-June 2013	Jan-Mar 2014	Jan-Mar 2013	Full year 2013	Full year 2012
Operating profit before depreciation EBITDA, SEKm	1,726	1,001	2,686	1,071				
Operating margin excl. non-recurring items, %	3.2%	2.4%	2.7%	2.4%				
Operating margin, %	4.9%	2.4%	3.6%	32.3%				
Net margin, %	3.8%	1.0%	2.6%	31.1%				
Return on capital employed, %			8.3%	3.1%				
Return on equity, %			8.6%	2.4%				
Equity/assets ratio, %			39.0%	32.9%				
Net debt, SEKm			-9,084	-13,211				
Net debt/EBITDA			1.7	2.7				
Operating margin, %					2.2%	428.0%	13.2%	7.8%
Net margin, %					12.2%	429.0%	12.2%	9.6%
Return on equity, %					7.0%	1.9%	6.5%	2.9%
Return on capital employed, %					6.7%	1.5%	6.6%	2.9%
Equity/assets ratio, %					39.1%	24.4%	38.5%	86.9%

APPENDIX 3

HISTORICAL FINANCIAL INFORMATION

The Company's annual reports for 2012 and 2013 as well as the Company's interim reports for the periods January–March and January–June 2013 and 2014, but only with respect to the sections listed in subsection *Location of certain information in documents incorporated by reference* below, are incorporated into the Base Prospectus by reference. The sections incorporated are to be read as part of this Base Prospectus. All the reports are available on the Company's website www.icagruppen.se and can also be obtained in printed versions from the Company. Other information, if not available in electronic format at www.icagruppen.se, can be obtained in printed versions from the Company.

The Company's consolidated financial statements 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 2012 and 2013 were prepared in accordance with the recommendations and statements issued by the Swedish Financial Accounting Standards Council.

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

AGE OF THE MOST RECENT FINANCIAL INFORMATION

The most recent financial information has been taken from the annual report for 2013, which was published on 6 March 2014 and from the interim report for the period of January–June 2014, which was published on 20 August 2014.

DOCUMENTS INCORPORATED THROUGH REFERENCE

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

- the Company's audited annual reports and auditors' reports for fiscal years 2012 and 2013; and
- the Company's interim reports for the periods 1 January– 31 March and 1 January – 30 June 2013 and 2014.

The information that is not included in the sections of the abovementioned annual reports and interim reports that are incorporated by reference in accordance with subsection *Location of certain information in documents incorporated by reference* below is either not relevant for investors or can be found elsewhere in this Base Prospectus. The documents incorporated by reference are available at the Company's website www.icagruppen.se and can also be obtained from the Company in paper format.

Location of certain information in documents incorporated by reference

Annual report 2012	Page
Statement of income for the Company	99
Statement of financial position for the Company	100–101
Statement of cash flows for the Company	103
Statement of income for the Group	73
Statement of financial position for the Group	74–75
Statement of cash flows for the Group	77
Description of accounting principles and other explanatory notes	78–98 104–110
Auditor's report	111
Board of Directors' report	68–72
Annual report 2013	Page
Statement of income for the Company	143
Statement of financial position for the Company	144–145
Statement of cash flows for the Company	147
Statement of income for the Group	113
Statement of financial position for the Group	114–115
Statement of cash flows for the Group	117
Description of accounting principles and other explanatory notes	118–142 148– 154
Auditor's report	156–157
Board of Directors' report	86–89
Interim report for the period 1 January – 31 March 2013	Page
Statement of income for the Company	17
Statement of financial position for the Company	17
Statement of income for the Group	14
Statement of financial position for the Group	15
Statement of cash flows for the Group	16
Description of accounting principles and other explanatory notes	18–20
Interim report for the period 1 January – 31 March 2014	Page
Statement of income for the Company	14
Statement of financial position for the Company	14
Statement of income for the Group	11

Statement of financial position for the Group	12
Statement of cash flows for the Group	13
Description of accounting principles and other explanatory notes	15–16
Interim report for the period 1 January – 30 June 2013	Page
Statement of income for the Company	14
Statement of financial position for the Company	15
Statement of income for the Group	11
Statement of financial position for the Group	12
Statement of cash flows for the Group	13
Description of accounting principles and other explanatory notes	16–17
Interim report for the period 1 January – 30 June 2014	Page
Statement of income for the Company	14
Statement of financial position for the Company	14
Statement of income for the Group	11
Statement of financial position for the Group	12
Statement of cash flows for the Group	13
Description of accounting principles and other explanatory notes	15–16

APPENDIX 4**MATERIAL CHANGES IN THE ISSUER'S FINANCIAL POSITION**

There has been no adverse 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 1 January- 30 June 2014.

DOCUMENTS AVAILABLE FOR INSPECTION

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

- the Company's articles of association;
- the Company's audited annual report and audit report for fiscal years 2012 and 2013;
- the Company's interim report for the period 1 January – 31 March and 1 January – 30 June 2013 and 2014;
- the Base Prospectus; and
- the approval decision by the Swedish Financial Supervisory Authority for the Base Prospectus.