

H&M Group

Press release

6 April 2020

NOTICE OF ANNUAL GENERAL MEETING

H & M Hennes & Mauritz AB (publ) (556042-7220) will hold its annual general meeting at 15.00 CEST on Thursday, 7 May 2020.

To be entitled to participate in the AGM shareholders must:

both be entered in the company's register of shareholders kept by Euroclear Sweden AB in their own name (not nominee-registered) by Thursday 30 April 2020,
and notify their intention to attend the annual general meeting by Thursday 30 April 2020 at the latest, in writing to the address H & M Hennes & Mauritz AB, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm (mark the envelope "Årsstämma 2020") or by telephone to +46 (0)8 402 90 48 between 9.00 - 17.00 CEST Monday to Friday, stating that it concerns notice of attendance at the AGM, or on the company's website at hmgroup.com/agm
The attendance of any assistants (maximum two) is to be notified to the same addresses etc. by the same date.

Shareholders must state in the notice their name, civil identity number or corporate registration number, telephone number (daytime) as well as the number of shares held. In order to attend the meeting shareholders whose shares are nominee-registered must have their shares registered directly with Euroclear Sweden AB in their own name. Such re-registration must be effected by Thursday 30 April 2020. In order to re-register shares in time, shareholders should make the request via their nominee in good time before this date. Such registration may be temporary. Participation passes will be sent out from 1 May onwards.

Persons entitled to attend the AGM as set out above are referred to in this notice as participants.

In view of the risk of spreading coronavirus and the instructions/advice given by the authorities to avoid gatherings, the board of directors has decided to hold the AGM in such a way that - in the main - participants attend only remotely: by computer or other internet-enabled device (or by proxy or postal vote; see below). Participants will be sent passes as usual. The pass will contain instructions for how to log in to the meeting, make contributions and vote. Further details can be found in the paragraphs below and in the information sheet that is available on H&M's website at hmgroup.com/agm, and will also be sent to participants when they notify their intention to attend the AGM.

The online remote participation is being organised by Euroclear Sweden and its subcontractor Lumi. To attend the meeting the participant must access the Lumi AGM website at <https://web.lumiagm.com>. This website can be accessed from most web browsers (e.g. Internet Explorer (version 11), Edge, Google Chrome, Firefox and Safari) on a computer, laptop or other internet-enabled device such as a tablet or smartphone. To participate in the AGM in this way the participant must log in at <https://web.lumiagm.com> on the day of the AGM.

On logging into the AGM website <https://web.lumiagm.com> on the day of the AGM the participant will be asked to enter a Meeting ID, which is 193-290-746. The participant will then be prompted to enter their unique username and password. These can be found on the pass sent to the participant after they have notified their intention to attend the meeting as described above. Access to the meeting via the website will be available from 14.30 CEST on 7 May 2020. Please note that participants must have accessed the meeting no later than 15.00 CEST on 7 May 2020 to be able to participate in and vote at the meeting. More detailed information on remote attendance at the meeting, including the form the voting procedure will take, is available at hmgroup.com/agm. In order to be able to participate in the AGM remotely it is the participant's responsibility to ensure that they have functioning internet connectivity for the duration of the AGM.

Neither the chairman of the board nor the CEO will address the meeting. However, an address by the CEO will be made available on H&M's website on the same day as the meeting takes place.

The questions raised at the meeting will focus on the agenda items and other information that the participants have a legal right to receive. There will therefore be no general question session at this meeting. H&M is aware that many shareholders would like to ask general questions about the company, and H&M welcomes such questions and encourages those who wish to raise general questions about the company to contact H&M at the following address: H & M Hennes & Mauritz AB, att Årsstämma 2020, 106 38 Stockholm, or by e-mail to HM7MAY@hm.com.

As usual, it will be possible to be represented at the meeting by a proxy. A proxy form is available on the website hmgroup.com/agm. If a complete proxy form has been received by the company in good time before the participation pass is sent out (from 1 May onwards), the pass containing your unique username and password will be sent to the proxy. If a complete proxy form is not received by the company in good time before the pass is sent out, the pass will be sent to the shareholder.

H&M has been informed that in view of the risk of spreading coronavirus, Euroclear Sweden is offering shareholders who do not wish to attend the meeting in person the opportunity to be represented by a proxy from Euroclear Sweden free of charge. For further information please see www.euroclearproxy.se. Euroclear Sweden is not acting on behalf of H&M and is not providing services to H&M in this regard.

New temporary legislative rules allow the company to arrange postal voting for the AGM; i.e. that those who do not wish to attend the meeting in person or remotely can submit their vote to the company in advance. H&M intends to arrange postal voting. More information about this is provided on the company's website.

Privacy policy for processing of personal data in conjunction with general meeting

For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

AGENDA

1. Opening of the AGM.
2. Election of a chairman for the AGM.
3. Establishment and approval of voting list.
4. Approval of the agenda.
5. Election of people to check the minutes.
6. Examination of whether the meeting was duly convened.
7. Presentation of the annual accounts and auditor's report as well as the consolidated accounts and consolidated auditor's report, and auditor's statement on whether the guidelines for remuneration of senior executives applicable since the last AGM have been followed.
8. Resolutions
 - a. Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
 - b. Disposal of the company's earnings in accordance with the adopted balance sheet.
 - c. Discharge of the members of the board and CEO from liability to the company.
9. Establishment of the number of board members and auditors.
10. Establishment of fees to the board and auditors.
11. Election of board members and chairman of the board.

The nomination committee proposes:

 - 11.1. Stina Bergfors
 - 11.2. Anders Dahlvig
 - 11.3. Danica Kragic Jensfelt
 - 11.4. Lena Patriksson Keller
 - 11.5. Christian Sievert
 - 11.6. Erica Wiking Häger
 - 11.7. Niklas Zennström
 - 11.8. Karl-Johan Persson

Chairman of the board: Karl-Johan Persson
12. Election of auditor.
13. Election of members of the nomination committee and establishment of principles for the nomination committee.

14. Resolution on guidelines for remuneration of senior executives.
15. Resolution on the board's proposed amendments to the articles of association.
16. Shareholder's proposed amendment to the articles of association.
17. Request by shareholder for special examination.
18. Closing of the AGM.

Nomination committee

The current nomination committee comprises Stefan Persson (chairman of the board and also chairman of the nomination committee), Lottie Tham, Jan Andersson (Swedbank Robur fonder), Anders Oscarsson (AMF and AMF fonder), Erik Durhan (Nordea fonder) and Thomas Wuolikainen (Fjärde AP-fonden).

Resolutions proposed by the nomination committee

Item 2 – Proposed by the nomination committee: the lawyer Sven Unger is proposed as chairman of the AGM.

Item 9 – The nomination committee proposes eight board members with no deputies. The nomination committee proposes that one auditor be elected.

Item 10 – The nomination committee proposes that the board fees for each member elected by the general meeting are distributed as follows: chairman of the board SEK 1,700,000; members SEK 650,000. It is proposed that the fees for work in the auditing committee shall amount to SEK 225,000 for the chairman and SEK 175,000 for each of the other members.

If the meeting approves the nomination committee's proposal for the composition of the board, and if the number of members of the auditing committee remains as before, the total fees will be unchanged from the previous year at SEK 6,825,000.

It is proposed that the auditor's fees be paid based on approved invoices.

Item 11 – The nomination committee proposes the following board of directors: Re-election of the current board members Stina Bergfors, Anders Dahlvig, Danica Kragic Jensfelt, Lena Patriksson Keller, Christian Sievert, Erica Wiking Häger and Niklas Zennström. Election of Karl-Johan Persson as a new board member.

Chairman of the board: Election of Karl-Johan Persson as new chairman of the board.

Information on the proposed new board member:

Karl-Johan Persson: born 1975.

Main occupation: President and CEO of H & M Hennes & Mauritz AB during the period 1 July 2009 to 30 January 2020.

Education: BA in Business Administration from the European Business School in London.

Current board positions: Ramsbury Invest AB, the GoodCause Foundation and the H&M Foundation.

Shareholding: 12,136,289 class B shares.

Related party shareholdings: 0

Karl-Johan Persson is also a shareholder in Ramsbury Invest AB.

More detailed information about Karl-Johan Persson and the other proposed board members can be found on the company's website.

Item 12 – The nomination committee proposes that the registered accounting firm Ernst & Young AB be elected as auditor of the company for the period until the conclusion of the 2021 annual general meeting, as recommended by the auditing committee. Ernst & Young AB has notified that if the AGM approves the proposal, authorised public accountant Andreas Troberg will be the auditor-in-charge.

Proposal for election of and principles for the nomination committee:

The nomination committee's proposal for members is based on previously applied principles for the composition of the nomination committee, namely that the nomination committee shall consist of the chairman of the board plus four others nominated by the four largest shareholders in terms of votes, as far as can be ascertained from the register of shareholders, other than the shareholder the chairman of

the board may represent. In other aspects, the proposal is also based on previously applied principles. The nomination committee's proposals for the election of members of the nomination committee are based on shareholdings as at 29 February 2020.

ELECTION OF MEMBERS OF THE NOMINATION COMMITTEE AND ESTABLISHMENT OF PRINCIPLES FOR THE NOMINATION COMMITTEE

The nomination committee proposes that the 2020 annual general meeting passes the following resolution.

A. ELECTION OF NOMINATION COMMITTEE

1. That the annual general meeting appoint the chairman of the board as well as Stefan Persson (nominated by Ramsbury Invest), Lottie Tham, Jan Andersson (nominated by Swedbank Robur Fonder) and Erik Durhan (nominated by Nordea fonder) as the nomination committee. This nomination committee shall take up its duties immediately. Its term of office shall continue until a new nomination committee is appointed.

B. ESTABLISHMENT OF PRINCIPLES FOR THE NOMINATION COMMITTEE

2. No fees shall be paid to the members of the nomination committee. The nomination committee may charge to the company any reasonable costs for travel and investigations.

3. Unless the members of the nomination committee agree otherwise, the chairman of the nomination committee shall be the member representing the largest shareholder.

4.1. The nomination committee shall submit proposals to the 2021 annual general meeting for the following:

- a) election of a chairman for the meeting
- b) resolution on the number of board members
- c) resolution on board fees for the chairman of the board and for each of the other members of the board (including work in board committees)
- d) election of board members
- e) election of chairman of the board
- f) resolution on the number of auditors
- g) resolution on fees to the auditor(s)
- h) election of auditor(s)
- i) election of nomination committee, or resolution on principles for the establishment of the nomination committee, as well as resolution on principles for the nomination committee.

4.2. In its proposal for the election of a nomination committee the nomination committee is to apply the following principle.

The nomination committee shall consist of the chairman of the board plus four others nominated by the four largest shareholders measured by voting rights, not including the shareholder that the chairman of the board may represent. The four largest shareholders measured by voting rights are to be determined based on the shareholder statistics that the company receives from Euroclear Sweden AB as of the last banking day in February in the year that the nomination committee presents its proposal. The shareholder statistics that are to be used shall be sorted by voting rights (in ownership groups) and shall include the 25 largest registered shareholders in Sweden, i.e. shareholders holding an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a manager that has given the name of the shareholder to Euroclear Sweden AB.

5. Should a shareholder that nominated Stefan Persson, Jan Andersson or Erik Durhan notify the nomination committee that this shareholder wishes the person it nominated to be replaced (e.g. because the person concerned is no longer employed), the nomination committee shall resolve that the person concerned shall leave the committee.
6. Should a member leave the nomination committee before its work is complete and the nomination committee deems it necessary to replace this member, the nomination committee shall appoint a new member; in the first instance, a member nominated by the shareholder that the departing member was nominated by, provided that the shareholder remains one of the five largest shareholders in the company.
7. Should a shareholder that nominated Stefan Persson, Jan Andersson or Erik Durhan no longer be one of the five largest shareholders in the company, the nomination committee may resolve that the member nominated by that shareholder shall leave the committee. In which case, and even in the event that the nomination committee resolves that the member concerned shall not leave the committee, the nomination committee may appoint a new, or additional, member; in the first instance, a member nominated by the shareholder that is now one of the five largest shareholders.
8. Should a shareholder invited by the nomination committee to propose a member decline to make a proposal, the nomination committee shall invite the next largest shareholder that has not previously nominated a member of the nomination committee.
9. Changes to the composition of the nomination committee shall be published as soon as possible.
10. In these principles the term shareholder or owner in expressions such as “the four largest shareholders measured by voting rights”, “the five largest shareholders” or “the next largest shareholder” shall refer to shareholders as recorded in the shareholder statistics stated in 4.2 above.

Resolutions proposed by the board

DIVIDEND, item 8b

The board of directors proposes that no dividend is paid to the shareholders, and that funds at the disposal of the annual general meeting are carried forward.

THE BOARD’S PROPOSAL TO THE 2020 AGM FOR GUIDELINES FOR REMUNERATION OF SENIOR EXECUTIVES, item 14

These guidelines cover remuneration to the CEO, remuneration to board members (aside from board fees) and remuneration to other senior executives. Senior executives means members of the executive management team apart from the CEO and the individuals responsible for other group functions who report directly to the CFO. The executive management team comprises those responsible for the functions that report directly to the CEO.

The guidelines are to be applied to remuneration that is agreed, and to changes that are made to previously agreed remuneration, after the guidelines have been adopted at the 2020 annual general meeting. The guidelines do not cover remuneration that is decided by the annual general meeting.

How the guidelines contribute to the company’s business strategy, long-term interests and sustainability

Under the Swedish Companies Act, an explanation is to be given in the guidelines as to how they contribute to the company’s business strategy, long-term interests and sustainability.

The H&M group does not use the expression “business strategy”, but instead uses “strategic focus areas”. This is probably the expression that most closely corresponds to what the Companies Act means by the term business strategy. The strategic focus areas are: create the best customer offering; ensure we have a fast, efficient and flexible product flow; secure a stable and scalable infrastructure - our “tech foundation”; and add growth by expanding through stores, online and digital marketplaces and by integrating physical stores and online shopping. These guidelines are to contribute to the H&M group’s strategic focus areas, long-term interests and sustainability in the ways outlined below.

The board considers it of the utmost importance that senior executives are paid competitive remuneration at a market level, as regards both fixed and variable compensation, based on

responsibilities and performance. Successful work on the company's strategic focus areas and to safeguard the company's long-term interests, including sustainability, requires the company to be able to recruit, motivate and retain talented, committed employees. Senior executives shall be compensated at what are considered by the company to be competitive market rates, based partly on industry comparisons. The criteria used to set levels of compensation shall be based partly on the significance of the duties performed and partly on the employee's skills, experience and performance. At individual level it is the position's significance and opportunity to influence the overall development of the group that decides the level of the variable remuneration. Over time, the largest portion of the total remuneration shall consist of the fixed basic salary.

The forms of compensation shall motivate senior executives to do their utmost to ensure the good financial and sustainable development of the H&M group.

Types of remuneration etc.

The total annual remuneration may consist of the following components:

- fixed basic salary
- variable remuneration
- pension benefits
- other benefits

Fixed basic salary

Senior executives shall have a fixed basic cash salary that is at a market level based on each position's significance for the company as a whole. The basic salary shall reflect the individual's area of responsibility, skills and experience and requires the individual to work in a committed manner at a high professional level.

Variable remuneration

The variable remuneration may consist of both criteria-related remuneration and a discretionary one-off payment.

The criteria for criteria-related variable remuneration contribute to the company's strategic focus areas, long-term interests and sustainability in the ways set out below.

There shall be a clear link between the level of criteria-related variable remuneration paid and the H&M group's financial and sustainable development. From time to time, therefore, senior executives are entitled to variable remuneration that depends on the fulfilment of targets – which include group-wide financial targets such as pre-set targets for profits and sales, sustainability targets, and individual targets within that person's area of responsibility. The financial targets are comprised mainly of criteria related to sales and profitability. Fulfilment of targets is measured over a period of one year. The targets are aimed at promoting the H&M group's development in both the short and the long term.

At individual level it is the position's significance and opportunity to influence the overall development of the group that decides the level of the variable remuneration. The CEO decides the maximum possible outcome for each position, but always within the framework of these guidelines.

Criteria-related variable remuneration is the possibility of a cash payment provided that the target criteria that were set in advance for both the group and the individual have been fulfilled. Half of the payment shall be invested in H&M shares that must be held for at least three years. The criteria-related variable remuneration must never exceed the individual's annual fixed basic salary.

At the end of the measurement period for fulfilment of criteria for payment of variable remuneration, an assessment is to be made of the extent to which the criteria have been fulfilled. In the case of variable remuneration to the CEO, the board is responsible for this assessment. In the case of variable remuneration to other senior executives, the CEO is responsible for the assessment. Where financial targets are concerned, the assessment is to be based on the most recently published financial year.

Discretionary one-off payments may be made in individual cases to other members of the company's management following a discretionary decision by the CEO and the chairman of the board. The discretionary one-off payment must never exceed the individual's annual fixed basic salary.

Pension benefits

In the case of the CEO, pension benefits – including sickness insurance – are to be on a defined contribution basis. Variable cash remuneration shall not be pensionable. The pension premiums for the year must not exceed 30 percent of the CEO's annual fixed basic salary.

In the case of other senior executives, pension benefits – including sickness insurance – are to be on a defined contribution basis unless the executive is covered by a defined benefit pension plan under the mandatory provisions of collective bargaining agreements. Variable cash remuneration shall be pensionable to the extent that this is laid down in mandatory provisions of collective bargaining agreements that are applicable to the senior executive. The pension premiums for the year must not exceed 40 percent of the senior executive's annual fixed basic salary.

The cost of the present commitments is partly covered by separate insurance policies.

The retirement age for the CEO is 65.

The retirement age for other senior executives varies between 60 and 65 years.

Other benefits

Senior executives may receive other benefits such as wellness subsidies, car allowances and medical insurance. The total annual costs associated with other benefits must not exceed 20 percent of the individual's annual fixed basic salary.

Termination of employment

The period of notice for senior executives varies from three to 12 months. Variable remuneration is not to be paid if the individual has given notice to terminate his/her employment.

The CEO is entitled to 12 months' notice. In the event that the company terminates the CEO's employment contract, the CEO will also receive severance pay of a year's salary. No other severance pay is payable by the company.

Salary and employment terms for other employees of the company

When preparing the board's proposed guidelines for remuneration to senior executives consideration was given to the salary and employment terms of the company's other employees by using information concerning the employees' total remuneration, the components of the remuneration and the increase in and rate of increase in the remuneration over time as part of the basis on which the board assessed whether the guidelines, and the resulting limitations, are reasonable.

Consultancy fees

Where a board member performs work for the company (including through a wholly owned company) in addition to his or her board work, a separate fee may be paid for this (consultancy fee). Such fee shall not exceed the board fee paid to the member concerned. The fee is to be based on the current market rate and be proportionate to the benefit for the company and the extent to which such work contributes to the good financial and sustainable development of the H&M group.

Decision process for establishment, review and implementation of the guidelines

The company has no remuneration committee, since the board of directors deems it more appropriate for the entire board to carry out the tasks of a remuneration committee. The board prepares proposed guidelines for remuneration to senior executives and these proposals are presented at the annual general meetings. The board is to prepare a proposal for new guidelines at least every four years and submit the proposal for decision by the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the annual general meeting. The board shall also monitor and evaluate programmes for variable remuneration to the company's management and the application of the guidelines for remuneration to senior executives, as well as current remuneration structures and levels in the company. The board shall further decide on the CEO's salary in accordance with the guidelines in effect and shall continually evaluate the work of the CEO. Once a year this matter is to be discussed separately in conjunction with the setting of the CEO's remuneration for the coming year. To avoid conflicts of interest, no member of the company's management is to be present when the board discusses remuneration matters. The board shall decide on any consultancy fees to board members without the member concerned being present.

Other

Senior executives are also entitled to the benefits accruing under the profit-sharing programme known as the H&M Incentive Program, which is for all employees of the H&M group. The programme was adopted by a previous annual general meeting and is not covered by these guidelines.

Regarding employment terms falling under rules other than Swedish rules, in the case of pension benefits and other benefits the guidelines are to be adapted as appropriate to comply with any such mandatory rules or established local practice, while fulfilling the general aim of the guidelines as far as possible.

The board may decide to temporarily deviate from the guidelines in full or in part if there is particular reason to do so in an individual case and this is necessary in order to satisfy the company's long-term

interests and sustainability or to ensure the financial viability of the company. The procedure for doing this is as follows: decisions to deviate from the guidelines are to be taken by the board at a board meeting.

RESOLUTION ON AMENDMENT OF THE ARTICLES OF ASSOCIATION, item 15

The board of directors proposes the following amendments to the articles of association.

Current wording

§ 1

The *registered name* of the company is H & M Hennes & Mauritz AB. The company is a public company (publ).

§ 13

Shareholders wishing to participate in the proceedings of the general meeting shall *both be included in the print-out or other presentation of the full share register reflecting the circumstances five working days prior to the general meeting and shall give notice of their attendance to the company by the date specified in the notice convening the meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five working days before the meeting.*

Shareholders may bring one or two assistants to the AGM, but only provided that the shareholder notifies the company of the number of assistants attending in the way specified in the previous paragraph.

§ 14

The annual general meeting shall address the following items of business:

- 1 Election of a chairman for the meeting;
- 2 Establishment and approval of voting list;
- 3 Approval of the agenda;
- 4 Election of people to check the minutes;
- 5 Examination of whether the meeting was duly convened;
- 6 Presentation of the annual accounts and auditor's report as well as the consolidated accounts and consolidated auditor's report;
- 7 Resolutions:
 - a Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
 - b Disposal of the company's earnings in accordance with the adopted balance sheet;
 - c Discharge of the members of the board and CEO from liability to the company;
- 8 Establishment of the number of board members and deputy board members;
- 9 Establishment of fees to the board and auditors;
- 10 Election of board members, and election of auditors and deputy auditors;
- 11 *Establishment of guidelines for remuneration of senior executives;*
12. Any other business to be addressed by the meeting in accordance with the Swedish Companies Act or the company's articles of association.

§ 15

Proposed amended wording

§ 1

The *name* of the company is H & M Hennes & Mauritz AB. The company is a public company (publ).

§ 13

Shareholders wishing to participate in the proceedings of the general meeting shall give notice of their attendance to the company by the date specified in the notice convening the meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five working days before the meeting.

Shareholders may bring one or two assistants to the AGM, but only provided that the shareholder notifies the company of the number of assistants attending in the way specified in the previous paragraph.

§ 14

The annual general meeting shall address the following items of business:

- 1 Election of a chairman for the meeting;
- 2 Establishment and approval of voting list;
- 3 Approval of the agenda;
- 4 Election of people to check the minutes;
- 5 Examination of whether the meeting was duly convened;
- 6 Presentation of the annual accounts and auditor's report as well as the consolidated accounts and consolidated auditor's report;
- 7 Resolutions:
 - a Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
 - b Disposal of the company's earnings in accordance with the adopted balance sheet;
 - c Discharge of the members of the board and CEO from liability to the company;
- 8 Establishment of the number of board members and deputy board members;
- 9 Establishment of fees to the board and auditors;
- 10 Election of board members, and election of auditors and deputy auditors;
11. Any other business to be addressed by the meeting in accordance with the Swedish Companies Act or the company's articles of association.

§ 15

The company's shares shall be registered in a central securities depository register in accordance with Sweden's Financial Instruments Accounts Act (1998:1479).

The company's shares shall be registered in a central securities depository register in accordance with Sweden's *Central Securities Depositories and Financial Instruments Accounts Act* (1998:1479).

The proposed amendments to §§ 1, 14 and 15 of the articles of association are due to legislative amendments. The reason for the amendment to § 13 is that the record date is set out in law and does not need to be mentioned in the articles of association. A legislative amendment to the rules concerning the record date has been proposed and if passed, the current wording of § 13 concerning the record date would become misleading.

Other proposed resolutions etc.

Item 14

The shareholder Fondazione Finanza Etica proposes that the company (i) fully discloses the sustainability targets that must be fulfilled by all members of the senior executive team to trigger variable remuneration and annually reports the performance of senior executives against those targets; (ii) discloses precisely the members of the executive management team and responsible for other group functions to which the above mentioned targets apply; (iii) discloses the ratios of fixed to variable pay for the group's CEO and Chairman as well as the average ratio of fixed to variable pay for the senior executive team; (iv) indicates and, where applicable, explains whether comparable companies have been taken into account in order to establish the company's remuneration policy for the senior executive team; and (v) provides information on whether any external advisors took part in the definition of the remuneration policy and, if so, their identity.

Item 16

A shareholder proposes that the AGM resolves that § 5 of the articles of association be worded as follows:

"The company's shares shall consist of both series A and series B shares. All shares shall have equal rights."

Item 17

As the matter for examination the shareholder has stated: "Examination of various aspects of the company's collection of data about the personnel".

Information at the AGM

Shareholders are entitled to certain information at the AGM. The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the financial situation of the company or its subsidiaries, and the company's relations with another company within the group.

Anyone wishing to submit questions in advance may do so as follows:

by post:

H & M Hennes & Mauritz AB
Att: Annual General Meeting
106 38 Stockholm
Sweden

or

by email:

hm7may@hm.com

Number of shares and votes

There are 194,400,000 class A shares in the company with ten votes per share and 1,460,672,000 class B shares with one vote per share, with the result that the total number of shares in H&M is 1,655,072,000 and the total number of votes is 3,404,672,000.

For those participants who choose not to participate remotely or by proxy, or by postal vote, it is possible to attend a meeting room where participants can follow the AGM on a big screen, make contributions and vote. The address of the meeting room is Kista Entré Konferens, Omegasalen, Knarrarnäsgatan 7, Kista, Stockholm. No representatives of the board of directors or company management will be present in the meeting room. No gifts or refreshments will be provided at the meeting room. The doors will open at 14.30 CEST. In view of the risk of infection the company advises shareholders not to attend the meeting room and recommends that shareholders participate remotely or by proxy as described above, or use postal voting. The company urges shareholders to monitor the information provided by the Public Health Agency of Sweden and the communications about the AGM on H&M's website at hmgroup.com/agm.

The annual report for 2019 was published at hmgroup.com/agm on 31 March 2020. It is available at H&M's head office, Mäster Samuelsgatan 46A, 106 38 Stockholm and will be sent out to shareholders submitting such a request and stating their postal address. The annual report will be presented at the meeting, as will the auditor's report, the auditor's statement and the correspondence from the shareholder that proposed the resolution in item 14.

Stockholm, April 2020
H & M Hennes & Mauritz AB (publ)
The Board of Directors

Contacts:

Kristina Stenvinkel, Communications Director, +46 (0)8 796 3908
Nils Vinge, Head of Investor Relations, +46 (0)8 796 5250
Jan Andersson, member of the nomination committee, +46 (0)76 139 5500

Press images and background information for editorial use can be downloaded from hmgroup.com/media.

The notice of the annual general meeting is being published on 6 April 2020 on the company's website hmgroup.com/agm.

On 8 April 2020 the notice will be published in Post- och Inrikes Tidningar (the Swedish Official Gazette) on the website of Bolagsverket, the Swedish Companies Registration Office. On the same date an advertisement will appear in Dagens Nyheter and Svenska Dagbladet stating that the meeting has been convened.

H & M Hennes & Mauritz AB (publ) was founded in Sweden in 1947 and is quoted on Nasdaq Stockholm. H&M's business idea is to offer fashion and quality at the best price in a sustainable way. In addition to H&M, the group includes the brands COS, Monki, Weekday, & Other Stories, H&M HOME and ARKET as well as Afound. The H&M group has 51 online markets and more than 5,000 stores in 74 markets including franchise markets. In 2019, net sales were SEK 233 billion. The number of employees amounts to approximately 179,000. For further information, visit hmgroup.com.

H&M Group  COS WEEKDAY MONKL H&M HOME *& Other Stories* ARKET AFOUND