

Unauthorized translation of the Swedish original

Minutes of the Annual General Meeting (AGM)
of H & M Hennes & Mauritz AB (corporate
identity number 556042-7220) held in
Stockholm on 3 May 2012

1. Opening of the AGM

The AGM was opened by Stefan Persson.

2. Election of a chairman for the AGM

Lawyer Eva Hägg was appointed to lead the discussions as chairman of the meeting. It was noted that Lennart Lundahl served as secretary at the AGM.

3. Address by Managing Director Karl-Johan Persson followed by an opportunity to ask questions about the company

Managing Director Karl-Johan Persson gave an account of the past financial year and the meeting was then given opportunity to put questions to the company's management.

4. Establishment and approval of voting list

The list appended as Annex 1 was approved as the voting list at the AGM.

It was noted that the total number of shares at the meeting was 1,088,037,561 and the total number of votes 2,837,637,561. The total number of shares in the company is 1,655,072,000 and the total number of votes 3,404,672,000.

5. Approval of the agenda

The AGM resolved to approve the proposed agenda stated in the notice of the AGM.

6. Election of people to check the minutes

Liselott Ledin and Åsa Nisell were appointed to check the minutes of the meeting along with the chairman.

7. Examination of whether the meeting was duly convened

Notice of the AGM was published on 28 March 2012 in Post- och Inrikes Tidningar, Svenska Dagbladet and Dagens Nyheter, and also on the company's website. A press release concerning the notice was issued on 26 March 2012.

The meeting was declared to have been duly notified.

8 a. Presentation of the annual accounts and auditors' report as well as the consolidated accounts and the consolidated auditors' report, and auditors' statement on whether the guidelines for remuneration to senior executives applicable since the last AGM have been followed

The annual report submitted by the Board of Directors and Managing Director for the financial year from 1 December 2010 to 30 November 2011 was presented, including the administration report, income statement and balance sheet and also the consolidated income statement and consolidated balance sheet. In addition, the auditors' report for the parent company and for the Group for the said financial year was presented. Finally, a statement by the auditors concerning whether the guidelines for remuneration to senior executives applicable since the last AGM had been followed was presented.

8 b. Statement by the company's auditor and the chairman of the Auditing Committee
Erik Åström commented on the audit in the Group as background to the auditors' report and Bo Lundquist reported on the work of the Auditing Committee.

8 c. Statement by the Chairman of the Board on the work of the Board
Stefan Persson reported on the work of the Board of Directors.

8 d. Statement by the chairman of the Election Committee on the work of the Election Committee
Stefan Persson reported on the work of the Election Committee.

The meeting was then given opportunity to put questions to the company's management.

9 a. Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

The AGM resolved to adopt the income statement and balance sheet for the parent company as well as the income statement and balance sheet for the Group.

9 b. Resolution on disposal of the company's earnings in accordance with the adopted balance sheet, and on record date

The AGM approved the proposal by the Board and Managing Director that the earnings at the disposal of the AGM, amounting to SEK 16,749,725,843 according to the adopted balance sheet, be distributed as follows:

A dividend to the shareholders of SEK 9.50/share	SEK	15,723,184,000
To be carried forward as retained earnings	<u>SEK</u>	<u>1,026,541,843</u>
	SEK	16,749,725,843

The AGM resolved that the record date for the dividend should be 8 May 2012.

9 c. Resolution on discharge of the members of the Board and Managing Director from liability to the company

In accordance with the auditors' report the AGM resolved to discharge the members of the Board and the Managing Director from liability for the administration of the company's affairs in the past financial year.

It was noted that the members of the Board and the Managing Director did not participate in the resolution made under 9 c.

10. Establishment of the number of Board members and deputy Board members

The AGM resolved that the number of Board members appointed for the period up to the end of the next Annual General Meeting should be eight (8) and that no deputy members should be appointed.

11. Establishment of fees to the Board and auditors

The AGM resolved to pay fees to the Board members appointed by the AGM for the period until the end of the next AGM as follows:

SEK 1,350,000 to the Chairman of the Board,

SEK 475,000 to each of the other Board members,

SEK 150,000 extra to the chairman of the Auditing Committee, and

SEK 100,000 extra to each of the other members of the Auditing Committee.

The AGM resolved that the auditors' fees should be paid based on invoices submitted.

12. Election of Board members and Chairman of the Board

In the elections the following were appointed for the period until the end of the next AGM:

Regular Board members:

Mia Brunell Livfors

Anders Dahlvig

Lottie Knutson

Sussi Kvarn

Bo Lundquist

Stefan Persson

Melker Schörling

Christian Sievert

Chairman of the Board:

Stefan Persson

13. Establishment of principles for the Election Committee and election of members of the Election Committee

The Election Committee's proposal in respect of principles for the Election Committee and election of members of the Election Committee was presented. Shareholder Leif Vindevåg submitted a proposal regarding principles for the Election Committee and election of members of the Election Committee in accordance with Annex 2.

The AGM elected members of the Election Committee and established, by voting, principles for the Election Committee in accordance with the Election Committee's proposal, as follows:

1. The Annual General Meeting appointed the Chairman of the Board plus Lottie Tham, Liselott Ledin, Alecta, Jan Andersson, Swedbank Robur Fonder and Anders Oscarsson, AMF and AMF Fonder, as the Election Committee. This Election Committee shall take up its duties immediately. Its term of office shall continue until a new Election Committee is appointed.
2. No fees shall be paid to the members of the Election Committee. The Election Committee may charge to the company any reasonable costs for travel expenses and investigations.
3. Unless the members of the Election Committee agree otherwise, the chairman of the Election Committee shall be the member representing the largest shareholder.
4. The Election Committee shall submit proposals to the 2013 Annual General Meeting for:
 - a) election of the chairman of 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 on the Board committees)
 - d) election of Board members
 - e) election of Chairman of the Board
 - f) election of auditors
 - g) resolution on fees to the auditors
 - h) election of Election Committee, or resolution on principles for the establishment of the Election Committee, as well as resolution on instructions for the Election Committee.
5. Should a shareholder represented by Lottie Tham, Liselott Ledin, Jan Andersson or Anders Oscarsson notify the Election Committee that this shareholder wishes its representative to be replaced (e.g. because the person concerned is no longer employed), the Election Committee shall resolve that the person concerned shall leave the Committee.

6. Should a member leave the Election Committee before its work is complete and the Election Committee deems it necessary to replace this member, the Election Committee shall appoint a new member; in the first instance, a representative of the shareholder that was represented by the departing member, provided that the shareholder remains one of the five largest shareholders in the company.

7. Should a shareholder represented by Lottie Tham, Liselott Ledin, Jan Andersson or Anders Oscarsson no longer be one of the five largest shareholders in the company, the Election Committee may resolve that the member representing the shareholder shall leave the Committee. In which case, and even in the event that the Election Committee resolves that the member shall not leave the Committee, the Election Committee may appoint a new, or additional, member; in the first instance, a representative of the shareholder that has become one of the five largest shareholders.

8. Should a shareholder invited by the Election Committee to propose a member decline to make a proposal, the Election Committee shall invite the next largest shareholder that did not previously have a representative on the Election Committee.

9. Changes to the composition of the Election Committee shall be published as soon as possible.

14. Resolution on guidelines for remuneration to senior executives

The AGM established the following guidelines for remuneration to senior executives.

The term “senior executives” covers the Managing Director, other members of the executive management team, country managers and other key individuals. The number of individuals covered by the term senior executives is currently around 40.

Compensation to senior executives is based on factors such as work tasks, expertise, position, experience and performance. Senior executives are compensated at what are considered by the company to be competitive market rates. Senior executives are also entitled to the benefits provided under the H&M Incentive Program.

H&M is present in more than 30 countries (not including franchise countries) and the levels of compensation may therefore vary from country to country. Senior executives receive a fixed basic salary, pension benefits and other benefits such as car benefits. The largest portion of the remuneration consists of the fixed salary. For information on variable components, see the section below.

In addition to the ITP plan, executive management and certain key individuals are covered by either a defined benefit or defined contribution pension plan. The retirement age for these individuals varies between 60 and 65 years. Members of executive management and country managers who are employed in a subsidiary abroad are covered by local pension arrangements and a defined contribution plan. The retirement age for these is in accordance with rules on local retirement age. The cost of these commitments is partly covered by separate insurance policies.

The period of notice for senior executives varies from three to twelve months. No severance pay is payable within H&M, except in the case of the Managing Director.

Pension terms etc. for the Managing Director

The retirement age for the Managing Director is 65. The Managing Director is covered by the ITP plan and a defined contribution plan. The total pension cost shall amount in total to 30 percent of the Managing Director's fixed salary. The Managing Director is entitled to 12 months' notice. In the event the company cancels the employment contract, the Managing Director will receive severance pay of an additional year's salary.

Variable remuneration

The Managing Director, country managers, certain senior executives and certain key individuals are included in a bonus scheme. The size of the bonus per person is based on a certain percentage of the increase in the dividend approved by the Annual General Meeting and the fulfilment of targets in their respective areas of responsibility. For the Managing Director, the bonus is based on 0.3 percent of the dividend increase up to a maximum of SEK 0.9 m net after tax. In the case of the Head of Sales, the bonus is based on 0.2 percent of the dividend increase, with a maximum of SEK 0.6 m net after tax. For other individuals, the bonus is 0.1 percent of the dividend increase, with a maximum of SEK 0.3 m net after tax. Net after tax means that income tax and social security costs are not included in the calculation.

The bonuses that are paid out must be invested entirely in shares in the company, which must be held for at least five years. Since H&M is present in markets with varying personal income tax rates, the net model has been chosen because it is considered fair that the recipients in the different countries should be able to purchase the same number of H&M shares for the amounts that are paid out.

In individual cases other members of executive management, key individuals and country managers may, at the discretion of the Managing Director and the Chairman of the Board, receive one-off payments up to a maximum of 30 percent of their fixed salary.

Miscellaneous

The Board of Directors may deviate from the guidelines where there is particular reason to do so in individual cases.

15. Closing of the AGM

The Chairman of the meeting declared the meeting closed.

Minutes taken by:

Lennart Lundahl

Checked by:

Eva Hägg

Liselott Ledin

Åsa Nisell