

**Unauthorized translation of the
Swedish original**

Minutes of the Annual General Meeting of
H & M Hennes & Mauritz AB (556042-7220)
held in Stockholm on 23 April 2013

1. Opening of the AGM

The AGM was opened by Stefan Persson.

2. Election of a chairman for the AGM

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

The AGM decided that persons present in the meeting premises who were not shareholders, such as representatives of the press and other media, were welcome to be present at the AGM as guests and that photography, sound recording or video recording, other than the company's own recording, during the AGM discussions was not permitted.

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 1,155,681,928 and the total number of votes 2,905,281,928. 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 (Alecta) and Åsa Nisell (Swedbank Robur fonder) 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 26 March 2013 in Post- och Inrikes Tidningar, Svenska Dagbladet and Dagens Nyheter, and also on the company's website on 22 March 2013. A press release concerning the notice was issued on 22 March 2013.

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 2011 to 30 November 2012 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 audit 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 ask questions.

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 according to the adopted balance sheet be distributed as follows:

A dividend to the shareholders of SEK 9.50/share

The remainder to be carried forward as retained earnings.

The AGM resolved that the record date for the dividend should be 26 April 2013.

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

The AGM elected the following persons 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. Election of auditor

The AGM elected the registered accounting firm Ernst & Young AB as the company's auditor for a four-year period, i.e. until the end of the 2017 Annual General Meeting. It was noted that Ernst & Young had notified that authorised public accountant Åsa Lundvall will be the auditor-in-charge.

14. 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.

Leif Vindevåg proposed that the Election Committee's proposal be adjusted so as to consist only of sections 1-4, and that consequently sections 5-9 be deleted.

The AGM elected members of the Election Committee and established 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, nominated by Alecta, Jan Andersson, nominated by Swedbank Robur Fonder, and Anders Oscarsson, nominated by 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 2014 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) resolution on fees to the auditors

g) 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 that nominated Lottie Tham, Liselott Ledin, Jan Andersson or Anders Oscarsson notify the Election Committee that this shareholder wishes the person nominated by the shareholder 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, where applicable, a member nominated by the shareholder that nominated the departing member, provided that the shareholder remains one of the five largest shareholders in the company.

7. Should a shareholder represented by 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 nominated by the shareholder shall leave the Committee. In the event that Lottie Tham is no longer one of the five largest shareholders in the company, the Election Committee may resolve that Lottie Tham 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 member nominated by 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 has not previously nominated a member of the Election Committee.

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

Thorvald Andersson proposed the following addition to the Election Committee's proposal. When performing their duties on the Election Committee, the members should attach particular importance to matters related to gender and ethnicity.

The AGM decided not to approve the proposal. Thorvald Andersson dissented from the decision.

15. 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 35 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 the fulfilment of targets in their respective areas of responsibility. The result is linked to the measurable profit targets (qualitative, quantitative, general, individual) set in advance within their respective areas of responsibility. These targets also include measurable targets for sustainability. The targets within each area of responsibility are aimed at promoting H&M’s development in both the short and the long term.

For the Managing Director, the maximum bonus is SEK 0.9 m net after tax. For other senior executives, the maximum bonus is 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.

16. Resolution amending the basis for contributions to the H&M Incentive Program

The AGM established the following basis for contributions to the H&M Incentive Program.

The basis for future contributions to the H&M Incentive Program (HIP) shall be 10 percent of the increase in the company's profit after tax between two successive financial years. The increase in profit will be calculated on profit after tax before any contribution to HIP. Thus when calculating the contribution to HIP for Year 2, the year's profit after tax shall be compared with Year 1's profit after tax before any contribution to HIP. This ensures that the two years are compared on a like-for-like basis; in other words, profit after tax before any contribution to HIP.

The contribution to HIP for a financial year will be expensed in the year to which it relates. Example: Profit after tax in Year 1 is 100. Profit after tax in Year 2 is 130. The contribution is then 3 and is expensed in Year 2.

The size of the contribution is limited to 2 percent of profit for the year after tax before any contribution to HIP.

17. Closing of the AGM

The Chairman of the meeting declared the meeting closed.

Minutes taken by:

Lennart Lundahl

Checked by:

Sven Unger

Liselott Ledin

Åsa Nisell