

Unauthorized translation of the Swedish original

Minutes of the Annual General Meeting
(AGM) of H & M Hennes & Mauritz AB
held in Stockholm on 29 April 2010

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.

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 518,871,368 and the total number of votes 1,393,671,368. The total number of shares in the company is 827,536,000 and the total number of votes 1,702,336,000.

5. Approval of the agenda

The AGM resolved to approve the proposed agenda enclosed with the notice of the AGM.

6. Election of people to check the minutes

Jan Andersson and Liselott Ledin 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 in Post- och Inrikes Tidningar on 26 March 2010, Svenska Dagbladet on 26 March 2010 and Dagens Nyheter on 26 March 2010, and also on the company's website. A press release concerning the notice was issued on 24 March 2010.

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 2008 to 30 November 2009 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 Stig Nordfelt 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 15,298,171,245 according to the adopted balance sheet, be distributed as follows:

A dividend to the shareholders of SEK 16.00/share	SEK 13,240,576,000
To be carried forward as retained earnings	<u>SEK 2,057,595,245</u>
	SEK 15,298,171,245

The AGM resolved that the record date for the dividend should be 4 May 2010.

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 375,000 to each of the other Board members,
SEK 125,000 extra to the chairman of the Auditing Committee, and
SEK 75,000 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:

Anders Dahlvig
Mia Brunell Livfors
Lottie Knutson
Sussi Kvar
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 AGM elected members of the Election Committee and established principles for the Election Committee as follows:

1. The Annual General Meeting appointed the Chairman of the Board plus Lottie Tham representing Lottie Tham, Liselott Ledin representing Alecta, Jan Andersson representing Swedbank Robur Fonder and Peter Lindell representing AMF Pension 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 2011 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

- d) resolution on remuneration for work on the Board committees
- e) election of Board members
- f) election of Chairman of the Board
- 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 Peter Lindell 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 Peter Lindell 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, the Election Committee may appoint a new 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 share split and amendment of the articles of association

The Board resolved, by a majority of shareholders holding at least two thirds of both the votes cast and the shares represented at the meeting, that a 2:1 share split be carried

out such that each existing share is split into two shares of the same class and that § 4 of the articles of association is amended in respect of the number of shares in the company such that this is a minimum of 576,000,000 and a maximum of 2,304,000,000 as follows:

The share capital shall be a minimum of SEK 72 million and a maximum of SEK 288 million. The number of shares shall be a minimum of 576,000,000 and a maximum of 2,304,000,000. Shares of two classes may be issued: series A and series B. Shares of series A may be issued up to a maximum number of 288,000,000 and shares of series B up to a maximum of 2,016,000,000.

After the split the number of shares in the company will amount to 1,655,072,000, of which 194,400,000 are series A shares and 1,460,672,000 series B shares.

The Board resolved by the same majority to authorise the Board to decide the record date for the share split, this date being during the period 20 May – 18 June 2010.

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.

H&M is present in more than 30 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 not exceed a total of 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 0.1 percent of the increase in the dividend approved by the Annual General Meeting and the fulfilment of targets in their respective areas of responsibility. The maximum bonus per person and year has been set at SEK 0.3 m net after tax. Net after tax means that income tax and social fees are not included in the calculation. 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 the Managing Director, the bonus is 0.3 percent of the dividend increase, up to a maximum of SEK 0.9 m net after tax. 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. Closing of the AGM

The meeting expressed its thanks to Stig Nordfelt, who is leaving the Board.

The Chairman declared the meeting closed.

Minutes taken by:

Lennart Lundahl

Checked by:

Sven Unger

Jan Andersson

Liselott Ledin