

H & M Hennes & Mauritz AB (publ) – Annual General Meeting 2016

Item 9 b in accordance with the proposed agenda for the annual general meeting on 3 May 2016. Resolution on distribution of the company's earnings as stated in the adopted balance sheet and establishment of the record date for the dividend.

The board's proposal for the dividend and record date

The board of directors proposes to the annual general meeting that a cash dividend of SEK 9.75 per share be paid.

The board proposes 6 May 2016 as the record date for entitlement to dividend.

The dividend is expected to be paid out by Euroclear Sweden AB on 11 May 2016.

Funds at the disposal of the annual general meeting (SEK): 16,998,341,330

The board and chief executive officer propose that

the shareholders are paid a dividend of

SEK 9.75 per share SEK

16,136,952,000

To be carried forward as retained earnings SEK

861,389,330

Total SEK

16,998,341,330

Statement by the board of directors concerning the proposed dividend

The board of directors has decided to propose to shareholders that the annual general meeting on 3 May 2016 resolve to pay a dividend of SEK 9.75 per share, amounting to SEK 16,136,952,000 in total.

This statement has been prepared in accordance with Chapter 18 § 4 of the Swedish Companies Act and forms the board's assessment of whether the proposed distribution of earnings is justifiable with regard to what is stated in Chapter 17 § 3 second and third paragraphs of the Companies Act.

H&M's financial goal is to enable the company to continue enjoying good growth and to be prepared to exploit future business opportunities. It is essential that the expansion, as in the past, proceeds with continued high degree of financial strength and continued freedom of action.

In view of this, the board of directors of H & M Hennes & Mauritz AB has an established dividend policy stating that the total dividend should equal around half of the profit after taxes. In addition, the board may propose that any surplus liquidity can also be distributed.

The proposed distribution of earnings to the shareholders represents around 77 percent of the group's profit after tax and around 95 percent of the funds at the disposal of the annual general meeting. The earnings to be distributed amount to less than the cash flow from current operations before changes in working capital. The group's equity/assets ratio is 67.6 percent before payment of the dividend and 60.2 percent after payment of the dividend. The parent company's equity includes no unrealised changes in value from the assessment of financial instruments at fair value.

The board of directors is of the opinion that the proposed distribution of earnings is

justifiable taking into consideration the financial position and continued freedom of action of the group and the parent company and observing the requirements that the nature and extent of the business, its risks and future expansion plans impose on the group's and the parent company's equity and liquidity.

Stockholm, January 2016

The Board of Directors of H & M Hennes & Mauritz AB (publ)