

Pursuant to section 227 of Act 6/2023 of 17 March on Securities Markets and Investment Services, Inditex hereby announces:

OTHER RELEVANT INFORMATION
Resolutions passed at the Annual General Meeting

The following resolutions have been passed at the Annual General Meeting of Inditex held today on first call in Arteixo (A Coruña) (Spain):

1. /

Approval of the individual annual accounts and grant of discharge to the directors:

- a) **Approval of the annual accounts and directors' report of Industria de Diseño Textil, S.A. (Inditex, S.A.) for the year ended 31 January 2024.**

To approve the annual accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes to the accounts) and the directors' report of Industria de Diseño Textil, S.A. (Inditex, S.A.) for the year ended 31 January 2024, stated by the board of directors at the meeting held on 12 March 2024 in accordance with format and labelling requirements set out in Commission Delegated Regulation (EU) 2019/815, signed by all the directors and audited by the company's statutory auditor.

- b) **Grant of discharge to the directors relating to the year ended 31 January 2024.**

To grant discharge to the directors of Industria de Diseño Textil, S.A. (Inditex, S.A.) relating to the year ended 31 January 2024.

2. /

Approval of the consolidated annual accounts and directors' report of the Inditex Group for the year ended 31 January 2024.

To approve the consolidated annual accounts (consolidated Balance Sheet, consolidated Income Statement, consolidated Statement of Comprehensive Income, consolidated Statement of Changes in Equity, consolidated Statement of Cash Flows and Notes to the consolidated accounts) and the consolidated directors' report of the Inditex Group, except for the non-financial information which is subject to approval under agenda item 3, for financial year ended 31 January 2024, stated by the board of directors at the meeting held on 12 March 2024 in accordance with format and labelling requirements set out in Commission Delegated Regulation (EU) 2019/815, signed by all the directors and audited by the company's statutory auditor.

3. /

Approval of the Statement on Non-financial Information for the year ended 31 July 2024.

To approve the Statement on Non-financial Information for the year ended 31 January 2024, which is an integral part of the consolidated directors' report of the Inditex Group for said year,

approved under agenda item 2, stated by the board of directors at the meeting held on 12 March 2024 and verified pursuant to applicable regulations.

4. /

Distribution of 2023 financial year's income or loss and dividend distribution.

To approve the proposal for the distribution of the income for the year ended 31 January 2024, in the amount of two billion four hundred forty-six million euro (€2.446 billion) to be distributed as follows:

	<u>Million euro</u>
To voluntary reserves	€46 million
To dividends	€2,400 million
TOTAL	€2,446 million

Likewise, to approve a dividend distribution (maximum amount to be distributed as fixed dividend in the amount of €1.54 gross per share, composed of an ordinary dividend of €1.04 per share and a bonus dividend of €0.50 per share for all outstanding shares) in the following overall amount, including the distribution of the income for the year ended 31 January 2024:

TOTAL DIVIDENDS	€4,800 million
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It is therefore resolved to pay shares with a right to dividends the amount of €1.54 gross per share. As the amount of €0.77 gross per share has already been paid on 2 May 2024 as interim ordinary dividend, it is now resolved to pay a final ordinary and bonus dividend of €0.77 gross per share, the remaining amount until completing the total dividend, charged where necessary to the Company's unrestricted reserves.

Said final dividend will be paid to shareholders as of 4 November 2024, through those entities linked to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (Iberclear) [*Spanish Central Securities Depository in charge of the Register of Securities and the Clearing and Settlement of all trades*] (Iberclear) where they have their shares deposited. The payable gross amount will be subject to the relevant withholding tax, where appropriate, under applicable regulations.

5. /

Amendment to the Articles of Association:

a) Amendment to article 9 ("Transfer of shares") in Chapter II

To approve the amendment to article 9 ("Transfer of shares") in Chapter II, which shall hereinafter read as follows:

"Article 9. Transfer of shares

Shares and the dividend rights attached thereto, including pre-emptive and free allotment rights, may be transferred by all the means recognized in statute."

b) Amendment to article 15 ("Notice. Universal General Meetings"), article 15 *bis*

(“Hybrid meeting and virtual-only meeting”), article 17 (“Representation at the General Meeting of Shareholders”), article 18 (“Quorum”), article 19 (“Panel of the General Meeting of Shareholders. Deliberations”) and article 20 (“Passing of resolutions”), all of included in Part I (“General Meeting of Shareholders”) in Chapter III

To approve the amendment to article 15 (“Notice. Universal General Meetings”), article 15 bis (“Hybrid meeting and virtual-only meeting”), article 17 (“Representation at the General Meeting of Shareholders”), article 18 (“Quorum”), article 19 (“Panel of the General Meeting of Shareholders. Deliberations”) and article 20 (“Passing of resolutions”) included in Part I (“General Meeting of Shareholders”) in Chapter III. Such articles shall hereinafter read as follows:

“Article 15. Notice

1. *General Meetings of Shareholders, both Annual and Extraordinary, must be called by the Board of Directors by notice published in the Official Gazette of the Companies Register or in one of the newspapers with the largest circulation in Spain, on the website of the Company (www.inditex.com) and on the website of the National Securities Market Commission (CNMV), at least 1 month prior to the date set for the meeting, such notice having to state the name of the Company, the date and time of the meeting, the agenda with all the business to be transacted, the date on which, where appropriate, the General Meeting shall be held on second call (considering that at least 24 hours shall lapse between the first and the second call), the method to conduct the General Meeting and, if appropriate, the venue at which the General Meeting will be held, as well as any other mentions required by statute.*
2. *Considering the manner how they can be conducted, General Meetings can be: (i) with attendance in person only; (ii) hybrid (attendance in person and the possibility of remote attendance); or (iii) virtual- only meetings.*
3. *Shareholders who represent at least 3% of the share capital may request the publication of a supplement to the notice calling the Annual General Meeting, to add one or more items to the agenda, provided that, however new items are duly accompanied by a justification or, where appropriate, by a substantiated proposal. This right must be exercised by means of a certified notice to be received at the registered office within 5 days of the date of publication of the notice. The supplement to the notice must be published at least 15 days prior to the date set for the meeting.*
4. *Likewise, shareholders who represent at least 3% of the share capital, may submit, within the same term provided in the paragraph above, substantiated proposals on items already included or which shall be included on the agenda of the General Meeting of Shareholders called. The Company shall ensure that such proposals and any attached document, if appropriate, are duly disclosed on the website of the Company.*
5. *Where the Company allows shareholders the possibility of voting through electronic means available to all of them, Extraordinary General meetings may be called at least 15 days in advance. In order to reduce the term for calling the General Meeting, an express resolution of the Annual General*

Meeting passed by at least two thirds of the subscribed share capital with a right to vote shall be required. Such express resolution shall expire before the following Annual General Meeting is held."

"Article 15 bis. Hybrid meeting and virtual-only meeting

1. *Where the board of directors resolves this possibility and it is announced in the notice of the General Meeting, remote attendance at the meeting shall be allowed by means that guarantee the identity of shareholders and their proxy holders. The board of directors will announce in the notice the procedures implemented for shareholders to exercise their rights in case of remote attendance.*
2. *A virtual-only General Meeting can be called, without any shareholder or proxy holder, and, as the case may be, any member of the board of directors and the notary attending in person. Virtual-only general meetings shall be conducted in accordance with statute, the provisions of the Articles of Association, and the implementing regulations resolved by the board of directors upon giving notice of the General Meeting, subject to, ensuring that the identity and legitimate rights of shareholders and proxy holders is duly guaranteed and that all attendees can effectively participate at the general meeting by the specific distance communication means indicated in the notice, both to exercise in real time the relevant right to speak, to information, to raise proposals, and to vote they are entitled to, and to follow the participation of the remaining attendees by the above referred means. The relevant measures shall be implemented for such purpose, bearing in mind the state of the art and the surrounding circumstances.*
3. *In any case, shareholders shall be able to grant proxy and cast absentee vote in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of Shareholders and of the procedure set by the board of directors and described in the notice.*
4. *Virtual-only General Meetings shall be deemed to have been conducted at the registered office."*

"Article 17. Representation at the General Meeting of Shareholders

1. *Any shareholder who has the right to attend may be represented at the General Meeting of Shareholders by a proxy holder, whether or not a shareholder. Proxy holders can participate at the General Meeting in person or if the board of directors has provided for such possibility, remotely. Proxies shall be granted in writing and specifically for each General Meeting of Shareholders. Said requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the proxy grantor, nor when the proxy holder has a general power of attorney conferred by public document with powers to administrate all the assets that the proxy grantor may have on national territory.*
2. *Proxies may be granted by post or electronic mail, or by any other distance communication means, provided that the identity of the participating individual and the security of distance communications is ensured, and in such case, the provisions of Article 20 regarding the casting of votes by such means shall apply, to the extent that it is not incompatible with the*

nature of proxy.

3. *Proxies shall be included in the list of members in attendance. The Chair of the General Meeting of Shareholders may ask the proxy holder to provide the documents in support of their proxy. The Company shall keep a record of those documents containing the referred proxies.*
4. *Proxies can always be revoked. Attendance of the proxy grantor at the General Meeting of Shareholders, either in person or remotely, or having cast absentee vote, shall entail revocation of the proxy, irrespective of the date on which the proxy was granted.*
5. *Prior to granting proxy, the proxy holder shall provide the shareholder with detailed information about the existence of any conflict of interest. Should a conflict of interest arise after proxy has been granted, and the represented shareholder has not been warned thereof, the proxy holder shall forthwith inform them of such conflict. In both cases, and in the absence, having previously been informed of the conflict of interest, of any new and accurate voting instructions regarding each agenda item on which the proxy holder shall cast a vote on behalf of the shareholder, the proxy holder shall abstain from voting, without prejudice to the provisions of the following paragraph.*
6. *Unless otherwise expressly stated by the shareholder, should the proxy holder be in a conflict of interest without having accurate voting instructions, or, even if they have them, the proxy holder would deem it best not to represent the proxy grantor with regard to the items to which the conflict of interest refers to, it shall be understood that the proxy grantor has appointed as proxy holders, regarding such items, in succession, should any of them be in a conflict of interest, first, the Chair of the General Meeting of Shareholders, next the Secretary of the General Meeting of Shareholders and last, the Capital Markets Director of the Company. The proxy holder so appointed shall cast their vote in the manner that in their view best suits the interests of the proxy grantor, considering the interest of the Company.*
7. *In all other cases of representation where the proxy holder is not in a conflict of interest, if no voting instructions were given regarding proposed resolutions on agenda items, it shall be understood that the proxy grantor shall vote for the proposed resolutions in question. If no voting instructions were given regarding proposed resolutions on non-agenda items, it shall be understood that the proxy grantor shall vote in the manner that in their view best suits the interests of the proxy grantor, considering the interest of the Company.*
8. *Where the proxy form is submitted to the Company without expressly stating the name or company name of the proxy holder, it shall be assumed that the proxy grantor has appointed as proxy holders in succession, should any of them be involved in turn in a conflict of interest, first, the Chair of the General Meeting of Shareholders, next the Secretary of the General Meeting of Shareholders and last, the Capital Markets Director of the Company.”*

“Article 18. Quorum

1. *A quorum will be present at the General Meeting of Shareholders on first*

call when shareholders who are present or represented by proxy hold at least 50% of the subscribed share capital with the right to vote. On second call, generally, a quorum will be present at the General Meeting, irrespective of the share capital attending same. However, if the General Meeting of Shareholders is called to decide on an increase or a reduction of the share capital, the issue of bonds convertible for shares in the Company, or bonds which confer on bondholders a stake in the company's earnings, the exclusion or restriction of the pre-emptive right, the transformation of the Company, the merger by establishment of a new company or by absorption of the Company by another entity, its split-off in whole or in part, the global assignment of assets and liabilities, the substitution of the company's objects as well as any other amendment whatsoever to the Articles of Association, attendance of 25% of the subscribed share capital with the right to vote shall be required on second call.

2. Absences occurring once a quorum is present at the General Meeting of Shareholder shall not affect the validity of the meeting."

"Article 19. Panel of the General Meeting of Shareholders. Deliberations

1. The meetings of the General Meeting of Shareholders shall be chaired by the Chair of the Board of Directors or, in their absence, by the Deputy Chair of the Board of Directors, or in their absence or impossibility, by the director appointed for such purposes by the board of directors for the General Meeting of Shareholders in question.
2. The Secretary of the Board of Directors shall act as Secretary of the General Meeting of Shareholders, or in their absence, the Deputy Secretary of the Board of Directors, should there be one, and in their absence, the person, whether or not a shareholder, designated by the Chair shall act as Secretary.
3. The remaining members of the Board of Directors of the Company attending the General Meeting of Shareholders in person or remotely shall also form part of the panel of the Meeting of Shareholders.
4. The panel shall draw up the list of attendees, expressing the nature or proxy of each one and the number of own shares or shares of third parties that are attending. The Chair, or the Secretary and/or the CEO by delegation of the former to these latter two, shall declare that a quorum is present; shall submit for discussion the business to be transacted pursuant to the agenda; the Chair shall conduct the meeting and organize the proceedings, signaling the order in which shareholders may speak and giving the floor first to all those who attending in person have requested so in writing and then to those who may request it verbally. Turns may be established for speakers for and against the proposal and the number of speakers or the time allotted to each of them may be limited. The Chair will then declare each business sufficiently discussed and shall put the proposal to vote and, subsequently declare the results of said vote.
5. Each agenda item shall be put to vote separately. Likewise, business included in the same agenda item which are substantially independent shall also be put to separate vote. In any case, the appointment, re-election or removal of directors shall be put to separate vote, even though they are

included in the same agenda item, as well as each article or independent group of articles, in the amendment of the Articles of Association.”

“Article 20. Passing of resolutions

- 1. Resolutions of the General Meeting of Shareholders shall be passed by simple majority of the share capital present or represented at the Meeting, unless a larger majority is required by statute or the Articles of Association. In the event of equality of votes, the proposed resolution shall be deemed rejected.*
- 2. Shareholders with a right to attend and vote may vote on the proposed resolutions on agenda items by post, by electronic means, or via any other distance communication means, provided that the identity of the participating or voting individual and the security of distance communications is ensured, whenever the Board of Directors, bearing in mind the state of the art and the available means, so decides pursuant to the provisions of the Regulations of the General Meeting of Shareholders, after considering that there are enough guarantees to secure the identification of shareholders who exercise their right to vote and the certainty and authenticity of the will expressed.*
- 3. Votes cast by post shall be sent to the Company in the attendance, proxy and absentee voting card issued by the entity where they have their shares deposited, duly signed by hand. Alternatively, where the necessary information for shareholders or their proxy holder to exercise their rights is not included in such card, or where shareholders so wish, they may cast absentee vote by post by sending to the Company the form of proxy and absentee voting card issued by the Company and posted on the corporate website, duly signed, together with the above referred card issued in their name by the entity where they have their shares deposited.*
- 4. Votes cast by electronic communication shall have a recognized electronic signature or such other guarantees that the Company deems ideal to ensure the authenticity and the identity of the shareholder who exercises their right to vote.*
- 5. Absentee votes cast by either of the above-referred means shall be received at the Company before midnight of the second working day (Saturdays excluded) immediately prior to the day set for the General Meeting of Shareholders to be held. Otherwise, vote shall be deemed as not cast.*
- 6. The Board of Directors is entitled to develop the foregoing provisions by setting the rules, means and procedures suitable for the state of the art in order to implement the casting of votes and the granting of proxy through electronic means, by enforcing where appropriate the rules for this purpose enacted.*
- 7. Namely, the Board of Directors may (i) rule the use of alternative guarantees to the electronic signature regarding the casting of electronic vote pursuant to the provisions of paragraph 4 above, (ii) reduce the time limit established in paragraph 5 above for the Company to receive votes cast by post or by*

e-mail, and (iii) establish other remote communication means or otherwise suitable for the state of the art to implement the casting of votes, provided that the identity of the shareholder exercising their right to vote is properly guaranteed.

In any case, the Board of Directors shall take the necessary measures to prevent potential duplicities and ensure that shareholders who have cast absentee vote or granted proxy by post or e-mail are duly entitled to do so pursuant to the provisions of the Articles of Association and of the Regulations of the General Meeting of Shareholders.

The implementation regulations that the Board of Directors may adopt pursuant to the provisions of this paragraph shall be published on the Company's website.

8. *Shareholders with a right to attend and vote that cast absentee vote pursuant to the provisions of this article shall be deemed as present for the purposes of the quorum of the General Meeting of Shareholders in question. Consequently, any proxy granted by a shareholder before casting absentee vote shall be deemed as revoked and any proxy granted subsequently, and subsequent proxies shall be deemed as not produced.*
9. *Shareholders' attendance in person or remotely at the General Meeting of Shareholders shall entail the revocation of the vote cast by post or by e-mail. Votes cast by post or by e-mail shall also be deemed as revoked in the event of a subsequent vote different than that previously cast.*
10. *Any shareholder who casts absentee vote may grant proxy with regard to such proposals which have not been included on the agenda, pursuant to the provisions of article 17 hereof.*
11. *Voting system for remote attendees shall be described in the in the procedure implemented by the board of directors and announced in the notice calling the meeting."*

- c) **Amendment to article 23 ("Number of directors. Appointment of officers"), article 24 ("Appointment of directors and term of office"), article 25 ("Calling board meetings. Quorum. Passing of resolutions"), article 27 ("Delegation of powers and authority"), article 28 ("Audit and Compliance Committee"), article 29 ("Nomination Committee") and article 30 ("Remuneration Committee") all of them included in Part II ("Board of Directors") in Chapter III.**

To approve the amendment to article 23 ("Number of directors. Appointment of officers"), article 24 ("Appointment of directors and term of office"), article 25 ("Calling board meetings. Quorum. Passing of resolutions"), article 27 ("Delegation of powers and authority"), article 28 ("Audit and Compliance Committee"), article 29 ("Nomination Committee") and article 30 ("Remuneration Committee"), all of them included in Part II ("Board of Directors") in Chapter III. Such sections shall hereinafter read as follows:

"Article 23. Number of directors. Appointment of officers

1. *The Board of Directors shall be formed by a number of members being no less than 5 nor greater than 12. Within this range, it is incumbent on the General Meeting of Shareholders to determine the number of board members. Such number may also be tacitly determined by any resolution on*

election or removal of directors from time to time passed at the General Meeting of Shareholders.

2. *It is not necessary for the prospective director to be a shareholder in order to be appointed as member of the Board. The provisions of the regulations from time to time applicable shall be observed in the election.*
3. *The Board of Directors shall, following report of the Nomination Committee, appoint one of its members as Chair.*
4. *Likewise, the Board of Directors shall, following report of the Nomination Committee, appoint a Secretary, who needs not be a director, in which case he will be entitled to attend and speak but not to vote.*
5. *Should the Chair of the Board of Directors discharge executive functions, the Board of Directors shall, following report of the Nomination Committee, appoint a Lead Independent Director (LID), who shall be entitled to:*
 - (a) *Request from the Chair of the Board of Directors to call a meeting of such body when they should deem it expedient;*
 - (b) *Request the addition of items to the agenda of the meetings of the Board of Directors;*
 - (c) *Liaise with and echo the views of non-executive directors;*
 - (d) *Lead, where appropriate, the periodic assessment of the performance of the Chair of the Board of Directors;*
 - (e) *Chair the Board of Directors in the absence of its Chair and of the Deputy Chairs, should there be any;*
 - (f) *Contact investors and shareholders to learn of their points of view for the purposes of forming an opinion on their concerns, namely with regard to the company's corporate governance system; and*
 - (g) *Coordinate the succession plan of the Chair.*
6. *The Board of Directors shall, following report of the Nomination Committee, necessarily appoint a Deputy Chair, who shall replace the Chair should it be impossible for the latter to act or in the event of their absence or when the Chair should so decide. The Board of Directors may also appoint more than one Deputy Chair. In this case, the Chair shall be substituted by, firstly, the First Deputy Chair, who in turn shall be substituted where necessary by the Second Deputy Chair and so on and so forth.*
7. *The Board of Directors may, following report of the Nomination Committee, appoint a Deputy Secretary, who needs not be a director.*
8. *The office of director is compatible with any other office or positions within the Company or the companies of its Group."*

"Article 24. Appointment of directors and term of office

1. *Directors shall be appointed by the General Meeting of Shareholders and shall hold office for 2 years.*
2. *Directors may be re-elected, once or more than once for periods of equal*

length by the General Meeting of Shareholders who may likewise decide the removal of any of them at any time.

3. *The Board of Directors itself may fill internally any vacancies that may arise in it, appointing the persons who shall fill them until the first General Meeting of Shareholders is held.”*

It should be noted that this amendment to article 24.1 of the Articles of Association shall not apply to the current tenure on the board of directors elected or re-elected before the amendment, who shall remain in office until the expiry of the 4-year term for which they were elected.

“Article 25. Calling board meetings. Quorum. Passing of resolutions

1. *The Board of Directors shall meet at least on a quarterly basis, and whenever such meeting is required by the interests of the Company. Board meetings shall be convened by the Chair or acting Chair, at their behest, at the request of the Lead Independent Director, or at the request of at least one third of the directors.*

Likewise, directors representing at least one third of the size of the Board of Directors may convene any board meeting, to be held in the place where the registered office of the company is situate, stating the agenda in the notice, if after request submitted to the Chair, he should have failed to call the meeting within one month without reasonable grounds.

2. *Board meetings shall be validly held when attended either in person or by proxy, by the majority of the members in office.*

Without prejudice to the foregoing, a quorum shall be deemed to be present at the Board of Directors without the need for notice if, all its members, being present in person or by proxy, unanimously agree to hold the meeting.

The Board of Directors may also pass resolutions in writing without having to hold a meeting, in accordance with the provisions of the applicable regulations.

Likewise, board meetings may be held via conference call, video conference system or any other equivalent system allowing to recognize and identify attendees, for them to communicate, speak and cast vote, all of it in real time. In such case, the meeting shall be deemed to have been held at the registered office. The Secretary of the Board of Directors shall record in the minutes of board meetings held in this form, the directors attending in person or where appropriate by proxy granted to another director as well as those directors attending the meeting via conference call, video conference system or any equivalent system.

3. *Any director can appoint another director as proxy holder in writing, each meeting requiring a special proxy, notifying the Chair of the same in writing. Non-executive directors may only give proxy to another director of this same class.*

4. *For resolutions to be passed, an absolute majority of votes by the directors attending the meeting shall be required, except for such cases where a larger majority is required by statute, by these Articles of Association or by the Board of Directors' Regulations. In the case of an equality of votes, the Chair shall have a casting vote.*
5. *The discussion and resolutions of the Board of Directors shall be entered in a Minutes Book, and each minute shall be signed by the Chair and the Secretary or by the acting Chair and Secretary at the meeting to which the minutes refer. Copies and certificates of the minutes shall be authorized and issued by the Secretary of the Board of Directors with the approval of the Chair or by those who substituted them.*
6. *The Board of Directors shall decide which of its members shall implement its resolutions as well as those of the General Meeting of Shareholders, when the latter has not made any appointment. Failing an appointment by the Board of Directors, the implementation of resolutions shall fall on the CEO.*
7. *The Secretary of the Board of Directors and, where appropriate, the Deputy Secretary, even though they are not directors, shall be entitled to put the company resolutions on public record."*

"Article 27. Delegation of powers and authority

1. *Within the limits established by statute, the Board of Directors may delegate, in a permanent manner, its delegable powers in whole or in part to an Executive Committee and to one or several CEOs and decide the members of the Board itself who are to be the members of the delegate body, as well as, where appropriate, the manner of the exercise of the powers granted.*
2. *For the permanent delegation of any power of the Board of Directors which is not non delegable pursuant to the applicable regulations, to the Executive Committee or the CEO, if any has been appointed, and for the appointment of the directors who have to hold such offices, it shall be necessary for two-thirds of those making up the Board to vote for the proposal.*
3. *The Board of Directors may likewise establish advisory committees with powers to inform, advice and propose regarding such matters decided by the Board of Directors itself, as well as to appoint the members of the Board of Directors who are to form part thereof.*
4. *Where a member of the Board of Directors is appointed CEO or is assigned executive functions on other grounds, an agreement must be entered into between such member and the Company, to which the Board of Director must give its prior consent, with the vote for of two thirds of its members. The affected board member shall abstain from attending the meeting where such business is debated and from taking part in the vote. The approved agreement shall be attached to the minutes of the meeting*

as an appendix.”

“Article 28. Audit and Compliance Committee

1. *An Audit and Compliance Committee shall be formed within the Board of Directors made up of a minimum of 3 and a maximum of 7 non-executive directors appointed by the Board itself, a majority of whom must necessarily be independent directors, and who shall be elected, especially its Chair, taking into account their knowledge, qualification and experience in accounting, auditing or risk management matters, both financial and non-financial. Members of the Audit and Compliance Committee shall, as a whole, have the relevant know-how with regard to the industry to which the Company belongs.*

Additionally, at least one of its members shall be appointed with regard to their knowledge, qualifications and experience in the matter of information technology.

2. *The Chair of the Audit and Compliance Committee, who needs to be an independent director, shall be elected by the Board of Directors for an initial maximum 2-year term, and will be eligible for re-election for an additional 2-year period. Upon expiry of such 4 years, they shall be replaced. They may only be re-elected one year after the date of their removal. The Board of Directors shall appoint a Secretary of the Audit and Compliance Committee, who needs not be a member of said body.*
3. *Without prejudice to any other tasks that it might be entrusted from time to time by the Board of Directors and any other powers it is reserved under applicable regulations and the Audit and Compliance Committee's Regulations, the Audit and Compliance Committee shall have the following duties:*
 - (a) *To report to the General Meeting of Shareholders on those questions raised regarding matters within the purview of said Audit and Compliance Committee, and namely, regarding the result of the audit conducted, explaining that it has contributed to the integrity of the financial information, and the role played by the Audit and Compliance Committee in this process.*
 - (b) *To oversee and evaluate the effectiveness of the internal control system of the Company, the internal audit, and the risk management systems both financial and non-financial risks, including tax, operational, technological, legal, social, environmental, reputational risks and those related to corruption, and to review with the statutory auditor the significant weaknesses of the internal control system revealed in the course of the audit, all of which without jeopardizing its independence. For such purposes, the Committee may, if appropriate, submit recommendations or proposals to the Board of Directors, with the relevant term for follow-up.*
 - (c) *To oversee and evaluate the process for preparing and presenting the*

mandatory financial and non-financial information regarding the Company and, as the case may be, its Group, reviewing compliance with regulatory requirements, the appropriate delimitation of the consolidation perimeter and the appropriate application of accounting criteria and submit recommendations or proposals to the Board of Directors for the purposes of safeguarding the integrity of such information. With regard to the duty to oversee the process to prepare the mandatory non-financial information, the Committee shall act in coordination with the Sustainability Committee to ensure a consolidated view on the effective application of the policies that fall within their respective purviews, without prejudice to the fact that the Audit and Compliance Committee will be ultimately responsible for overseeing the process.

- (d) To table to the Board of Directors, to be submitted to the General Meeting of Shareholders, the proposals on selection, appointment, re-election and replacement of the external auditor, taking charge of the recruitment process pursuant to the provisions of the applicable regulations, as well as the terms and conditions of the agreement to be executed with them, and to regularly gather from the external auditor information about the audit plan and its performance, in addition to preserving its independence in the performance of its duties.*
- (e) To liaise with the external auditor in order to receive information on those matters that could represent a threat to its independence, so that the Committee may review them, and on any other matter related to the implementation of the audit process, and, where appropriate, the authorization of any services other than those forbidden, pursuant to the terms of the applicable regulations, as well as on those other communications envisaged by audit legislation and auditing standards. In any case, the Committee should receive every year from the external auditor, the statement of its independence regarding the Company or those entities directly or indirectly related thereto, as well as detailed and separate information on any additional services of any manner rendered and the relevant fees received from such entities by the external auditor or by the persons, natural or legal related to such external auditor, pursuant to the provisions of the prevailing regulations on the audit activity.*
- (f) To draw up every year before the audit report is issued, a report expressing an opinion on whether the independence of the auditors or audit firms has been jeopardized. Such report must address in any case, the reasoned assessment of the provision of each and every additional service referred to in the foregoing paragraph, considered both separately and as a whole, other than the legal audit and regarding the independence system or the regulations on the audit activity.*
- (g) To report on the related-party transactions that must be approved by*

either the General Meeting of Shareholders or the board of directors, as the case may be, and to oversee the internal procedure regarding such transactions whose approval has been delegated.

- (h) To advise in advance the Board of Directors on all the topics covered by statute, by the Articles of Association and the Board of Directors' Regulations, in particular on (i) the financial information and the directors' report which shall include where appropriate, the mandatory non-financial information that the Company must disclose regularly; and, (ii) the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered non-cooperative jurisdictions.*
- 4. The Audit and Compliance Committee shall meet at least on a quarterly basis in order to review the periodic financial information that the Company would release to the authority to fulfil its obligations or of its own accord, as well as the information that the Board of Directors has to approve and include in the annual public documentation. Furthermore, it shall meet each time its Chair calls it to meet, who must do so whenever the Board or the Chair thereof requests the issuing of a report or the adoption of proposals and, in any case, whenever appropriate for the successful performance of its functions.*
- 5. Members of the management team or staff members of the Company shall be bound to attend the meetings of the Committee and to assist it and give it access to the information available to them when the Committee so requests. The Committee may call executive and non-executive directors, members of Management and any employee of the Company, even arrange for them to attend its meetings without the presence of any other officer. The Audit and Compliance Committee may also request attendance at its meetings of the Company's statutory auditor.*
- 6. The Board of Directors may develop and complete in its Regulations the aforementioned rules, in accordance with the provisions of the Articles of Association and of applicable regulations."*

"Article 29. Nomination Committee

- 1. A Nomination Committee shall be formed within the Board of Directors, made up of a minimum of 3 and a maximum of 7 non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee, and especially the Chair, shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge, including on corporate governance issues, analysis and strategic assessment of human resources, selection of directors and senior managers and the assessment of the suitability requirements legally provided for the discharge of senior management functions.*
- 2. The Chair of the Nomination Committee shall be appointed by the Board of Directors out of its independent members.*

3. *Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Nomination Committee shall have at least the following basic responsibilities:*
 - (a) *To evaluate the competences, knowledge, experience and diversity required on the Board of Directors. For such purposes, to define the functions and expertise required from candidates who must fill each vacancy, and evaluate the time and contribution required for them to effectively discharge their duties.*
 - (b) *To seek an appropriate and diverse membership on the board of directors and its committees in terms of professional experience, competences, personal skills, sector-specific knowledge, international experience or geographic origin, age and in particular, gender.*
 - (c) *To evaluate compliance with the Diversity of Board of Directors Membership and Director Selection Policy.*
 - (d) *To table to the Board of Directors the proposals on the appointment of independent directors to be appointed through the co-option procedure, or to be submitted to the General Meeting of Shareholders, as well as the proposal for the re-election or removal of said directors by the General Meeting of Shareholders.*
 - (e) *To issue a report on the proposals to appoint the remaining directors prior to their appointment through the co-option procedure or to be submitted to the General Meeting of Shareholders, as well as the proposals for their re- election or removal by the General Meeting of Shareholder.*
 - (f) *To issue a report regarding the proposals to appoint and remove senior managers, supporting the existence of a significant number of female senior managers in the company.*
 - (g) *To review and arrange for the succession of the Chair, the CEO and other executive directors of the Company, if any, and where appropriate, to raise proposals to the Board of Directors in order for such succession to take place in an orderly and arranged manner.*
4. *The Nomination Committee shall meet at least 3 times a year. One of such meetings shall be devoted to the annual evaluation of the Board of Directors. Likewise, it shall meet each time that the Board of Directors or the Chair of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, in any case, whenever it is deemed fit for the successful performance of its functions.*
5. *The request for information addressed to the Nomination Committee shall be made by the Board of Directors or its Chair. Likewise, the Committee must consider the suggestions made by the Chair, the members of the Board of Directors, the executives or the shareholders of the Company.*

6. *The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of applicable regulations.*

“Article 30. Remuneration Committee

1. *A Remuneration Committee shall be formed within the Board of Directors, made up of a minimum of 3 and a maximum of 7 non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee, especially the Chair, shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge, including, without limitation, strategic analysis and evaluation of human resources and the design of remuneration plans and policies for directors and senior managers.*
2. *The Chair of the Remuneration Committee shall be appointed by the Board of Directors out of its independent members.*
3. *Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Remuneration Committee shall have at least the following basic responsibilities:*
 - (a) *To propose to the Board of Directors the remuneration policy for directors and general managers or those who carry out senior management duties directly reporting to the Board, the Executive Committees or the chief executive officers.*
 - (b) *To propose to the Board of Directors the individual remuneration and the remaining terms and conditions of the employment agreements of executive directors, ensuring that they are observed.*
 - (c) *To propose the basic terms and conditions of the senior management agreements, including their remuneration and severance pay, where appropriate.*
4. *The Remuneration Committee shall meet at least 3 times a year. One of such meetings shall be devoted to preparing the information on the remuneration of directors and senior managers that the Board of Directors must approve and include into its annual public documentation. Likewise, it shall meet each time that the Board of Directors or the Chair of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, in any case, whenever it is deemed fit for the successful performance of its functions.*
5. *The request for information addressed to the Remuneration Committee shall be made by the Board of Directors or its Chair. Likewise, the Committee must consider the feedback from the Chair, the members of the Board of Directors, the officers or the shareholders of the Company.*
6. *The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of*

Association and of applicable regulations.”

- d) *Amendment to article 36 (“Approval of the accounts and distribution of the income or loss”) in Chapter IV [Not applicable in the English version]*
- e) *Amendment to article 40 (“Procedure as to liquidation”) in Chapter V*

To approve the amendment to article 40 (“Procedure as to liquidation”) in Chapter V, which shall hereinafter read as follows:

“Article 40. Procedure as to liquidation

The General Meeting of Shareholders, having resolved to wind up the Company, shall, on the proposal of the Board of Directors, decide on the procedure as to liquidation, appoint one or more liquidators, always being an odd number, and determine their powers. Where no liquidators have been appointed by the General Meeting of Shareholders, those who were directors as at the time of the winding up of the Company, shall become liquidators.

Where such liquidation would result from any insolvency proceedings involving the company, no liquidator shall be appointed.”

6./

Amendment to the Regulations of the General Meeting of Shareholders:

Amendment to sections 6 (“Powers of the General Meeting of Shareholders”), 8 (“Notice and agenda”), 9 (“Corporate website”), 12 (“Proxy representation at the General Meeting of Shareholders”), 13 (“Proxy solicitation”), 16 (“Holding the General Meeting of Shareholders”), 17 (“Panel of the General Meeting of Shareholders”), 18 (“Proceedings of the General Meeting of Shareholders”), 21 (“Use of the floor by shareholders”), 23 (“Voting on proposed resolutions”) 24 (“Absentee voting. Powers to conduct proxies and cast absentee vote”) and 25 (“Passing of resolutions and publicity of the results”).

To approve the amendment to sections 6 (“Powers of the General Meeting of Shareholders”), 8 (“Notice and agenda”), 9 (“Corporate website”), 12 (“Proxy representation at the General Meeting of Shareholders”), 13 (“Proxy solicitation”), 16 (“Holding the General Meeting of Shareholders”), 17 (“Panel of the General Meeting”), 18 (“Proceedings of the General Meeting of Shareholders”), 21 (“Use of the floor by shareholders”), 23 (“Voting on proposed resolutions”), 24 (“Absentee voting. Powers to conduct proxies and cast absentee vote”) and 25 (“Passing of resolutions and publicity of the results”) of the Regulations of the General Meeting of Shareholders, to align its provisions with the Articles of Association, as amended. Such sections shall hereinafter read as follows.

“Section 6. Powers of the General Meeting of Shareholders

In accordance with the provisions of the Articles of Association, the General Meeting of Shareholders is authorized to pass all kinds of resolutions concerning the Company, the following powers being namely reserved thereto, without prejudice to any other powers vested by the applicable regulations:

- (a) *To resolve on the individual annual accounts of the Company and, where*

appropriate, on the consolidated accounts of the Company and its Group, as well as on the distribution of the income or loss;

- (b) To approve the statement on non-financial information;*
- (c) To appoint, re-elect and/or remove directors, and to ratify or revoke any provisional appointment of said directors made by the Board of Directors itself, and to review their management;*
- (d) To approve the adoption of remuneration systems consisting of the granting either of shares or stock options, as well as any other remuneration system linked to the value of the shares, for the benefit of directors;*
- (e) To approve the Directors' remuneration policy pursuant to statutory terms;*
- (f) To conduct, as a separate item on the agenda, an advisory say-on-pay vote on the Annual Report on the Remuneration of Directors;*
- (g) To authorize the release of the directors from the duty of preventing conflicts of interest and of the prohibitions arising from the duty of loyalty, when the authorization to release them is attributed by statute to the General Meeting of Shareholders, as well as from the obligation not to compete with the Company;*
- (h) To authorize the Board of Directors to increase the Company's share capital, or to proceed to the issue of bonds convertible into Company's shares;*
- (i) To resolve the issue of bonds convertible into Company's shares or which allow bondholders to participate in the company's earnings, the increase or the reduction of the share capital, the exclusion or restriction of the pre-emptive right, the transformation, merger, split-off or winding-up of the Company, the global assignment of assets and liabilities, the approval of the final balance sheet of liquidation, as well as any other amendment whatsoever to the Articles of Association;*
- (j) To authorize Company's shares buyback;*
- (k) To approve the related-party transactions that the General Meeting must approve pursuant to statute;*
- (l) To approve such transactions which entail a structural amendment in the Company, and namely: (i) the transformation of listed companies into holding companies, through "subsidiarization" or the assignment to subsidiaries of core activities theretofore carried out by the Company, even though the Company retains full control of such entities; (ii) the acquisition, disposal or contribution to another company of essential assets; and, (iii) such transactions which entail an effective amendment of the corporate objects and those having an effect equivalent to the liquidation of the Company;*
- (m) To appoint, re-elect and remove the statutory auditor;*
- (n) To appoint and remove, where appropriate, the Company's liquidators;*
- (o) To approve these Regulations and any subsequent amendment thereto;*
- (p) To resolve on the matters submitted to it by a resolution of the Board of Directors;*

- (q) *To give directions to the Board of Directors or to submit to its prior authorization the passing by the Board of Directors of decisions or resolutions on certain management matters; and*
- (r) *To grant to the Board of Directors such powers it may deem fit to deal with unforeseen issues."*

“Section 8. Notice and agenda

1. *General Meetings, either Annual or Extraordinary, shall be called by the Board of Directors by notice published in the Official Gazette of the Companies Register, or in one of the newspapers with the largest circulation in Spain, on the Company' s website (www.inditex.com) and on the website of the Spanish National Securities Market Commission (“**CNMV**”), at least one month in advance of the date set for the meeting or any longer period of time required by statute, where appropriate, depending on the resolutions submitted to its discussion.*
2. *Where the board of directors resolves this possibility and it is announced in the notice calling it, attendance at the General Meeting may be in person or remotely, or even a virtual-only general meeting can be called, without any shareholder or proxy holder, and/or, as the case may be, any member of the board of directors and the notary attending in person.*

The Board of Directors will describe in the notice calling the General Meeting the procedure for shareholders to exercise their rights in case of remote attendance.

Remote attendance shall be subject to ensuring that the identity and legitimate rights of shareholders and proxy holders is duly guaranteed and that all attendees can effectively participate at the general meeting by the specific distance communication means indicated in the notice, both to exercise in real time the relevant right to speak, to information, to raise proposals, and to vote they are entitled to, and to follow the participation of the remaining attendees by the above referred means. The relevant measures shall be implemented for such purpose, bearing in mind the state of the art and the surrounding circumstances.

In any case, shareholders shall be able to grant proxy and cast absentee vote in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of Shareholders and of the procedure set by the board of directors and described in the notice.

Virtual-only General Meetings shall be deemed to have been conducted at the registered office.

3. *The notice shall state all the issues required by statute, where appropriate, and namely:*
 - (a) *The Company's name, the day, time and date on which the General Meeting is to be held on second call, if appropriate (at least 24 hours shall lapse between the first and the second call), the title of the individual or individuals who call the meeting, the method to conduct the General Meeting of Shareholders and, if appropriate, the venue at which the General Meeting will be held.*

- (b) *The notice shall also state clearly and accurately the agenda of the General Meeting of Shareholders, with all the business to be transacted.*
 - (c) *The requirements that need to be met in order to attend the General Meeting of Shareholders and the ways to evidence such fulfilment to the Company, as well as the date by which shareholders must have registered in their own name the number of shares required to take part and to vote at the General Meeting of Shareholders called.*
 - (d) *The place and manner to get the full text of the documents and proposed resolutions and the Company's website where such information shall be available (namely including the reports from the directors, the statutory auditors and independent experts intended to be submitted to the General Meeting of Shareholders, and the full text of the proposed resolutions submitted to the General Meeting of Shareholders for approval).*
 - (e) *The right of shareholders to be represented at the General Meeting of Shareholders by someone else, even though the proxy holder is not a director, and the requirements and procedures to exercise such right.*
 - (f) *The right to include items on the agenda and to submit proposed resolutions, and the term to exercise such right.*
 - (g) *Shareholders' right to information and the manner to exercise it.*
 - (h) *Information on the systems to cast vote by proxy, the forms that need to be filled out to grant proxy and the means that need to be used for the Company to accept any notice given by electronic means of proxies granted, and the procedures set forth to cast absentee vote, either by post or by electronic means.*
 - (i) *Information on the procedure for remote attendance of shareholders and proxy holders at the General Meeting, should this possibility have been provided for, and the exercise of their rights at the meeting.*
4. *Shareholders who represent at least 3% of the share capital, may:*
- (a) *Request that a supplement to the notice of the Annual General Meeting be published, adding one or more items to the agenda, provided that, however new items are duly accompanied, where appropriate, by a substantiated proposal.*
 - (b) *Submit well-founded proposed resolutions regarding matters already included or that should be included on the agenda of the General Meeting of Shareholders called. The Company shall ensure that such proposed resolutions and the documentation attached, where appropriate, are duly disclosed by posting them on the Company's website.*

The above-mentioned shareholders' rights shall be exercised by duly authenticated notice sent to the Company's registered office within 5 days of the date when the notice is published. The supplement to the notice shall be published

at least 15 days in advance of the date set to hold the General Meeting of Shareholders.

The written notice of the exercise of such rights shall specify the full name or the corporate name of the requesting shareholder or shareholders, and there shall be attached thereto the contents of the question or questions raised, the proposed resolution or resolutions and, if legally required, the report or reports providing a rationale for the proposals, in addition to such documentation as evidences their status as shareholder, in order for such information to be checked against the list of shareholders and the number of shares held in their name provided to the Company by the "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U." (IBERCLEAR), [Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades] for the General Meeting of Shareholders in question. It shall be incumbent on the shareholders to prove that they have timely and duly sent the request to the Company.

5. The Company shall disclose the agenda items and/or the proposed resolutions submitted in accordance with the provisions of the paragraphs above in the shortest delay within the legally mandated periods and shall publish on the website a new form of proxy and absentee voting card including the new agenda items. The Company shall also ensure the circulation of the proposed resolutions and any documentation, where appropriate, attached thereto, to the remaining shareholders, as provided by statute.
6. Upon calling the General Meeting, the Board of Directors shall make available to the shareholders any additional information that it may deem appropriate and that contributes to their better understanding of the exercise of their rights in connection with the General Meeting of Shareholders and to the business to be transacted thereat.
7. Where the Company allows shareholders the possibility of voting through electronic means available to all of them, Extraordinary General meetings may be called at least 15 days in advance. In order to reduce the term for calling the General Meeting, an express resolution of the Annual General Meeting passed by at least two thirds of the subscribed share capital with a right to vote shall be required. Such express resolution shall expire before the following Annual General Meeting is held."

"Section 9. Corporate website

1. The company's website shall attend to the exercise by shareholders of their right to information and disclose the information legally required pursuant to the regulations on the securities market.
2. From the date the notice is published, the Company shall make available to the shareholders the following information:
 - (a) The notice of the General Meeting.
 - (b) The aggregate number of shares and voting rights as at the date of the notice, broken down by class of shares, if appropriate.

- (c) *The documents that need to be submitted to the General Meeting of Shareholders (such as the annual accounts, the proposal for the distribution of income or loss, the directors' reports, the auditor's reports, reports issued by directors, the full text of the amendments to the Articles of Association, reports issued by auditors and/or independent experts and any merger or split-off plans).*
- (d) *The full text of the proposed resolutions regarding agenda items or, regarding issues for information purposes, a report of the relevant bodies addressing each of such items. All proposed resolutions submitted by shareholders shall also be included, as the case may be, upon their receipt.*
- (e) *In the event of appointment, re-election or ratification of appointment of members of the Board of Directors, the identity details, the CV and the directorship type of each of them as well as the proposal and reports required by applicable regulations.*
- (f) *Practical information associated to the General Meeting of Shareholders and the way in which the shareholders exercise their voting rights, such as, without limitation:*
 - (i) *The communication channels existing between the Company and the shareholders, and namely the required explanations for shareholders to exercise their right to information, stating the postal addresses and e-mail addresses where they can address their queries.*
 - (ii) *The ways and procedures to cast absentee vote and to grant proxy for the General Meeting of Shareholders.*
 - (iii) *The ways and procedures for remote attendance at the General Meeting, should this possibility have been provided for, and the exercise of shareholders' right at the meeting.*
 - (iv) *The forms that shall be used to cast vote by proxy or absentee vote, unless they are directly sent by the Company to each shareholder. Where such ways and procedures cannot be posted on the website for technical reasons, the Company shall state on the website how to get the printed forms, which it shall send to any shareholders requesting so.*
 - (v) *Information on the venue at which, if appropriate, the General Meeting is to be held and how to get there.*
 - (vi) *Information, where appropriate, on the systems or procedures that may facilitate the conduct of the General Meeting of Shareholders, (such as, broadcasting through audiovisual means, information available in foreign languages or simultaneous translation devices).*
 - (vii) *Any other information deemed appropriate in order to facilitate*

the attendance and participation of the shareholders at the General Meeting of Shareholders.

- (viii) Where the amendment of the Articles of Association is to be addressed at the General Meeting of Shareholders, the right that all shareholders have to examine at the registered office the full text of the proposed amendment and of the report on such amendment, as well as to request that such documents be handed or sent free of charge to them, shall be placed on record.*
- (g) In all such cases required by statute, any mandatory additional information and documentation as well as the non-mandatory information that the Board of Directors may deem appropriate, shall be made available to the shareholders.*

Shareholders may get at the registered office, free of charge and immediately, the documents and information referred to in the paragraphs above, and request their free delivery or dispatch, in accordance with the provisions of statute. Furthermore, such documents and information shall be included on the Company's website.

The Company shall use its corporate website to promote the informed participation of all shareholders at the General Meeting of Shareholders and to facilitate the exercise of their rights related thereto.

- 3. Likewise, the Company shall disclose on its web, on a permanent basis, the requirements and procedures it shall accept to evidence ownership of shares, the right to attend the General Meeting of Shareholders and the exercise of voting rights in person or by proxy. Such procedures will encourage attendance and exercise of rights by shareholders and shall apply equally without discrimination.*
- 4. Upon calling the General Meetings of Shareholders, an Electronic Forum of Shareholders shall be made available on the Company's website, which may be accessed with all due guarantees, both by individual shareholders and voluntary associations which may be established under the legal requirements, for the purposes of promoting communication with shareholders prior to the General Meetings. Any motion intended to be submitted as a supplement to the agenda disclosed on the notice, any requests for adhering to such motions, any motion to reach the required % enabling to exercise a minority right provided by law and any offer or request of voluntary representation may be published on such Forum. The Board of Directors may implement the foregoing provisions, by fixing the procedure, the terms and any other conditions for the operation of the Electronic Forum of Shareholders."*

"Section 12. Proxy representation at the General Meeting of Shareholders

- 1. Any shareholder who has the right to attend may be represented at the General Meeting of Shareholders by a proxy holder, whether or not a shareholder. Proxies shall be granted in writing and especially for each General Meeting of Shareholders. Said requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the represented person, nor when the proxy*

holder has a general power of attorney conferred by public document with powers to administer all the estate that the represented person has on national territory.

No shareholder may be represented at a General Meeting by more than one proxy holder, except in such cases involving intermediary entities qualifying as shareholders by virtue of the book entry system, but which act on behalf of different beneficial owners; such entities may grant proxy to any of the beneficial owners or to any third party appointed by these latter. In such cases, the number of proxies granted cannot be restricted.

- 2. Proxies may be granted by postal or electronic mail, or by any other means of distance communication, provided that the identity of the participating individual and the security of distance communications is ensured, and in such case, the provisions of section 24 of these Regulations regarding the casting of votes by such means shall apply, provided that it is not incompatible with the nature of proxy.*
- 3. Proxies shall be included in the list of attendees. The Chair of the General Meeting of Shareholders may ask the proxy holder to provide the documentation that proves the nature of its representation. The Company shall keep a record of those documents containing the proxies granted.*
- 4. Proxies can always be revoked. The attendance of the proxy grantor at the General Meeting of Shareholders, either in person or remotely or having cast absentee vote by distance communication systems, shall have the effect of a revocation, regardless of the date on which the proxy was granted.*
- 5. Prior to granting proxy, the proxy holder shall provide the shareholder with detailed information about the existence of any conflict of interest. Should a conflict of interest arise after the proxy has been granted, and the represented shareholder has not been warned thereof, the proxy holder shall forthwith inform the latter of such conflict. In both cases, and in the absence, having previously been informed of the conflict of interest, of any new and accurate voting instructions regarding each agenda item on which the proxy holder shall cast a vote on behalf of the shareholder, the proxy holder shall abstain from voting.*
- 6. Where the proxy form is submitted to the Company without expressly stating the name or company name of the proxy holder, it shall be understood that the proxy grantor has appointed as proxy holders, in succession, should any of them be, in turn, in a conflict of interest, first, the Chair of the General Meeting of Shareholders, next the Secretary of the General Meeting of Shareholders and last, the Capital Markets Director of the Company. In such case, if no voting instructions were given in the proxy form regarding proposed resolutions on agenda items, it shall be understood that shareholders have instructed their proxy holder to vote for the proposed resolutions raised by the Board of Directors. Likewise, if no voting instructions were given regarding proposed resolutions on non-agenda items, it shall be understood that shareholders have instructed their proxy holder to vote in the manner that in their view best suits the interests of the proxy grantor, considering the interest of the Company, unless the shareholder does not accept that the proxy covers non-agenda items, in which case it shall be understood that*

shareholders have expressly instructed their proxy holders to abstain in that regard."

"Section 13. Exercise of shareholders' voting rights through directors

1. *The rules laid down in the applicable regulations governing companies shall apply to proxy solicitations made by directors of the Company or anyone else acting on their behalf and interest. In particular, the proxy form shall state or have attached the agenda and the request for instructions in order to exercise the voting rights and the mention on the way the proxy holder shall vote in case they are not given accurate instructions. In this regard, if no instructions are given to the proxy holder, it shall be understood that shareholders have instructed their proxy holder to vote for the proposal submitted by the Board of Directors with regard to agenda items. Likewise, if no voting instructions are given regarding proposals not included on the agenda, the provisions of section 12.6 above shall apply.*
2. *Unless otherwise expressly stated by shareholders, where the proxy holder is a member of the Board of Directors who is in a conflict of interest regarding any proposed resolution submitted to shareholders at the General Meeting and no voting instructions have been given, whether or not a prior public solicitation of proxies has taken place, it shall be assumed that the proxy grantor has appointed as proxy holders regarding such items, in succession should any of them be in turn in a conflict of interest, first the Chair of the General Meeting of Shareholders, then the Secretary of the General Meeting of Shareholders and last the Capital Markets Director. Proxy holders shall proceed as described in section 13.1 above."*

"Section 16. Holding the General Meeting of Shareholders

The General Meeting of Shareholders shall be validly established on first call when shareholders who are present or represented by proxy hold at least 50% of the subscribed share capital with the right to vote. On second call, generally, the General Meeting shall be validly established regardless of the share capital attending same. However, if the General Meeting of Shareholders is called to decide on an increase or a reduction in the share capital, the issue of bonds convertible into Company's shares or which entitle bondholders to participate in the company's earnings, the exclusion or restriction of the pre-emptive right, the transformation of the Company, the merger by establishment of a new company or by absorption of the Company by another entity, its spin-off in whole or in part, the global assignment of assets and liabilities, the substitution of the company objects as well as any other amendment whatsoever of the Articles of Association, the attendance of 25% of the subscribed share capital with the right to vote shall be required on second call."

"Section 17. Panel of the General Meeting of Shareholders

1. *The Panel of the General Meeting of Shareholders shall be made up of its Chair and its Secretary, and of the members of the Board of Directors of the Company attending the meeting, in person or remotely.*
2. *The meetings of the General Meeting of Shareholders shall be chaired by the Chair of the Board of Directors or, in their absence, by the Deputy Chair of the Board of Directors, or in their absence or impossibility by the director appointed for such purposes by the board of directors for the General Meeting in question.*

3. *The Secretary of the Board of Directors of the Company shall act as Secretary of the General Meeting and in the event of absence, impossibility to perform their duties or vacancy, they shall be replaced by the Deputy Secretary of the Board of Directors, should there be one, and in their absence, by the person, whether or not a shareholder, that the Chair of the General Meeting of Shareholders shall appoint.*
4. *Should the Chair or the Secretary of the General Meeting have to leave the meeting, for whatever reasons, they shall be substituted in the performance of their duties as stated in the paragraphs above.*
5. *The Chair of the General Meeting of Shareholders may seek the assistance of anyone they may deem fit.*

“Section 18. Proceedings of the General Meeting of Shareholders

It is incumbent on the Chair of the General Meeting of Shareholders to declare the meeting validly established; to direct and fix the order of the discussions and questions and speeches, as well as to limit the time given to them under the terms of these Regulations; to put an end to the debates where he considers the matter to have been sufficiently discussed and submit the motions to vote; to clear up those doubts raised on the agenda and, in general, to exercise all powers required to improve the proceedings of the meeting, including the construction of the provisions of the Regulations.

The Chair of the General Meeting of Shareholders may delegate to the Secretary and/or the CEO any of the proceedings above listed, to the extent permitted by statute.”

“Section 21. Use of the floor by shareholders

1. *The use of the floor by shareholders attending in person shall follow the order established for this purpose by the Panel. Shareholders shall have an initial maximum five-minute time, without prejudice to the Chair’s power to restrict or extend said time which shall be referred to the items on the agenda, unless otherwise provided by statute. Notwithstanding the above, whenever the number of requests to take the floor or any other circumstance so advises, the Chair may fix a maximum time of less than five minutes, with due regard in each case to the equal treatment and non-discrimination in respect of the shareholders that take the floor. Addresses made by shareholders remotely attending will be read, as the case may be, either by the Chair, or on their instructions, by the Secretary and/or the CEO.*
2. *While they take the floor, shareholders may request verbally such reports or clarifications as they may deem necessary on the items on the agenda, the information available to the public that the Company would have furnished to the CNMV from the date the last General Meeting of Shareholders was held, and on the auditors’ report.*

The requested information or clarification shall be furnished to the shareholder by the Chair or, where appropriate, and following the latter’s indications, by the Chair of the Audit and Compliance Committee, the Secretary, any director or, where appropriate, any employee or expert on the subject, unless any of the circumstances envisaged under Section 10.3 above should occur (if so, the provisions thereof shall prevail) or unless the requested information is not available in the course of the General Meeting

of Shareholders itself; in such case, said information shall be provided within the shortest period of time following the date on which the General Meeting of Shareholders was held and at any rate in compliance with the maximum term legally provided for said purpose.

The violation of the right to receive information hereunder provided shall only entitle shareholders to demand compliance with the obligation to provide information and the damages they might have incur but shall not be grounds for challenging the General Meeting of Shareholders.

Without prejudice to the possibility of submitting proposed resolutions, pursuant to the provisions of Section 8.4, shareholders may, while the floor is given, submit proposed resolutions to the General Meeting of Shareholders about those matters that the General Meeting can discuss even though they are not included on the agenda.”

“Section 23. Voting on proposed resolutions

1. Once the time reserved for Q&A is over and answers have been given in accordance with the provisions of these Regulations, the proposed resolutions regarding agenda items or those brought about by shareholders in the course of the meeting, which are not legally required to be included on the agenda, shall be put to vote.

Those matters which are essentially independent shall be put to an independent vote. At any rate, even though they might be included in the same agenda item, the following issues shall be put to an independent vote: (i) the appointment, ratification, re-election or removal of each director; (ii) regarding the amendment of the Articles of Association, the amendment of each article or group of articles which are essentially independent; and (iii) those other matters to which this provision applies pursuant to the Articles of Association.

2. Should any proposals regarding non-agenda items and on which the General Meeting of Shareholders can resolve have been raised, the Chair shall decide the order in which they shall be put to vote. In the absence thereof, the voting of the proposals shall follow the agenda established to this effect.
3. The Secretary need not read out in advance the full text of the proposed resolutions which were made available to the shareholders on the Company's website as of the date the notice calling the General Meeting of Shareholders was published, pursuant to the provisions of Section 9. At any rate, the Secretary shall mention to the attendees which proposed resolution must be voted at each time and shall summarize the essential contents of those resolutions which have not been entirely read out in advance.

Where alternative proposed resolutions to those submitted by the Board of Directors regarding agenda items had been put forward, the proposals made by the Board of Directors shall be put to vote first and then, where appropriate, those proposed by other speakers in chronological order, according to the moment in which they have been submitted.

Upon passing of a resolution by the General Meeting of Shareholders, the remaining proposals regarding the same item on the agenda, and which are incompatible with the passed resolution shall become automatically void and shall not be put to vote.

4. *As a general rule and without prejudice to the use of other alternative systems the Chair might deem necessary where circumstances so require, voting on the proposed resolutions shall be performed according to the following procedure:*
 - (i) *When the voting is on proposed resolutions regarding agenda items, the votes of the shares present and represented shall be deemed votes for the motion, after subtracting the votes pertaining to (a) those shares whose holders or proxy holders state that they vote against, in blank or that they abstain, by informing the Notary of their votes or abstention to the to be put on record; (b) those shares whose holders have voted against, in blank or had expressly stated their abstention through any of the communication means referred to in these Regulations, and (c) those shares whose holders or proxy holders have left the meeting prior to the voting of the proposed resolution in question, and their leave has been put on record by the Notary, in the form provided in Section 19.5 of these Regulations.*
 - (ii) *When the voting is on proposed resolutions regarding non-agenda items, the votes of the shares present and represented shall be deemed against the motion, after subtracting the votes pertaining to (a) those shares whose holders or proxy holders state that they vote for, in blank or that they abstain, by informing the Notary of their votes or abstention to the to be put on record; (b) those shares whose holders have voted for, in blank or have expressly stated their abstention through any of the communication means referred to in these Regulations, and (c) those shares whose holders or proxy holders have left the meeting prior to the voting of the proposed resolution in question, and their leave has been put on record by the Notary, in the form provided in Section 19.5 of these Regulations.*

For the purposes of calculating quorum and the required majorities, blank votes will be counted as abstentions.

5. *Where a proxy holder represents different shareholders, they may cast votes differently based upon the instructions received from each shareholder. Likewise, intermediary entities referred to in Section 12.1 above, which qualify as shareholder, but which act on behalf of different clients, may at any rate split their vote and cast a dissenting vote pursuant to different voting instructions from such clients, should they have received them."*

"Section 24. Absentee voting. Powers to conduct proxies and cast absentee vote

1. *Shareholders with a right to attend and vote may vote on the proposals concerning agenda items by post, or by any electronic communication means whenever the Board of Directors, bearing in mind the state of the art and the available means, so decides in a resolution passed for such purposes, expressly stating so in the notice calling the General Meeting of Shareholders in question, effective for all subsequent General Meeting of Shareholders, without having to repeat it, after considering that*

there are enough guarantees to secure the identification of shareholders who exercise their right to vote, and the certainty and authenticity of the will expressed.

- 2. Votes cast by post shall be sent to the Company in the attendance, proxy and absentee voting card issued by the entity where they have their shares deposited duly signed by hand. Alternatively, where the necessary information for shareholders or their proxy holder to exercise their rights is not included in such card, or where shareholders so wish, they may cast absentee vote by post by sending to the Company the form of proxy and absentee voting card issued by the Company and posted on the corporate website, duly signed, together with the above referred card issued by the entity where they have their shares deposited.*
- 3. Votes cast by electronic communication means shall have a recognized electronic signature or such other guarantees as the Company may deem fit to ensure the authenticity and the identity of the shareholders who exercise their right to vote.*
- 4. Absentee votes cast by either of the above-referred means shall be received at the Company before midnight of the second working day (Saturdays excluded) immediately prior to the day set for the General Meeting of Shareholders to be held. Otherwise, vote shall be deemed as not cast.*
- 5. The Board of Directors is entitled to develop the foregoing provisions by setting the rules, means and procedures suitable for the state of the art in order to implement the casting of votes and the granting of proxy by electronic communication means, by enforcing where appropriate the rules for this purpose enacted.*
- 6. Namely, the Board of Directors may (i) rule the use of alternative guarantees to the electronic signature regarding the casting of electronic vote pursuant to the provisions of paragraph 3 above, (ii) reduce the time limit established under paragraph 4 above for the Company to receive votes cast by post or by e-mail, and (iii) establish other means of distance communication or otherwise, suitable for the state of the art to implement the casting of votes, provided that the identity of the individual exercising their right to vote is properly guaranteed.*

In any case, the Board of Directors shall pass the necessary resolutions to avoid potential duplicities and ensure that those shareholders who have cast their vote through distance communication systems or granted proxy by postal or electronic mail are duly entitled to do so pursuant to the provisions of the Articles of Association and of these Regulations of the General Meeting.

The implementing regulations that the Board of Directors may adopt pursuant to the provisions of this paragraph shall be published on the Company's website.

- 7. Shareholders with a right to attend and vote that cast their vote through distance communication systems pursuant to the provisions of this Section shall be deemed as present for the purposes of the quorum of the General Meeting of Shareholders in question. Consequently, proxies granted by any shareholder before effecting their remote vote, shall be deemed revoked and subsequent proxies granted shall be deemed as not produced.*
- 8. Shareholders attendance whether in person or remotely at the General Meeting of Shareholders shall entail the revocation of the vote cast by post or by e-mail. Votes*

cast by post or by e-mail shall also be deemed as revoked in the event of a subsequent vote different to that previously cast.

9. Voting system for remote attendees shall be described in the procedure implemented by the board of directors and announced in the notice calling the meeting.”

“Section 25. Passing of resolutions and publicity of the results

1. Resolutions of the General Meeting of Shareholders shall be passed by simple majority of the share capital present or represented at the Meeting, unless otherwise provided by statute or the Articles of Association. In the event of equality of votes, the proposed resolution shall be deemed rejected.
2. Each share gives right to one vote.
3. Without prejudice to the foregoing, shareholders will not be allowed to exercise the voting rights attached to their shares on any resolution with regard to which they are in a conflict of interest, as provided in the applicable regulations, in particular in the cases provided in statute regarding related-party transactions affecting shareholders that need to be approved by the General Meeting, unless the relevant proposed resolution has been approved according to statute.

The shares of any shareholder who is in a conflict of interest shall be deducted from the share capital for the purposes of determining the majority of votes required in each case.”

7./

Board of Directors:

- a) **Election of Ms Flora Pérez Marcote as proprietary director.**

To approve the election of Ms Flora Pérez Marcote as proprietary director for the term provided in the Articles of Association, as of the date of the Annual General Meeting.

- b) **Election of Ms Belén Romana García as independent director.**

To approve the election of Ms Belén Romana García as independent director for the term provided in the Articles of Association, as of the date of the Annual General Meeting.

- c) **Re-election of Bns. Denise Patricia Kingsmill as independent director.**

To re-elect Bns. Denise Patricia Kingsmill as independent director for the term provided in the Articles of Association, as of the date of the Annual General Meeting.

8. /

Advisory vote on the Annual Report on Remuneration of Directors for the year ended 31 January 2024.

To approve, by means of an advisory vote (say on pay), Inditex’s Annual Report on Remuneration of Directors for the year ended 31 January 2024 approved by the board of directors on 12 March 2024, the full text of which has been made available to shareholders, together with the remaining documentation for the Annual General Meeting as of the date the

notice of the Annual General Meeting was published.

9. /

Authorization to reduce the notice period for calling Extraordinary General Meetings

Pursuant to the provisions of section 515 LSC, it is hereby resolved to authorize and approve that Extraordinary General Meetings can be called by notice of at least 15 days, provided that the Company makes electronic voting procedures available to all shareholders.

This authorization is granted until the next Annual General Meeting of the Company is held.

10./

Granting of powers to implement resolutions.

To delegate to the board of directors, expressly empowering it to be substituted by any person expressly authorized for these purposes by the board, all necessary and broadest powers as required in statute for the correction, development and implementation, at the time that they may deem most appropriate, of each and every resolution passed at this Annual General Meeting.

In particular, to authorize the CEO, Mr Óscar García Maceiras, and to grant a special power of attorney as broad as might be required in statute to the Secretary of the board of directors, Mr Javier Monteoliva Díaz so that either of them may, jointly and severally, without distinction, and as widely as is necessary at law, do and perform all acts and things as may be required to implement the resolutions passed at this Annual General Meeting to have them recorded with the Companies Register and with any other public registry, including, in particular, without limitation, the power to appear before a notary to execute the public deeds and notary's certificates that are necessary or expedient for such purpose, correct, change, ratify, construe or supplement the resolutions passed and execute any other public or private document which may be necessary or expedient so that the resolutions passed are implemented and fully registered, without the need for a new resolution of the Annual General Meeting to be passed, and to proceed to the mandatory filing of the individual and consolidated annual accounts with the Companies Register.

Done in Arteixo (A Coruña), on 9 July 2024

Mr Javier Monteoliva Díaz
General Counsel and Secretary of the Board