

NOMINATION COMMITTEE'S REGULATIONS

**INDUSTRIA DE DISEÑO TEXTIL, S.A.
(INDITEX, S.A.)**

**APPROVED BY THE BOARD OF DIRECTORS ON
12 MAY 2022**

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CHAPTER I. PRELIMINARY

Section 1. Nature and purpose

1. Pursuant to the corporate governance system, of Industria de Diseño Textil, S.A. (Inditex, S.A.) (the "**Company**"), the Board of Directors has set up the Sustainability Committee (the "**Committee**"), a permanent internal consulting and advisory body, without executive duties, with information, oversight, advisory and proposal-making powers within its scope of action, which shall be governed by the provisions set forth in applicable regulations, the Articles of Association, the Board of Directors' Regulations and in these Nomination Committee's Regulations, (the "**Regulations**").
2. These Regulations seek to determine the guidelines for action of the Committee, the basic rules of its organization and proceedings and the standards of conduct for its members, fostering its independence.

Section 2. Priority and interpretation

1. These Regulations further develop and complement the provisions of statute, the Articles of Association and the Board of Directors' Regulations which apply to the Committee and which shall prevail in case of inconsistency with the provisions of the former.
2. These Regulations shall be construed pursuant to applicable regulations, the Articles of Association and the Board of Directors' Regulations, as well as to the recommendations on corporate governance of Spanish listed companies and the best corporate governance practices applied in the countries around Spain, from time to time in force
3. In the absence of a specific rule and to the extent that they are not incompatible with the nature of the Committee, the provisions of the Board of Directors' Regulations regarding the proceedings of the Committee and namely, calling of the meetings, granting of proxy to another director, quorum, conduct of meetings and system for passing resolutions, casting of votes in writing without a meeting, and approval of the minutes shall apply to the Committee.
4. The settlement of any doubts arising from or in connection with the enforcement of these Regulations falls on the Board of Directors pursuant to the general criteria used for the interpretation of legal rules and taking into account the purpose of the Committee.

Section 3. Approval and amendment

1. The power to approve or amend these Regulations falls on the Board of Directors, at its own behest, at the behest of its Chair or at the behest of the Committee.
2. The proposal to amend these Regulations at the behest of the Committee shall be

accompanied by the relevant memorandum in support of such amendment.

3. The text of the proposal approved and, where appropriate, the memorandum in support drafted by the Committee shall be made available to the directors prior to the meeting of the Board of Directors in which the amendment of these Regulations is to be deliberated on.

Section 4. Compliance and dissemination

1. Committee members, as well as all other members of the Board of Directors to the extent they are affected, are bound to be familiar with, comply with and enforce these Regulations, for which purpose they shall be posted on the Company's corporate website.
2. Additionally, the Committee shall ensure compliance with these Regulations and take all appropriate steps so that they are duly circulated within the Company and its subsidiaries (the "Group").

CHAPTER II. MISSION AND POWERS OF THE COMMITTEE

Section 5. Mission of the Committee

1. The main mission of the Committee is to contribute to the attraction and retention of talent in the Company, endeavouring for the Company to rely on the best experts in its governance bodies and senior management and that the applicable recruitment policies are consistent with the Company's strategy.
2. In the discharge of its powers, the Committee shall take into account the following basic principles of action:
 - (i) Independence as regards instructions and relations with third parties that may compromise the activity of the Committee.
 - (ii) A constructive dialogue that fosters the freedom of speech of its members and encourages the diversity of opinions.
 - (iii) Ongoing and effective dialogue with the Chairman of the Board of Directors, the Chief Executive Officer and other executive directors, if any, and with the Lead Independent Director; and
 - (iv) Required analytical skills, employing for such purposes external advisors where this is deemed necessary for the appropriate discharge of its duties, namely relating to certain controversial, new, especially complex issues, issues of a technical nature or particularly relevant ones.
3. Without prejudice to other tasks it may be entrusted by the Board of Directors, and to

other powers it may be reserved by these Regulations, the Nomination Committee shall have the following basic responsibilities:

- (a) To evaluate the responsibilities, knowledge, experience and diversity required on the Board of Directors. For such purposes, to define the functions and qualifications 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 composition and a diverse membership on the board of directors and its committees in terms of professional experience, competencies, personal skills, sector-specific knowledge, international experience or geographic origin, age and in particular, gender.
- (c) To table to the Board of Directors the motions 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 motion for the re-election or dismissal of said directors by the General Meeting of Shareholder.
- (d) To issue a report regarding the motions 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 motions for their re-election or dismissal by the General Meeting of Shareholder.
- (e) To issue a report regarding the motions to appoint and to dismiss senior managers, supporting the existence of a significant number of female senior managers in the company; and,
- (f) Without prejudice to the responsibilities of the Lead Independent Director, should there be any, to review and arrange for the succession of the Chair of the Board of Directors, the CEO and other executive directors, if any, of the Company and, where appropriate, to raise motions to the Board of Directors in order for such succession to take place in an orderly and planned manner.

Section 6. Powers relating to selection of directors

With regard to the selection of directors, the Committee shall have the following main duties:

- (a) To issue a report on the Diversity of Board of Directors Membership and Director Selection Policy approved by the Board of Directors, which should encourage an appropriate composition and diverse membership on the board and its committees and support the existence of a significant number of female senior managers in the company and verify on an annual basis policy compliance.

- (b) To set up and review the criteria that must be adhered to regarding an appropriate composition and diverse board membership and the selection of prospective candidates. In particular, (i) to analyse the competences, knowledge, experiences and other occupations of the current directors and to set up and keep updated a board skills matrix, and, on the basis of that matrix, to define the profiles and duties required of candidates that must fill each vacancy; and (ii) to consider the time and dedication required for the appropriate and effective discharge of the office.
- (c) To ensure that, upon filling new vacancies or upon appointing new directors, selection procedures shall encourage diversity ensure the absence of any manner of discrimination and shall follow merit-based approach.
- (d) To set a representation target for the least represented gender on the Board of Directors and to provide guidance on how to reach such target. At any rate, for the purposes of ensuring a balanced presence of men and women on the board, efforts should be made so that at least by the end of 2022 female directors would account for at least 40% of the board seats. Under no circumstances shall such percentage be less than 30% at any given time before the expiry of such deadline.
- (e) To take into account the proposals submitted by any director, provided that the prospective candidate meets the requirements to be eligible, as well as those set out in the Diversity of Board of Directors Membership and Director Selection Policy.
- (f) To assess the convenience of outsourcing the search for candidates and, as the case may be, to hire the services of external advisor.
- (g) To receive motions and select the prospective candidates to be appointed, where appropriate, to the Board of Directors, assessing their ability, qualifications, knowledge and experience required, and verifying their availability and independence and the absence of any disqualifications or prohibitions, regardless of the category to which they are going to be ascribed and of who has proposed them, and to assess the circumstances required for them to qualify as a given type of director.

For such purposes, the Chair of the Committee must meet with each candidate and place on record the outcome of the meetings and of the process, as well as the evaluations of the final or most qualified candidates.

- (h) To submit its motions or reports, where appropriate, to the Board of Directors for the appointment through the co-option method or to be submitted to the decision of the General Meeting of Shareholders, outlining in them the outcome of the

analysis made of needs of the company and the competencies required by the Board of Directors, as well as the reasons that justify the suitability of the candidate proposed and identifying, if applicable, who has proposed the selected candidate.

- (i) To report on the appointment of internal offices of the Board of Directors and its Committees (Chairman, Deputy Chairman/Chairmen, Chief Executive Officer, Lead Independent Director, Secretary and Deputy Secretary)).
- (j) To propose to the Board such members that must sit on each Committee, verifying that they have the required knowledge, skills and experience to discharge the duties they are entrusted with on each Committee, encouraging a diverse membership on each board committee with regard to professional experience, competencies, personal skills, sector-specific knowledge, age, and gender, taking into account the restrictions that are a result of the smaller size of the Committee.
- (k) To receive from new directors a formal written statement whereby they represent to be aware of and accept their role on the Board, the terms of their duties, their legal and statutory obligations and the prevailing nature of the Company's best interest over their own interest.

Likewise, the Committee shall gather from the directors, at least on an annual basis, a statement regarding their relations with significant shareholders, other potential conflicts of interest situations and any other information on their other activities.

- (l) To verify, where appropriate, the information provided in the Annual Corporate Governance Report, about the reasons why certain proprietary directors may have been appointed, at the behest of any shareholder whose stake is lesser than the minimum shareholding that is deemed to be significant pursuant to the prevailing laws in force, or according to which formal requests of presence on the Board of Directors made by shareholders whose stake is the same or higher than others at whose request proprietary directors may have been appointed, have not been attended.
- (m) Without prejudice to the responsibilities of the Lead Independent Director, should there be any, to review and arrange for the succession of the Chair of the Board of Directors, the CEO and other executive directors, if any, of the Company and, to table, where appropriate, proposals to the Board of Directors for such succession to take place in an orderly and planned manner, in line with the goals set in the Diversity of Board of Directors Membership and Director Selection Policy.

- (n) To regularly review the succession plan of the Chairman of the Board of Directors, of the Chief Executive Officer, and of the others executive directors of the Company, should there be any, where this is recommended under the new circumstances.
- (o) To be regularly apprised of the succession and career plans of Senior Executives.

Section 7. Powers relating to the evaluation and re-election of directors

With regard to the evaluation and re-election of directors, the Committee shall have the following main duties:

- (a) To establish and oversee an annual programme for evaluating the performance of the Board of Directors, the Chair, the CEO and board committees, and in particular, to follow-up on the attendance by directors at board meetings and the meetings of committees on which they sit.

For such purposes, to consider the other occupations of directors, being entitled to gather such information and/or documentation as it may deem necessary or expedient and, to propose, if appropriate, the necessary measures to ensure that directors actually dedicate the necessary time to their board responsibilities.

- (b) To take part in the annual evaluation of the performance of the Chairman of the Board of Directors and the Chief Executive Officer, pursuant to the provisions of the Company's corporate governance system.
- (c) To report on an annual basis to the Board of Directors on the evaluation of the Board of Directors itself, the Committee, the directors, and to propose an action plan or recommendation to amend any potential weaknesses detected or to improve the operation of the Board of Directors and its committees.

Likewise, the Committee shall report on an annual basis to the Board of Directors and the performance of the Executive Chairman and the Chief Executive Officer.

- (d) To consider discussing with the directors the results of their individual evaluations and, if appropriate, the action to be taken to improve performance.
- (e) To verify, where appropriate, the independence of the consultant which assists the Board of Directors with the evaluation process.
- (f) To examine, prior to the end of the term of office of a director, the advisability of their re-election, as well as their continuance, if applicable, on the committees of the Board of Directors on which such director serve, taking into account the necessity of a gradual refreshment of the Board and the goals set in the Diversity of Board of Directors Membership and Director Selection Policy and.

- (g) To verify that the director to be re-elected continues to meet the general requirements applicable to all directors of the Company pursuant to applicable regulations and the Company's corporate governance rules, as well as assess the quality of work, the dedication to office and the availability of the director in question during their previous tenure; and
- (h) To submit to the Board of Directors its motion (in the case of independent directors) or report (in the case of the remaining directors) regarding the re-election of directors by the General Meeting of Shareholders.

Section 8. Powers relating to the removal and dismissal of directors

With regard to the removal and dismissal of directors, the Committee shall have the following main duties:

- (a) To submit to the Board of Directors the proposal on the removal or, where appropriate, to report on the proposal of removal of independent directors before the expiry of their term of office, on account of the existence of grounds for resignation or dismissal pursuant to applicable regulations or the corporate governance rules of the Company.

In particular, the Committee should review any circumstances affecting directors which might harm the name or reputation of the company, as well as any criminal charges brought against them and attending to the particular circumstances, report to the board of directors as soon as possible on any measures which should be adopted which may consist of calling on a director to resign, proposing his/her dismissal or opening an internal investigation; and
- (b) In case of resignation of any director, to ensure the transparency of the process and to gather the information deemed appropriate for that purpose.

Section 9. Other powers entrusted to the Committee

Additionally, the Committee shall have the following duties:

- (a) To propose the appointment and dismissal of the Chief Audit Officer, following a report of the Audit and Compliance Committee.
- (b) To report on the proposals to appoint and/or dismiss senior managers, supporting the existence of a significant number of women, and to gather information about the process of their evaluation.
- (c) To issue reports and carry out proceedings that fall under its purview, pursuant to the corporate governance system of the Company, or upon request of the Board of Directors or its Chair.
- (d) To design and periodically organise the induction and refresher programmes for directors as it may deem appropriate; and

- (e) To issue a report before the authorization or release by the Board of Directors of the obligations arising from the duty of loyalty of directors, when this does not fall under the purview of the General Meeting of Shareholders.

CHAPTER III. COMPOSITION OF THE COMMITTEE

Section 10. Composition and offices

1. The Committee shall be made up of a number of non-executive directors being no less than 3 and not greater than 7, the majority of whom shall be independent.
2. Members of the Committee shall be appointed by the Board of Directors after report of the Nomination Committee.

The Board of Directors shall strive to ensure that the members of the Committee, especially its Chair, have the appropriate knowledge, expertise and experience to perform the duties entrusted to them, 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 performance of senior management functions.

Likewise, the Board of Directors shall encourage a diverse membership on the Committee as regards professional experience, competences, personal skills, sector-specific knowledge, international experience or geographic origin, age and gender, taking into account the restrictions that are a result of the smaller size of the Committee.

3. The Board of Directors shall appoint a Chair from among the independent directors sitting on the Committee, ensuring that they are duly qualified and available.
4. The Board of Directors shall also appoint a Secretary of the Committee, who needs not be a director or a member of such Committee; in which case, the Secretary shall have the right to speak but not to vote.

Section 11. Term of office

1. Members of the Committee shall sit thereon while they remain as directors of the Company, except if the Board of Directors resolves otherwise.
2. Committee members who are re-elected to the board of directors by the Company by resolution of the Annual General Meeting shall continue sitting on the Committee, without the need for a new election, without prejudice to the power of revocation that lays with the Board of Directors.

Section 12. Removal

Committee members shall vacate office:

- (a) When they cease to be directors of the Company;

- (b) When they cease to be non-executive directors, even if they remain on the board of directors; or
- (c) By resolution of the Board of Directors.

CHAPTER IV. PROCEEDINGS OF THE COMMITTEE

Section 13. Committee meetings

1. The Committee shall meet, at least three times a year and each time that its Chair calls it. The Chair must call the Committee whenever the Board of Directors or its Chair would request the issue of a report or the approval of proposals within the scope of its powers and, in any case, whenever it is useful for the successful performance of its functions. The Committee shall also meet when so requested by at least one third of its members; in such case, the meeting shall be called by the Chair to be held within fifteen days of the request.
2. Ordinary meetings shall be called by letter, fax, telegram or e-mail and the notice must be signed by the Chair or the Secretary. The notice calling the meeting shall be given at least 3 days in advance.

The notice of the meeting shall always include the agenda and it shall be accompanied by the duly summarised and prepared relevant information.

3. The Chair may call extraordinary meetings when in their view, the circumstances so justify; in such cases the notice period and the remaining requirements laid down in the above paragraph shall not apply.

The Chair may also arrange working meetings to prepare committee meetings on specific topics apart from the formal meetings of the committee.

4. The Committee shall prepare an annual work plan and apprise the Board thereof, including at least the specific targets for the year and an annual schedule of ordinary meetings. Likewise, the Committee shall, as far as possible, provide for the possibility of having external advisors and plan the relevant training for the appropriate performance of its functions.

Section 14. Quorum

1. A quorum for Committee meetings shall be declared when at least half plus one of its members, present or represented are in attendance. In the event of an uneven number of directors, a quorum for the Committee meeting shall be declared when the whole number of directors immediately above half attends.
2. Directors shall make their best efforts to attend the meetings of the Committee and, whenever they cannot attend in person, they shall endeavour to grant proxy to another member of the Committee, with the relevant instructions, informing thereof the Chair

of the Committee.

3. Without prejudice to the foregoing, a quorum for Committee meetings shall be declared if all its members, present or represented, unanimously accept to hold the meeting.

Section 15. Venue

1. Meetings of the Committee shall be held at the place designated in the notice calling the meeting.
2. The Committee may also pass resolutions in writing, without a meeting, pursuant to the provisions of applicable regulations. Likewise, committee meetings may be conducted via video conference or conference call system or equivalent system allowing to recognize and identify attendees, for them to communicate, speak and cast vote, all of it in real time. In any case, the meeting shall be deemed to have been held at the registered office. The Secretary of the Committee shall record in the minutes of the meetings held by these means, not only the members who attend in person or, where appropriate, by proxy granted to another director, but also those members attending the meeting via conference call, video conference or equivalent system.

Section 16. Attendance

1. The Committee may call executive and non-executive directors, members of Management and any employee of the Company, who shall be bound to appear before the Committee, attend its meetings and provide their assistance and access to the information available to them when the Committee so requests.
2. Those in attendance at Committee meetings shall not take part in any stages of the deliberations of agenda items.
3. Efforts will be made to ensure that presence at Committee meetings of anyone other than its members is limited to such cases where it is necessary, and for the transaction of specific items on the agenda for which they were called to

Section 17. Resolutions

1. Except in those cases where a larger majority is required by applicable regulations, the Articles of Association, the Board of Directors' Regulations or these Regulations, resolutions shall be passed by an absolute majority of the votes of the members attending the meeting. In case of equality, the Chair shall have a casting vote.
2. The deliberations and resolutions passed by the Committee shall be entered into a Book of Minutes. Minutes shall be signed by the Chair and the Secretary, or by the person acting in their stead in the meeting to which the minutes refer to. Copies and certificates of the minutes shall be authorized and issued by the Secretary with the approval of the Chair, or by the persons acting in their stead.

CHAPTER V. AUTHORITIES OF THE COMMITTEE AND DUTIES OF ITS MEMBERS

Section 18. Authorities and advice

1. The Committee may request, through the Secretary of the Board of Directors, access to any information or documentation available to the Company relating to matters within its purview and which it deems necessary to perform its duties.
2. To ensure that the Committee performs its duties at its best, it may seek the advice of external advisor, and for such purpose, the provisions of the Board of Directors' Regulations on this issue shall apply.
3. The Committee shall set up an induction programme for new members that ensures a minimum knowledge of the business and organizational model of the Company as well as its strategy and the scope of supervision of the Committee, which facilitates their active participation from the outset.

Such induction programme shall cover at least: (I) the role of the Committee, its responsibilities and objectives; (ii) the proceedings of all other board committees; (iii) the expected time of dedication for each officer on the Committee; (iv) an overview of the business and organizational model of the Company, its strategy and powers, and the knowledge and experience that directors must have; and, (v) the reporting obligations of the Company.

Likewise, the Committee shall arrange such periodic training sessions that it may deem appropriate for new members to properly carry out their duties.

Section 19. Duties of Committee members

1. Committee members shall act with independence of judgment and action with respect to the rest of the organization and carry out their duties with the utmost diligence and professional competence.
2. Committee members are subject as such to all the duties of directors set forth in the Board of Directors' Regulations, to the extent that they are applicable to the responsibilities discharged by the Committee.

Section 20. Conflicts of interest

Where the business to be transacted at Committee meetings directly affects any of its members or their related persons, and generally, when such member is involved in a conflict of interest situation, the proceedings provided for such purpose in the Board of Directors' Regulations shall be followed.

CHAPTER VI. RELATIONS OF THE COMMITTEE

Section 21. Relations with the General Meeting of Shareholders

1. The Committee will report to the General Meeting of Shareholders on the questions raised by the shareholders regarding matters that fall within its purview.
2. The annual report on the activities of the Committee referred to in the following section shall be made available to shareholders with the notice calling the Annual General Meeting.

Section 22. Relations with the Board of Directors

1. The Committee, through its Chair, shall inform the Board of Directors of all business transacted and all the resolutions passed, reporting its proceedings and the work done at the first meeting of the Board of Directors held immediately after. Likewise, a copy of the minutes of the meetings of the Committee shall be made available to all of the directors
2. The Board of Directors or its Chair shall make requests for proposals or reports from the Committee. Likewise, the Committee shall consider the recommendations made by the Chair, the members of the Board of Directors and the Company's shareholders.
3. Within the first six months following the year-end, the Committee shall submit to the Board of Directors for approval an annual report on its activities during the previous year.

Section 23. Relations with the Chair, the CEO and other executive directors, if any, the Management and other employees

For the purposes of ensuring the appropriate performance of its duties, the Committee shall have regular contact with the Chair, the CEO and other executive directors, if any, the Management and any other employees, and it may request their presence at its meetings.

In particular, the Nomination Committee shall consult the Chair and the CEO, namely in the field of remuneration of executive directors and senior managers.

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