

DIRECTOR SELECTION POLICY

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

**APPROVED BY THE BOARD OF DIRECTORS ON 9
DECEMBER 2015**

INDEX

1. Purpose.....	2
2. Scope of application.....	2
3. Process for the selection of prospective directors.....	2
3.1. Prior analysis of needs.....	2
3.2. Search of prospective directors	3
3.3. Requirements that prospective directors must meet.....	3
Prospective directors of the Company shall meet the following requirements:....	3
3.4. Non eligibility to be a director	3
3.5 Expert’s assistance	4
4. Appointment, ratification or re-election of directors	4
5. Representation target for the least represented gender	5
6. Annual performance evaluation.....	5

DIRECTOR SELECTION POLICY

1. Purpose

This Director Selection Policy (hereinafter, the “**Policy**”) has been approved by the Board of Directors of Industria de Diseño Textil, S.A. (INDITEX, S.A.) (the “**Company**”) in the meeting held on 9 December 2015 after favourable report of the Nomination Committee.

This Policy, which implements the provisions of the Articles of Association, the Board of Directors’ Regulations and the Nomination Committee’s Regulations, seeks to set forth certain guidelines regarding the selection of directors for the purposes of guiding the proceedings of the Board of Directors and the Nomination Committee in this area.

Pursuant to the provisions of the Good Governance Code of Listed Companies, this Policy (i) is specific and ascertainable, (ii) ensures that the search and selection processes, as well as the motions regarding the appointment, re-election or ratification of directors is duly supported by a prior analysis of the needs of the Board of Directors, and (iii) it favors diversity of knowledge, experience and gender.

2. Scope of application

This Policy shall apply to the selection of prospective directors who are natural persons and, where appropriate, of the natural persons who are going to represent any prospective corporate director.

3. Process for the selection of prospective directors

3.1. Prior analysis of needs

Processes for the selection of prospective directors shall be based upon a prior analysis of the needs of the Company and of the Board of Directors itself. Such analysis shall be carried out by the Board of Directors with the advice of the Nomination Committee.

The outcome of such prior analysis shall be recorded in a supporting report issued by the Nomination Committee, which may be posted on the corporate website upon calling the General Meeting to which the nomination, ratification or re-election of each director is submitted.

3.2. Search of prospective directors

In the process for the selection of prospective directors, those individuals who meet the requirements laid down in this Policy and who, given their profile and description, favor diversity of knowledge, skills, experiences and gender on the Board of Directors, shall be considered, and any implicit bias which might entail any manner of discrimination and specifically hamper selection of female directors shall be prevented.

Directors may suggest to the Nomination Committee any potential candidate who meets the requirements hereunder laid down.

3.3. Requirements that prospective directors must meet

Prospective directors of the Company shall meet the following requirements:

- Be honest, appropriate persons of well-known ability, competence, experience and merits.
- Be trustworthy professionals, whose conduct and career is in line with the principles laid down in the Code of Conduct and Responsible Practices and with the views and values of the Inditex Group.

Additionally, the Nomination Committee shall define the required duties and skills of candidates who have to fill each vacancy and evaluate the required time and dedication for them to effectively discharge their duties.

In the process for the selection of directors, efforts shall be made so that the Board of Directors would reach an appropriate balance of profiles, knowledge, skills, careers and experiences so that multiple viewpoints are contributed to the discussion of the business transacted and the decision-making process is enriched.

3.4. Non eligibility to be a director

Those persons who are involved in any legal grounds of disqualification to hold the office of director or who do not meet the requirements laid down by the Company's corporate governance rules to be a director, shall not be eligible to be a director.

Namely, the Board of Directors shall not propose or appoint anyone who holds the office of director at the same time in more than four listed companies other than the Company, to fill any vacancy as director.

The Nomination Committee shall take all necessary measures and make the necessary enquiries to ensure that the candidates are not involved in any of the scenarios described in the foregoing paragraphs.

3.5 Expert's assistance

The Company may rely on external advisors with regard to the prior analysis of the needs of the Company, the search or assessment of potential candidates or the evaluation of their performance.

It is incumbent on the Nomination Committee to establish and ensure the effective independence of the experts referred to in the paragraph above.

4. Appointment, ratification or re-election of directors

Pursuant to the provisions of the Articles of Association, the Board of Directors' Regulations and the Nomination Committee's Regulations, directors shall be appointed by the General Meeting of Shareholders or by the Board of Directors, pursuant to statute and the corporate governance rules of the Company.

The motions regarding the appointment, ratification or re-election of directors that the Board of Directors submits to the General Meeting of Shareholders for consideration, and the election decisions made by the Board of Directors, by virtue of the powers to co-opt legally attributed to it, must be preceded by (i) the relevant motion from the Nomination Committee as regards independent directors, or (ii) the relevant report submitted by said Committee, as regards the remaining classes of directors. Such motions and reports shall be prepared by the Nomination Committee and the classification of the relevant directors shall be included therein.

A report issued by the Board of Directors in support of the motion regarding the appointment of directors that the Board would submit to the General Meeting of Shareholders, shall be provided at any rate, assessing the performance, experience and qualifications of the proposed candidate. Such report shall be attached to the minutes of the General Meeting of Shareholders or of the meeting of the Board itself. Likewise, in case of ratification or re-election of directors, the report in support of the motion shall assess the quality of work and the dedication to office by the proposed directors during his/her mandate, in addition to compliance with the Company's corporate governance rules.

Where the Board of Directors departs from the motions and reports of the Nomination Committee, it must provide the rationale behind such proceedings and place it on record.

The Board of Directors shall explain to the General Meeting of Shareholders in charge of appointing or ratifying the appointment of directors the class thereof. Such class shall be confirmed or, where appropriate, reviewed in the Annual Corporate Governance Report, after verification of the Nomination Committee.

5. Representation target for the least represented gender

The Nomination Committee shall establish a representation target for the least represented gender on the Board of Directors, in addition to guidelines on how to reach such target.

At any rate, efforts will be made so that by 2020, female directors would represent at least one third of the Board members.

6. Annual performance evaluation

The Nomination Committee shall verify the enforcement of this Policy on an annual basis and this will be reported in the Annual Corporate Governance Report.

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