

NOMINATION COMMITTEE'S REGULATIONS

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

APPROVED BY THE BOARD OF DIRECTORS ON 16 JULY 2019

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CHAPTER I. PRELIMINARY

Section 1. Nature and purpose

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

Section 2. Priority and interpretation

1. These Regulations further develop and supplement the regulations of the statute, the Articles of Association and of 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 the Statute, the Articles of Association and the Board of Directors’ Regulations, as well as to the principles and recommendations on corporate governance of listed companies approved or backed by the Spanish authorities and the authorities from the countries around Spain, from time to time in force.
3. In the absence of a specific rule, 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, proceedings at meetings and system for passing resolutions, casting of votes in writing without a meeting, and approval of the minutes shall apply to the Committee, to the extent that they are not incompatible with its nature.
4. The settlement of any doubts arising from or in connection with the performance 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 Chairman or at the behest of the Committee.
2. The motion 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 motion 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 circulation

1. Committee members, as well as the remaining members of the Board of Directors to the extent they are affected, are bound to know, comply with and enforce these Regulations, for which purpose they shall be posted on the Company's 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) regular and timely 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 technical or particularly relevant issues.
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 and experience 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 set a representation target for the least represented gender on the Board

- of Directors and to provide guidance on how to reach such target;
- (c) To ensure that upon filling new vacancies or appointing new directors, selection procedures encourage diversity and ensure the nonexistence of any manner of discrimination;
 - (d) 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 removal of said directors by the General Meeting of Shareholders;
 - (e) 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 removal by the General Meeting of Shareholder;
 - (f) To issue a report regarding the motions to appoint and to remove senior executives;
 - (g) Without prejudice to the responsibilities of the Lead Independent Director, should there be any, to review and arrange for the succession of the Executive Chairman of the Board of Directors, of the Chief Executive Officer 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 arranged 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 directors' selection policy approved by the Board of Directors and verify on an annual basis compliance therewith, as well as to propose a diversity of directors policy and, if applicable, of senior executives;
- (b) To set up and review the criteria that must be adhered to regarding the composition of the Board or Directors and the selection of prospective candidates. In particular, (i) to analyse the skills, knowledge, expertise and other occupations of the current directors and to set up and keep updated a skills chart of the Board and, on the basis of that chart, 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 ensure the absence of any manner of discrimination. Namely, 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;
- (d) To take into account the motions submitted by any director, provided that the prospective candidate meets the requirements to be eligible.
- (e) To assess the convenience of outsourcing the search for candidates and, as the case may be, to hire the services of external experts.
- (f) 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.

- (g) 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 the Board's needs, as well as the reasons that justify the suitability of the candidate proposed and identifying, if applicable, who has suggested the selected candidate;
- (h) To issue a report on the motions made by corporate directors regarding the appointment of their legal representatives, with the same criteria that apply to the directors who are natural persons;
- (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.
- (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 Executive Chairman of the Board of Directors, the Chief Executive Officer 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.
- (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 Executive Chairman, the Chief Executive Officer and board committees, and in particular, to follow-up on the attendance by directors to board meetings and to the 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 work,

- (b) To take part in the annual performance evaluation process 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, its delegated bodies 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;
- (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 law 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 the motion to the Board of Directors regarding the removal or, where

appropriate, issuing a report on the motion of removal of independent directors before the expiry of their normal term of office, on account of the existence of grounds for resignation or dismissal pursuant to statute or the corporate governance rules of the Company; and

- (b) In case of the removal of a director due to resignation, to ensure the transparency of the process and to gather the information deemed appropriate for that purposes..

Section 9. Other powers entrusted to the Committee

Additionally, the Committee shall have the following duties:

- (a) To issue a report on the appointment and removal of the Chief Audit Officer, following a report of the Audit and Compliance Committee;
- (b) To issue a report on the motions to appoint and remove senior executives and to gather information about the process of their evaluation;
- (c) To issue such reports and carry out such proceedings that fall within its remit, pursuant to the corporate governance system of the Company, or upon request of the Board of Directors or its Chairman;
- (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 within the remit 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 no lesser than three nor higher than seven, the majority of whom shall be independent.
2. Committee members shall be appointed by the Board of Directors after report of the Nomination Committee.

The Board of Directors shall endeavour to ensure that Committee members, and namely the Chair, have the appropriate knowledge, qualifications and experience to discharge the duties they are called upon to perform, including on corporate governance issues, analysis and strategic assessment of human resources, selection of directors and senior executives and the assessment of the suitability requirements legally provided for the discharge of senior executive functions.

Likewise, the Board of Directors shall encourage diversity of members on the Committee as regards professional experience, qualifications, personal skills, sector-specific knowledge 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 he/she is sufficiently qualified and available for the appropriate discharge of his/her duties.
4. The Board of Directors shall also appoint a Secretary of the Committee, who needs

not be a director or member of said Committee; in such case, the Secretary shall have the right to speak but not to vote.

Section 11. Terms of office

1. Committee members shall hold their office while they remain as directors of the Company, except if the Board of Directors resolves otherwise.
2. Committee members who are re-elected by the Company by resolution of the General Meeting of Shareholders shall remain in their offices within 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. Dismissal

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 continue as directors of the Company; 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 it calls it The Chair shall call a Committee meeting each time the Board of Directors or its Chairman requests the issuing of a report or the adoption of proposals within its remit and, at any rate, whenever this is suitable 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 call shall be authorized by the signature of the Chair or the Secretary. The notice calling the meeting shall be given at least three days in advance.

The agenda of the meeting must be included in the notice calling the meeting, and the relevant information duly summarized and prepared must be provided with the notice.

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

Working meetings to prepare Committee meetings on specific topics apart from the formal meetings of the Committee, may also be arranged by the Chair of the Committee.

4. The Committee shall prepare an annual working plan, which shall include, at least, the specific objectives for the financial year and an annual schedule of ordinary meetings, and shall inform the Board thereof, Likewise, the Committee shall, as far as possible, endeavour to provide for the possibility of relying on external advisors, and shall set out the corresponding training plan for them to correctly execute their

duties.

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 endeavor 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. Place of meeting

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 holding a meeting, pursuant to the provisions of statute. Likewise, meetings of the Committee may be held via videoconference or conference call, so that one or more directors may attend the meeting by this system. For such purposes, the notice calling the meeting of the Committee shall state, in addition to the place of the meeting, where the Secretary of the Committee shall be present, the possibility that the meeting may be attended via conference call, videoconference or equivalent system, and the technical means required for such purpose, which shall, at any rate allow the instant and direct communication between the members in attendance, shall be stated and made available. 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, videoconference or similar system.

Section 16. Attendance

Members of the management or of the staff of the Company shall be bound to attend the meetings of the Committee and to provide them with assistance and access to the information available to them when the Committee so requests

Section 17. Resolutions

1. Except in those cases where a larger majority is required by statute, 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 present at the meeting. In case of equality, the Chair shall have a casting vote.
2. All 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. 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.

3. The Committee, through its Chair, shall inform the Board of Directors of all business transacted and all decisions made, reporting its proceedings and the work done to the first meeting of the Board of Directors to be held afterwards Likewise, a copy of the minutes of the meetings of the Committee shall be made available to all of the directors.

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

Section 18. Authorities and advice

1. The Committee may, through the Secretary of the Board of Directors, have access to any information or documentation available to the Company relating to matters within the remit of the Committee and which it deems necessary to perform its duties.
2. For the better discharge of its duties, the Committee may seek the advice of external experts, 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 and streamlined 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 periodic training sessions that it considers appropriate for new members to properly carry out their duties.

Section 19. Duties of Committee members

1. Committee members must 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 a director set forth in Board of Directors' Regulations, to the extent that they are applicable to the responsibilities discharged by the Committee.

Section 20. Conflicts of interest

When the business to be transacted during the meetings of the Committee directly affect any of its members, or persons related thereto, and, in general, when such member is involved in a situation of conflict of interest, 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 shall inform the General Meeting of Shareholders of those questions raised therein by the shareholders regarding matters that fall within its remit.
2. The annual report on the activities of the Committee referred to in the following section shall be made available to the shareholders and investors with the notice calling the Annual General Meeting.

Section 22. Relations with the Board of Directors

1. The Chair of the Committee shall inform the Board of Directors of the business transacted and the resolutions passed during its meetings, pursuant to the provisions of section 17 hereof.
2. The requests for motions or reports from the Committee shall be made by the Board of Directors or its Chairman. Likewise, the Committee shall consider the recommendations made by the Chairman, the members of the Board of Directors and the Company's shareholders.
3. Within the first six months following the close of the financial year, 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 Executive Chairman, the Chief Executive Officer and other executive directors, if any, the Management and other employees

For the purposes of ensuring the appropriate discharge of its duties, the Committee shall have regular contact with the Executive Chairman, the Chief Executive Officer and other executive directors, if any, the Management and any other employees, and it may request their presence at its meetings.

However, 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 attend.

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