

REVISED TEXT OF THE ARTICLES OF ASSOCIATION

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

**APPROVED BY THE ANNUAL GENERAL MEETING DATED 19
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**CHAPTER I - COMPANY NAME, COMPANY OBJECT, REGISTERED
OFFICE AND DURATION**

Article 1.- Company name.

The name of the Company is “INDUSTRIA DE DISEÑO TEXTIL, S.A.”, in abbreviated form “INDITEX, S.A.”; it is a public limited trading company, of Spanish nationality and it shall be governed by these Articles of Association and, in as far as specific provisions may not be applicable thereto, by the regulations governing listed public limited companies.

Article 2.- Company object

1.- The object of this Company is:

- (a) The manufacture, marketing at any stage, importation, export and wholesale and retail of all kinds of textile raw materials, yarns, cloths, fabrics and finished apparel and home products as well as any other complementary products of the aforementioned, including those of cosmetics and leather goods.
- (b) The participation in the capital of other companies or firms, whether civil or mercantile, either by acquiring for whatever legal title, for a value or as gift, shares in any other public limited companies or limited liability companies, or by obtaining by any other legal proceeding any other stake in the share capital of other firms, whether Spanish or foreign.
- (c) The administration, management and exploitation of said stock, shares, or interests in the share capital, as well as the disposal, sale, exchange or carrying out of any other legal act which may imply the exercise of any rights inherent in such interests or shares.
- (d) The rendering of all manner of services in relation to the administration, management and running of companies, such as accounting, lists of clients, payroll preparation, preparation of all manner of receipts, invoicing and other matters similar to those mentioned above, using for the same all manner of procedures whether manual, mechanical, electronic or computerized, or any other of the most varied nature.
- (e) The drawing up, preparing and carrying out of all manner of studies and projects and the creation of industrial and commercial designs; the direction, technical assistance, transfer of technology and commercialisation, inspection, control and administration in such projects and activities.

- (f) The ownership, use or assignment of designs and industrial and intellectual property in all their forms and classes.
 - (g) The acquisition and disposal for any reason of all manner of real or movable property, rights, securities, participations, shares or other interests in other companies, even by taking part in the incorporation of these, whenever such property and rights serve the activity that makes up the corporate objects.
- 2.- The activities included in the company's object may be carried out by the Company directly or indirectly, through the holding of stock or shares in Companies with an identical or similar corporate object or by any other means accepted in Law.

Article 3.- Duration.

- 1.- The duration of the Company shall be indefinite.
- 2.- The Company began its operations on 12 June 1985, the date of execution of the deed of incorporation, without prejudice to the subsequent registration thereof in the Companies Register.

Article 4.- Registered office.

- The Company's registered office is situated at Avenida de la Diputación, Edificio Inditex, Arteixo (A Coruña).
- 2.- .

CHAPTER II -SHARE CAPITAL

Article 5.- Share capital.

The share capital is EURO NINETY-THREE MILLION FOUR HUNDRED AND NINETY-NINE THOUSAND FIVE HUNDRED AND SIXTY (€3,499,560), fully paid-up and subscribed, divided into, represented by and incorporated in THREE THOUSAND ONE HUNDRED AND SIXTEEN MILLION SIX HUNDRED AND FIFTY-TWO (3,116,652,000) indivisible shares, each with a nominal value of THREE CENTS OF A EURO (€0.03), all of the same class and series.

Article 6.-Non-voting shares and preferred shares

- 1.- The Company may issue non-voting shares and preferred shares, pursuant to the terms provided in Statute and the provisions of the paragraphs below.
- 2.- The General Meeting of Shareholders may resolve the issue of non-voting shares with a nominal value which may not be higher than half of the paid-up share capital, pursuant to the terms and with the rights provided in Statute.

Non-voting shares shall confer on their holders the right to receive a non-cumulative minimum annual dividend equal to five (5) percent of the paid-up share capital per each non-voting share, provided that sufficient profits eligible for distribution exist. Notwithstanding this, non-payment of the minimum dividend shall not entail recovery of the right to vote. With regard to issue of voting or non-voting shares (whether ordinary or preferred) or of convertible securities or securities giving right to the subscription of voting or non-voting shares, the holders of non-voting shares shall not have any pre-emptive right.

- 3.- The General Meeting of Shareholders may, pursuant to the terms authorized by Statute and in compliance with the requirements to amend the Articles of Association, resolve the issue of shares which confer any privilege versus ordinary shares.

Where the privilege consists of the right to get a preferred dividend, the Company shall be bound to resolve that a dividend be declared, should any profit eligible for distribution exist. Preferred dividends shall not be cumulative. Under no circumstances may ordinary shares receive dividends charged to the profit from a financial year, while the preferred dividend for that same year remains unpaid, but once the payment of the preferred dividend has been resolved, holders of preferred shares shall not be entitled to the dividend that might correspond to ordinary shares.

Article 7. Rights and obligations of the shareholder

1. Shares confer on their lawful holder the status of shareholder and implies for this the full and total observance of the provisions of these Articles of Association, of the Regulations of the General Meeting of Shareholders, and of the resolutions validly passed by the governing bodies of the Company, entitling at the same time the holder to exercise the rights inherent in such status, in accordance with the provisions of Statute, of these Articles of Association and of the Regulations of the General Meeting of Shareholders.
2. The Company shall treat equally shareholders under the same conditions.

Article 8.- Representation of the shares

- 1.- Shares are represented in book-entry form.
- 2.- The keeping of the Company's book-entry register is the responsibility of such entities charged with keeping the records of securities represented in book-entry form pursuant to the regulations from time to time applicable.

- 3.- The establishment, circulation and legitimation for the exercise of the rights deriving from the shares are governed by the stock market regulations.

Article 9.- Transmission of shares.

- 1.- Shares and the economic rights deriving thereof, including pre-emptive and free allotment rights, may be transferred by all the means recognised in Law.
- 2.- New shares may not be transferred until the capital increase has been duly registered with the Companies Register.

Article 10.-Calls on unpaid capital

Where any partially paid-up shares exist, shareholders must pay such part of the capital not paid-up in such manner and within such time limit or limits as may be provided in the resolution for the capital increase or, failing that, pursuant to the terms decided by the Board of Directors and, at any rate, within the maximum term of five years from the date of the resolution regarding the increase in share capital.

Article 11.- Co-ownership, beneficial ownership and share pledge.

- 1.- Co-ownership, beneficial ownership and share pledge shall be governed by the provisions of the regulations from time to time applicable.
- 2.- Since shares are indivisible, co- owners of shares and co- holders of other rights over the same must elect a single person for the exercise of the relevant rights and duly notify the identity of such person to the Company.

CHAPTER III -GOVERNING BODIES OF THE COMPANY

Article 12.- Governance, administration and representation of the Company.

- 1.- Without prejudice to the powers legally assigned to the General Meeting of Shareholders, the administration, management and representation of the Company lays with the Board of Directors and, where appropriate, and in accordance with the provisions of these Articles of Association, with any other person or body to whom the Board of Directors may delegate powers.
- 2.- It is the Board of Directors' policy to delegate the management of the day-to day business of the Company to the executive bodies and to the management, and to concentrate its efforts on the general supervisory function, which includes directing the policy of the Company; monitoring the management; assessing the management by officers; adopting the most relevant decisions for the Company, and liaising with the shareholders.

PART I -GENERAL MEETING OF SHAREHOLDERS

Article 13.- The General Meeting of Shareholders.

- 1.- The General Meeting of Shareholders, duly called and established in accordance with all formalities provided by statute and by these Articles of Association, is the supreme and sovereign body of expression of the will of the Company.
- 2.- Its resolutions are binding on all its shareholders, including those absent or dissenting, those who abstain from voting or those who vote in blank, without prejudice to any actions they may have in statute.
- 3.- The General Meeting of Shareholders shall have the powers conferred by statute and by the Articles of Association, including the approval of the Regulations of the General Meeting of Shareholders.
4. The Company shall ensure equal treatment for all its shareholders in the same position, regarding the right to information, the participation and the exercise of the right to vote at the General Meeting of Shareholders.

Article 14.- Types of General Meetings.

- 1.- General Meetings of Shareholders may be Annual or Extraordinary.
- 2.- The Annual General Meeting of Shareholders shall be necessarily held once a year, within the six months following the financial year-end in order to, at least, review the corporate management of the Company, approve, where appropriate, the accounts of the previous year and resolve as to the distribution of income or loss.

Any General Meeting of Shareholders other than the one addressed in the paragraph above shall be deemed to be an Extraordinary General Meeting.

- 3.- The General Meeting of Shareholders, whether Annual or Extraordinary, shall meet whenever the Board of Directors so resolves or when so requested by a number of shareholders representing at least three (3) percent of the share capital and expressing in their request the business to be transacted. In this latter case, the General Meeting of Shareholders must be called to be held within the term provided in the applicable regulations; the agenda shall necessarily include the items which are the object of the request.

Article 15.- Notice. Universal General Meetings.

- 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 *Comisión Nacional del Mercado de Valores* (CNMV), at least one month prior to the date set for the meeting, such notice having to state the name of the

Company, the date, place and time on which the meeting is to be held, 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 twenty four hours must elapse between those two dates) as well as the remaining required by statute.

- 2.- Shareholders who represent at least three (3) percent of the share capital, may request that a supplement to the notice of the Annual General Meeting of Shareholders be published, to add one or more items to the agenda, provided that, however new items are duly accompanied, where appropriate, by a duly supported motion. This right must be exercised by means of an irrefutable notice to be received at the registered office within five (5) days of the date of publication of the notice. The supplement to the notice must be published at least fifteen (15) days prior to the date set for the meeting of the General Meeting of Shareholders.
- 3.- Likewise, shareholders who represent at least three (3) percent of the share capital, may submit, within the same term provided in the paragraph above, duly supported motions 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 motions and any attached document, where appropriate, are duly disclosed on the website of the Company.
4. Where the Companies allows shareholders the effective possibility of voting through electronic means available to all of them, Extraordinary General meetings may be called at least fifteen (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.
- 5.- Notwithstanding the provisions set forth in the paragraphs above, a General Meeting of Shareholders shall be deemed to be properly called and validly established to transact any business, provided that shareholders representing the whole share capital are present and that attendees unanimously resolve to hold such meeting.

Article 16.- Eligibility to attend the General Meetings of Shareholders. Right to vote.

1. Shareholders who have their shares registered in their name in the book entry register at least five (5) days prior to the date set for the General Meeting of Shareholders to be held, and who keep them until the Meeting is held and are up to date in the payment of calls on unpaid capital are eligible to attend the General Meeting, regardless of the number of shares they hold.
2. Each share gives right to one vote.
3. The members of the Board of Directors must attend the General Meetings of Shareholders.

4. The Chair of the General Meeting may authorise any person that he/she may deem fit to attend the General Meeting as well as the live or recorded broadcast thereof.

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. 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 administrate all the assets that the represented person may have on national territory.
- 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 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 his/her proxy. The Company shall keep a record of those documents containing the referred proxies.
- 4.- Proxies can always be revoked. The attendance of the proxy grantor at the General Meeting of Shareholders, either in person, or having cast vote remotely, 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 to the shareholder with detailed information about the existence of any conflict of interest situation. Should a conflict of interest situation occur after 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 situation, of any new and accurate voting instructions regarding each item of the agenda 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.

Unless otherwise expressly stated by the shareholder, should the proxy holder be involved in a conflict of interest situation without having accurate voting instructions, or, even if he has them, he/she would deem it best not to represent the proxy grantor with regard to the items to which the conflict of interest refers, it shall be assumed that the proxy grantor has appointed as proxy holders, regarding such items, jointly and severally, and in succession, should any of them be involved in a conflict of interest situation, 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 his/her vote in the manner that in his/her

view bests suits the interests of the proxy grantor, considering the interest of the Company.

6. Where any members of the governing body of the Company, or any other person acting on behalf or in the interest of any of them should have resorted to any public solicitation of proxies, the director who has obtained such proxy shall not exercise the right to vote corresponding to the represented shares regarding those items of the agenda in respect of which such director is involved in any conflict of interest situation, unless he/she would have received from the proxy grantor accurate voting instructions for each of such items.
7. If no voting instructions were given regarding motions included on the agenda it shall be understood that the proxy grantor shall vote for the motions in question. If no voting instructions were given regarding motions not included on the agenda, it shall be understood that the proxy grantor shall vote in the manner that in his/her view bests suits the interests of the proxy grantor, considering the interest of the Company.
- 8.- Where the document containing the proxy 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, jointly and severally, and in succession, should any of them be involved in turn in a conflict of interest situation, 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. The General Meeting of Shareholders shall be validly established on first call where shareholders who are present or represented by proxy hold at least fifty (50) percent of the subscribed share capital with the right to vote. On second call, generally, the General Meeting shall be validly established, regardless of the 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 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 transfer of the registered office abroad, the substitution of the company objects as well as any other amendment whatsoever of the Articles of Association, shall require, on second call, the attendance of twenty-five (25) percent of the subscribed share capital with the right to vote.
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. Debates.

1. The meetings of the General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman of the Board of Directors, or in his absence by the shareholder appointed by the General Meeting of Shareholders.
- 2.- The Secretary of the Board of Directors shall act as the Secretary of the General Meeting, and in his absence, the Deputy Secretary of the Board of Directors, should there be one, and in his absence, the Secretary shall be the person chosen by the Chair, whether a shareholder or not.
- 3.- The remaining members of the Board of Directors of the Company attending the General Meeting of Shareholders 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 shall declare that a quorum is present; shall submit for discussion the business to be transacted pursuant to the agenda, or the previous resolution in the case of Universal General Meetings; the Chair shall conduct the meeting and organise the proceedings, signalling the order in which shareholders may speak and giving the floor first to all those who have requested so in writing and then to those who may request so verbally. Turns may be established for speakers for and against the motion and the number of speakers or the time given to each may be limited. The Chair will then declare each business sufficiently discussed and shall put the motion to vote and, subsequently declare the results of said vote.
5. Each of the items on the agenda shall be put to vote, separately. Likewise, business included in the same item on the agenda which are substantially independent shall also be put to separate vote. At any rate, the appointment, re-election or removal of directors shall be put to separate vote, even though they are included in the same item on the agenda, 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 Associations. Votes shall be by roll-call or by ballot, as provided by the General Meeting of Shareholders itself. 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 motions concerning items on the agenda 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 by post shall be sent to the Company together with the attendance card issued by the entity or entities entrusted with keeping the book-entry registry, duly signed under hand.
4. Votes effected 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 his right to vote.
5. Votes effected remotely through either of the above-referred means shall be received in the Company before the twenty-four (24) hours 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. Votes cast in accordance with such provisions shall be deemed valid, except in the event of acts of God or force majeure preventing their reception or correct identification.
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 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 shareholder exercising his right to vote is properly guaranteed.

At any rate, the Board of Directors shall pass the necessary resolutions to avoid potential duplicities and ensure that those shareholders who have cast their vote remotely 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 effect their votes through remote communication systems 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 prior to him/her casting vote remotely shall be deemed as revoked and any proxy granted subsequently and subsequent proxies shall be deemed as not produced.

9. Attendance in person by the shareholder to the General Meeting of Shareholders shall entail the revocation of the vote effected by post or by e-mail. Votes effected by post or by e-mail shall also be deemed as revoked in the event of a subsequent vote different to that previously cast.
10. Any shareholder who casts vote remotely may grant proxy with regard to such proposals which have not been included on the Agenda, pursuant to the provisions of article 17 hereof.

Article 21.- Minutes and certificates

- 1.- The substance of discussions at General Meetings of Shareholders and the resolutions passed shall be recorded in Minutes in a book kept for that purpose and shall be signed by the Chair and the Secretary. Alternatively, the Board of Directors may require the presence of a Notary to take the minutes of the General Meeting of Shareholders and shall be bound to do so when the shareholders so request under the provisions of statute.
- 2.- Minutes may be approved by the General Meeting of Shareholders, or otherwise, within fifteen days, by the Chair and two Controllers, one appointed by the majority and one by the minority and within fifteen days. The public deed by the Notary need not be approved.
- 3.- Certificates of the minutes and of the resolutions of the General Meeting of Shareholders shall be issued by the Secretary of the Board of Directors with the approval of the Chairman of the Board of Directors or, where appropriate, by their substitutes.

- PART II –BOARD OF DIRECTORS

Article 22.- Board of Directors.

1. The Board of Directors is charged with managing, administrating and representing the Company, with full powers and authority without prejudice to the powers conferred on the General Meeting of Shareholders either by Statute or by these Articles of Association.
- 2.- The Board of Directors shall be governed by the provisions of statute and of these Articles of Association. The Board of Directors shall approve a set of Regulations of the Board of Directors that shall contain rules on its proceedings and internal system that implement the provisions of statute and of the Articles of Association. The General Meeting of Shareholders shall be informed of the approval of said Regulations of the Board of Directors and of the subsequent amendments thereof.
- 3.- The members of the Board of Directors shall hold their office with diligence and loyalty to the corporate interests, observing those duties arising from such principles that are specifically developed by statute, by the Articles of Association and by the Board of Directors' Regulations.

- 4.- The Board of Directors shall, after report of the Audit and Control Committee, approve every year the Annual Corporate Governance Report of the Company that shall include the contents provided by statute and which shall be made available to all shareholders together with the rest of the documents of the General Meeting of Shareholders.
5. The Board of Directors shall assess on an annual basis its performance and that of its Committees and it shall propose an action plan to correct the shortcomings detected. The results of such assessment shall be recorded in the minutes of the meeting or shall be made a part thereof as an attachment.

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 five nor greater than twelve.
- 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, after report of the Nomination Committee, appoint one of its members as Chairman.
- 4.- Likewise, the Board of Directors shall, after report of the Nomination Committee, appoint a Secretary, who need not be a director, in which case he will be entitled to attend and speak but not to vote.
- 5.- Should the Chairman of the Board of Directors discharge executive duties, the Board of Directors shall, after report of the Nomination Committee, appoint an Independent Lead Director, who shall be entitled to:
 - (a) Request from the Chairman of the Board of Directors to call a meeting of such body when he 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) Direct, where appropriate, the periodic assessment of the performance of the Chairman of the Board of Directors.
 - (e) Chair the Board of Directors in the absence of its Chairman and of the Deputy Chairmen, 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 Chairman

- 6.- The Board of Directors shall, after report of the Nomination Committee, necessarily appoint a Deputy Chairman, who shall substitute the Chairman should it be impossible for this same to act or in the event of his absence or when the Chairman himself should so decide. The Board of Directors may also appoint more than one Deputy Chairman. In this case, the Chairman shall be substituted by, firstly, the First Deputy Chairman, who in turn shall be substituted where necessary by the Second Deputy Chairman and so on and so forth.
- 7.- The Board of Directors may, after report of the Nomination Committee, appoint a Deputy Secretary, who need 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 and term of office of Directors.

- 1.- Directors shall be appointed by the General Meeting of Shareholders and shall hold their office for four years.
- 2.- Directors may be reappointed, 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 any vacancies internally that may arise in it, appointing the persons who shall fill the vacancies until the first General Meeting of Shareholders.

Article 25- Convening and quorum of Board Meetings. 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 Chairman or acting Chairman, at his behest, 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 meeting of the Board, to be held in the place where the registered office of the company is situate, stating the agenda in the notice, where after request submitted to the Chairman, he should have failed to call the meeting without reasonable grounds, within one month.

- 2.- Board meetings shall be validly held when attended either in person or by proxy, by half plus one of the members in office.

Without prejudice to the foregoing, the Board of Directors shall be understood to be validly established 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 session, in accordance with the provisions of the applicable regulations.

Likewise, the meetings of the Board of Directors may be held via telephone multi-conference, videoconference or via any other similar system allowing the attendance of one or several directors to the meeting. For such purposes, the notice of the meeting of the Board of Directors shall state the location where the physical meeting is to be held, to which the Secretary of the Board shall go. It shall also state that the meeting may be attended via telephone conference, videoconference or via equivalent system, registering and arranging the disposal of the appropriate technical devices in order to permit the direct and simultaneous communication among the members attending the meeting. The Secretary of the Board of Directors shall include in the minutes of the meetings of the Board of Directors held by those means, the directors attending physically or where appropriate the directors represented by other directors as well as those directors attending the meeting via telephone multiconference system, videoconference or via similar system.

- 3.- Any director can appoint another director as proxy holder in writing, each meeting requiring a special proxy, notifying the Chairman 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 Chairman 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 Chairman and the Secretary or by the acting Chairman 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 Chairman 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 Chairman, or the then acting Chairman, as certified by the Secretary of the Board of Directors.
- 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 26.- Powers of the Board of Directors

- 1.- Except for such powers as are vested in the General Meeting of Shareholders either by statute or by these Articles of Association, the Board of Directors shall have the widest and absolute powers and authority, without any limitations or reserves, for the management, administration and representation of the Company.
- 2.- Said management, representation and administration shall extend to all those acts included in the company's objects, including those for which, according to civil or commercial legislation or commercial or banking practices, express authorisation or mandate is required.

At any rate, those acts of a preparatory, complementary or ancillary nature to the company's objects shall be considered as included therein.

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 powers in whole or in part to an Executive Committee and to one or several Chief Executive Directors 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 Chief Executive Director, 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 motion.
- 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 Chief Executive Officer or is assigned executive duties 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 annex.

Article 28.- Audit and Control Committee.

1. An Audit and Control Committee shall be formed within the Board of Directors made up of a minimum of three and a maximum of seven 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 his/her knowledge, qualification and expertise in accounting, audit or risks management matters. Members of the Audit and Control Committee shall, as a whole, have the relevant know-how with regard to the industry to which the Company belongs

2. The Chair of the Audit and Control Committee, who needs to be an independent director, shall be elected by the Board of Directors for a maximum four-year term, upon expiry of which he shall be replaced. He/she may be re-elected after expiry of one year of the date of his/her removal. The Board of Directors shall appoint a Secretary of the Audit and Control Committee, who need not be a member of said body.
- 3.- Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Audit and Control Committee shall perform the following duties:
 - (a) To report to the General Meeting of Shareholders on those questions raised regarding matters within the remit of said Audit and Control 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 Control Committee in this process;
 - (b) To oversee the effectiveness of the internal control system of the company, the internal audit, and the risks management system, including tax risks, and to discuss with the auditor the significant weaknesses of the internal control system revealed in the course of the audit, all of which without jeopardising its independence; for such purposes, the Committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant term for follow-up;
 - (c) To oversee the process for preparing and disclosing the regulated financial information to the Company and, as the case may be, to the Group, reviewing compliance with regulatory requirements, the appropriate delimitation of the consolidation perimeter and the appropriate application of accounting criteria, and to submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such information;
 - (d) To table to the Board of Directors, to be submitted to the General Meeting of Shareholders, the motions 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 authorisation 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. At any rate, 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 issue every year prior to the issue of the audit report, a report expressing an opinion on whether the independence of the auditors or audit firms has been jeopardised. Such report must address at any rate, 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 advise previously the Board of Directors on all the topics covered by statute, by the Articles of Association and the Board of Directors' Regulations, and namely, on (i) the financial information that the Company must disclose regularly; (ii) the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered tax havens, and (iii) the transactions with related parties.
- 4. The Audit Committee shall meet at least on a quarterly basis in order to review the periodic financial information that has to be relayed to the Stock authorities, 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 Chairman 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 management or of staff 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 request the attendance at its meetings of any employee or executive of the Company and even order that they would appear without the presence of any other executive. The Committee may also request the attendance of the auditors of the Company to its meetings.
 - 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 Statute.

Article 29.- Nomination Committee

1. A Nomination Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge.
- 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 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 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.
 - (d) To report on 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;
 - (e) To report on the motions to appoint and to remove senior executives.
 - (f) To review and arrange for the succession of the Chairman of the Board of Directors and of the chief executive 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.
- 4.- The Nomination Committee shall meet at least once a year, upon the annual evaluation of the Board of Directors. Likewise, it shall meet each time that the Board of Directors or the Chairman of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, at any rate, 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 Chairman. Likewise, the Committee must consider the suggestions made by the Chairman, 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 Statute.

Article 30.- Remuneration Committee

1. A Remuneration Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge.

- 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 contracts with senior executives, including their remuneration and severance pay, where appropriate.
4. The Remuneration Committee shall meet at least once a year, to prepare the information on the remuneration of directors and senior executives 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 Chairman of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, at any rate, 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 Chairman. Likewise, the Committee must consider the suggestions made by the Chairman, 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 Statute.

Article 31.- Remuneration of Directors.

- 1.- The remuneration of the Directors as such shall consist of a fixed annual remuneration, the amount of which shall be decided by the General Meeting of Shareholders for each financial year, or which shall be valid for the number of years that the General Meeting should decide. Likewise, the General Meeting of Shareholders may assign *per diems* for attendance to the meetings of the Board of Directors or its delegated or supervisory Committees and set the amount thereof.

2. The remuneration described in the paragraph above shall be compatible with and independent of the remuneration of such members of the Board of Directors who

discharge executive duties pursuant to the agreements executed for such purposes between the director and the Company, for the discharge of such duties.

Such agreements shall be in line with the remuneration policy for directors approved by the General Meeting of Shareholders and they shall cover all grounds for which directors may obtain remuneration for the discharge of their executive duties, including, as the case may be, the eventual indemnity for early termination of such duties and the amounts to be paid by the Company as insurance premium or contribution to savings plans.

It is incumbent on the Board of Directors to fix the remuneration of executive directors for the performance of their executive duties and to approve, with the majority rule required by statute, the agreements between the executive directors and the Company, which must be in line with the remuneration policy for directors approved by the General Meeting of Shareholders.

- 3.- Additionally, systems of remuneration for directors linked to the share prices or which entail the granting of shares or stock options, can be established. The application of said remuneration systems must be agreed by the General Meeting of Shareholders, which shall determine the value of the shares which it takes, as the case may be, as a reference, the maximum number of shares which may be assigned each year, to this remuneration system, the exercise price or the system to calculate the price of the stock options, the duration of the plan and any other conditions that it may consider appropriate.
- 4.- The Company may take out a public liability insurance for its Directors.

Article 32- Website

The Company shall keep a corporate website (www.inditex.com) to attend to the exercise by shareholders of their information right, and to disclose the relevant information required by the regulations governing the securities market, including at least the documents and information provided by the applicable regulations and the remaining information whose availability to the shareholders and investors via the website shall be deemed fit.

CHAPTER IV FINANCIAL YEAR, ANNUAL ACCOUNTS: VERIFICATION, APPROVAL AND PUBLICATION. DISTRIBUTION OF INCOME OR LOSS

Article 33- Financial year.

Each financial year shall commence on the 1st of February and conclude on the 31st January of the following year.

Article 34.- Annual Accounts. Accounting documents. Review of the annual accounts

- 1.- The Company's accounting shall adhere strictly to all applicable legal provisions and requirements in force from time to time.
- 2.- Within a maximum period of three (3) months as from the closing of each financial year, the Board of Directors must prepare, in order to be submitted to the Annual General Meeting of Shareholders for approval, the annual accounts, the management report and the proposal for distribution of income or loss, as well as, where appropriate, the consolidated accounts and management report.
- 3.- The annual accounts and the management report must be signed by all the directors. If the signature of any of them should be missing, this shall be stated in each of the documents where it is missing, expressly indicating the cause thereof.
- 4.- The annual accounts and the management report must also be reviewed by the auditors as provided in statute.

Article 35.- Right to accounting information

As of the notice of the Annual General Meeting of Shareholders, any shareholder may obtain from the Company, immediately and free of charge, the accounting documents which have to be submitted for approval by the same and the auditors' report.

Article 36.- Approval of the accounts and distribution of the income or loss

- 1.- The Annual General Meeting of Shareholders shall approve the annual accounts and shall decide about the distribution of the income or loss for the financial year in accordance with the approved balance sheet.
- 2.- At any rate, the legal reserve shall be provided in accordance with the legal requirements.
- 3.- Once the provisions established by statute or by these Articles of Association having been covered, dividends may only be declared charged to the profit from the financial year or to freely disposable reserves, if the following requirements are met:
 - (a) that the shareholders' equity net value is not or, as a result of the distribution, does not become lower than the share capital. If there should be losses from previous financial years which caused this shareholders' equity net value to be lower than the amount of the share capital, the profit shall be allocated to set-off such loss,
 - (b) that the

amount of available reserves is, at least, equal to the amount of the research and development costs shown on the assets side of the balance sheet.

- 4.- The remainder of the clear profit, should there be any, shall be applied in the manner that the General Meeting of Shareholders decides, and it may be allocated, in whole or in part, to voluntary reserves or to any other purposes.

Article 37.- Declaration of dividends

- 1.- Where the General Meeting of Shareholders agrees to declare a dividend for the ordinary shareholders, the distribution shall be carried out in proportion to the paid-up capital. In the resolution where a dividend is declared, the General Meeting shall lay down the time and the manner of the payment. Otherwise, dividend shall be deemed to be payable at the registered office as of the day following the date of such resolution.
- 2.- Without prejudice to the foregoing, the General Meeting of Shareholders or the Board of Directors may agree the distribution among the shareholders of interim dividends, with the limitations and complying with the requirements established by statute.
- 3.- The General Meeting of Shareholders may resolve that the dividend be satisfied in kind, in whole or in part, provided that:
 - (a) the assets or securities subject to distribution are homogeneous;
 - (b) they are admitted to trading in an organized secondary market – at the time of effect of the resolution- or, the Company can guarantee that it will get cash within one year at the most; and
 - (c) they are not distributed for less value than the one they have on the Balance sheet of the company.

Subject to the conditions stated above, the General Meeting of Shareholders may also resolve that, in cases of distribution of reserves or of the share premium, or in cases of capital reduction by means of refund of contributions, payment to shareholders be made in full or in part, in kind.

Article 38.- Filing of accounts

Within the month following the approval of the annual accounts and the consolidated annual accounts, where appropriate, the Board of Directors shall submit, for their filing with the Companies Register of the registered office, certificates (i) of the resolutions passed by the General Meeting of Shareholders approving the annual accounts and the consolidated annual accounts, where appropriate, and (ii) of the distribution of income or loss. A copy of each one of said accounts as well as the management report and the auditors' report shall be attached to such certificates.

CHAPTER V - WINDING-UP AND LIQUIDATION OF THE COMPANY

Article 39.- Winding-up

- 1.- The Company shall be dissolved for any of the reasons provided in statute.
- 2.- When any of the causes for winding-up should occur that require the passing by the General Meeting of Shareholders of the relevant resolution, the Board of Directors must call it to meet within two months in order for it to pass the resolution for winding-up. If the company's resolution was contrary to the winding-up or could not be achieved, the General Meeting of Shareholders must request the winding-up of the Company by court order within two months, as of the date scheduled for the Meeting to be held, where a quorum was not present, or as of the day of the Meeting, where the resolution was contrary to the winding-up.

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. Should any liquidators be 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.

Article 41.- Regulations as to liquidation.

In the liquidation of the Company, the regulations provided by statute shall be observed.

CHAPTER VI - ADDITIONAL ARTICLES

Article 42.- Incompatibility and prohibition

Those persons falling in any of the cases of incompatibility or prohibition provided in statute may not hold any office in this Company.

Article 43.- Settlement of disputes

For all those litigation matters which could arise between the Company, the directors and the shareholders or between the directors or the shareholders themselves, on grounds of corporate matters, both the Company and the directors and shareholders, waiving their right to their own jurisdiction, expressly submit to the jurisdiction of the registered office of the Company.

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