

# **POLICY ON GIFTS AND BUSINESS COURTESIES**

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

**APPROVED BY THE BOARD OF DIRECTORS  
ON 19 SEPTEMBER 2017**

Reference	
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## 1. Purpose

This Policy on Gifts and Business Courtesies (hereinafter, the “**Policy**”), approved by Inditex’s Board of Directors, implements certain aspects of the Policy on Criminal Risk Prevention, and intertwines with the ethical values of the Inditex Group (hereinafter, “**Inditex**” or the “**Company**”) defined in its Codes of Conduct and Responsible Practices and for Manufacturers and Suppliers.

This Policy, together with the Policy on Dealings with Public Servants and the Policy on Donations and Sponsorships comprise the so-called Integrity Policies.

This Policy takes into account not only the interests of the Company, but also the requirements and expectations of its employees, customers, shareholders, manufacturers and suppliers, business partners, NGOs, local communities, and those of the society at large, (hereinafter, the “**Stakeholders**”).

Inditex actively fights and condemns any corrupt practices, which, in addition to violating any applicable statutory provisions, where appropriate, would also be contrary to its ethical principles and values, covered in the abovementioned internal regulations.

## 2. Scope of application

This Policy is mandatory and applies directly and globally to all the companies belonging to Inditex, regardless of the geographical area where they are based. It binds its entire workforce, regardless of their position and the duties they perform.

This Policy is also mandatory for all natural and/or legal persons associated with Inditex, to the extent applicable. Such persons shall express, where appropriate, in writing, their commitment to enforce it.

This Policy shall be available on the INET for all the employees, and it will be provided to all Stakeholders upon request. Likewise, notice thereof will be given to all directors, senior executives, and any representative of the Company – where so required considering the type of relation – who shall express in writing their commitment to enforce it.

### **3. Contents of the Policy**

#### **3.1 General Principles**

Through this Policy, Inditex seeks to ensure that all its employees, as well as such third parties with which it conducts business, comply with the main anti-bribery regulations applicable in the markets where it is present. For such reason, this Policy endorses the standards set in international standard ISO 37001, on Anti-Bribery Management Systems.

Pursuant to the provisions of Inditex's internal regulations, namely the Compliance Policy and the Compliance Management Procedure, it shall be incumbent on the General Counsel's Office-Code Compliance Office to ensure the appropriate implementation of this Policy. Any violations of this Policy shall be managed pursuant to the terms of section 3.4 below.

#### **3.2 Meaning of gift and business courtesy**

For the purposes of this Policy, **gift** shall mean, within the scope of business relations, any valuable delivered or received in an open and transparent manner, as a sign of gratitude.

The term **business courtesy** shall mean for the purposes of this Policy, any courtesy, generally of a social nature, extended or received within the scope of business relations.

#### **3.3 Acceptable gifts and business courtesies**

Inditex's employees may only accept or offer gifts or business courtesies where the following requirements are met:

- They conform to applicable laws.
- They are not intended to exert influence over any third parties or obtain from them any undue advantage.
- They are not intended to obtain or keep a given venture or business advantage.
- They are not intended to receive or extend a preferential treatment.
- They are offered or received in an open and transparent manner
- They would not give rise to any conflict of interest situation.
- Their economic value is not in excess of 100€ or the equivalent thereof in local currency (either separately or jointly adding up different gifts or courtesies extended / received within one year).
- They are not cash, gift cards or any other form allowing the transfer of money, which is strictly prohibited.
- They are not offered to any public servants (pursuant to the definition of such term in the Policy on Dealings with Public Servants), except for those presents and courtesies of scarce value which are proportionate and reasonable, according to local practice, occasionally given on the basis of lawful and socially accepted interests.
- They do not violate, in any other manner, the provisions of Inditex's Code of Conduct and Responsible Practices.

Any gift or business courtesy received in violation of the foregoing provisions shall be forthwith returned or rejected. This fact shall be reported to the Committee of Ethics. Where the return of the gift or courtesy is not reasonably possible, it shall be delivered to the Sustainability Department, which will, after issuing the pertaining receipt, contribute them to a charity.

At any rate, usual practices on gifts and business courtesies must be duly monitored, assessed and registered by Inditex.

### **3.4 Notice of violations**

Notice of any violation of the Policy, as well as of any doubt that may arise regarding its enforcement or construction, shall be given to Inditex's Committee of Ethics through its Whistle Blowing Channel by any of the following means:

- By ordinary post addressed to: *Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña* (Spain), for the attention of the Committee of Ethics
- By e-mail addressed to: [comitedeetica@inditex.com](mailto:comitedeetica@inditex.com)
- By fax sent to: +34 981 18 62 11

The Committee of Ethics may act of its own motion or at the request of any employee, manufacturer, supplier, or third party with a direct relationship and a lawful business or professional interest, further to a report made in good faith. At any rate, the information conveyed by this channel to the Committee of Ethics is confidential, as is the identity of the whistleblowers who act in good faith. Inditex will not retaliate against them.

### **3.5 Monitoring of the Policy**

The General Counsel's Office- Code Compliance Office shall be charged with ensuring the regular review of the implementation and enforcement of this Policy.

Monitoring of the Policy shall include: (i) its implementation; (ii) the reporting procedures of irregular activities, (iii) the periodic reviews of the effectiveness of training provided to employees on these issues, (iv) the certificates, reports and records of attempted bribery, and, (v) the review of conformity of Inditex's Integrity Policies to prevailing laws in force.

In this respect, the General Counsel's Office- Code Compliance Office shall investigate the allegations or reports received regarding corruption proceedings

involving Inditex or which are, somehow, connected with the Company, leaving documentary evidence thereof.

As a result of such investigations, Inditex shall determine the course of action to take, including any eventual disciplinary measure against employees, the termination of trade relations with third parties, and/or the report thereof to the relevant authorities.

The General Counsel's Office- Code Compliance Office shall disclose to the Committee of Ethics the results of such investigations and the implementation and continuous improvement of this Policy.

Regulatory compliance and compliance with ethical standards binds the entire Company and represents one of its strategic goals. Therefore, Inditex's entire workforce shall be familiar with this Policy and respect its contents. Likewise, with regard to third parties with whom Inditex is engaged in any business relationship, they are expected to behave in line with this Policy.

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