

**ANNUAL CORPORATE GOVERNANCE REPORT  
OF LISTED PUBLIC COMPANIES**

**ISSUER IDENTIFICATION DETAILS**

YEAR- END DATE:

31/01/2019

Tax Identification No. [C.I.F.] A-15.075.062

Company Name:

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

Registered Office:

Avda. de la Diputación, Edificio Inditex, 15142 Arteixo (A Coruña) - SPAIN

**ANNUAL CORPORATE GOVERNANCE REPORT**  
**OF INDUSTRIA DE DISEÑO TEXTIL, S.A.**

In this Annual Corporate Governance Report, the Board of Directors of INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.), (hereinafter, “**INDITEX**”, “**Inditex**”, the “**Group**” or the “**Company**”) has included all the relevant information corresponding to financial year 2018, which commenced on 1 February 2018 and ended on 31 January 2019, excepting those cases in which other dates of reference are specifically mentioned.

The revised text of the Ley de Sociedades de Capital [*Spanish Companies Act*] approved by Real Decreto Legislativo 1/2010 of 2 July, (hereinafter, the “**Companies Act**” or “**LSC**” [*Spanish acronym*]), amended by Act 31/2014 of 3 December to improve corporate governance (hereinafter, “**Act 31/2014**”) and by Act 5/2015 of 27 April, on promotion of corporate financing (hereinafter, “**Act 5/2015**”), represents the basic legal framework of corporate governance in Spain.

In addition, the Good Governance Code of Listed Companies (hereinafter, “**CBG**” [*Spanish acronym*] or “**Good Governance Code**”), approved by the Comisión Nacional del Mercado de Valores [*Spanish Securities and Exchange Commission*] (hereinafter, “**CNMV**” [*Spanish acronym*]) in February 2015 lists a set of principles and practices that must govern corporate governance of listed companies.

The contents and structure of this Report meet the requirements laid down in the applicable regulations, as provided in section 540 of the Companies Act, introduced by the above referred Act 31/2014, in Order ECC/461/2013 of 20 March, and in Annex I of CNMV’s Circular 2/2018 of 12 June, which amended (i) Circular 5/2013 of 12 June, that established the standard forms for the annual corporate governance report of listed public companies, savings banks and other entities that issue securities admitted to trading on official securities markets, and (ii) Circular 4/2013 of 12 June that established the standard forms for the annual report on remuneration of directors of listed public companies, and of members of the board of directors and control committees of savings banks issuing securities admitted to trading on official securities markets (hereinafter, “**Circular 2/2018**”).

This Annual Corporate Governance Report has to be published as a relevant fact contemporaneously with the release of the Annual Report on Remuneration of Directors, and is available on Inditex’s corporate website ([www.inditex.com](http://www.inditex.com)), and on CNMV’s website ([www.cnmv.es](http://www.cnmv.es)).

Corporate governance rules of Inditex are established in its Articles of Association, in the Board of Directors’ Regulations, the Regulations of the General Meeting of Shareholders, the Regulations of the Board’s Committees, the Internal Regulations of Conduct regarding Transactions in Securities, the Code of Conduct and Responsible Practices of the Inditex Group and the Regulations of the Social Advisory Board, as it is explained in more detail below:

**Articles of Association:** They were approved by the Annual General Meeting in July 2000 and have been amended several times, the latest of which took place on 19 July 2016, for the purposes of adapting their wording to the reform of the Companies Act introduced by Act 9/2015 of 25 May, on urgent measures in bankruptcy matters, (hereinafter, “**Act 9/2015**”) and Act 22/2015, of 20 July, on Statutory Audit (hereinafter, “**Act 22/2015**”).

Board of Directors' Regulations: They were approved by the Board of Directors in July 2000. Their purpose is to determine the principles of operation of the Board of Directors, the basic rules for its organisation and proceedings and the rules governing the conduct of its members; they include, among other matters, rules regarding the appointment and removal of Directors, their rights and duties and the relationship of the Board of Directors with the shareholders, the markets and the external auditors, all this with the aim of achieving the highest possible degree of efficiency. This set of rules has been amended several times, and the latest amended was approved by the Board of Directors on 14 June 2016, in order to bring them into line with the wording of the Articles of Association, approved by the Annual General Meeting on 19 July 2016.

Regulations of the Committees of the Board of Directors (Audit and Control Committee's Regulations, Nomination Committee's Regulations and Remuneration Committee's Regulations): These sets of rules were approved by the Board of Directors in the meeting held on 9 June 2015. They seek to govern the proceedings of these Committees as regards their powers, composition, calling, establishment, decision-making and relationship with the remaining governing bodies of the Company.

The Audit and Control Committee's Regulations were last amended on 14 June 2016.

Regulations of the General Meeting of Shareholders: This text was approved by the Annual General Meeting on 18 July 2003. Its aim is to govern the proceedings of the General Meeting of Shareholders as to calling of meetings, preparation, information, attendance, proceedings and exercise of voting rights, and to inform shareholders of their rights and duties relating to such body. Said Regulations have been subject to different amendments, to adapt its wording to the successive updates of the Articles of Association, the latest one of which was dated 14 July 2015.

Internal Regulations of Conduct regarding Transactions in Securities (hereinafter, the "**Internal Regulations of Conduct**" or "**IRC**"): the original wording was approved by the Board of Directors in July 2000. This document contains, among other things, the rules governing the confidentiality of relevant information, transactions involving securities of Inditex by the persons included in its scope, the treasury stock policy and the communication of relevant facts.

The new IRC was approved by the Board of Directors on 19 July 2016 for the purposes of adapting the contents thereof to the European regulatory framework to combat market abuse, made up of Regulation (EU) No 596/2014 of 16 April 2014 on market abuse, and Directive 2014/57/EU of 16 April 2014, that seeks to reinforce the integrity of the market and to set up mechanisms for a streamlined implementation and supervision in the different Member States of the European Union.

Code of Conduct and Responsible Practices of the Inditex Group: it was approved by the Board of Directors on 17 July 2012, and provides the action lines which must be followed by the Group in the performance of its professional duties. Its goal consists of exacting an ethical and responsible professional conduct from Inditex and its entire workforce in the conduct of their business anywhere in the world, as a gist of its corporate culture upon which the training and the personal and professional career of its employees is based. For such purposes, the principles and values which shall govern the relationship between the Group and its main stakeholders (employees, customers, shareholders, business partners, suppliers and the societies where its business model is implemented) are defined. The Code of Conduct and Responsible Practices is based upon a number of general principles, including, (i) that according to which all the operations of the Inditex Group shall be carried out under an ethical and responsible perspective; (ii) that according to which all persons, whether natural or legal, directly or indirectly engaged in any kind of professional, economic, social or industrial relationship with the Inditex Group, shall be treated in a fair and honourable manner; and (iii) that according to which all the activities of the Group shall

be carried out in the most environment-friendly manner, promoting biodiversity preservation and sustainable management of natural resources.

Current full text of all the aforementioned documents is available on the corporate website ([www.inditex.com](http://www.inditex.com)): (i) under the “Investors” tab, “Corporate Governance” section; and (ii) under the “How we do business” tab.

Regulations of the Social Advisory Board: The Social Board is the advisory body of Inditex in the fields of corporate social responsibility and environmental sustainability. In December 2002, the Board of Directors authorised its creation and approved its Regulations, which determine the principles of action, the basic rules governing its organisation and proceedings and the rules of conduct of its members.

The Regulations of the Social Advisory Board were amended by the Board of Directors in the meeting held 14 July 2015, for the purposes of driving the Group’s strategy in the following areas: (i) the Corporate Social Responsibility Policy; (ii) the Code of Conduct for Manufacturers and Suppliers of the Group; (iii) the Environmental Sustainability Policy; and, (iv) the Code of Conduct and Responsible Practices of the Group.

## A OWNERSHIP STRUCTURE

### A.1. Complete the table below with details of the share capital of the company:

Date of last change	Share capital (€)	Number of shares	Number of voting rights
20-07-2000: AGM Resolution	93,499,560	3,116,652,000 shares	3,116,652,000

Please state whether there are different classes of shares with different associated rights:

Yes

No

Class	Number of shares	Par value	Number of votes	Rights and obligations conferred
-	-	-	-	-

All shares are of the same class and series, represented by the book-entry method, and are fully paid-up and subscribed.

INDITEX has been listed on the four different Spanish Stock Exchanges since 23 May 2001 and has been part of the selective Ibex 35 index since July 2001. In addition, it has been part of the Stoxx 600 index since September 2001, of the selective Morgan Stanley Capital International index since November 2001, of the Dow Jones Sustainability index since September 2002, of the FTSE4Good index since October 2002 and of the FTSE ISS Corporate Governance index, since its launching in December 2004.

### A.2. Please provide details of the company’s significant direct and indirect shareholders at year end, excluding any directors:

The Company issues shares represented by the book-entry method. Notwithstanding the foregoing, pursuant to the provisions of section 497 LSC, Inditex has a contract with Sociedad de Gestión de Sistemas de Registro,

Compensación y Liquidación de Valores, S.A. (Iberclear) [Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades] for the daily share ownership notification service.

According to the Company's Register of Shareholders, the owners of significant holdings in the Company as at 31 January 2019, excluding the Directors, were those shown below:

Name or company name of shareholder	% of shares carrying voting rights		% of voting rights through financial instruments (*)		% of total voting rights
	Direct	Indirect	Direct	Indirect	
PARTLER 2006, S.L.	9.284%	-	-	-	9.284%
ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	5.053%	-	-	-	5.053%

**Breakdown of the indirect holding:**

Name or company name of indirect holder	Name of direct holder	% shares carrying voting rights	% voting rights through financial instruments	% of total voting rights
Ms Sandra and Mr Marcos Ortega Mera (*)	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	5.053%	-	5.053%

**State the most significant shareholder structure changes during the year:**

The Company has not received any notices regarding any significant movements in shareholding structure over the financial year.

**A.3. In the following tables, list the members of the Board of Directors (hereinafter "directors") with voting rights in the company:**

As at 31 January 2019, the directors with an equity interest in the Company were as follows:

Name or company name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% of voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Mr Pablo Isla Álvarez de Tejera	0.062%		0.007% <sup>1</sup>	-	0.069%	-	-

<sup>1</sup> Pursuant to the 2016-2020 Long-term Incentive Plan, the Executive Chairman may receive up to 215,405 shares, i.e. 0.007%

Mr Amancio Ortega Gaona	-	59.294%	-	-	59.294%	-	-
Mr José Arnau Sierra	0.001%		-	-	0.001%	-	-
PONTEGADEA INVERSIONES, S.L.	50.010%	-	-	-	50.010%	-	-
Bns. Denise Patricia Kingsmill	-	-	-	-		-	-
Ms. Pilar López Álvarez	0.0001%	-	-	-	0.0001%	-	-
Mr. José Luis Durán Schulz	0.0001%	-	-	-	0.0001%	-	-
Mr. Rodrigo Echenique Gordillo	-	-	-	-		-	-
Mr. Emilio Saracho Rodríguez de Torres	-	-	-	-		-	-

<b>Total % of voting rights held by the Board of Directors</b>	<b>59.364%</b>
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**Breakdown of the indirect holding:**

<b>Name or company name of indirect holder</b>	<b>Name or company name of direct holder</b>	<b>% of voting rights attributed to shares</b>	<b>% voting rights through financial instruments</b>	<b>% of total voting rights</b>
Mr Amancio Ortega Gaona	PONTEGADEA INVERSIONES, S.L.	50.010%	-	50.010%
Mr Amancio Ortega Gaona	PARTLER 2006, S.L.	9.284%	-	9.284%

**A.4. If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:**

The Company has not received any notice of any family, commercial, contractual or corporate relationships existing between the owners of significant holdings that are of a relevant nature or that do not arise from the ordinary course of business, without prejudice to the fact that director Mr Amancio Ortega Gaona is the indirect holder of Inditex shares through two significant shareholders: Pontegadea Inversiones S.L. and Partler 2006, S.L. On the other hand, the company styled Rosp Corunna Participaciones Empresariales, S.L. is the property of Ms Sandra Ortega Mera and Mr Marcos Ortega Mera, the children of Mr Amancio Ortega Gaona.

**A.5. If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or group, they are insignificant or arise in the ordinary course of business:**

There have been no relationships of a commercial, contractual or corporate nature between significant shareholders and the company that are of a relevant nature or that do not arise from the ordinary course of business, without prejudice to the information provided, for transparency sake, under section D below regarding “Related-party and Intragroup transactions”.

**A.6 Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of proprietary directors.**

Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
Mr Amancio Ortega Gaona	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INVERSIONES, S.L.	Chair of the Board
	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INMOBILIARIA, S.L.U.	Chair of the Board
	PARTLER 2006, S.L.	PARTLER 2006, S.L.	Chair of the Board
Ms Flora Pérez Marcote (Legal representative of PONTEGADEA INVERSIONES, S.L.)	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INVERSIONES, S.L.	1 <sup>st</sup> Deputy Chair
	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INMOBILIARIA, S.L.U.	1 <sup>st</sup> Deputy Chair
	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INVERSIONES, S.L.	2 <sup>nd</sup> Deputy Chair <sup>o</sup>
	PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INMOBILIARIA, S.L.U.	2 <sup>nd</sup> Deputy Chair <sup>o</sup>

Mr José Arnau  
Sierra

PONTEGADEA INVERSIONES, S.L	PONTEGADEA ESPAÑA, S.L.U.	Sole shareholder
PONTEGADEA INVERSIONES, S.L	PONTEGADEA 2015, S.L.U.	Sole shareholder (Legal representative of ESPARELLE 2016, S.L.U.)
PONTEGADEA INVERSIONES, S.L	PONTEGADEA DIECIOCHO, S.L.U.	Sole shareholder (Legal representative of PONTEGADEA 2015, S.L.U.)
PONTEGADEA INVERSIONES, S.L.	ESPARELLE 2016, S.L.	Sole shareholder (Legal representative of PONTEGADEA INMOBILIARIA,
PONTEGADEA INVERSIONES, S.L.	SOBRADO FORESTAL 2014, S.L.	Sole shareholder
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA FRANCE, S.A.S.	Legal representative of the Chair of the company, PONTEGADEA INMOBILIARIA, S.L.
PONTEGADEA INVERSIONES, S.L.	PRIMA CINQUE, S.p.A.	Chair
PONTEGADEA INVERSIONES, S.L.	HILLS PLACE, S.a.r.l.	Ordinary member
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA UK, Ltd.	Ordinary member
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA INMOBILIARIA SA, de C.V.	Chair
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA CANADA, Inc.	Chair
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA KOREA, Inc.	Ordinary member
PONTEGADEA INVERSIONES, S.L.	PONTEGADEA USA, Inc.	Chair
PARTLER 2006, S.L.	PARTLER 2006, S.L.	2 <sup>nd</sup> Deputy chair

	PARTLER 2006, S.L.	PONTE GADEA PORTUGAL - INVERSIONES INMOBILIARIAS	Chair
	PARTLER 2006, S.L.	ALMACK Ltd	Ordinary member

Remarks
As stated in section A.4 above, Mr Amancio Ortega Gaona is the indirect holder of Inditex shares through two significant shareholders: Pontegadea Inversiones, S.L. and Partler 2006, S.L. Pontegadea Inversiones, S.L. is in turn a member of the Board of Directors, Ms Flora Pérez Marcote, the spouse of Mr Amancio Ortega Gaona being its legal representative.

**A.7. State whether the company has been notified of any shareholders' agreements that may affect it pursuant to the provisions of sections 530 and 531 of the Companies Act. If so, describe these agreements and list the party shareholders:**

Yes

No

Parties to the shareholders' agreement	% of affected shares	Brief description of the agreement
-	-	-

**State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:**

Yes

No

Parties to the concerted action	% of affected shares	Brief description of the agreement	Date of termination of the agreement, if applicable
-	-	-	

**In the event that during the year any modification or breaking of those pacts or agreements or concerted actions has occurred, state it expressly:**

The Company has not received any notices regarding the making of shareholders' agreements nor does it have any proof of the existence of concerted actions among its shareholders.

**A.8. State whether any individual or company exercises or may exercise control over the company in accordance with section 5 of the Ley de Mercado de Valores [Spanish Securities Market Act] or "LMV" (Spanish acronym)]. If so, please identify it/them:**

Yes

No

Name of individual or company
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Mr Amancio Ortega Gaona
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<b>Remarks</b>
Mr Ortega holds a 59.294% stake in the company, through PONTEGADEA INVERSIONES, S.L. and PARTLER 2006, S.L.

**A.9. Complete the following tables with details of the company's treasury shares:**

**At year-end:**

Number of direct shares	Number of indirect shares (*)	total % of share capital
2,950,143	0	0.095%

(\*) Through:

Name direct shareholder	Number of direct shares
-	-
<b>Total:</b>	-

**Explain any significant changes during the year:**

As at 31 January 2019, the Company held an aggregate number of 2,950,143 treasury stock shares. No significant changes have occurred in the year.

**A.10. Provide a detailed description of the conditions and terms of the authority given by the Annual General Meeting to the Board of Directors to issue, buy back or dispose of treasury shares**

At the date of this report, the authorisation granted by the Annual General Meeting of 19 July 2016 to the Board of Directors to acquire the company's own shares, remains in force. The resolution passed by the aforementioned Annual General Meeting regarding item eight on the agenda is transcribed below:

*"To authorize the Board of Directors, so that it may, in accordance with the provisions of section 146 of Companies Act, proceed to the derivative acquisition of treasury stock, either directly or through any subsidiaries in which the Company is the controlling company, observing the legal limits and requirements and under the following conditions:*

*a) -- Methods of acquisition: the acquisition shall be done through purchase and sale, exchange or dación en pago (acceptance in lieu of payment).*

*b) Maximum number of treasury stock to be acquired: shares with a nominal value which, added to that of those shares, directly or indirectly in the possession of the Company, do not exceed 10% in the share capital.*

*c) Maximum and minimum prices: the minimum price of acquisition of the shares shall be their nominal value and the maximum price shall be up to 105% of their market value at the date of purchase.*

*d) Duration of the authorization: five (5) years from the date of this resolution.*

*For the purposes of the provisions of section 146.1(a) of the Companies Act, it is hereby stated that shares acquired under this authority may be used by the Company, among others purposes, to be delivered to employees or directors of the Company, either directly or as result of the option right they may hold, under employees' remuneration schemes in respect of employees of the Company or its Group.*

*This authorization supersedes the authorization approved by the Annual General Meeting held on 16 July 2013".*

**A.11 Estimated floating capital**

	%
<b>Estimated Floating Capital</b>	40.548

**A.12.State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.**

Yes

No

Description of the restrictions
-

All shares of the Company have the same voting and financial rights attached, and there are no legal or by-law restrictions on the acquisition or transfer of shares.

As regards the exercise of voting rights, the only restriction is that provided in section 83.1 of the Companies Act, according to which any shareholder who is in arrears regarding any outstanding payments may not exercise their voting right.

There are no restrictions either to distance voting, and this right can be exercised by any shareholder.

**A.13. State if the shareholders have resolved at a meeting to adopt measures to neutralise a take-over bid pursuant to the provisions of Act 6/2007.**

Yes

No

If so, please explain the measures approved and the terms under which such limitations would cease to apply.

**A.14 State if the company has issued shares that are not traded on a regulated EU market.**

Yes

No

If so, please list each type of share and the rights and obligations conferred on each.

## **B** GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders duly convened and established in accordance with all statutory requirements and those provided in the Articles of Association and its own Regulations, is the supreme and sovereign body of expression of the will of the company. Its resolutions are binding on all shareholders, including absent or dissenting ones, without prejudice to any remedies they may have at law.

In accordance with the Articles of Association and the Regulations of the General Meeting of Shareholders, the General Meeting is authorized to pass all kinds of resolutions concerning the Company and, in particular, and subject to any other powers vested by the applicable regulations, the exercise of the following powers is reserved to such body:

- (a) To resolve on the individual annual accounts of the Company and, where appropriate, on the consolidated accounts of the Company and its Group, as well as on the distribution of the income or loss.
- (b) To appoint, re-elect and remove directors, as well as, confirm or revoke such interim appointments of directors made by the Board of Directors, and to review their management.
- (c) To approve the adoption of remuneration systems consisting of the granting either of shares or stock options, as well as any other remuneration system linked to the value of the shares, for the benefit of directors.
- (d) To approve the remuneration policy for directors pursuant to statutory terms.
- (e) To conduct, as a separate item of the agenda, an advisory say-on-pay vote on the Annual Report on Remuneration of Directors.
- (f) To authorize the release of the directors from the duty of preventing conflicts of interest and of the prohibitions arising from the duty of loyalty, when the authorization to release them is attributed by statute to the General Meeting of Shareholders, as well as from the obligation not to compete with the Company.
- (g) To authorize the Board of Directors to increase the Company's share capital, or to proceed to the issue of bonds convertible into Company's shares.
- (h) To resolve the issue of bonds convertible into Company's shares or which allow bondholders to participate in the company's earnings, the increase or the reduction of the share capital, the exclusion or restriction of the pre-emptive right, the transformation, merger, split-off or winding-up of the Company, the global assignment of assets and liabilities, the approval of the final balance sheet of liquidation, the transfer of the registered office abroad, as well as any other amendment whatsoever of the Articles of Association.
- (i) To authorize the derivative acquisition of own shares.
- (j) To approve such transactions which entail a structural amendment in the Company, and namely: (i) the transformation of listed companies into holding companies, through "subsidiarisation" or the assignment to dependent entities of core activities theretofore carried out by the Company, even though the Company retains full control of such entities; (ii) the acquisition, disposal or contribution to another

company of essential assets; and, (iii) such transactions which entail an effective amendment of the corporate objects and those having an effect equivalent to the liquidation of the Company.

- (k) To appoint, re-elect and remove the financial auditors.
- (l) To appoint and remove, where appropriate, the Company's liquidators
- (m) To approve the Regulations of the General Meeting of Shareholders and any subsequent amendment thereof.
- (n) To resolve on the matters submitted to it by a resolution of the Board of Directors.
- (o) To give directions to the Board of Director or submit to the General Meeting of Shareholders' prior authorization, the passing by the Board of Directors of decisions or resolutions on certain management matters; and
- (p) To grant to the Board of Directors such powers it may deem fit to deal with unforeseen issues.

The Board of Directors must call the Annual General Meeting once a year; within the first six months of the closing of each financial year in order to, at least, review the company's management, approve, where appropriate, the accounts of the previous year and decide upon the distribution of income or loss.

Pursuant to the provisions of sections 168 and 495.2.a) of the Companies Act, the Extraordinary General Meeting shall meet when the Board of Directors so resolves or when a number of shareholders representing at least three percent in the share capital so request, expressing in the request the business to be transacted. In this latter case, the General Meeting of Shareholders shall be called to be held within the term provided in the applicable regulations and the agenda of the meeting must include the businesses that were the subject of the request.

In the resolutions to call the General Meeting of Shareholders, the Board of Directors shall require the presence of a Notary to take up the minutes of the General Meeting.

General Meetings must be convened by the Board of Directors through notice published in the Official Gazette of the Companies Register or in one of the newspapers with the largest circulation in Spain, on the Company's website ([www.inditex.com](http://www.inditex.com)) and on CNMV's website ([www.cnmv.es](http://www.cnmv.es)), at least one month in advance of the day scheduled for the meeting to be held, or within any longer period required by statute, where appropriate, on account of the scope of the resolutions submitted for deliberation. The notice must state the name of the Company, the day, time and place of the meeting, as well as the date on which, if appropriate, the General Meeting shall be held on second call. There must be at least a 24-hour period between the first and the second call. The notice shall likewise state, clearly and precisely, all the business to be transacted therein.

No later than the date of publication, or at any rate, on the business day that immediately follows, the Company shall send the notice of the meeting to CNMV, and to the Governing Organisations of the Stock Exchanges where the company's shares are listed for its insertion in the relevant Listing Bulletins. The text of the notice shall also be available on the Company's website ([www.inditex.com](http://www.inditex.com)).

Notwithstanding the above, the General Meeting shall be deemed to have been duly called and a quorum shall be deemed to be present to discuss any matter, whenever the whole share capital is present and all those attending unanimously agree to hold the meeting.

**B.1. State whether there are differences between the quorum established by the LSC for General Meetings of Shareholders and those set by the company and if so, describe them in detail:**

Yes  No

	<b>Quorum % other than that established in sec. 193 LSC for general cases</b>	<b>Quorum % other than that established in sec. 194 LSC for special cases covered therein</b>
<b>Quorum required on 1<sup>st</sup> call</b>	50% of the subscribed voting stock	-
<b>Quorum required on 2<sup>nd</sup> call</b>	-	-

**Description of differences**

Article 18.1 of the Articles of Association and section 16 of the Regulations of the General Meeting provide that a quorum will be present at the General Meeting on first call when shareholders who are present or represented by proxy represent at least fifty percent of the subscribed share capital with the right to vote. On second call, generally, a quorum will be present at the General Meeting regardless of the capital attending the 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 into Company's shares or which entitle bondholders to participate in the company's earnings, the exclusion or restriction of the pre-emptive right, the transformation of the Company, the merger for the creation of a new company or via the taking-over of the company by another entity, its spin-off in whole or in part, the global assignment of assets and liabilities, the substitution of the company's objects as well as any other amendment whatsoever of the Articles of Association, shall require, on second call, the attendance of twenty-five percent of the subscribed share capital with the right to vote.

Therefore, the only difference between said rules and the provisions of the Companies Act, both in general and for special cases, lies in the quorum required to hold the General Meeting on first call in accordance with section 193 of the Companies Act, that the Articles of Association and the Regulations of the General Meeting of the company have established as the quorum required to hold valid meetings on first call in accordance with section 194 of the Companies Act (shareholders who are present or represented by proxy possess at least fifty percent of the subscribed share capital with the right to vote). This qualified quorum may not be deemed to be a restriction on the control by the Company, since it is only applicable to first calls.

This is expressly permitted by section 193 of the Companies Act, which, having laid down that the General Meeting of Shareholders shall be validly held on first call when the shareholders present or represented by proxy possess, at least, twenty-five per cent of the subscribed voting share capital, goes on to provide that a higher quorum may be established in the Articles of Association.

**B.2. State whether there are any differences in the company's manner of passing corporate resolutions and the manner for passing them described by the LSC, and if so, explain:**

Yes No

Describe how it is different from that contained in LSC

	Qualified majority other than that established in section 201.2 LSC for cases set forth in section 194.1 LSC	Other matters requiring a qualified majority
% established by the entity for the passing of resolutions	-	-
Describe the differences		
-		

**B.3. State the rules for amending the company's Articles of Association. Namely, state the majorities required for amendment of the Articles of Association, and, any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.**

Pursuant to the provisions of sections 285 *et seq.* of the Companies Act, it is incumbent on the Annual General Meeting to resolve about any amendment of the Articles of Association.

Rules applicable to the amendments of the company's by-laws are provided in the Articles of Association and the Regulations of the General Meeting of Shareholders. Article 18 of the Articles of Association and section 16 of the Regulations of the General Meeting of Shareholders provide a special quorum in order to call the Annual General Meeting which has to address any amendment of the Articles of Association.

*"The General Meeting of Shareholders shall be validly established on first call when 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 share 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 into Company's shares or which entitle bondholders to participate in the company's earnings, the exclusion or restriction of the preemptive right, the transformation of the Company, the merger by establishment of a new company or by absorption of the Company by another entity, its spin-off in whole or in part, the global assignment of assets and liabilities, the transfer of the registered address abroad, the substitution of the company objects as well as any other amendment whatsoever of the Articles of Association, the attendance of twenty-five (25) percent of the subscribed share capital with the right to vote shall be required on second call."*

Section 6.h) of the Regulations of the General Meeting of Shareholders expressly assigns to the AGM the power to approve any amendment of the Articles of Association: *"In accordance with the provisions of the Articles of Association, the General Meeting of Shareholders is authorized to pass all kinds of resolutions concerning the Company, the following powers being namely reserved thereto, without prejudice to any other powers vested by the applicable regulations: (h) To resolve the issue of bonds convertible into Company's shares or which allow bondholders to participate in the company's*

earnings, the increase or the reduction of the share capital, the exclusion or restriction of the pre-emptive right, the transformation, merger, split-off or winding-up of the Company, the global assignment of assets and liabilities, the approval of the final balance sheet of liquidation, the transfer of the registered office abroad, as well as any other amendment whatsoever of the Articles of Association.”

**B.4. Give details of attendance at the General Meetings of Shareholders held during the year of this report and the two previous years:**

Date AGM	Attendance data				Total
	% physically present	% present by proxy	% distance voting <sup>2</sup>		
			Electronic voting	others	
19-07-2016	0.07%	85.92%	0.94% <sup>(1)</sup>		86.93%
18-07-2017	0.08%%	86.56%	0.68% <sup>(2)</sup>		87.32%
17-07-2018	0.08%	88.15%	0.002% <sup>(3)</sup>	0.013% <sup>(3)</sup>	88.245%

<sup>(1)</sup> One hundred and forty-eight shareholders cast their vote through distance communication means, by post, or electronic vote

<sup>(2)</sup> One hundred and fourteen shareholders cast their vote through distance communication means, by post, or electronic vote

<sup>(3)</sup> One hundred and nineteen shareholders cast their vote through distance communication means, by post, or electronic vote

**B.5. State whether any item on the agenda of the General Meetings of Shareholders during the year has not been approved by the shareholders for any reason.**

Yes No

Items on agenda not approved	% votes against (*)

(\*) If the non-approval of the item is for a reason other than the votes against, this will be explained in the text part and “N/A” will be placed in the “% votes against” column.

None of the items on the agenda subject to deliberation at the Annual General Meeting held on 17 July 2018 was rejected or not approved for any other reason. All items on the agenda were approved pursuant with the percentages and in the manner available on the Company’s corporate web.

**B.6 State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend the General Meeting of Shareholders, or on distance voting.**

Yes No

Number of shares required to attend the General Meeting	1
Number of shares required for distance voting	1

<sup>2</sup> Pursuant to the Regulations of the General Meeting of Shareholders of Inditex, shareholders who cast their vote through distance communication systems shall be deemed as present for the purposes of the quorum of the General Meeting of Shareholders in question

**B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Meeting of Shareholders.**

Yes No

**Explain the decisions that must be subject to the General Meeting of Shareholders, other than those established by law**

The General Meeting of Shareholders has no powers other than those established by law.

In accordance with the Articles of Association and the Regulations of the General Meeting of Shareholders, such governing body is authorized to pass all kinds of resolutions concerning the Company and, in particular, and subject to any other powers vested by the applicable regulations, the exercise of the powers listed at the beginning of section B above is reserved to such body.

**B.8. State the address and manners of access to the company's website, where one may find information on corporate governance and other information regarding the General Meetings of Shareholders which must be made available to shareholders through the company's website.**

The most relevant information on the Company's corporate governance (Articles of Association, Regulations of the General Meeting of Shareholders, Board of Directors' Regulations, Audit and Control Committee's Regulations, Nomination Committee's Regulations, Remuneration Committee's Regulations, Internal Regulations of Conduct, the composition of the Board of Directors and its Committees, the Annual Corporate Governance Report, and the Annual Report on Remuneration of Directors) is available at the "Investors", "Corporate Governance" section of the corporate website ([http://www.inditex.com/en/investors/corporate\\_governance](http://www.inditex.com/en/investors/corporate_governance)).

The information on the Annual General Meeting is included in the "General Meeting of Shareholders" section. Contemporaneously to the notice calling the AGM, a direct access to the information on the AGM called is provided on the corporate website's homepage.

With regard to the Annual General Meeting held on 17 July 2018 (<https://www.inditex.com/en/investors/corporate-governance/annual-general-meeting>), this section includes: (i) the presentation shown in the course of the Annual General Meeting; (ii) the link to the Electronic Forum of Shareholders; (iii) the link to the electronic voting and voting by proxy platform; (iv) the link to the live broadcast of the Annual Meeting of Shareholders; (v) the agenda; (vi) the notice calling the AGM; (vii) the full text of the proposed resolutions in respect of the items on the agenda; (viii) the annual accounts, the management report and the audit report, of the Inditex Group; (ix) the annual accounts, the management report and the audit report, of Industria de Diseño Textil, S.A. (Inditex, S.A.); (x) the statement of liability of the directors about the contents of the annual Accounts; (xi) the report of the Nomination Committee on the review of the requirements of the Board of Directors prior to the selection of board members and on the motion to re-elect a proprietary

director, included on the agenda as item no. 4; (xii) the motion to re-elect a non-executive independent director included in item 4a) on the agenda; (xiii) the motion to appoint a non-executive independent director included in item 4b) on the Agenda; (xiv) the reports of the Board of Directors in support of the re-election and appointment, respectively, assessing the qualification, experience and merits of the directors whose re-election and appointment is proposed as per item 4 on the agenda; (xv) the report of the Remuneration Committee on the Remuneration Policy for Directors for financial years 2019, 2020 and 2021; (xvi) the Remuneration Policy for Directors for financial years 2019, 2020 and 2021; (xvii) the 2017 Annual Corporate Governance Report; (xviii) the Annual Report on Remuneration of Directors for FY2017; (xix); the proxy and distance voting card; (xx) the implementation of the internal regulations on the exercise of the vote by proxy and distance voting right; (xxi) the total number of shares and voting rights at the date of calling; (xxii) the document with the FAQ of shareholders about the Annual General Meeting; (xxiii) the 2017 Annual Activities Report and Report on the proceedings of the Audit and Control Committee; (xxiv) the 2017 Annual Activities Report and Report on the proceedings of the Nomination Committee; (xxv) the 2017 Annual Activities Report and Report on the proceedings of the Remuneration Committee; (xxvi) the Report of the Audit and Control Committee on the independence of the auditors; (xxvii) the report of the Audit and Control Committee on related-party transactions; (xxviii) the resolutions passed, and; (xxix) the information on votes cast and the outcome of the voting.

Pursuant to the provisions of recommendation 9 of CBG, the Company's requirements and procedures for establishing share ownership, the right to attend general meetings and the exercise or voting rights or the vote by proxy, are addressed in the notice calling the AGM, developed in the internal regulations, and permanently available on the corporate website ([www.inditex.com](http://www.inditex.com)).

Other information of interest, such as the Code of Conduct and Responsible Practices and the Code of Conduct for Manufacturers and Suppliers can be found under the "How we do business" tab, "Our Commitment to people/Our employees" and "Our suppliers" sections (<https://www.inditex.com/our-commitment-to-people/our-employees>), ([https:// www.inditex.com/en/our-commitment-to-people/our-suppliers](https://www.inditex.com/en/our-commitment-to-people/our-suppliers)). Additionally, the Policy on Communication and Contact with Shareholders, Institutional Investors and Proxy Advisors is available under the "Investors" tab, "Investors and Shareholders" section (<http://www.inditex.com/en/Investors/contact>).

## **C ADMINISTRATIVE STRUCTURE OF THE COMPANY**

### **C.1 Board of Directors**

Except for such issues whose transaction is reserved to the General Meeting of Shareholders, the Board of Directors is the highest decision-making, supervisory and monitoring body of the Company, as it is entrusted with its administration, management and representation, delegating as a general rule the management of the day-to-day business of Inditex to the executive bodies and the management team and focusing on the general supervisory function, which includes guiding Inditex's policy, monitoring the management bodies, assessing the management by the senior executives, making the most relevant decisions for the Company and liaising with the shareholders.

It is also incumbent on the Board of Directors to ensure that the Company enforces its social and ethical duties, and its duty to act in good faith with regard to its relationship with its employees and with third parties, as well as to ensure that no individuals or small groups of individuals have a decision power within the company which has not been subject to counterweights and controls, and that no shareholder receives a more privileged treatment than the others.

The Board of Directors carries out its duties in accordance with the corporate interest, it being understood as the viability and maximization of the company's value in the long term in the interest of all the shareholders, which shall not prevent taking into account the rest of lawful interests, either public or private, that concur in the development of every business activities, and especially those of the other "stakeholders" of the Company (employees, customers, suppliers and civil society at large), determining and reviewing its business and financial strategies pursuant to said criterion, trying to achieve a reasonable balance between the proposals chosen and the risks taken.

**C.1.1. Maximum and minimum number of directors established in the Articles of Association and the number set by the General Meeting:**

<b>Maximum number of directors</b>	12
<b>Minimum number of directors</b>	5
<b>Number of directors set by the general meeting</b>	9

**C.1.2. Please complete the following table on directors:**

Name of director	Natural person Representative	Director category	Office on the Board	Date first appointed to the Board	Last re-election date	Method of selection to Board	Date of birth
Mr Pablo Isla Álvarez de Tejera		Executive	Executive Chairman	9-06-2005	14-07-2015	AGM	22/01/1964
Mr Amancio Ortega Gaona		Proprietary	Ordinary member	12-06-1985	14-07-2015	AGM	28/03/1936
Mr José Arnau Sierra		Proprietary	Deputy Chairman	12-06-2012	18-07-2017	AGM	16/09/1956
PONTEGADEA INVERSIONES, S.L.	Flora Pérez Marcote	Proprietary	Ordinary member	09-12-2015	19-07-2016	Board of Directors;	14/10/1954
Bns. Denise Patricia Kingsmill		Independent	Ordinary member	19-07-2016	19-07-2016	AGM	24/04/1947
Ms Pilar López Álvarez		Independent	Ordinary member	17-07-2018	17-07-2018	AGM	13/06/1970
Mr José Luis Durán Schulz		Independent	Ordinary member	14-07-2015	14-07-2015	AGM	08/11/1964
Mr Rodrigo Echenique Gordillo		Independent	Lead Independent Director	15-07-2014	17-07-2018	AGM	17/11/1946
Mr Emilio Saracho Rodríguez de Torres		Independent	Ordinary member	13-07-2010	14-07-2015	AGM	17/08/1955

<b>Total number of Directors</b>	9
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State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

Name of director	Director type at time of leaving	Last re-election date	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
Mr Carlos Espinosa de los Monteros Bernaldo de Quirós	Affiliate	15-07-2014	17-07-2018	Executive Committee, Audit and Control Committee, Nomination Committee, Remuneration Committee	No

Reason for leaving and other remarks
Mr Carlos Espinosa de los Monteros Bernaldo de Quirós stepped down from the Board of Directors and consequently, from the Executive Committee, the Audit and Control Committee, the Nomination Committee and the Remuneration Committee, upon expiry of the 4-year term for which he had been re-elected at the Annual General Meeting held on 15 July 2014.

C.1.3. Complete the following tables regarding the members of the board and their categories:

#### EXECUTIVE DIRECTORS

Name or company name of the director	Post in organizational chart of the company	Profile
Mr Pablo Isla Álvarez de Tejera	Executive Chairman	(1)

<b>Total number of executive directors</b>	1
<b>Total % of Board members</b>	11.11%

#### NON-EXECUTIVE PROPRIETARY DIRECTORS

Name or company name of director	Name or company name of the significant shareholder represented or that has proposed their appointment	Profile
PONTEGADEA INVERSIONES, S.L.	Mr Amancio Ortega Gaona	(2)
Mr Amancio Ortega Gaona	Mr Amancio Ortega Gaona	(2)

Mr José Arnau Sierra	Mr Amancio Ortega Gaona	(2)
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<b>Total number of proprietary directors</b>	3
<b>% of the Board</b>	33.33%

### **NON-EXECUTIVE INDEPENDENT DIRECTORS**

<b>Name of director</b>	<b>Profile</b>
Mr José Luis Durán Schulz	(3)
Mr Rodrigo Echenique Gordillo	(3)
Bns. Denise Patricia Kingsmill	(3)
Ms Pilar López Álvarez	(3)
Mr Emilio Saracho Rodríguez de Torres	(3)

<b>Total number of independent directors</b>	5
<b>% of total Board</b>	55.55%

A brief description of the profile of:

- (1) Executive directors
- (2) Non-executive proprietary directors
- (3) Non-executive independent directors

is given below:

#### (1) EXECUTIVE DIRECTORS

##### Mr Pablo Isla Álvarez de Tejera

Chairman and CEO of Inditex since 2011. He previously served as Deputy Chairman and CEO since 2005.

He is a graduate in Law from the Complutense University of Madrid (1987) and became Spanish State Attorney (Abogado del Estado) in the 1988 year, ranked #1 of its class. From 1992 to 1996 he was Group General Counsel of Banco Popular. He went on to be appointed General Director of State Assets at the Ministry of Economy and Finances. From July 2000 to 2005 he was Chairman of Altadis Group. He currently is a member of the Board of Directors of Nestlé.

He was re-elected to the Board of Directors of Inditex by the AGM held on 13 July 2010 and 14 July 2015.

#### (2) PROPRIETARY DIRECTORS

##### Mr Amancio Ortega Gaona

Founder of Inditex. He began his textile manufacturing operations in 1963. In 1972 he founded Confecciones Goa, S.A., the first garment-making factory of Inditex and three years later he founded Zara España, S.A. the first retailing company of the Group. He was the Chairman of Inditex from the date of

incorporation in 1985 to 2011. He was re-elected to the Board of Directors by the AGM held on 30 June 1990, 31 July 1995, 20 July 2000, 15 July 2005, 13 July 2010 and 14 July 2015.

#### Pontegadea Inversiones, S.L.

This company is represented in the Board of Directors of Inditex by Ms. Flora Pérez Marcote. It holds 1,558,637,990 shares in the Company, which represents 50.01% of the share capital.

Ms. Flora Pérez Marcote is the Legal representative of Pontegadea Inversiones S.L. She has spent her entire professional career within the Inditex Group, where she held different positions in areas related to design and purchase of products. In addition, she has a broad experience as company director since 1992. She has been a member of the Board of Directors of Inditex since 2005 as representative of Pontegadea Inversiones, S.L., where she holds the position of Deputy Chair. Additionally, she has been Deputy Chair of the Board of Trustees of Fundación Amancio Ortega Gaona since October 2005 and a member of such Board since March 2003.

She was appointed to the Board of Directors on 9 December 2015 and ratified on 19 July 2016.

#### Mr José Arnau Sierra

A Law graduate from the University of Santiago de Compostela and State Tax Inspector on leave. He has been Deputy Chair of Grupo Pontegadea and its chief executive since its incorporation in 2001 and Deputy Chair of Fundación Amancio Ortega. Before joining Inditex in 1993 as head of the Tax Department, he held different positions in the Tax Administration.

He was appointed to the Board of Directors in June 2012, ratified by the AGM held on 17 July 2012 and re-elected at the AGM held on 18 July 2017.

### (3) NON-EXECUTIVE INDEPENDENT DIRECTORS

#### Mr José Luis Durán Schulz

He has been an independent director since July 2015. He holds a degree in Economics and Management from ICADE (*Instituto Católico de Administración y Dirección de Empresas*). From 1987 through 1990, he was an auditor at Arthur Andersen. In 1991, he joined Carrefour Group, where he held the following positions: Head of Management Control (Spain, Europe and Latin America) (1991-1997); Chief Financial Officer for Spain (1997-2001); Group Chief Financial Officer (2001-2005) and Group Chief Executive Officer (2005-2008). In July 2009, he joined Maus Frères International Group, based in Switzerland, where he held the following positions, until January 2015: Chief Executive Officer of Lacoste, Executive Chairman of Gant and Board member of Aigle, S.A. Until 4 October 2015, he was member of the Governance, Remuneration and Nomination Committee at Unibail-Rodamco, and member of the Board of Directors of such company. Until 30 June 2017, he was an independent director and member of the Audit Committee of Orange. At present, he is the CEO of Value Retail Management.

#### Mr Rodrigo Echenique Gordillo

He has been an independent director since July 2014. He is a graduate in Law from Complutense University of Madrid and Abogado del Estado [*State lawyer*] currently on leave. From 1973 through 1976 he held several positions in the State Administration. From 1976 through 1983 he was Head of Legal Services and subsequently Deputy General Manager at Banco Exterior de España. From 1984 to 1994 he held different positions at Banco Santander, where he became a member of the Board of Directors in October 1988, being appointed at the same time Chief Executive Officer and member of the Executive Committee where he served until September 1994. From October 1994 through January 1999, he was a member of the Board of Directors, the Executive Committee and all Board Committees of Banco Santander, chairing the Audit and Control Committee, and was Deputy Chairman of Banco Santander de Negocios and Santander Investment. He serves on the Board of Directors, the Executive Committee and the Executive Committee of Risks since January 1999. He has been Deputy Chairman of Banco Banif, S.A., Chairman of Allfunds Bank, and Chairman of SPREA. He has been a member of the Board of Directors of Banco Santander International and Santander Investment. He has been Ordinary Member of the Board of Directors of different industrial and financial companies such as Ebro Azúcares y Alcoholes, S.A., Industrias Agrícolas, S.A., SABA, S.A. and Lar, S.A. From July 2001 through February 2008, he chaired the Social Advisory Board of University Carlos III of Madrid. Additionally, he was first member and then Chairman of the Advisory Board of Accenture, S.A., Lucent Technologies, and Quercus y Agrolimen, S.A. He has been the Chairman of Vallehermoso, S.A., Vocento, S.A., NH Hotels Group, and Metrovacesa, S.A.

At present, he is Executive Deputy Chairman of Banco Santander, member of the Executive Committee and Chairman of Santander España.

Likewise, he is the Chairman of Fundación Banco Santander, Deputy Chairman of the Chamber of Commerce of Spain. Member of the Board of Trustees of Fundación Consejo España-EE.UU, of the Board of Trustees of Teatro Real, of the Board of Trustees of Escuela Superior de Música Reina Sofía, of Fundación Empresa y Crecimiento and of Fundación ProCNIC and CNIC.

#### Bns. Denise Patricia Kingsmill

Baroness Kingsmill has been an independent director of Inditex S.A. since July 2016. In 2000 she was awarded a CBE for services to Employment Law and Competition. In June 2006 she was appointed to the House of Lords as a Labour Peer. She is a Member of the Select Committee on Economic Affairs.

After a 20 year legal career she became deputy chair of the Competition Commission between 1996 and 2004. She has 5 honorary Doctorates from universities in the United Kingdom.

Baroness Kingsmill has been a Chair/member of the Remuneration committees of many international companies. As a lawyer she has advised in relation to remuneration schemes. In 2001 she was invited by the Government to head a task force looking at women's employment and remuneration in the UK.

In 2003 she was appointed Chairman of the Department of Trade and Industry's Accounting for People task force. She headed a second Government enquiry ("Accounting for People") into how companies should evaluate and measure the contribution of their work forces and specifically as to how they

should communicate their progress in this area of “Human Capital Management” to all their stakeholders ([www.accountingforpeople.gov.uk](http://www.accountingforpeople.gov.uk)). In 2013 she was the co-chair of the Design Commission report into Design and Public Services (“Re-starting Britain”).

Until May 2018, Baroness Kingsmill was the Chair of Monzo Bank and a Member of the Supervisory Board of E. ON SE. She is currently a member of the Advisory Board for the Global Sustainability Forum, the International Advisory Board of IESE Business School and is the founding chair of Aspen Initiative UK.

Baroness Kingsmill has been an adviser to a number of international companies and has been a non-executive director of various British, European and American boards, including International Consolidated Airlines Group, S.A. and Telecom Italia.

A diverse and varied career spanning fashion and design, the law and regulation, as well as politics and people have given Baroness Kingsmill a unique perspective on the contemporary boardroom.

#### Ms Pilar López Álvarez

She has been an independent director since July 2018. She has a Bachelor of Science in Business Administration and a Major in Finance from ICADE.

She has worked in a variety of roles at J.P. Morgan in Madrid, London and New York (1993-1999). She joined Telefónica in 1999, where she held the following positions: Head of Management Planning and Control (1999-2001), Financial Controller in Telefónica Móviles (2001-2006), Strategy Director in Telefónica de España (2006-2007), Chief Financial Officer of O2 Plc., based in the UK (2007-2011) and for Telefónica Europa based in Madrid (2011-2014), and Head of the Operational Simplification Program of Grupo Telefónica (2014-2015). She is a member of the Board of Trustees of Fundación ONCE, and of Fundación Junior Achievement, and a member of the Board of Directors of Asociación para el Progreso de la Dirección (APD).

She has served as Supervisory Board member of Telefónica Czech Republic AS (2007-2014), and as Vice Chairman of the Supervisory Board of Telefónica Deutschland Holding AG (2012-2015), as well as member of the Board of Tuenti Technologies and non-executive director of Ferguson Plc (2013-2018).

At present, she is Country Manager of Microsoft Ibérica S.R.L.

#### Mr Emilio Saracho Rodríguez de Torres

He has been an independent director since June 2010. A Graduate in Economics from the Complutense University of Madrid, he has an MBA from the University of California in Los Angeles (UCLA), awarded in 1980. He was also a Fulbright scholar. Mr Saracho began his career in 1980 in Chase Manhattan Bank, where he was responsible for operations in different sectors such as Oil and Gas, Telecommunications and Capital goods. In 1985, he took part in the launching and implementation of *Banco Santander de Negocios*, where he led the Investment Banking division. In 1989, he was appointed head of the Division of Large Companies of *Grupo Santander* and Deputy General Director. He has been a director of FISEAT, *Santander de Pensiones* and *Santander de Leasing*. In 1990, he worked for Goldman Sachs in London as co-head of Spanish and Portuguese operations. In 1995, he returned to

Santander Investment as General Director in charge for the Investment Banking area worldwide. From 1996 to 1998, he was responsible for the Banking operations in Asia. Mr Saracho joined J.P. Morgan in 1998 as Chairman for Spain and Portugal and head of business for the Iberian Peninsula and member of the European Management Committee. From early 2006 through 1 January 2008, he was Chief Executive Officer of J.P. Morgan Private Bank for Europe, the Middle East and Africa, based in London. He also sat on the Operating Committee and on the European Management Committee, while chairing at the same time J.P. Morgan in Spain and Portugal. He was in charge of Investment Banking operations of J.P. Morgan for Europe, the Middle East and Africa, and sat on the Executive Committee of the Investment Bank and on the Executive Committee of JPMorgan Chase. From December 2012 through April 2015, he was Deputy CEO for EMEA. From 2015 to the end of 2016, he was Vice Chairman of JPMorgan Chase & Co and from February to June 2017, he chaired the Board of Directors of Banco Popular. At present, he holds the office of director on the Board of International Consolidated Airlines Group, S.A. (IAG) and is Senior Advisor of Altamar Capital Partners.

**State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his/her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.**

Except as explained below, no independent director receives any amount or benefit other than the compensation as a director, nor has or has had any business relationship with the company or any company in the group, either in his/her own name or as significant shareholder, director or senior executive of an entity that maintains or has maintained any such relationship.

**Where applicable, include a reasoned statement by the board explaining why it believes that the director in question can perform his/her duties as an independent director.**

Name or company name of director	Description of the relationship	Statement of the Board

<ul style="list-style-type: none"> <li>- Ms. Pilar López Álvarez</li> <li>- Mr Emilio Saracho Rodríguez de Torres</li> <li>- Mr Rodrigo Echenique Gordillo</li> </ul>	<p>Inditex has been engaged for years in a business relationship with Microsoft, International Consolidated Airlines Group and Banco Santander in the ordinary course of business.</p>	<p>Pursuant to section 229 LSC and section 34(b) of the Board of Directors' Regulations, the Board of Directors has considered that none of the business relationships with any of the companies referred affects the independence of its directors, as none of them takes part in the negotiation and execution of the relevant agreements, and none of such relationships can be deemed to be a significant or relevant business relationship, pursuant to section 529<i>duodecis</i>(4)(e)LSC.</p>
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**AFFILIATE DIRECTORS**

**Affiliate directors will be identified and the reasons why they will not be considered proprietary or independent will be listed, as well as their ties, whether with the company, its officers or its shareholders:**

Name of director	Reason	Company, director or shareholder to whom the director is related	Profile
-	-	-	-

<b>Total number of affiliate directors</b>	
<b>% of the Board</b>	

**State any changes in status that has occurred during the period for each director:**

No changes in status have occurred during the period in the category of any director.

**C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:**

	Number of female directors				% of total director of each type			
	FY18	FY17	FY16	FY15	FY18	FY17	FY16	FY15
<b>Executive</b>	0	0	0	0	0	0	0	0
<b>Proprietary</b>	1	1	1	1	11.11 %	11.11 %	11.11%	11,11 %
<b>Independent</b>	2	1	1	1	22.22%%	11.11%	11.11%	11.11 %
<b>Affiliate</b>	0	0	0	0	0	0	0	0
<b>Total:</b>	3	2	2	2	33.33%	22.22 %	22.22 %	22.22 %

**C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability**

**and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity**

Yes

No

Partial policies

**Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors. In the event that the company does not apply a diversity policy, explain the reasons why**

<b>Description of policies, objectives, measures and how they have been implemented, including results achieved</b>
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Inditex's "Director Selection Policy" was approved by the Board of Directors in the meeting held on 9 December 2015, following a favourable report of the Nomination Committee. Such Policy provides guidelines to guide the Board and the Nomination Committee's proceedings in the field of director selection and thus (i) ensure that processes for the selection of prospective directors and the motions to appoint, re-elect or ratify directors are based upon a prior analysis of the needs of the Board of Directors; and (ii) a diversity of knowledge, skills, experience and gender within the board is favoured. Additionally, mention is made of the fact that the goal defined in the Policy, i.e., ensuring that by 2020 female directors would represent at least 30% of the total number of members of the Board of Directors, has been achieved two years ahead of schedule.

Inditex's Diversity and Inclusion Policy, approved by the Board of Directors on 12 December 2017 following a favourable report of the Audit and Control Committee, seeks to fully endorse the regulatory requirements, recommendations and best practices in the area of diversity, and to mark Inditex's commitment to diversity and multiculturalism in the working environment, in all positions and levels within the company, including within the Board of Directors, and its firm zero tolerance policy against any kind of discrimination. The principles and action lines of the Diversity and Inclusion Policy govern all the proceedings in the area of human resources, such as recruitment and selection, compensation and benefits, promotions, transfers, skills enhancement, professional development and training, demotions, terminations and other, disciplinary actions.

Meanwhile, pursuant to the Code of Conduct and Responsible Practices of the Inditex Group, no one who is employed at Inditex shall be discriminated against because of their gender, and all employees shall be bound to interact with other employees, pursuant to criteria of respect, dignity and justice, taking into account the different cultural background of each individual, without allowing any manner of violence, harassment or abuse in the work place, or any manner of discrimination on account of race, religion, age, nationality, gender or any other personal or social condition beyond qualifications and capacity.

Throughout FY18, the process for the re-election and appointment of Mr Echenique and Ms López, respectively, was based on the prior analysis of the

needs of the Company and the Board of Directors itself, the findings of which were covered in the relevant explanatory report issued by the Nomination Committee. In its review, such Committee took into account the commitments made by the Company under the Director Selection Policy regarding: (i) diversity of knowledge, skills, experience and gender within the Board of Directors; and, namely, (ii) the achievement of the representation goal for the least represented gender on the Board of Directors.

All in all, in line with the criterion of having trustworthy independent professionals of reputation sitting on the Board of Directors, the re-election and appointment of the two directors above referred, has contributed to reinforcing the balanced composition of the Board of Directors, and namely:

- (i) the majority presence of non-executive independent directors on the supreme governing body of the Company and its committees;
- (ii) a more balanced distribution of male and female directors, the 30% representation goal for the least represented gender having been achieved.
- (iii) the knowledge of the Board of Directors in the technology and digital sector, at a time when the Company's digitalisation process is increasing,
- (iv) the experience in management and strategy of companies of different industries and geographic markets, thus improving the management of the Group and of risks arising from its international dimension.

**C.1.6 Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women.**

<b>Explanation of means</b>
<p>Pursuant to the provisions of section 529 <i>bis</i> 2 of the Companies Act, the Board of Directors shall ensure that gender, experiences and knowledge diversity is encouraged in recruitment processes of directors, which should not suffer from any implicit bias that may entail any discrimination and particularly, that selection of female directors is fostered.</p> <p>Pursuant to the provisions of section 16.2. (b) of the Board of Directors' Regulations, and section 5 (b) of the Nomination Committee's Regulations, this Committee shall ensure that, when filling up any new vacancies and when appointing new directors, the selection process does conform to the prohibition of any manner of discrimination.</p> <p>According to section 6(a) of the Nomination Committee's Regulations, it is incumbent on such Committee "to issue a report on the directors' selection policy approved by the Board of Directors and verify on an annual basis compliance thereof". Considering the foregoing, in the meeting held on 2 December 2015, the Nomination Committee reviewed and gave a favourable report to the "Director Selection Policy" which was approved by the Board of Directors.</p> <p>According to such Policy, the Nomination Committee must set a representation goal for the least represented gender on the Board of Directors and provide guidelines on how to achieve such goal. Likewise, the</p>

Committee must also ensure that upon filling out vacancies or appointing new directors, selection processes ensure the absence of any manner of discrimination. Accordingly, the Nomination Committee set in the above referred meeting dated 2 December 2015 the goal of endeavouring that by 2020 the number of female directors on the Board would represent at least 30% of the total board membership.

**C.1.7 Explain the conclusions of the Nomination Committee regarding verification of compliance with the director selection policy; in particular, as it relates to the goal of ensuring that the number of female directors represents at least 30% of the total membership of the Board of Directors by the year 2020.**

The re-election of Mr Rodrigo Echenique Goardillo to the Board of Directors as non-executive independent director and the appointment of Ms Pilar López Álvarez as non-executive independent director were approved by the Annual General Meeting held on 17 July 2018.

The re-election and appointment of the two directors above mentioned was based upon the prior analysis of the needs of the Company and of the Board of Directors itself, as provided in the relevant explanatory reports issued by the Nomination Committee on 11 June 2018, in accordance with recommendation 14 CBG.

Mention should be made of the fact that upon reviewing the needs of the board, the Nomination Committee also considered:

- The commitments undertaken by the Company pursuant to Inditex's Director Selection Policy regarding: (i) diversity of knowledge, skills, experience and gender within the Board of Directors; and (ii) the achievement of the representation goal for the least represented gender on the Board of Directors, as provided in Recommendation 14 CBG.
- The findings of the annual evaluation of the performance of the Board in FY 17, carried out in December 2017 whereby the following measures were highly valued and consequently proposed: (i) the addition of other directors with experience in the digital sector; and, (ii) an increasing presence of female directors.

Considering the foregoing, the Nomination Committee took into account that in order for the Board of Directors to duly perform its duties, its members shall, as a whole, have recognized knowledge, skills, expertise and merits: (i) regarding the Company, the Group and the retail sector; (ii) of economy, finances, accounting, audit and risk management matters; (iii) of regulatory compliance and corporate governance matters; (iv) of the digital and IT sector, aimed at achieving one of the strategic goals marked as a priority by the Company, that is to become a digital business, (v) of different geographic markets; and (iv) in management, leadership and business strategy, as well as the required availability to discharge the office.

The Nomination Committee simultaneously reviewed the above described requirements and the composition of the Board at the time, and deemed it appropriate that motions on appointment of new directors would seek to increase the presence of independent members on the Board of Directors so that they would represent in excess of 50% of all members, in line with recommendations 15 and 17 CBG.

Motions on the re-election and appointment of Mr Echenique and Ms López respectively as independent directors were accompanied with the relevant explanatory reports issued by the Board of Directors considering their qualifications, experience and merits. As regards Mr Echenique, such report included the evaluation of his performance as director and the dedication to office during his tenure, as well as the observance of the company's corporate governance regulations.

Both reports, and the explanatory report on the needs of the Board of Directors were posted on the corporate website at the time the Annual General Meeting was called.

Considering the foregoing, the motions to re-elect and appoint directors that the Board tabled to the Annual General Meeting were found to be consistent with the review of board needs. On the one hand, as explained in section C.1.5 above, with the appointment of the new director, the goal of having 30% female directors sitting on the Board of Directors, provided in the Director Selection Policy and in Recommendation 14 CBG, is reached before the scheduled date (2020).

On the other hand, as a result of the removal of Mr Espinosa de los Monteros, former affiliate director, the re-election of Mr Rodrigo Echenique and the appointment of Ms Pilar López, respectively, as non-executive independent directors, a large majority of non-executive directors continue sitting on the Board, and the presence of independent ones is reinforced. In addition, the average seniority of independent directors is reduced from 4.25 to 3.5 years

All of the foregoing took place in accordance with the provisions and yardsticks of Inditex's Director Selection Policy, as the Audit and Control Committee has established upon conducting the periodic evaluation of the Company's corporate governance system, which scope included the verification of compliance with such Policy. The findings of such evaluation are included in a report issued on 10 December 2018. All of which was duly reported to the Board of Directors, in the meeting held on 11 December 2018.

**C.1.8.If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than 3% equity interest:**

No proprietary directors have been appointed at the request of shareholders with less than 3% equity interest.

Name of shareholder	Reasons
-	-

**State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If so, please explain why the aforementioned requests were not met:**

Yes

No

Name of shareholder	Explanation
-	-

**C.1.9 State the powers and authorities delegated by the board of directors, as the case may be, to directors or Board committees:**

Mr Pablo Isla Álvarez de Tejera	
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Mr Pablo Isla Álvarez de Tejera, Executive Chairman, has been delegated each and every one of the powers contained in the list included further below, and these must be exercised in the following manner and conditions: all of them individually, without distinction, with the exception of those included in sections four to six (both inclusive) and which entail disposal of funds in excess of a given amount; in such case the Executive Chairman must act jointly with another person who, by virtue of any legal title, is also empowered with the power in question.

At any rate, the prior resolution of the Board of Directors or, where delegated, of the Executive Committee, shall be required in the event of transactions, proceedings or agreements which (i) entail the acquisition, disposal or encumbrance of real property of the company, or of any manner of industrial or intellectual property rights of the company, or of shares or interests held by the Company, above a given amount; or which (ii) regardless of their nature, entail the assumption of payment commitments in excess of a given amount. Certain types of financial or treasury transactions, proceedings or agreements are excepted from the requirement of a resolution of the Board, as the joint action referred to above will suffice.

At any rate, the requirement of joint action and/or of a prior resolution of the Board of Directors shall not apply when it involves transactions, proceedings or agreements which are, regardless of the amount involved, carried out or awarded between companies belonging to the INDITEX Group, understanding as such those companies, whether Spanish or foreign, in which INDITEX holds, whether directly or indirectly through other investee companies, at least 50% in their share capital, in which case the Executive Chairman may act individually, for and on behalf of the company, regardless of the amount involved in the matter in question.

List of powers:

1.- To appear and represent the company vis-à-vis all manner of authorities, institutions, agencies, departments and offices of the General State Administration, Central or Peripheral Government, Autonomous Communities, Provinces, Municipalities, of the Institutional, Corporate or Independent Administration, whether Spanish authorities or authorities from a foreign State, or of the European Union, including vis-à-vis any manner of Public Registries and, in general, before any entity or public or private person, whether domestic or foreign. To sign and lodge all manner of applications and petitions; and, in general, to exercise such powers as may be required for the management and defence of the rights of the company.

2.- To sign, send, receive and collect from the postal and telegraph authorities or offices ordinary or registered postal or telegraph correspondence, declared value items and postal and telegraphic money orders. To file any relevant claims before said authorities or offices and, where appropriate, collect the related indemnity payments.

3.- To verify consignments of all kinds of merchandise and goods by land, sea or air, and to receive those addressed to the Company. To file the relevant

claims against railroad, shipping companies or airlines, or against carriers in general for breakdowns, delays, losses or any other breach of the transportation agreement, and to collect the indemnity agreed with the same or set by the courts. To sign agreements and arrangements of all types with carriers, travel agencies, hotels, restaurants and other persons or entities who take part in the transport of individuals or in the sphere of the hotel and catering industry.

4.- To claim and collect amounts owing to the Company for whatever reasons and to sign the appropriate receipts. To make payment. To render and require the rendering of accounts and to challenge or approve said accounts. To provide, cancel and recover all manner of bonds and deposits, including those at/of the General Savings Deposit and its branches.

5.- To execute all manner of acts and contracts for valuable consideration relating to property of all kinds, whether movable and real property, rights, securities, shareholdings, shares, interests, at such prices, for such considerations, under such terms, for such periods and under such provisions, terms and conditions as are deemed appropriate.

Specifically, without limitation:

- To acquire, assign, grant and dispose of or transfer for whatever title for valuable consideration, including that of a court-ordered sale in lieu of payment, all manner of property, whether movable or real property, rights, trademarks and other distinctive signs and industrial property on intellectual property rights, securities, shareholdings, shares and interests; take out all manner of compulsory and voluntary insurance; to hire the execution of works, services and supplies of all kinds; to lease as a lessor or lessee, grant or be the recipient of financial leases, sublease as a sub lessor or sub lessee; to create, amend, acknowledge and extinguish real property rights; including chattel mortgages and mortgages, pledges with or without transfer of possession and any other encumbrance on any manner of property and rights owned by the Company; to carry out groupings of, additions of, divisions of and severances of title to properties, make declarations of new construction work and divisions of real property under the condominium ownership system, establishing the bylaws which shall govern the same, and, generally, to execute any disposals; and to conduct and take part in measurements, surveys and boundary marking, approving the same and executing any certificates that may be issued. Regarding all the above acts and contracts, attorneys in fact may act with the broadest powers in the execution and performance thereof, requiring, where appropriate, whatever is necessary for such purpose, as well as to amend, substitute, cancel, terminate or discharge the same.

- To execute any manner of bank and financial agreements in general, even though they would entail indebtedness of the Principal; do such acts and things as are allowed by bank laws and practice; to act as a plaintiff or defendant in connection with all types of securities and commercial papers.

As an exception to the foregoing, in the exercise of the authority conferred, securities and guarantees may only be granted to other companies belonging to the "INDITEX" Group, and as a result, securities, guarantees, surety insurance or any other security may only be granted to them.

6.- To grant all manner of acts and contracts relating to IT, management, security and communication products, plant and systems, as well as those referring to intellectual property arising out of or related with the same and, in

general, any others referring to all manner of movables. Specifically, to acquire, assign, grant, encumber and dispose of or transfer for whatever title, including that of a court-ordered sale in lieu of payment, the aforementioned goods; to lease them as lessee or lessor, to grant or be the recipient of financial leases in respect thereof, or to sublease them as sub lessor or sub lessee; to create, amend, acknowledge and extinguish or cancel real property rights and securities on the movables belonging to the Company. Regarding all the above acts and contracts, the attorneys in fact may act with the broadest powers in the execution and performance thereof, requiring, where appropriate, whatever is necessary for such purpose, as well as to amend, substitute, cancel, terminate or discharge them.

7.- To enter into all manner of agreements for business collaboration, such as franchise contracts, joint-venture contracts, accounts in participation, commercial distribution agreements, licence and agency contracts as well as supply agreements and option to purchase agreements associated to the contracts for business collaboration and, in general, in any such agreement that the national and international expansion of the company might require.

8.- To represent the Company in meetings or Annual or Extraordinary General Meetings of any manner of companies and economic interest groupings, *uniones temporales de empresas* [temporary business partnership] and any other entities, taking the floor therein and casting their vote in the way that they deem appropriate, regardless of the business being transacted, including, without limitation, the following business: incorporation, alteration, merger or split-off, assignment of assets and liabilities, winding-up and liquidation of all kinds of entities and companies, amendment of by-laws and internal regulations, capital increases or reductions, approval of accounts, granting and revocation of powers of attorney, appointment and removal of officers or acceptance of offices to which the principal has been appointed in any company, proceeding to the relevant statements of disqualification or incompatibility required to accept such appointment and appointing the natural persons who will act on their behalf in the discharge of such office, with all powers inherent therein, replacing the representatives natural persons already appointed, even where the appointment or replacement falls on the attorneys in fact themselves, and generally, exercising on behalf of the Company any rights that it may be entitled to, in its capacity as shareholder. To appear in and grant any deed of incorporation, amendment, merger, split off, assignment of assets and liabilities, winding-up or liquidation of any manner of companies, economic interest groupings, temporary business partnership of companies and any other entities. And for all purposes above, to subscribe such documents, whether public or private, which may be necessary and generally, to do such acts and things which may be required for the full effectiveness and publicity thereof further to their registration with public registries.

9.- To attend in the name and on behalf of the company, meetings, general meetings and assemblies of condominiums or co-owners, taking the floor therein and casting their vote in the way that they deem appropriate, whatever the matter that is being debated and on which resolutions are passed, to accept positions and appointments and, in general, to exercise in the name of the company any rights that it may be entitled to in Condominium Owner Communities, as well as in the meeting they these may hold in compliance with the current Condominium Property Law and other applicable legislation

10.- To appear in deeds of incorporation, alteration, merger or winding-up of all kinds of entities and companies, and attend, on behalf of the Company, assemblies, meetings or ordinary and extraordinary meetings of shareholders,

intervening therein and casting their vote in the manner that they deem appropriate whatever the matter that is being debated and on which resolutions are passed, accepting positions and appointments and, in general, exercising in the name of the company any rights that may correspond to it.

11.- To set up the offices, workplaces and buildings of the Company and to organize the services provided therein. To establish branches, hire staff, establishing recruitment and joining terms; to freely appoint and remove the same, including officers and skilled employees; to establish their rights, duties, powers and functions, salary, bonuses and indemnity payments; to agree upon promotions and transfers; and to exercise penalization and disciplinary powers, as well as to act on behalf of the Company before the employees' collective representation bodies and to represent it in the negotiation of agreements or pacts whatever their scope or nature.

12.- To represent the company before any manner of authorities and administrative bodies, of whichever administration, that have authority in labour and Social Security matters, bringing proceedings and claims, requesting or not the suspension of the actions being the subject of the claim, to appear and act in matters pending in which their principal has a direct or indirect interest, in all manner of cases and proceedings, proposing and examining all types of evidence; to request and obtain documents, copies, certificates and transfers; to file, prepare and draft all manner of pleadings, applications, petitions, allegations and claims; and, in general, to carry out all those acts that are necessary in the labour life of the company, to file its registration as a company before the labour authorities and the Social Security, those necessary for and arising out of the hiring of all manner of workers, including applying for and receiving payment of subsidies and allowances, the registration of workers [with the relevant authorities], etc., as well as those actions that are necessary for or are motivated by the amendment or termination of that labour relationship; those that are necessary for or arise out of the training that has to be given to the personnel of the company; statements and payments of Social Security contributions, requests for postponement and refunds, all that are necessary in the relations of the company with the employment and job-search offices; and, in general, to following the procedures through all its stages and motions, bringing the appropriate actions before the courts or not, until such time as firm decisions are obtained and fully enforced.

13.- To represent the company before all manner of authorities and administrative bodies, of whichever administration, that have authority in respect of Health and Safety at Work and Occupational Hazards, bringing proceedings and filing claims and, in general, carrying out all those actions that may be desirable for the principal company in those cases in which it, directly or indirectly, may have an interest. To carry out all that may be necessary to promote and maintain the safety of the workers in the workplaces, complying with the legislation on the prevention of Labour Risks and other complementary regulatory schemes; to plan and executive the policy for the prevention of risks; to act in the name of the company before the workers and their representative bodies and participating bodies as regards prevention; to draw up and introduce an occupational hazard plan; to organise the prevention service, providing it with the material and human resources that are necessary for it to develop its activity; to contract and to sign arrangements with authorised entities for the provision or acting as external prevention services; to carry out, organise and arrange the carrying out of assessments of risks, medical check-ups and other health check measures and prevention systems; to contract the performance of external labour risk prevention audits and, in general, all those acts that are related to such risks. To proceed to insure common and

occupational risks of the workers, signing agreements and association documents with of the Social Security Agencies and Mutual Insurance Companies for Work Accidents and Industrial Diseases of the Social Security, or entities that should replace them in such functions and tasks, reporting or putting an end to, at the appropriate time, those that may have been signed; to accept positions and participate in the governing boards and advisory boards of such entities collaborating in the management of Social Security.

14.- As regards procedural rules, to exercise all those actions that are available to the principal and to waive those brought. To appear before the ordinary and special Courts of Law and Tribunals of all levels and jurisdictions, in all manner of trials, as well as in any kind of voluntary jurisdiction cases, administrative and economic-administrative cases. Consequently, to enter into conciliation agreements, with or without composition settlements, to mediate in pre-court proceedings, to file relevant claims and to answer summons and notifications, to sue, contest or accept, and report or lodge complaints; to file statements and ratify them, request and obtain documents; to request the practice of any proceedings whatsoever including: indictments, imprisonment and releases from prison; to hear notifications, notices, citations and summons, to assert and challenge jurisdictions; to apply for joinder of claims; challenge judges, magistrates and court officials; to propose and examine evidence and submit depositions; to attend court appearances, hearings and meetings and speak and vote, including meetings of creditors in all manner of collective execution proceedings, and may take part in auctions and request the adjudication of goods in partial or total payment of the debt being claimed; to reach a composition in court and outside court, to file and pursue, to the end, the litigation or case through its particular proceedings, possible incidents and appropriate appeals, until such time as firm resolutions, decisions or judgments are obtained and enforced; to take responsibility for the money or goods that are subject to the procedure being followed and, generally, exercising in the name of the company any rights that it may be entitled to.

15.- To compromise and refer to arbitrators all matters in respect of which they are empowered, either in any of the types of arbitration proceedings with the scope and under the requirements provided for in the Spanish legislation on arbitration, or those types of arbitration proceedings characteristic of international commercial arbitration.

16.- To request that a Notary Public enter into record the minutes, and to serve and receive notices and notarial summons.

17.- To grant powers of attorney, allocating to third parties, in full or in part, the above listed authorities, to revoke the powers granted, and to get copies of all kinds of records and deeds.

18.-To execute as public deeds the resolutions passed by the Annual General Meeting, the Board of Directors or any other corporate body.

**C.1.10 Identify, where appropriate, any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:**

As at 31 January 2019, no member of the Board of Directors holds any position of director or officer in other Group companies.

**C.1.11 List in detail, where appropriate, any directors or legal representatives of legal persons directors of your company who are members of the**

**Boards of Director or legal representatives of legal persons directors of other companies listed on official securities markets other than group, companies, and have communicated that status to the company:**

<b>Name of director</b>	<b>Name of listed company</b>	<b>Office</b>
Mr Pablo Isla Álvarez de Tejera	Nestlé, S.A.	Independent Director
Mr Rodrigo Echenique Gordillo	Banco Santander, S.A.	Executive Vice-Chairman
Mr Emilio Saracho Rodríguez de Torres	International Consolidated Airlines Group, S.A	Non-executive Director

**C.1.12. State whether the company has established rules on the maximum number of boards on which its directors may sit, providing details if applicable, identifying, where appropriate, where this is regulated:**

Yes  No

<b>Explanation of the rules and identification of the document where this is regulated</b>
Pursuant to section 22.2 of the Board of Directors' Regulations, the Board of Directors may not propose or appoint in order to fill a position of director, anyone who holds the office of director in more than four listed companies other than the Company at the same time

**C.1.13 State the amount of overall remuneration for the board of directors:**

<b>Board remuneration in financial year (€k)</b>	11,419
<b>Amount of vested pension interests for current members (€k)</b>	0
<b>Amount of vested pension interests for former members (€k)</b>	0

The amount stated as “*Remuneration of the board of directors (€k)*” corresponds to the aggregate amount shown in section C.1.c) “*Summary of remunerations (€k)*” of the 2018 Annual Report on Remuneration of Directors. Included therein is the sum of €3,052k accrued by the Executive Chairman as at 31 January 2019 under the first cycle (2016-2019) of the Long-term Incentive Plan (hereinafter, the “**Plan**”), addressed to members of management and other employees of the Inditex Group. Such Plan was approved by the Annual General Meeting on 19 July 2016. The Plan’s description is available in the Annual Report and in the Annual Report on Remuneration of Directors. The Plan materializes in: (i) an incentive in cash, in the aggregate gross amount of €1,348k, and (ii) an incentive in shares, in the total number of 69,985 shares, equivalent to a gross amount of €1,704k.

It should be noted that in order to quantify the part of the incentive that will materialize in shares, the closing price of Inditex share as at the accrual

day of the first cycle of the 2016-2020 Plan (i.e.31 January 2019) has been taken into account.

The settlement of the incentive in cash and in shares will take place within the month following the publication of the 2018 annual accounts.

Also included in the amount provided above, is the remuneration accrued by Mr Carlos Espinosa de los Monteros as director and member of the Audit and Control Committee, the Nomination Committee and the Remuneration Committee, for the period elapsed from the beginning of 2018 through 17 July 2018, date on which he stepped down. Also included in such amount is the remuneration accrued by Ms Pilar López Álvarez as director and member of the Audit and Control Committee, the Nomination Committee and the Remuneration Committee from the date she was appointed, i.e., 17 July 2018.

With regard to the “Amount of vested pension interests for current members of the board (€k)”, no contributions to long term savings systems were made in 2018 and the amount of accumulated funds in such systems reached €8,285 as at 31 January 2019 (pursuant to the provisions of section C.1.a iii) “Long term saving systems” of the Annual Report on Remuneration of Directors for FY2018.

**C.1.14. Identify senior management staff who are not in turn executive directors and state their total remuneration accrued during the year**

<b>Name (person or company)</b>	<b>Office</b>
Mr Antonio Abril Abadín	General Counsel and Secretary of the Board
Ms Lorena Alba Castro	Chief Logistics Officer
Mr Carlos Crespo González	Chief Operating Officer
Mr José Pablo del Bado Rivas	Director of PULL & BEAR
Mr Jesús Echevarría Hernández	Chief Communication Officer
Mr Ignacio Fernández Fernández	Chief Financial Officer
Mr Antonio Flórez de la Fuente	Director of BERSHKA
Mr Begoña López-Cano Ibarreche	Chief Human Resources Officer
Mr Abel López Cernada	Import, Export and Transport Director
Mr Marcos López García	Capital Markets Director
Mr Juan José López Romero	General Services and Infrastructures Director
Mr Gabriel Moneo Marina	Chief IT Officer
Mr Javier Monteoliva Díaz	Legal Director
Ms María Lorena Mosquera Martín	Director of ZARA HOME
Ms Paula Mouzo Lestón	Chief Audit Officer
Mr Jorge Pérez Marcote	Director of MASSIMO DUTTI
Mr Óscar Pérez Marcote	Director of ZARA
Mr Felix Poza Peña	Chief Sustainability Officer

Mr Ramón Reñón Túñez	<i>Director General Adjunto al Presidente y Consejero Delegado</i> [Deputy General Manager]
Mr José Luis Rodríguez Moreno	Director of UTERQÜE
Ms Carmen Sevillano Chaves	Director of OYSHO
Mr Jordi Triquell Valls	Director of STRADIVARIUS
<b>Total remuneration senior executives (€k)</b>	44,936

Included in the amount stated as “Aggregate remuneration for senior executives” is the sum of €15,302k accrued by senior executives as at 31 January 2019 under the first cycle (2016-2019) of the 2016-2020 Plan, materialized in: (i) an incentive in cash, in the aggregate gross amount of €8,384k, and (ii) an incentive in shares in the total number of 284,100 shares, equivalent to a gross amount of €6,918k.

It should be noted that in order to quantify the part of the incentive that will materialize in shares, the closing price of Inditex share as at the accrual day of the first cycle of the 2016-2020 Plan (i.e. 31 January 2019) has been taken into account.

The settlement of the incentive in cash and in shares will take place within the month following the publication of the 2018 annual accounts.

Also included in the amount provided above are remunerations accrued in 2018 by Mr Carlos Crespo González, Ms Paula Mouzo Lestón, Ms Eva de Cárdenas Botas and Ms María Lorena Martín Mosquera, on a pro-rata basis for the period during which they performed senior executive duties, respectively.

**C.1.15. State whether the regulations of the Board of Directors have been amended during the year.**

Yes

No

Description of the amendments
-

The Board of Directors' Regulations have not been reviewed in 2018. The latest amendment of such set of rules was approved by the Board of Directors on 14 June 2016, to bring them into line with the wording of the Articles of Association, further to the amendment of these latter to bring them into line with the reform introduced by Act 9/2015 and Act 22/2015.

**C.1.16. Specify the procedures for selection, appointment, re-election, and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure:**

The system for the selection, appointment and re-election of members of the Board of Directors constitutes a formal and transparent procedure, expressly regulated in the Articles of Association, the Board of Directors' Regulations and the Nomination Committee's Regulations.

The "Director Selection Policy" was approved by the Board of Directors in the meeting held on 9 December 2015. According to such Policy, process for the selection of prospective directors shall be based upon a prior analysis of the needs of the Company and of the Board of Directors itself. Such analysis shall be carried out by the Board of Directors on the advice of the Nomination Committee.

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

Prospective directors of the Company shall meet the following requirements:

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

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

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

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

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

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

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

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

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

The motions for the election, ratification or re-election of directors that the Board of Directors submits to the Annual General Meeting, and the election resolutions passed by the Board of Directors by virtue of the powers to co-opt that are legally reserved to it, must be preceded by (i) a motion made by the Nomination Committee with regard to independent directors, or by (ii) a report from the Nomination Committee regarding the remaining categories of directors. The above referred motion and report shall be prepared by the Nomination Committee and include the category in which the relevant director is included, this classification being duly supported.

The motions for the election of directors that the Board of Directors submits to the Annual General Meeting shall be accompanied at any rate by an explanatory report issued by the Board of Directors assessing the qualifications, experience and merits of the proposed candidate; such report shall be attached to the minute of the Annual General Meeting or of the Board of Directors itself. Additionally, with regard to the ratification or re-election of directors, the explanatory report shall assess the quality of the director's work and his dedication to office during his mandate, as well as his observance of the company's corporate governance rules.

Where the Board of Directors departs from the motions and reports of the Nomination Committee, it must state the reasons for its actions and place them on the record.

The Board of Directors shall explain to the Annual General Meeting in charge of appointing, ratifying or re-electing directors the class of such directors, and said class shall be confirmed or, where appropriate, reviewed on an annual basis in the Annual Corporate Governance Report, after verification by the Nomination Committee.

The Nomination Committee has set a representation goal for the least represented gender on the Board of Directors in addition to guidelines on how to reach a target.

At any rate, efforts shall be made to ensure that by 2020, the number of female directors would represent at least thirty percent of the total membership of the Board.

The Nomination Committee shall establish on an annual basis compliance with the Director Selection Policy and inform thereof the Board of Directors, which shall disclose such information in the Annual Corporate Governance Report.

**C.1.17 Explain how the annual evaluation of the Board has led to significant changes in its internal organization and to procedures applicable to its activities:**

The Company carries out a self-evaluation, as provided in its internal regulations, in accordance with statute and the recommendations of the Good Governance Code.

In this regard, each annual evaluation process includes, where appropriate, a number of recommendations which seek to implement certain improvements

with regard to (i) the quality and effectiveness of the proceedings of the Board of Directors; (ii) the operation and composition of its delegated bodies; (iii) the diversity in the composition and powers of the Board of Directors; (iv) the performance of the Executive Chairman, and (v) the performance and contribution of each director, paying special attention to those in charge of the different committees of the Board of Directors, and to the Lead Independent Director.

Considering the foregoing, the following improvement can be pointed out, without limitation:

- i) It has allowed identifying professional profiles required on the board. The outcomes of such evaluation were considered in the review by the Nomination Committee of board needs, in terms of appointment and re-election of directors. Thus, the re-election and appointment of directors approved by the Annual General Meeting in 2018 have contributed to reinforce the balanced composition of the Board of Directors, namely,
  - the majority presence of non-executive independent directors on the supreme governing body of the Company and its committees;
  - a more balanced distribution of male and female directors, the 30% representation goal for female directors on the total board membership having been achieved ahead of schedule.
  - The addition of a new director with experience in the technology and digital sector, in accordance with the Company's digitalisation strategy.
- ii) A new annual schedule of dates and business to be transacted by the Audit and Control Committee has been approved. Such schedule allows arranging the agenda of the meetings, the information and attendees, planning fixed sections (recurrent issues) and business to be transacted at certain meetings. All of which contributes to a better scheduling of the Committee, and in line with this, to increase the number of meetings of directors with members of management and also to a higher exposure of directors to Company's strategic plans allowing them a better understanding of its duties and of the evolution of business in general.
- iii) Proceedings aimed at promoting Compliance culture have increased, through the quarterly follow-up on the following issues by the Audit and Control Committee: (i) the enforcement of the Code of Conduct and Responsible Practices and the Code of Conduct for Manufacturers and Suppliers; (ii) the outcome of the supervision of the Inditex Group's Model of Criminal Risk Prevention; and (iii) proceedings for the implementation of such Model at domestic and international level (regarding acceptance of the Code of Conduct and Responsible Practices, and the circulation, communication and training on Compliance).

**Describe the evaluation process and the areas evaluated by the board of directors with the help, if any, of external advisors, regarding the proceedings and composition of the board and its committees, and any other area or aspect that has been evaluated.**

Pursuant to the provisions of section 7(a) of the Nomination Committee's Regulations, it is incumbent on this body to establish and oversee "an annual

programme for evaluating the performance of the Board of Directors, its Chairman, its delegated bodies and its supervisory and control committees.”

Therefore, considering the statutory framework and Inditex’s own internal regulations, the evaluation system of the Board of Directors and its committees is carried out as follows:

1. The Nomination Committee is charged with preparing an annual programme for the evaluation of the performance of the duties of the Board of Directors, the Chairman, and the Committees.
2. Based upon this annual programme, each committee will prepare an evaluation report assessing its performance and that of its members. Such report shall be sent to the Board of Directors. Contemporaneously, the Nomination Committee shall prepare such report in respect of the Board of Directors, the Chairman, the Lead Independent Director and the Secretary of the Board.

To carry out this procedure, separate questionnaires are sent to each director, as described below:

- a) An individual self-evaluation questionnaire for each director, sent by the Board of Directors (through its Chairman) to all its members.
  - b) An assessment questionnaire in respect of the committees, sent by the Chair of each committee to all the members sitting on it.
  - c) An evaluation questionnaire in respect of the Board of Directors sent to all its members through the Chair of the Nomination Committee.
3. Meanwhile, since the Chairman is an executive director, the lead independent director shall be responsible for coordinating the evaluation of the Chairman.
  4. Finally, the Board of Directors shall assess – pursuant to statute and to the Board of Directors’ Regulations–, the proceedings of the Board itself, the directors and the committees, based upon the reports issued by these latter, as stated in section 2 above.

The above referred questionnaire is reviewed and updated every year, to bring the annual evaluation of the performance of the Board of Directors, its members and committees and the Executive Chairman, into line with best practices on good governance. Noteworthy developments this year include the evaluation of whether the Board sufficiently drives compliance culture. Additionally, the role and contribution of the Lead Independent Director and the Secretary of the Board of Directors are assessed since 2017.

The company has been assisted by external consultant Spencer Stuart in such self-evaluation process.

**C.1.18 Describe, in those years in which the external advisor has participated, the business relationship that the external advisor or any group company maintains with the company or any company in its group.**

Inditex has engaged consultant Spencer Stuart to advise it on the self-evaluation process in respect of the proceedings of the Board of Directors, the Directors, its Committees and the performance of the members of these latter

and of the Executive Chairman. Apart from this specific engagement, Spencer Stuart does not have any business relationship with Inditex or with any of its Group's companies.

**C.1.19 State the situations in which directors are required to resign.**

Section 25 of the Board of Directors' Regulations provides the obligation for Directors to resign in such scenarios which could have a negative impact on the proceedings of the Board of Directors or the credit and reputation of Inditex. Directors must place their office at the disposal of the Board of Directors and, should this latter deem it appropriate, tender their resignation in the following cases:

- a) When they reach a certain age, under the terms detailed in section C.1.26.
- b) When they cease to hold such executive positions to which their appointment as director was associated.
- c) When they are involved in any of the incompatibility or prohibition cases provided in statute, the Articles of Association or the Board of Directors' Regulations, including if they would happen to hold the office of director in more than four listed companies other than the Company.
- d) When they are seriously admonished by the Audit and Control Committee for having breached their duties as directors.
- e) When they are involved in any circumstances that may harm the name and reputation of the Company or, otherwise jeopardise the Company's interests. For such purposes, they shall report to the Board of Directors any criminal cases in which they are accused as well as any subsequent procedural consequence.
- f) When the reasons for their appointment cease.
- g) With regard to proprietary directors, when the shareholders they represent dispose of their ownership interest in its entirety or reduce it up to a limit which requires the reduction of the number of proprietary directors.

**C.1.20 Are qualified majorities, other than the statutory majorities, required for any specific decision?**

Yes  No

**If so, please describe any differences.**

Description of differences
Article 25.4 of the Articles of Association of the Company reads: <i>“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.”</i>

Apart from this general rule, the scenarios of qualified majority for the passing of resolutions by the Board of Directors are shown below:

- Article 27.2 of the Articles of Association provides that 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 such directors who have to hold such offices, it shall be necessary for two-thirds of those making up the Board of Directors to vote for the motion. However, this qualified majority is required pursuant to the provisions of section 249.3 of the Companies Act, and therefore it does not constitute a higher quorum than the one required by statute.
- Meanwhile, section 3.4 of the Board of Directors' Regulations requires the resolution to be passed by a majority of two-thirds of the directors present for the amendment of said Regulations, which actually means a qualified majority not required by statute.

**C.1.21. Explain whether there are any specific requirements, other than those relating to the directors, to be appointed as chairman of the Board of Directors:**

Yes                      No

Description of requirements
-

**C.1.22. State whether the Articles of Association or the Board of Directors' Regulations establish any age limits for the directors:**

Yes                       No

	Age limit
<b>Chairman</b>	68
<b>CEO</b>	65
<b>Directors</b>	68

Section 25.2 of the Board of Directors' Regulations provides that the directors must place their office at the disposal of the Board of Directors and, should the Board deem it appropriate, tender the relevant resignation: *"When they reach the age of 68. Notwithstanding this, the directors who exercise the office of Chief Executive Officer or Managing Director shall place their office at the disposal of the Board of Directors upon attaining the age of 65, being able to continue as ordinary members of the Board of Directors until the aforementioned age of 68. As an exception, the foregoing rules shall not apply in the case of the founder of the Company, Mr. Amancio Ortega Gaona"*.

**C.1.23. State whether the Articles of Association or the Board's Regulations establish any term limits for independent directors, other than those required by law:**

Yes                      No

<b>Additional requirements and/or maximum number of term limits</b>	-
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**C.1.24. State whether the Articles of Association or the Board of Directors' Regulations establish specific proxy rules for votes at Board meetings for proxies granted to other directors, how this must be done and, namely, the maximum number of proxies a director may hold and whether it has established any limit regarding the classes that may be delegated beyond the limits stipulated by legislation. If so, briefly describe such rules.**

Article 25.3 of the Articles of Association establishes that 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.

Pursuant to the provisions of article 25.3 of the Articles of Association and section 20.1, second paragraph of the Board of Directors' Regulations, non-executive directors may only be represented by another non-executive director.

In line with this provision, section 20.1 of the Board of Directors' Regulations states that the Board of Directors shall be validly established when at least half plus one of its members attend either in person or by proxy (or, in case of an uneven number of directors, when a number of directors immediately higher than half of it is in attendance), stating further that the directors shall do their best to attend the meetings of the Board of Directors, and, when they cannot do so in person, they shall endeavour to grant a proxy to another member of the Board giving instructions as to its use and communicating the same to the Chairman of the Board of Directors.

**C.1.25. State the number of meetings that the Board of Directors has held during the financial year, and if applicable, the number of times the Board has met without its Chairman being present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.**

<b>Number of Board meetings</b>	5
<b>Number of Board meetings without the presence of the Chairman</b>	0

**State the number of meetings held by the lead independent director with the other directors without an executive director being present or represented:**

<b>Number of meetings</b>	0
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The Lead Independent Director is also the Chair of the Remuneration Committee and a member of the Audit and Control Committee and the Nomination Committee. Boards' advisory committees are composed of the same directors, all of whom are non-executive and most of whom are independent. In 2018 directors' attendance ratio to the meetings held by the different committees stood at 100% - both present and by proxy-. The

Company is not aware of any formal meetings of non-executive directors.
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Please specify the number of meetings held by each committee of the Board during the year:

<b>Number of meetings of the Executive Committee</b>	0
<b>Number of meetings of the Audit and Control Committee</b>	5
<b>Number of meetings of the Nomination Committee</b>	5
<b>Number of meetings of the Remuneration Committee</b>	3

**C.1.26. State the number of meetings held by the Board of Directors and the details on the attendance of its members:**

<b>Number of meetings with attendance in situ of at least 80% of the directors</b>	5
<b>% of attendance in situ over the total votes during the year</b>	100%
<b>Number of meetings with attendance in situ or by proxy, with specific instructions of all directors</b>	5
<b>% of votes cast at in situ meetings or meetings attended by proxy with specific instructions out of all votes cast during the year</b>	100%

**C.1.27 State if the individual and consolidated annual accounts submitted to the Board for preparation were previously certified:**

Yes  No

**Identify, where appropriate, the person or persons who has/have certified the individual and consolidated annual accounts for preparation by the Board:**

The individual and consolidated annual accounts of the Company that are presented in order to be prepared by the Board are previously certified by the Executive Chairman and the Chief Financial Officer.

<b>Name</b>	<b>Position</b>
Mr Pablo Isla Álvarez de Tejera	Executive Chairman
Mr Ignacio Fernández Fernández	Chief Financial Officer

**C.1.28 Explain any measures established by the Board of Directors to prevent the individual and consolidated accounts prepared by the Board from being submitted to the Annual General Meeting with a qualified audit opinion.**

The Audit and Control Committee, mostly made up of non-executive independent directors, meets with the auditors of the individual and consolidated annual accounts in order to review the Company's annual accounts and certain periodic financial information that the Board of Directors must provide to the markets and their supervisory boards, overseeing compliance with the legal requirements and correct application of generally

accepted accounting standards in the drafting of the financial statements. In such meetings, any disagreement or difference of opinion existing between the Company's Management and the external auditors is put forward, so that the Board of Directors can take the necessary steps in order for the audit reports to be issued without qualifications.

Furthermore, before the drafting of the annual, half-yearly or quarterly financial statements, the Company's Management also holds a meeting with the Audit and Control Committee and is subjected by the latter to suitable questions as to, among others, the application of accounting standards and the estimates made in the preparations of the financial statements, topics which are subject to discussion with the external auditors.

In this regard, section 45.5 of the Board of Directors' Regulations provides that: *"The Board of Directors shall endeavour to draft the final accounts in such a manner that they do not give rise to qualifications on the part of the auditor. Nonetheless, when the Board of Directors considers that it must maintain its criterion, it shall publicly explain the contents and scope of the discrepancy"*.

Finally, pursuant to the provisions of section 45.2 of the Board of Directors Regulations, the Board shall meet at least once a year with the financial auditors to receive information on the work done and on the development of the Company's risk and accounting positions.

**C.1.29. Is the Secretary of the Board also a director?**

Yes                      No

If the Secretary is not a director, please complete the table below:

Name of the secretary (person or company)	Representative
Mr Antonio Abril Abadín	-

**C.1.30. State, where appropriate, the specific measures established by the company to preserve the independence of its external auditors, as well as, if any, the measures to preserve the independence of financial analysts, investment banks and credit rating agencies, including how legal provisions have been implemented in practice.**

Section 45 of the Board of Directors' Regulations provides that:

- "1. The relations of the Board of Directors with the external auditors of the Company shall be channelled through the Audit and Control Committee.*
- 2. The Board of Directors shall meet at least once a year with the financial auditors to receive information on the work done and on the evolution of the accounting and risk situation of the Company.*
- 3. The Audit and Control Committee shall abstain from proposing to the Board of Directors, and the latter shall abstain from putting forward to the General Meeting of Shareholders, the appointment as auditor of the Company of an auditing firm incurring in incompatibility in accordance with the legislation on financial auditing as well as any auditing firm wherein the fees that the Company expects to pay them, for all services are in excess of the limits established in the legislation on financial auditing..*

4. *The Board of Directors shall publicly disclose the whole of the fees paid by the Company to the audit firm for services other than auditing.”*

The measures to preserve the independence of external auditors are explained below:

- The Audit and Control Committee, mostly made up of non-executive independent directors, and which has, as a whole, the relevant know-how with regard to the industry to which Inditex belongs, proposes to the Board of Directors the appointment of the financial auditors, so that such motion is submitted to the Annual General Meeting. The Audit and Control Committee shall be in charge of the selection process of auditors, pursuant to the applicable regulations, as well as of the terms of their contracts, the scope of their professional mandate and, where appropriate, the termination or non—renewal of their appointment;
- One of the functions of the Audit and Control Committee consists of liaising with external auditors in order to receive information on such matters that could jeopardise their independence and on any other matter related to the carrying out of the accounts auditing process, as well as on those other communications envisaged by auditing legislation and auditing standards. Namely, the Audit and Control Committee shall:
  - Receive from the auditors on an annual basis, the statement on their independence regarding the Company or the companies related thereto, directly or indirectly.
  - Oversee the contracting of the financial auditor for services other than auditing of the annual accounts, where the amount of the fees to be invoiced is significant, and supervise the terms and the performance of the contracts entered into with the external auditor of the Company for the rendering of such services.
  - Verify that the Company and the auditor comply with applicable regulations regarding the provision of services other than the auditing of accounts, the limits on the concentration of the auditor’s business, the rules on professional fees and, generally, all other regulations established in order to ensure the independence of the auditors.
  - Ensure that the remuneration of the external auditors for their work does not compromise their quality and independence.
  - In the event of resignation of the auditor of accounts, examine the circumstances that may have given rise thereto.
  - Issue on an annual basis and prior to the issue of the auditor’s report, a report setting forth its opinion on whether the independence of the financial auditor or of the audit firms has been jeopardized. At any rate, such report must contain the assessment of the provision by external auditors of each and every additional service other than the statutory audit, considered both separately and as a whole, and its opinion regarding the independence system of the auditor pursuant to the audit regulations.

- The Company discloses in its consolidated annual report the fees paid to the external auditors for each ground other than financial auditing.

Meanwhile, the Audit and Control Committee approved on 18 July 2016 the Procedure to Contract an Auditor for the Provision of Additional Non-audit Services, that regulates the process that shall be followed so that the Audit and Control Committee may be apprised of and authorize the agreements executed by the Company and the entities within its Group with external auditors for the provision of services other than auditing, for the purposes of ensuring the due independence of the latter. Additionally, such Procedure lists a number of services that under no circumstances may be provided by external auditors.

Additionally, for the purposes of reinforcing the duty to oversee and establish the independence of Inditex's auditor, the engagement by Inditex's parent company (i.e., Pontegadea Inversiones, S.L. and/or any other significant shareholder from time to time) of non-audit services from such auditor shall be subject to the prior authorization of Inditex's Audit and Control Committee.

The report on the independence of external auditors for 2017/18, which also addressed the provision of non-audit services, was approved by the Audit and Control Committee on 12 March 2018.

With regard to such additional services, pursuant to the provisions of the above referred Procedure, the Audit and Control Committee has assessed and approved in all the meetings it held in 2018 the engagement by the Company and other Group companies of non-audit services from external auditors.

Additionally, in the meeting held on 11 June 2018, the Audit and Control Committee tabled the proposal on the re-election of external auditors to the Board of Directors, to be submitted to the Annual General Meeting, having previously considered the degree of fulfilment of the audit contract, the audit results, and fulfilment of the contracts entered into with the auditors to perform non-audit services.

As regards the mechanisms established to ensure the independence of the financial analysts, the Company releases information to the market following the principles included in the Internal Regulations of Conduct regarding Transactions in Securities, especially relating to the obligation that the information must be accurate, clear, quantified and complete, avoiding subjective assessments that lead or could lead to confusion or deceit. The Company relies on the Policy on Communication and Contact with Shareholders, Institutional Investors and Proxy Advisors, which is available on its website.

Meanwhile, the specific mechanisms set up by Inditex to preserve the independence of financial analysts, investment banks and rating agencies, are addressed in the Financial Risk Management Policy and in the Investment Policy. This is overseen by the company's Investment Committee. At any rate, the relationship of Inditex with financial analysts and investment banks is based upon the principles of transparency, equal treatment and non-discrimination.

**C.1.31. State whether the Company has changed its external auditors during the financial year. Identify, where appropriate, the incoming auditor and the outgoing one:**

Yes                      No

Outgoing auditor	Incoming auditor
-	-

**If there has been any disagreement with the outgoing auditor, provide a description thereof:**

Yes                      No

Description of the disagreement
-

**C.1.32. State if the audit firm carries out work for the company and/or its group other than that of auditing and, in such case, declare the amount of the fees received for said work and the percentage that it represents of the fees charged to the company and/or its group.**

Yes                       No

	Company	Group	Total
Amount of non-audit work (€k)	40	43	83
Amount of non-audit work / total amount charged by the audit firm (in %)	11.5%	0.6%	1.2%

**C.1.33 State whether the audit report on the Annual Accounts for the prior financial year has observations or qualifications. If so, state the reasons given by the Chairman of the Audit and Control Committee to explain the content and scope of such observations or qualifications.**

Yes                      No

Description of the reasons
-

**C.1.34. State the number of consecutive financial years that the current audit firm has been auditing the annual accounts of the company and/or its group. Likewise, State the percentage that represents the number of financial years audited by the current audit firm over the number of financial years in which the annual accounts have been audited:**

	Individual	Consolidated
Number of consecutive years	7	7

	Individual	Consolidated
No. of I years audited by the current audit firm / No.	21%	25%

of financial years t the company has been audited (in %)		
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**C.1.35. State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable**

Yes  No

<b>Describe the procedure</b>
<p>Pursuant to section 19.2 of the Board of Directors' Regulation, the notice calling ordinary meetings shall be given at least three days in advance of the meeting, and the notice shall always include the agenda of the meeting and shall be accompanied by the duly summarised and prepared relevant information.</p> <p>For such purposes, documentation deemed to be appropriate to prepare the meetings of the board and its committees, according to the agenda including presentations, is made available to directors through a software platform. Through such tool, directors are granted permanent access to such documentation. Additionally, other relevant information for the appropriate performance of their duties is added through the tool (including, without limitation, internal conduct and corporate governance policies, updated membership of governing bodies, information about current agreements on remuneration or analysts' reports which may be useful for directors).</p> <p>On the other hand, the attendance of officers and supervisors with a recurrent presence in the meetings is encouraged, to give their view on certain issues directly associated to the board's and its committees' responsibilities so that Directors have a direct understanding of business concerns, and are entitled to directly ask them to elaborate and give their views on business transacted at each meeting. Additionally, any employee or officer can be called to the meetings, even without the presence of any other officer.</p> <p>Additionally, section 27 of the Board of Directors' Regulations, recognises the widest powers for directors to obtain information on any issue of the Company (and its subsidiaries); examine its books, registers, documents and other records of the company's operations and inspect all its facilities, and namely, on the outcome of the audit, explaining how it has contributed to the integrity of the financial information and the role that the Audit and Control Committee has played in such process; likewise it provides that the exercise of the powers of information shall be channelled through the Chairman, the Deputy Chairman or (any of the Deputy Chairmen, where appropriate), or through the Secretary of the Board of Directors, who shall attend to the requests made by any director, and directly provide him/her with the information, facilitate contacts with the appropriate spokespersons at the appropriate level in the organisation or establish such measures as to enable them to conduct the desired examinations <i>in situ</i>.</p>

On the other hand, specific questions on the quality of the information made available to Directors and on how in advance it has been received are included in the evaluation process in respect of the Board. Additionally, the improvement areas identified in the previous year and the evaluation of the directors in respect of the improvement thereof, is subject to annual follow-up. This entails that where directors point out quality of information and/ how in advance they receive it as potential improvement areas, progress can be made regarding submission of information required to prepare the meetings of the Board of Directors and its advisory committees.

Meanwhile, section 28 of the Board of Directors' Regulations addresses the possibility for Directors to seek external advice

**C.1.36. State whether the Company has established any rules requiring Directors to inform —and, if applicable, resign— under circumstances that may undermine the credit and reputation of the Company. If so, provide details:**

Yes

No

**Describe the rules**

Pursuant to section 25.2(e) of the Board of Directors' Regulations, Directors must place their office at the disposal of the Board of Directors and tender, if this latter should consider it advisable, the relevant resignation, where they are involved in any circumstances that may be detrimental to the name and reputation of the Company or, otherwise jeopardise the Company's interests. For such purposes, they shall report to the Board of Directors any criminal cases for which they are prosecuted as well as any subsequent procedural consequences.

**C.1.37. State whether any member of the Board of Directors has notified the Company that he has been prosecuted or that an order for the commencement of an oral trial has been issued against him/her for any offences covered in Section 213 of the Companies Act:**

Yes

No

Name of the Director	Criminal charge	Remarks
-	-	-

State whether the Board of Directors has examined the case. If so, explain in detail the decision made as to whether the director in question should remain in office or, if applicable, describe any actions taken by the board of directors as at the date hereof or which it intends to take.

Yes  No

Not applicable.

Decision made/action taken	Explanation
-	-

**C.1.38 Detail any material agreements reached by the company that come into force, are amended or terminated in the event of a change in control of the company following a public takeover bid, and their effects.**

Not applicable

**C.1.39 Identify individually for directors and generally in the remaining cases and provide detail of any agreements made between the company and its directors, manager or employees which include any indemnity, severance or golden parachute clauses, in the event of resignation without cause, or wrongful dismissal or termination of employment following a public takeover bid or other kinds of transactions.**

<b>Number of beneficiaries</b>	23
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<b>Type of beneficiaries</b>	<b>Description of agreement</b>
Executive Chairman.	The Executive Chairman shall be entitled to receive gross compensation in an amount equal to the remuneration of two years calculated based upon the fixed remuneration established for the year in course, where the contract is terminated by unilateral decision of the Company, and in case of resignation tendered by the Executive Chairman under certain premises (among which is the succession in the company or a change in control in the Company that affects more than 50% of the share capital or of the voting rights, provided that a significant renewal of the governing bodies of the Company or a change in the contents or purpose of the main activity of the Company takes place at the same time, if such request for termination takes place within six months of the occurrence of such succession or change. For such purposes, no succession or change in control shall be deemed to have taken place in the event of direct or indirect family succession in the ownership of the Company
Senior executives and officers	Meanwhile, apart from the Executive Chairman, golden parachute clauses are provided in the contracts executed with 22 senior executives and officers, in the event that their contractual relationship, whether ordinary or senior management, is terminated further to withdrawal by Inditex, wrongful or unreasonable dismissal, or resignation based upon certain grounds, pursuant to the terms and conditions of their contracts. In such cases, the senior executive or officer shall be entitled to severance pay in a gross amount equivalent to the remuneration of two years, calculated on the basis of the fixed and variable remuneration determined for the current year.

State if these contracts have to be communicated and/or approved by the company or group governing bodies, beyond what is provided at law. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	<b>Board of Directors</b>	<b>General Meeting of Shareholders</b>
<b>Decision-making body that authorizes the severance clauses</b>	<b>x</b>	

	<b>YES</b>	<b>NO</b>
<b>Are these clauses notified to the General Meeting of Shareholders?</b>	<b>x</b>	

The internal system regarding approval of the terms and conditions of the contracts entered into by the Company or any Group company with Senior Executives and Directors, provided in the Articles of Association, the Board of Directors' Regulations and the specific sets of regulations of each board committee, is not different from the statutory system provided in the Companies Act

The clauses included in contracts with Senior Executives are approved by the Board of Directors, following a favourable report of the Remuneration Committee.

Information about such clauses, which are part of the contract with the Executive Chairman, is included in the 2018 Annual Report on Remuneration of Directors, which will be put to the advisory say-on-pay vote of the following Annual General Meeting as a separate item on the agenda.

## **C.2 Committees of the Board of Directors**

**C.2.1. Provide details of all committees of the Board of Directors, their membership and the proportion of executive, proprietary and independent directors and affiliate directors that comprise them:**

### **EXECUTIVE COMMITTEE**

In accordance with the provisions of article 27 of the Articles of Association, an Executive Committee was set up by the Board of Directors on 28 February 1997, which holds in delegation all the powers of the Board, except for those that cannot be delegated by statute or pursuant to the Articles of Association and those that are necessary for the responsible exercise of the general supervisory function that is incumbent on the Board of Directors.

Composition of the Executive Committee as at 31 January 2019:

<b>Name</b>	<b>Office</b>	<b>Category</b>
Mr Pablo Isla Álvarez de Tejera	Chair	Executive
Mr José Arnau Sierra	Deputy Chair	Proprietary
Mr Amancio Ortega Gaona	Ordinary Member	Proprietary
Ms Pilar López Álvarez	Ordinary Member	Independent
Mr José Luis Durán Schulz	Ordinary Member	Independent

Mr Rodrigo Echenique Gordillo	Ordinary Member	Independent
Mr Emilio Saracho Rodríguez de Torres	Ordinary Member	Independent

<b>% executive directors</b>	14.3 %
<b>% proprietary directors</b>	28.5 %
<b>% independent directors</b>	57.14 %
<b>% affiliate directors</b>	0.00%

Mr Antonio Abril Abadín, General Counsel and Secretary of the Board, acts as Secretary non-member of the Executive Committee.

**Explain the duties exercised by this committee, other than those that have already been described in Section C.1.10, and describe its procedure and organizational and operational rules. For each one of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

Pursuant to the provisions of section 14 of the Board of Directors' Regulations, the Executive Committee shall be made up of a number of directors being no less than three and no greater than seven. The Board of Directors shall endeavour that the composition of the Executive Committee would reflect a similar structure, with regard to each class of directors, to that of the Board of Directors itself. The Chairman of the Board of Directors shall act as the Chair of the Executive Committee and the Secretary of the Board of Directors shall act as Secretary, who may be assisted by the Deputy Secretary.

#### **AUDIT AND CONTROL COMMITTEE**

Article 28 of the Articles of Association and section 15 of the Board of Directors' Regulations, as well as the Audit and Control Committee's Regulations set out the regulations governing the Audit and Control Committee.

Composition of the Audit and Control Committee as at 31 January 2019:

<b>Name</b>	<b>Office</b>	<b>Category</b>
Mr José Luis Durán Schulz	Chair	Independent
Bns. Denise Patricia Kingsmill	Ordinary Member	Independent
Ms Pilar López Álvarez	Ordinary Member	Independent
Mr José Arnau Sierra	Ordinary Member	Proprietary
Mr Rodrigo Echenique Gordillo	Ordinary Member	Independent
Mr Emilio Saracho Rodríguez de Torres	Ordinary Member	Independent

<b>% executive directors</b>	0.0 %
<b>% proprietary directors</b>	16.7 %
<b>% independent directors</b>	83.3 %
<b>% affiliate directors</b>	0.0 %

Mr Antonio Abril Abadín, General Counsel and Secretary of the Board, acts as Secretary non-member of the Audit and Control Committee.

**Explain the duties exercised by this committee, including, if appropriate, additional ones to those provided at law, and describe its procedure and organizational and operational rules. For each one of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

a) Composition:

Pursuant to the provisions of article 28 of the Articles of Association, the Audit and Control Committee shall be 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 must necessarily be independent directors, 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. 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.

b) Duties

In accordance with the provisions of article 28 of the Articles of Association, the Audit and Control Committee shall have the following duties:

- 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;
- 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;
- 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;
- 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;

- 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;
- 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.
- 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.

Additionally, pursuant to the provisions of section 15 of the Board of Directors' Regulations and sections 5 to 15 of the Audit and Control Committee's regulations, the Committee shall also discharge duties regarding the following fields:

- Process to prepare the regulated financial information
- Auditing
- Internal Audit
- Enterprise Risk Management Policy
- Corporate governance
- Compliance with internal regulations
- Corporate social responsibility
- Environmental sustainability
- Tax issues

c) Organizational and operational rules

The Committee shall meet, at least on a quarterly basis, for the purposes of reviewing the periodic financial information to be submitted to the market authorities as well as the information that the Board of Directors must approve and include within its annual public documentation. Likewise, it shall meet each time that its Chair calls it. The Chair must call the Audit and Control Committee whenever the Board of Directors or the Chairman thereof would request the issue of a report or the submission of motions and, at any rate, whenever it is appropriate for the successful performance of its functions.

Ordinary meetings shall be called by letter, fax, telegram or e-mail and the notice shall be signed by the Chair. A quorum for Committee meetings shall be declared when at least half plus one of its members, present or represented are in attendance. The Committee may also pass resolutions in writing, without holding a meeting, pursuant to the provisions of statute.

d) The main activities of the Audit and Control Committee carried out in 2018 in furtherance of the responsibilities it has been entrusted with pursuant to article 28 of the Articles of Association and implemented in sections 6 to 15 of the Audit and Control Committee's regulations, are addressed below:

- A. Powers regarding the process to prepare the periodic financial information, annual accounts and audit report
- The process to prepare and release financial information

The Audit and Control Committee reviews Inditex's economic and financial information before it is approved by the Board of Directors.

To do so, prior to the stating of the quarterly, half-yearly or annual financial statements, the Audit and Control Committee also meets with the Company's Management to review the enforcement of the accounting standards, the estimates made upon stating the financial statements, etc.,

Additionally, the Committee, which is entirely made up of non-executive directors, meets with the external auditors for the purposes of reviewing the Company's annual accounts and certain periodic financial information, reviewing the fulfilment of legal requirements and the appropriate use of generally accepted accounting standards upon stating the annual accounts.

The Audit and Control Committee reviewed on 12 March 2018 the results for full year 2017. It reviewed the quarterly results of 2018 and the relevant Results Releases and Press Releases in the meetings held on 11 June (1Q), 10 September (1H) and 10 December 2018 (3Q). Such results – and the respective Results Releases and Press Releases – were provided by the Board of Directors to the market and its supervisory bodies on a quarterly basis pursuant to the Periodic Public Information (PPI) format.

Likewise, the 2017 annual accounts and management reports, both individual and consolidated, and the 2017 Audit Report were also reviewed. The Committee verified that an unqualified Audit Report was issued.

- Report on the Internal Control over Financial Reporting (ICFR) System

The Committee has overseen the effectiveness of the ICFR System. This is accounted for in section F of the 2017 Annual Corporate Governance Report approved on 12 March 2018. The Company's ICFR system has been verified by the statutory auditors, who issued an unqualified report.

The Committee gave a favourable report to the new Policy on Internal Control over Financial Reporting System (ICFR) on 10 December 2018.

#### B. Powers regarding statutory audit

- Overseeing the effectiveness of the statutory audit and compliance with the audit contract

The audit conducted in 2017 was reviewed at the meeting of the Audit and Control Committee held on 12 March 2018, with the attendance of the external auditors previously called to attend.

The work done by external auditors consisted of auditing the consolidated financial statements of the Group as at 31 January 2018 and auditing of the individual financial statements of certain Group companies, also as at 31 January 2018. They issued an unqualified report. Likewise, they issued a limited review report on the financial statements.

Additionally, the main issues, classified in international, domestic, accounting issues and other less relevant ones, were reviewed.

Members of the Audit and Control Committee met with external auditors on 12 March, 11 June and 10 September 2018, without any member of the management being present, to transact different business under its remit.

Likewise, external auditors were in attendance in the meeting held on 10 December 2018 upon special invitation of the Committee, to address the 2019 audit plan

- Verifying the independence of Statutory Auditors

Pursuant to the provisions of the Procedure to Contract an Auditor for the Provision of Non-audit Services approved by the Committee on 18 July 2016, the Audit and Control Committee evaluated and approved in all the meetings held in 2018 the engagement from external auditors by the Company and Group companies of non-audit services.

On 12 March 2018, the Committee approved the report on the independence of the external auditors, which also addressed the issue of the provision of non-audit services.

Pursuant to recommendation 6 CBG, such report was made available to the shareholders on the corporate website ([www.inditex.com](http://www.inditex.com)) at the time the AGM was called.

In the above referred meeting, having established that independence requirements are met and assessed their performance regarding statutory audit for the previous year, the Audit and Control Committee gave a

favourable report to the re-election of statutory auditors, to be approved by the Board and subsequently submitted to the Annual General Meeting.

#### C. Powers regarding Internal Audit

The Chief Audit Officer attended all the meetings of the Audit and Control Committee held in 2018 and took an active part therein.

Different issues within the Committee's remit were addressed in such meetings and the Committee oversaw the work plan of the Internal Audit Department (progress report of the projects and review of the follow-up on the most critical recommendations, both of operational, financial, compliance and systems audits currently in progress), and approved its budget and its activities report.

In the meeting held on 12 March 2018, the Audit and Control Committee raised to the Nomination committee the appointment of Ms Paula Mouzo Lestón as new CAO of the Inditex Group replacing Mr Carlos Crespo González.

#### D. Powers regarding Compliance

- Supervision of the Model of Criminal Risk Prevention: review of the reports issued by the Committee of Ethics

The Committee reviewed and approved the 2017 Annual Report of the Committee of Ethics on 12 March 2018, and the FY181H Half-Yearly Report in the meeting held on 10 September 2018 and acknowledged the Report on the Model of Criminal Prevention issued and approved by the Committee of Ethics on 5 March 2018.

The above reports address, inter alia, the enforcement of the Code of Conduct and Responsible Practices, the Code of Conduct for Manufacturers and Suppliers, with a description of the cases seen by the Committee of Ethics, the proceedings carried out and the resolutions issued; the outcome of the supervision of the Manual of Criminal Risk Prevention of the Group and proceedings to implement the *Corporate Compliance* System at domestic and international level (circulation and communication of such system, proceedings regarding the acceptance of the Code of Conduct and Responsible Practices and training on corporate compliance).

Likewise, the Audit and Control Committee followed-up on the progress of the degree of implementation of the Group's Corporate Compliance System in its meetings of 10 June and 11 December 2018.

- Corporate policies.

In order to bring the internal regulations of the company into line with certain regulatory developments, international standards and best practices on corporate governance and corporate compliance, and to implement certain aspects of the internal regulations, in 2018 the Audit and Control Committee gave a favourable report to the following corporate policies:

- The Anti-Money Laundering and Terrorist Financing Policy, in the meeting held on 12 March 2018. Such Policy was subsequently approved by the Board of Directors on the following day.

- The Policy on Internal Control over Financial Reporting System (ICFR) and the Policy on Management of Insurable Risks In the meeting held on 10 December 2018. Both of them were subsequently approved by the Board of Directors in the meeting held on the following day.

#### E. Overseeing control and risk management function

The Audit and Control Committee is responsible for verifying the level of risk tolerance and its limits, at least by means of an annual review and the reception of periodic reports on the degree of compliance with the Enterprise Risk Management Policy, to be tabled to the Board. Its main proceedings in the field were:

- Risks Map

In this regard, the meeting held on 10 September 2018 the Head of the ERM Department apprised the Audit and Control Committee of the main risks affecting business development and the control measures established to manage and monitor such risks. The Committee gave a favourable report to the update of the updated 2018 Risks Map

- Assessment of other risks

Pursuant to sections 5(j) and 9(f) of the Audit and Control Committee's Regulations and the Enterprise Risk Management Policy, the evaluation of any question regarding non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks) is part of its duty to oversee the effectiveness of risk control systems.

The Committee encourages the attendance of officers and supervisors at its meetings, to receive regular reports on the operation of the systems established, namely on:

- Report on Tax Policies

Pursuant to the Company's Tax Policy, in the meeting held on 12 March 2018, the Committee acknowledged the tax policies followed in the year.

- Report on the follow-up of projects of IT and Information Security Departments

In the meetings held on 11 June and 10 December 2018, the Committee acknowledged the reports on Cybersecurity and Information Security addressing the most relevant issues in the field which may have an impact on the Company, and followed-up on the progress of the projects of the Information Security Department

- Report on IP litigation

In the meeting held on 10 December 2018, the Committee acknowledged the report submitted by the Head of the IP Department regarding, inter alia, cases seen, proceedings associated with IP assets management and the outcome thereof, and the evolution of the main litigation.

- Report of the Data Protection Officer

In the meeting held on 11 June 2018, the Committee acknowledged the report on the degree of implementation of the requirements on Data Protection introduced upon entry into force of Regulation (EU) 2016/679 of the European Parliament and of the Council last 25 May 2018.

#### F. Powers regarding Corporate Governance

The most relevant proceedings carried out in 2018 regarding observance of statutory and good governance requirements have been:

- Annual Corporate Governance Report (hereinafter, ACGR)

The Audit and Control Committee approved on 12 March 2018 the 2017 Annual Corporate Governance Report, drafted as regards its format, contents and structure, in accordance with the provisions of Circular 7/2015 of 22 December of CNMV. The ACGR was submitted by the Committee to the Board of Directors which approved it on 13 March 2018, and subsequently sent to the CNMV as a relevant fact. The ACGR is available on CNMV website ([www.cnmv.es](http://www.cnmv.es)).

- Review of the reports of the Code Compliance Supervisory Board and the Office of the Chief Compliance Officer

The Audit and Control Committee reviewed in the meetings held on 12 March and 10 September 2018 the quarterly reports prepared by the Office of the Chief Compliance Officer in respect of the enforcement of the Internal Regulations of Conduct, and the half-yearly reports issued by the Code Compliance Supervisory Board in respect of measures taken to promote knowledge and ensure compliance with the provisions of the IRC.

- Evaluation of the appropriateness of the corporate governance system

In the meeting held on 10 December 2018 the Audit and Control Committee appreciated that the Company's corporate governance system is appropriate, as it considers that it meets its purpose of promoting corporate interests taking into account the lawful interests of the different stakeholders.

- Related-party transactions

In the meeting held on 12 March 2018, the Audit and Control Committee issued and approved the report on related-party transactions carried out by the Inditex Group throughout 2017.

Pursuant to the provisions of Recommendation 6 of CBG, such report was made available to the shareholders on the corporate website ([www.inditex.com](http://www.inditex.com)) upon posting the notice calling the Annual General Meeting.

- Report on a potential conflict of interest

Pursuant to section 229 LSC, as amended by Act 31/2014 of 3 December to improve corporate governance, the Audit and Control Committee gave a

favourable report to a potential conflict of interest, which has been addressed under section C.1.3 above.

- Report on treasury stock

The Committee acknowledged in the meeting held on 12 March 2018 the report on treasury stock, issued by the Capital Markets Director pursuant to the document headed "*Recommendations by the Comisión Nacional del Mercado de Valores for securities issuers and financial intermediaries acting on their behalf in discretionary transactions with own shares*" dated 18 July 2013.

- Report on its activities

The Audit and Control Committee issued the annual report on its activities on 11 June 2018. It was published in the 2017 Annual Report and is available on [www.inditex.com](http://www.inditex.com)

#### G. Other powers

The Audit and Control Committee is charged with overseeing and coordinating the report on social information and diversity, pursuant to the applicable regulations and the international standards of reference. In this regard, it has carried out the following:

- Report on non-financial information and diversity

The Committee gave a favourable report to the Group's report on non-financial information and diversity for FY17 in the meeting held on 12 March 2018. Such report covered the description of the group's business model, and the most significant priorities embedded in its strategy, those associated with: (i) Human Rights; (ii) social and staff-related issues; (iii) corruption and bribery; and, (iv) environmental issues and the review and description of the policies approved regarding each of the topics and due diligence procedures enforced to identify and evaluate the risks affecting them.

Such report was reviewed by an external facilitator, and the Audit and Control Committee established that the report was unqualified and an integral part of the annual report for FY17-

*All the foregoing pursuant to Real Decreto-ley 18/2017 of 24 November, amending the Code of Commerce, the Revised Text of the Companies approved by Real Decreto-legislativo 1/2010 of 2 July and Act 22/2015 of 20 July on Statutory Audit, regarding non-financial information and diversity.*

- Inditex's Annual Report

The Audit and Control Committee gave a favourable report to the 2017 Annual Report in the meeting held on 11 June 2018. Such Report provided information on the activities of the company and its Group over the latest years, namely in 2017 regarding three specific areas: financial, social and environmental.

**Identify the directors who are members of the Audit Committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chair of the Committee was appointed**

Name of directors with experience	Mr Jose Luis Durán Schulz, Bns. Denise Patricia Kingsmill, Mr Emilio Saracho Rodríguez de Torres, Mr José Arnau Sierra and Mr Rodrigo Echenique Gordillo
Date of appointment of the Chair	19/07/2016

### **NOMINATION COMMITTEE**

Article 29 of the Articles of Association, section 16 of the Board of Directors' Regulations and the Nomination Committee's Regulations set out the regulations governing the Nomination Committee.

Composition of the Nomination Committee as at 31 January 2019:

<b>Name</b>	<b>Office</b>	<b>Category</b>
Mr Emilio Saracho Rodríguez de Torres	Chair	Independent
Bns. Denise Patricia Kingsmill	Ordinary Member	Independent
Ms Pilar López Álvarez	Ordinary Member	Independent
Mr José Luis Durán Schulz	Ordinary Member	Independent
Mr José Arnau Sierra	Ordinary Member	Proprietary
Mr Rodrigo Echenique Gordillo	Ordinary Member	Independent

<b>% executive directors</b>	0.0 %
<b>% proprietary directors</b>	16.7 %
<b>% independent directors</b>	83.3 %
<b>% affiliate directors</b>	0.0%

Mr Antonio Abril Abadín, General Counsel and Secretary of the Board, acts as Secretary-non-member of the Nomination Committee.

**Explain the duties exercised by this committee, including, if appropriate, additional ones to those provided at law, and describe its procedure and organizational and operational rules. For each one of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

a) Composition

Pursuant to the provisions of article 29 of the Articles of Association, the Nomination Committee shall be 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 must necessarily be independent directors and who shall be elected, considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge. The Chair of the Nomination Committee shall be appointed by the Board of Directors out of the independent members of the Committee.

b) Duties

In accordance with article 29.2 of the Articles of Association, section 16 of the Board of Directors' Regulations, and sections 5 to 9 of the Nomination Committee's Regulations, the Nomination Committee shall have the following duties:

- To evaluate the qualifications, knowledge and experience required on the Board of Directors. For such purposes, to define the functions and qualifications required from candidates who must fill out each vacancy, and evaluate the time and contribution required for them to effectively discharge their duties.
- 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.
- To ensure that, upon filling any vacancy or upon electing new directors, selection procedures would ensure the non-existence of any manner of discrimination
- 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.
- 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;
- To issue a report regarding the motions to appoint and to remove senior executives.
- 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.

c) Organizational and operational rules

The Nomination Committee shall meet at least once a year and each time that the Board of Directors or the Chairman thereof calls it. The Chairman of the Board of Directors shall call the Nomination Committee each time that the Board 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.

Ordinary meetings shall be called by letter, fax, telegram or e-mail and the meeting notice shall be authorized by the signature of the Chair. A valid quorum for Committee meetings shall be established when at least half plus one of its members, present or represented, are in attendance. The Committee may also pass resolutions in writing, without holding a meeting, pursuant to statutory provisions.

d) In 2018, the most relevant proceedings of the Nomination Committee have focused on the following issues:

#### A. Powers regarding appointment of Directors

In the meeting held on 11 June 2018, the Nomination Committee proposed the re-election of Mr Rodrigo Echenique Gordillo and the appointment of Ms Pilar López Álvarez to the Board of Directors as independent directors. Such motion was subsequently tabled by the Board of Directors to the Annual General Meeting.

The Committee had previously approved an explanatory report on the prior analysis of board needs for the purposes of re-election and appointment of directors.

The pertaining reports issued by the Nomination Committee were made available to the shareholders on the corporate website ([www.inditex.com](http://www.inditex.com)) from the date the Annual General Meeting was called.

Subsequently, in the meeting held on 17 July 2018, the Nomination Committee gave a favourable report to the following: (i) motion to appoint Ms Pilar López Álvarez as ordinary member of the Audit and Control Committee, the Nomination Committee and the Remuneration Committee; and, (ii) the motion to re-elect and appoint Mr Rodrigo Echenique Gordillo and Ms Pilar López Álvarez, respectively, as ordinary members of the Executive Committee. Such motions were approved by the Board in the meeting held on that same date.

#### B. Powers regarding appointment of officers

In the meeting held on 12 March 2018, the Nomination Committee gave a favourable report to: (i) the motion to appoint Mr Carlos Crespo González as Chief Operating Officer of the Inditex Group, and; (ii) on the proposal of the Audit and Control; Committee, the motion to appoint Ms Paula Mouzo Lestón, as new Chief Audit Officer of the Inditex Group replacing Mr Crespo. Such appointments were subsequently approved by the Board of Directors in the meeting held on 13 March 2018.

Additionally, in the above referred meeting of 12 March, the Nomination Committee gave a favourable report to the motion to appoint Mr Antonio Flórez de la Fuente, as Director of the Bershka format, which was subsequently approved by the Board of Directors with retrospective effects as of 1 January 2018. Consequently, the appointment of this latter was already taken into account to all intents and purposes in the Annual Corporate Governance Report for FY17.

In the meeting held on 11 December 2018, the Nomination Committee gave a favourable report to the appointment of Ms Lorena Mosquera Martín, as new Director of Zara Home, replacing Ms Eva de Cárdenas Botas. Such appointment

was subsequently approved at the meeting of the Board of Directors held on that same day.

C. Powers regarding the process to evaluate the performance of the Board of Directors, its members and committees, the Executive Chairman, the Lead Independent Director and the Secretary of the board.

Pursuant to the provisions of the Board of Directors' Regulations, and of the Nomination Committee's Regulations and, in line with the Recommendations of the Good Governance Code, the Nomination Committee submitted to Board of Directors the supervision of the "Programme for the Evaluation of the Board of Directors, the Directors, the Committees and the Executive Chairman". Such programme addresses the annual evaluation of the performance of the advisory committees of the Board and the supervision thereof.

Likewise, pursuant to Inditex' internal regulations and best practices in the field of corporate governance, the Nomination Committee approved on 11 December 2018 the report on the evaluation of the performance of the Board of Directors, the Directors, the Nomination Committee and its members, the Executive Chairman, the Lead Independent Director and the Secretary of the Board. Such report was subsequently approved by the Board in the meeting held on that same day.

The outcome of the evaluation conducted in FY18 has been positive in respect of the areas evaluated, highlighting the following, without limitation: the size and structure, the functions, the effectiveness and the proceedings, the planning and organization of the meetings of the Board of Directors and of the Nomination Committee and the Remuneration Committee, and the contribution and performance of the Directors, the Executive Chairman, the Lead Independent Director and the Secretary of the Board. The Audit and Control Committee remains the best valued committee, in respect of all aspects reviewed.

D. Report on its activities

The Nomination Committee issued the annual report on its activities on 11 June 2018 It was published in the 2017 Annual Report and is available on [www.inditex.com](http://www.inditex.com)

## REMUNERATION COMMITTEE

Article 30 of the Articles of Association, section 17 of the Board of Directors' Regulations and the Remuneration Committee's Regulations set out the regulations governing the Remuneration Committee.

Composition of the Remuneration Committee as at 31 January 2019:

Name	Office	Category
Mr Rodrigo Echenique Gordillo	Chair	Independent
Bns. Denise Patricia Kingsmill	Ordinary Member	Independent
Ms Pilar López Álvarez	Ordinary Member	Independent
Mr José Luis Durán Schulz	Ordinary Member	Independent

Mr José Arnau Sierra	Ordinary Member	Proprietary
Mr Emilio Saracho Rodríguez de Torres	Ordinary Member	Indepedent

<b>% executive directors</b>	0.0 %
<b>% proprietary directors</b>	16.7 %
<b>% independent directors</b>	83.3 %
<b>% affiliate directors</b>	0.0 %

Mr Antonio Abril Abadín, General Counsel and Secretary of the Board, acts as Secretary-non-member of the Remuneration Committee.

**Explain the duties exercised by this committee, including, if appropriate, additional ones to those provided at law, and describe its procedure and organizational and operational rules. For each one of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions**

a) Composition

Pursuant to the provisions of article 30 of the Articles of Association, the Remuneration Committee shall be 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. The Chair of the Remuneration Committee shall be appointed by the Board of Directors out of the independent members of the Committee.

b) Duties

Pursuant to article 30.3 of the Articles of Association, section 17 of the Board of Directors' Regulations and sections 5 and 6 of the Remuneration Committee's Regulations, the Remuneration Committee shall have the following duties:

- 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.
- 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.
- To propose the basic terms and conditions of the contracts with senior executives, including their remuneration and severance pay, where appropriate.
- To propose to the Board of Directors the system and amount of annual remunerations of directors and the individual remuneration of executive directors and the remaining essential terms of their agreements, including any eventual compensation or indemnity which might be determined in case of removal, pursuant to the provisions of

the corporate governance system and of the remuneration policy of directors approved by the General Meeting of Shareholders.

- To prepare and submit to the Board of Directors for approval, the Annual Report on Remuneration of Directors and verify the information on remuneration of directors and senior executives included in the corporate documents.
- To verify that the remuneration policy fixed by the Company is observed.
- To ensure that no eventual conflict of interest situation would affect the independence of the external advice given to the Committee.
- To propose to the Board of Directors the cancellation of payment or, if appropriate, the refund of variable items which make up the remuneration of directors based upon results, where such items have been paid on the basis of information later shown clearly to be inaccurate; likewise, to propose the termination of the relation with the relevant supervisor(s) and the filing of the relevant claims

c) Organizational and operational rules

The Remuneration Committee shall meet at least once a year and each time that the Board of Directors or the Chairman of the Board calls it. The Chairman of the Board of Directors shall call the Remuneration Committee each time that the Board 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.

Ordinary meetings shall be called by letter, fax, telegram or e-mail and the meeting notice shall be authorized by the signature of the Chair. A valid quorum for Committee meetings shall be established when at least half plus one of its members, present or represented, are in attendance. The Committee may also pass resolutions in writing, without holding a meeting, pursuant to statutory provisions.

d) In 2018 the most relevant proceedings of the Remuneration Committee have focused on the following issues:

A. Contract and remuneration of the Executive Chairman

The Remuneration Committee approved in the meeting held on 12 March 2018 the motion regarding the remuneration of the Executive Chairman for the discharge of executive duties to be subsequently submitted to the Board of Directors, which approved it in the meeting held on 13 March 2018.

B. 2017 Annual Report on Remuneration of Directors.

The Remuneration Committee resolved in the meeting held on 12 March 2018 to table the Annual Report on Remuneration of Directors for FY17 to the Board of Directors for approval. Such report was submitted to CNMV as a relevant fact and is available on CNMV's website: ([www.cnmv.es](http://www.cnmv.es)).

Additionally, pursuant to section 541 LSC, the Annual Report on Remuneration of Directors for FY17 was approved by the Annual General Meeting held on 17 July 2018, having been put to the advisory say-on-pay vote.

#### C. Remuneration Policy.

The Committee approved in the meeting held on 11 June 2018 the Remuneration Policy for Directors for FY19, FY20 and FY21, to be tabled to the Annual General Meeting, following a reasoned report on such Policy, assessing its appropriateness and consistency with applicable regulatory provisions, recommendations and best practices on corporate governance regarding remuneration. Such report was issued by the Nomination Committee pursuant to section 529 *novodécies* (2) LSC, article 30.3.(a) of the Articles of Association, section 17.2.(a) of the Board of Directors' Regulations and section 5.(a) of the Remuneration Committee's Regulations.

The Remuneration Policy for Directors was subsequently approved by the Annual General Meeting held on 17 July 2018.

The Remuneration Policy and the explanatory report issued by the Remuneration Committee have been made available to the shareholders on the corporate website since the date the notice calling the Annual General Meeting was published.

#### D. Remuneration of Senior Executives

The Remuneration Committee gave a favourable report to the remuneration of Senior Executives in the meeting held on 12 March 2018 and submitted it to the Board of Directors, which approved it on 13 March 2018.

Additionally, in the meetings held on 12 March, 11 June and 11 December 2018, it gave a favourable report to the motions regarding the economic terms and conditions of the Senior Executive contracts entered into with Mr Antonio Flórez de la Fuente, Mr Carlos Crespo González, Ms Paula Mouzo Lestón and Ms Lorena Mosquera Martin.

#### E. Plan for Employees participating in the increase of economic benefits of the Inditex Group.

The defunct Nomination and Remuneration Committee gave a favourable report to the extraordinary plan for employees participating in the increase of economic benefits of the Inditex Group in the meeting held on 16 March 2015. Such plan is addressed to certain employees of the Group worldwide and seeks to boost and reward, on an exceptional basis, their contribution to the improvement of results and their permanence with the Inditex Group within the Plan's term. The Plan was approved by the Board of Directors in the meeting held on 17 March 2015. Subsequently, on 14 March 2017, the Board of Directors approved on an exceptional basis, following report of the Remuneration Committee, the extension of the duration of such Plan for financial years 2017 and 2018.

On 12 March 2018, the Remuneration Committee gave a favourable report to the result of the first period of the extended term of the Plan for FY17 and to the global incentive. Likewise, it gave a favourable report to the payment of an extraordinary incentive that seeks to cement throughout 2018 the collective commitment, efforts and contribution of the beneficiaries of such

plan to the achievement of the objectives set by the Group, in particular, improving the results for such year, 2018, and ensuring talent retention within the Company. The above referred global and extraordinary incentives were approved by the Board of Directors in the meeting held on 13 March 2018.

F. Report on its activities

The Remuneration Committee issued the annual report on its activities on 11 June 2018 It was published in the 2017 Annual Report and is available on [www.inditex.com](http://www.inditex.com).

**C.2.2 Complete the following table with information on the number of female directors who were members of board committees over the last four years:**

	Number of female directors			
	F18	FY17 %0	FY16 %	FY15 %
<b>Executive Committee</b>	14.3%	0	0	0
<b>Audit and Control Committee</b>	33.3%	16.7 %	16.7 %	16.7 %
<b>Nomination Committee</b>	33.3%	16.7 %	16.7 %	16.7 %
<b>Remuneration Committee</b>	33.3%	16.7 %	16.7 %	16.7 %

**C.2.3. State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.**

The full text of the Audit and Control Committee's Regulations, the Nomination Committee's Regulations and the Remuneration Committee's Regulations is available on the corporate website.

Audit and Control Committee:

<https://www.inditex.com/en/investors/corporate-governance/board-of-directors/audit-and-control-committee-s-regulations>

Nomination Committee:

<https://www.inditex.com/en/investors/corporate-governance/board-of-directors/nomination-committee-s-regulations>

and Remuneration Committee:

<https://www.inditex.com/en/remuneration-committee-s-regulations>

Additionally, regulation on the Board's committees is also included in the Board of Directors' Regulations and in the Articles of Association. The full text of the Board of Directors' Regulations is available on both the corporate website: <https://www.inditex.com/en/investors/corporate-governance/board-of-directors/regulations-of-the-board>, and on CNMV's website ([www.cnmv.es](http://www.cnmv.es))

The Audit and Control Committee, the Nomination Committee and the Remuneration Committee prepare every year a report on the activities they

have carried out during the financial year, which is included in the Annual Report published every year in respect of the Annual General Meeting.

## **D RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

Below is a list of related-party transactions carried out during FY18 pursuant to the definitions, criteria and groupings provided in Order EHA/3050/2004 of 15 September, to which the Instructions included in Annex I of CNMV's Circular 7/2015 of 22 December refer, regarding completion of the form of the annual corporate governance report of listed companies, whereby the contents of the annual corporate governance report of listed companies provided in section 540 of the Companies Act, as amended by Act 31/2014 and in section 5 of Order ECO/461/2013, of 20 March, are determined.

### **D.1. Describe, if applicable, the procedure and competent bodies for approval of related-party and intragroup transactions**

<b>Procedure to approve related-party transactions</b>
<p>Pursuant to the provisions of section 5.3(b)(vii) of the Board of Directors' Regulations, it is incumbent on the Audit and Control Committee to report on the transactions of the Company or of any of the Group's companies with directors, shareholders or with Related Persons, as referred to in Section 40 of the Board of Directors' Regulations. Related Persons are defined in section 34 of such Regulations.</p> <p>In no event shall the Board of Directors authorize the transaction without a prior report from the Audit and Control Committee evaluating the transaction from an arm's length perspective.</p> <p>In this regard, section 15(c) of the Audit and Control Committee's Regulations provides that it is incumbent on such Committee to advise the Board of Directors on such transactions that the Company or the companies comprising its corporate Group intend to carry out with directors or with shareholders who hold a significant stake or who have proposed the appointment of any director of the Company, or with their respective related persons, from an arm's length perspective.</p> <p>In the event of transactions with significant shareholders, the Audit and Control Committee shall examine it also from the standpoint of an equal treatment to all shareholders.</p> <p>In the case of transactions within the ordinary course of trade of the Company and being of a habitual or recurrent nature, a general authorization of the line of transactions and the terms of execution thereof will suffice.</p> <p>The Company shall report on any transactions carried out with its directors, significant shareholders and Related Persons in the half-yearly public periodic information and in the Annual Corporate Governance Report, within the scope provided by statute in each case. Likewise, the Company shall include on the notes to the annual accounts information on the transactions carried out by the Company or any companies within the Inditex Group with directors or with those acting on their behalf, whenever they are alien to the ordinary course of trade of the Company or are not carried out in normal market conditions.</p> <p>The authorization of the Board of Directors shall not be required for such related-party transactions that meet at the same time the following terms:</p>

- i) they are conducted under contracts with standard terms and conditions which apply *en masse* to many customers;
- ii) they are conducted at prices or rates generally established by the suppliers of the good or service in question;. and
- iii) their amount is not in excess of 1% of the Company's annual revenue.

Such authorization has to be granted by the Annual General Meeting where it refers to a related-party transaction with a director which amount is in excess of ten percent (10%) of the corporate assets.

**D.2. Describe any transactions which are significant, either because of the amount involved or subject matter, entered into between the company or entities within its group and the company's significant shareholders:**

The transactions carried out during FY18 by the INDITEX Group with its controlling shareholder Pontegadea Inversiones, S.L., or with Partler 2006, S.L. or Rosp Corunna Participaciones Empresariales, S.L.U and with persons and companies related thereto, are shown below:

Name of the significant shareholder (person or company)	Name of the company or entity of its group (person or company)	Nature of the relationship	Type transaction of	Amount (€k)
PONTEGADEA INVERSIONES, S.L. PARTLER 2006, S.L. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Lease of assets	(44,166)
PONTEGADEA INVERSIONES, S.L., PARTLER 2006, S.L. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Sale of assets (plot of land)	1,100
PONTEGADEA INVERSIONES, S.L., PARTLER 2006, S.L. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Other income	49
PONTEGADEA INVERSIONES, S.L., PARTLER 2006, S.L. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Provision of services (Construction)	1,962
ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.U. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Lease of assets	(1,280)
ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.U. or persons or companies related thereto	INDITEX GROUP (1)	Contractual	Other expenses	(122)

(1) Different companies of the Inditex Group.

**D.3. Give details of any significant transactions on account of the amount involved or relevant on account of their nature, carried out between the**

**company, or entities of its group, and the directors or officers of the company:**

With regard to the remuneration received by directors and officers, reference is made to the provisions of sections C.1.13 and C.1.14 above.

<b>Name (person or company) of directors or officers</b>	<b>Name (person or company) of the related party</b>	<b>Relationship</b>	<b>Type of transaction</b>	<b>Amount (€k)</b>
-	-	-	-	-

No other relevant transactions have been carried out between the Company or entities of its group and the directors and officers of the Company.

**D.4. Give details of the significant transactions carried out with other companies belonging to the same group, provided that these are not eliminated in the process of preparing the consolidated financial statements and do not form part of the ordinary business of the company as regards its object and conditions.**

**In any event, provide information on any intra-group transaction with companies established in countries or territories considered tax havens:**

<b>Company name of the group entity</b>	<b>Brief description of the transaction</b>	<b>Amount (€k)</b>
Joint Control Companies (1)	Purchase of goods	1,009,208
100% Subsidiaries (2)	Sale of goods and provision of services to stores	23,815

(1) Transactions between Inditex and its subsidiaries are part of the company's usual business as regards their purpose and terms, and have been fully eliminated during the consolidation process. For such reason, they are not detailed in this section.

(2) The above mentioned transactions are exclusively within the ordinary course of trade of the Group through its stores, and are not due to tax reasons. As at 31 January 2018, transaction of the Group with Group companies residing in countries or territories considered tax havens under the Spanish laws, correspond to sales through nine stores of the Group located in Macau and in Monaco.

**D.5 Describe the significant transactions carried out between the company or other group companies with other related parties that have not been reported in the previous sections**

<b>Name or the related party</b>	<b>Brief description of the transaction</b>	<b>Amount (€)</b>

No other transactions with related parties have been carried out.

**D.6. Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, officers or significant shareholders.**

Section 34 of the Board of Directors' Regulations reads as follows:

*"1.- It shall be understood that a conflict of interest situation exists where there is a direct or indirect conflict between the interest of the Company and the personal interest of the Director. It is considered that directors have a personal interest when the matter affects them or a Person Related to them.*

*For the purposes of these Regulations, Related Persons are understood as being the following:*

- (a) The spouse of the director or any other person with similar relation of affectivity;*
- (b) the ascendants, descendants and siblings of the director or of the spouse (or any other person with similar relation of affectivity) of the director;*
- (c) the spouse (or any other person with similar relation of affectivity) of the ascendants, descendants and siblings of the director;*
- (d) those companies where directors hold the office of director or a management position, or in which they hold a significant interest, understanding as such, for the case of companies listed on any official Spanish or foreign secondary market, those referred to in the applicable regulations, and for the case of unlisted national or foreign companies, any direct or indirect interest over twenty (20) percent of its issued share capital.*

*With regard to directors who are legal entities, Related Persons are understood as being the following:*

- (a) Those partners who are included with regard to the Director legal entity, in any of the situations provided in Section 42 of the Code of Commerce;*
- (b) The representative, who is a natural person, the director de iure or de facto, the liquidators and the attorneys-in fact with general powers of the director, who is a legal entity;*
- (c) Those companies that are part of the same corporate group, as defined in Section 42 of the Code of Commerce, and their shareholders; and,*
- (d) Those persons who are understood, with regard to the director who is a legal entity, as being related persons in accordance with the provisions of the paragraph above regarding directors who are natural persons.*

*2. The following rules shall apply to the conflict of interest situations:*

- (a) Prevention: directors must take all necessary measures to prevent, as far as possible, becoming involved in any situations in which their interests may, either on their behalf, or on behalf of third parties, be in conflict with the interest of the company and with their duties towards the company.*

- (b) Information: without prejudice to their obligation of active prevention, directors must inform the Board of Directors, through the Chairman or the Secretary thereof, of any conflict of interest situation in which they are involved.*
- (c) Abstention: directors must abstain from attending and taking part in the discussions and voting of those matters regarding which they are in a conflict of interest situation, with the exceptions provided in the applicable laws. Likewise, with regard to proprietary directors, they shall abstain from taking part in the voting of those matters that might entail a conflict of interest between those shareholders that had proposed their appointment and the Company*
- (d) Transparency: the Company must disclose in the notes to the annual accounts any conflict of interest situation in which a director is, that the Company is aware of by virtue of the information of same by the affected person, or by any other means.”*

In addition, sections 33 and 35 to 37 of the Board of Directors' Regulations address the following situations which can give rise to conflicts of interest: (i) the rendering of professional services in competing companies (section 33); (ii) the use of corporate assets (section 35); (iii) the use of non-public Company information for private ends (section 36), and (iv) taking advantage of business opportunities of the Company (section 37).

Moreover, section 39 of the Board of Directors' Regulations provides that directors must inform (i) the Company of the shares in its share capital of which he/she is the direct or indirect holder. Likewise, they must inform about those other shares which are held, directly or indirectly, by their closest relatives, all of which is in accordance with the provisions of the Internal Regulations of Conduct Regarding Transactions in Securities; (ii) the Company of any conflict of interest situation, either direct or indirect, in which either themselves or their Related Parties may be involved in respect of the interest of the Company; and (iii) the Nomination Committee of all the positions they hold and the activities they carry out in other companies or entities and, in general, about any fact or situation which may be relevant for the performance of their duties as director of the Company. (In this regard, and without prejudice to the obligation of placing their office at the disposal of the Board, provided in Section 25 of the Board of Directors' Regulations- which addresses the resignation, removal and dismissal of directors-, directors shall inform the Board of Directors of any other change in their professional situation and of any circumstance which might compromise the credit and reputation of the Company or jeopardize its interests); and (iv) of any legal, administrative proceedings or other proceedings whatsoever brought against them and which might, given their relevance or description, seriously affect the reputation of the Company. Namely, directors shall inform the Company via the Chairman of the Board of Directors, should they be accused, indicted or should an order have been issued against them initiating trial proceedings in any criminal cause for any offence, as well as of the occurrence of any other relevant procedural milestones in such a case. The Board of Directors shall review the case and shall take, based upon the interest of the company, such measures as it may deem fit.

Additionally, section 1 of the Board of Directors' Regulations provides that the rules of conduct established thereon for the directors shall apply, to the extent that they are compatible with their specific nature, to the senior executives of the company who are not directors. More particularly and with the due nuances, the following sections shall apply to senior executives: section 32 (duty of confidentiality), 34 (conflicts of interest), in connection with the duty of

informing the Company, 35 (use of corporate assets), 36 (non-public information), 37 (business opportunities), and 38 (prohibition to make undue influence of the office).

With regard to significant shareholders, section 40 of the Board of Directors' Regulations provides that:

- “1. The Board of Directors reserves the right to have knowledge of any transaction between the Company and a director or a shareholder who owns, either individually or jointly with others, any significant stake, including any shareholder who, regardless of his/her stake in the share capital, is represented on the Board of Directors of the Company or of other companies which are part of its corporate group.*
- 2. In no event shall such a transaction be authorized if previously a report has not been issued by the Audit and Control Committee evaluating the transaction from the standpoint of market conditions. In the event of transactions with significant shareholders, the Committee shall examine it also from the standpoint of an equal treatment for all shareholders.*
- 3. In the case of transactions within the ordinary course of company business and being of a habitual or recurrent nature, a general authorization of the line of transactions and their conditions of execution will be sufficient.*
- 4. The Company shall inform of the transactions conducted with directors, significant shareholders and Related Persons in the half-yearly public periodic information and in the Annual Corporate Governance Report, within the scope of the Law. Likewise, the Company shall include on the notes to the annual accounts information on the transactions carried out by the company or any companies within the Inditex Group with directors and with those acting on their behalf, whenever they are alien to the ordinary course of trade of the Company or are not carried out in normal market conditions*
- 5. The authorisation of the Board of Directors shall not be required for such transactions which meet simultaneously the following three conditions:*
  - (a) they are carried out pursuant to standard agreements and applied to a large number of clients;*
  - (b) they are carried out at such prices or rates generally set by the provider of the good or service in question; and*
  - (c) their amount is not in excess of one percent (1%) of the annual revenue of the Company.*
- 6. The authorisation shall be granted by the General Meeting of Shareholders when it refers to any transaction with a director for a value which is in excess of 10% of the corporate assets.”*

As stated in section D.1 above, the Audit and Control Committee is responsible for reporting on the transactions that involve or could involve any conflict of interest and the Nomination Committee is responsible for reporting on the authorization or release by the Board of Directors of the obligations stemming from the duty of loyalty of directors, where such responsibility is not incumbent on the General Meeting of Shareholders.

Finally, section 4.8 of the Code of Conduct and Responsible Practices provides that: *“INDITEX’s employees shall avoid any situation which might entail any conflict between their personal interests and those of the company. They shall also refrain from representing the company and from taking part or having a say in any decision making wherein they may have, either directly or indirectly, either themselves or through any related party thereto, any personal interest.*

*They may not avail themselves of their position in the company to obtain any economic or personal benefit, or any business opportunity for them.*

*No employee of INDITEX may render services as consultant, director, officer, employee or advisor to any of INDITEX's competitors, except for such services which may be rendered at the request of INDITEX or with the authorization of the Committee of Ethics.*

*INDITEX respects the private life of its employees and therefore the private sphere of their decisions. In the framework of this policy of respect, employees are urged to report to the Committee of Ethics any personal conflicts of interest or any conflicts of interest involving their relatives, that might jeopardize the necessary objectivity or professionalism of their duties within Inditex, so that, in the respect of the confidentiality and privacy of individuals, the relevant measures might be taken for the mutual benefit of the company and of the affected individuals.*

*Namely, the cases below shall be considered as potential situations of conflict of interest and they shall be reported to the Committee of Ethics:*

- *The conduct by any employee or by any person related to him/her, either directly or indirectly, by themselves or through any company or institution, of any business which is the same, similar or supplementary to the business conducted by INDITEX.*
- *The conduct by any employee or by any person related to him/her, either directly or indirectly, by themselves or through any company or institution, of any business which involves an exchange of goods and/or services, regardless of the remuneration system agreed."*

**D.7. Is more than one company of the Group listed in Spain?**

Yes                      No

Identify the other companies that are listed in Spain and their relationship to the company.

<b>Identity and relationship with other listed group companies</b>
-

**State whether they have publicly and accurately defined the respective areas of activity and business relationship among them as well as those between the other listed company and the other companies within the group;**

Yes                      No

<b>Describe the business relationship between the parent and subsidiary listed companies as well as between the subsidiary and other members of the group</b>
-

**Identify measures taken to resolve potential conflicts of interest between the other listed company and the other group companies:**

<b>Measures taken to resolve possible conflicts of interest</b>
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## **E RISK MANAGEMENT AND CONTROL SYSTEMS**

### **E.1. Explain the scope of the company's Risk Management and Control System, including tax compliance risk.**

Risk management in the Inditex Group is a process driven by the Board of Directors and the Senior Executives, incumbent on each and every single member of the Group, which seeks to provide reasonable assurance in achieving the objectives established by the Group, ensuring the shareholders, other stakeholders and the market at large, an appropriate level of guarantee which ensures protection of value built.

In this context, the Group's Enterprise Risks Management Policy sets the overarching principles, key risk factors and the general action lines to manage and control the risks which affect the Group. This Policy is enforced on the whole Group and is at the basis of an Integral Risks Management System.

The Enterprise Risks Management Policy is developed and supplemented by specific internal policies or regulations with regard to certain areas or units of the Group. Among the internal policies or regulations developed and implemented by these areas regarding the management of the different types of risks, the following should be pointed out:

- The Investment Policy.
- The External Financing Policy.
- The Payment Management Policy.
- The Financial Risk Management Policy.
- The Policy on Management of Insurable Risks
- The Code of Conduct and Responsible Practices.
- The Policy on Criminal Risk Prevention.
- The Internal Regulations of Conduct regarding Transactions in Securities.
- The Corporate Social Responsibility Policy.
- The Code of Conduct for Manufacturers and Suppliers.
- The Health and Safety Policy.
- The Environmental Sustainability Policy.
- The Information Security Policy
- The Procurement Policy
- The Policy on Communication and Contact with Shareholders, Institutional Investors and Proxy Advisors
- The Policy and Procedure for Representatives and Attorneys
- The Policy on Human Rights
- The Diversity and Inclusion Policy
- The Compliance Policy
- The Tax Policy and the Tax Strategy
- The Anti-Money Laundering and Terrorist Financing Policy

The risk management process is described in detail in the Risks Management Manual attached to the Enterprise Risk Management Policy.

The whole process is based upon the identification and assessment of the factors which may have a negative impact on the achievement of the business objectives, which translates into a risks map that includes the main risks

classified in different groups, together with an assessment thereof based upon their potential impact, the likelihood of their occurrence and the level of preparedness of the Group to address them. The risks map is regularly reviewed to keep it updated, in order to include amendments related to the evolution of the Group itself and the environment where it operates. The risk management process continues with adopting a certain response to such factors, and establishing the required control measures for such response to be effective.

Within the Risks Management System, business units represent the first line of defense, and they report the relevant information to the Enterprise Risks Management Department, which coordinates the System as a second line of defense.

Internal Audit acts as a third line of defense, overseeing in an independent and objective manner the Risks Management System and reporting to the Board of Directors through the Audit and Control Committee.

## **E.2. Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk**

The main responsibilities of the governing bodies and areas involved in Enterprise Risks Management at the Inditex Group are described below:

The Board of Directors is charged with:

- Approving the Enterprise Risk Management Policy, on the proposal of the management. Such Policy defines the strategy in the field of risks management and the disclosure thereof to the rest of the organization. Based upon such policy, the ERM System is implemented, as well as the mechanisms for the regular follow-up of internal information and control systems.

The Audit and Control Committee is charged with:

- Overseeing the control and risks management function.
- Periodically reviewing the Enterprise Risk Management Policy, including tax risks.
- Ensuring that the Enterprise Risk Management Policy would include at least:
  - The different types of risk (including without limitation, operational, technological, financial, legal, reputational and tax related) that the Company is faced with, including contingent liabilities and other off-balance sheet risks as part of the financial or economic risks;
  - The determination of the level of risk that the Company deems acceptable;
  - The course of action planned to reduce the impact of the identified risks, should they materialize; and,

- The information and internal control systems that will be used to monitor and manage the aforementioned risks, including contingent liabilities and other off-balance sheet risks;
- Reviewing the information on the risks that the Group faces, and on the risk control systems, that must be included in the Annual Corporate Governance Report, the management report attached to the annual accounts and the interim financial statements and in any other information instruments of the Company; and
- Evaluating any question regarding non-financial risks (including without limitation, operational, technological, regulatory, social, environmental, political and reputational) that the enterprise risk management policy and the risks management systems must cover.

The Financial Division (to which the ERM Department belongs) is charged with:

- Ensuring the good running of the Risk Management System and namely that all relevant risks which affect the Company are duly identified, managed and quantified.
- Taking an active role in the preparation of the risk strategy and in the important decisions on risk management.
- Ensuring that the ERM System would appropriately mitigate risks.
- Overseeing the work and liaising with Risks Managers at each business unit or area, both at corporate or concept level, providing valid tools for risks assessment and management.
- Maintaining and updating knowledge, techniques, methodologies and tools allowing observance of the principles underlying the ERM system at maximum quality levels.
- Regularly reviewing the risks management policies and manuals and the motions for the amendment and update thereof to the Audit and Control Committee to be tabled, where appropriate, to the Board of Directors..
- Coordinating and processing the information received by Risks Managers at each business unit or area, reporting to the Senior Executives and to the Board of Director through the Audit and Control Committee.
- Promoting appropriate and effective communication channels between ERM Department and the remaining Divisions and areas involved.

Risks Managers are charged with:

- Monitoring the risks under their remit, in accordance with the methodology and tools defined by the ERM Department.
- Identification of events which may entail potential risks and opportunities within the assigned scope of responsibility, reporting the necessary information to the ERM Department.
- Follow-up and notice of the evolution of risk management, as well as the defined action plans.

The Internal Audit Department is charged with:

- Contributing to the improvement of risks management, control and governance processes, assuring the Audit and Control Committee of an effective and independent supervision of the internal control system and issuing recommendations for the Group to help reduce to reasonable levels the potential impact of risks which hamper the achievement of the objectives of the Company.
- Internal Audit function must always remain independent in respect of ERM System, and it shall not be responsible for making any key decisions regarding its operation.

Senior Executives are charged with:

- Raising awareness regarding the weight of the ERM System and its value for all the stakeholders of the Group, encouraging the creation of an all-encompassing risks management culture.
- Defining and validating functions, powers and responsibilities within the framework of the ERM System.
- Determining the level of risk that the Company may deem acceptable.
- Provision of appropriate and sufficient resources to implement Risks Management activities.
- Validation of action and work plans resulting from the risks management process itself.
- Follow-up on activities.

Additionally, the following specific Committees related to the follow-up of the major risks are in place:

- Expansion Committee
- Logistics Committee
- Committee of Ethics
- Business Monitoring Committee
- Compliance Supervisory Board
- Information Security Committee
- Investments Committee
- Financial Risks Committee
- Reputation Committee

**E.3 State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives**

In order to permit a streamlined and comprehensive risks management, the Group has established a definition of risk valid for the whole Organization. Thus, the Group defines risk as: “any potential event which might have a negative impact on the achievement of its business objectives”.

Risks reviewed are classified and grouped in the following categories:

## **1. Business environment**

These are risks stemming from external factors, associated with the Group's business.

This category encompasses the risks associated with the difficulty in adjusting to the environment or market where the Group operates, whether as regards procurement processes or distribution and sale of goods activities. This element is inherent in the fashion retail business and consists of the eventual inability of the Group to follow up and offer a response to the development of its target market or to adjust to the new situations in procurement or distribution countries.

In this regard, geopolitical, demographic, social and economic changes that trigger the country risk in procurement or distribution countries or the consumption decline in certain markets, as well as abrupt changes in climate cycles likely to affect demand patterns are, *inter alia*, factors which may have an impact on the effective achievement of the business objectives of the Group.

Additionally the strong competitiveness existing in the sector, driven by new technologies and disruptive innovation might condition the Group's capacity to compete in an environment in which customer's profile is constantly changing.

## **2. Regulatory risk**

Those are risks to which the Group is exposed arising from the different laws and regulations in force in the different countries where it conducts its business.

Included in this category are risks regarding tax, customs, employment, trade and consumption and industrial and intellectual property regulations, and risks associated with the remaining laws and regulations, namely regulatory risks of a criminal nature (including potential risks of commission of offences related to corruption, fraud or bribery), whether or not they determine criminal liability of the natural person, as well as other risks of regulatory noncompliance.

The General Counsel's Office – Office of the Chief Compliance Officer is charged with overseeing and managing the Compliance System of the Inditex Group, in order to prevent any regulatory risks (including criminal ones) and/or reputational risks, arising from any potential regulatory noncompliance, and to respect the highest ethical standards and follow-up on best corporate practices.

Although at present it is uncertain whether or not article 50 TFEU, whereby the United Kingdom would leave the European Union (Brexit) would be extended, as well as which future events would Brexit trigger, No Deal Brexit would entail changes to the regulatory environment of the Group in the UK, as well as to the trade relationship between the UK and the EU, as this latter would be governed by the regulations of the World Trade Organization (WTO). This means that cross-borders trade will be subject to customs controls and customs duties.

The main risks for the Group identified arising from Brexit include potential delays in transit of goods, economic impacts resulting from custom duties and currency fluctuation, potential constraints to free movement of people, as well as those arising from contractual risks or management of key third parties.

## **3. Reputation**

Those are the risks which have a direct impact on the way the Group is perceived by its stakeholders (customers, employees, shareholders and suppliers) and by the society at large.

These risks stem from a potentially inappropriate management of the issues regarding corporate ethics, social and environmental sustainability, responsibility on account of health and safety of products, the corporate image of the Group, including in social media, as well as any other potential regulatory noncompliance or noncompliance with best practices which might have an impact on the reputation of the Organization.

#### **4. Human Resources**

The main risks related to the field of human resources are those arising out of a potential dependence on key personnel and of the difficulty in properly identifying and retaining talent, as well as in keeping an appropriate work environment at all work centres.

#### **5. Operations**

The main operational risks the Group addresses stem from a potential difficulty in recognizing and taking in the ongoing changes in fashion trends, and in manufacturing, supplying and putting on the market new models that fulfil customers' expectations. Likewise, risks arising from the increasing weight of technological innovations and evolutions in the broadest sense, both regarding interaction with customers and improvement of operating processes to ensure commercial success.

The risk arising out of business interruption is associated with the potential occurrence of extraordinary events beyond the control of the Group (natural disasters, fires, strikes of haulers or of key suppliers, power outage, discontinuance in the supply of fuel, goods detention during carriage, etc.,) that may significantly affect normal operations.

Given the way the Group operates, the main risks included in this category are to be found at logistics centres and in external operators charged with carriage of the goods. Apparel, footwear, accessories and homeware for all the concepts are distributed from 14 logistic centres spread throughout Spain. Distribution logistics is also assured by means of other smaller logistic centres located in different countries and by external logistics operators in charge of small volume distribution operations.

Other risks included in this category are those associated with real estate management, related to the search and selection of business premises and their profitability. Additionally, the relationship with certain suppliers of goods or services providers is subject to certain risks beyond our control which might have an impact on the normal course of certain operations of the Group.

#### **6. Financial**

In the ordinary conduct of its business, the Group is exposed to financial risks. Included in this category are foreign exchange risk and counterparty credit risk. Additionally, given the ever-growing international dimension of the Group's business, the Company is exposed to the country risk in different markets.

Euro is the functional currency of the Group. Its international transactions involve using a large number of currencies other than euro, which gives rise to the foreign exchange risk. The Group has different investments abroad, the net assets of which are exposed to foreign exchange rate risk. As the consolidated financial statements of all the companies in the Group are prepared in the functional currency, i.e., euro, it is faced with the foreign exchange risk on account of translation, in respect of all its entities outside the European Monetary Union. The Company also addresses the risk resulting from transactions in currencies other than euro in flows of collections and payments for acquisition of goods and provision of services both in respect of transactions within the Group and outside the Group.

The Group is not exposed to significant concentrations of counterparty credit risk. Most of its revenue results from retail sales, where payment is primarily made on demand, either in cash or with credit card. At any rate, the Group deals with the risk that counterparties, mainly financial ones, would fail to comply with the obligations stemming from investment of the Company's cash, loan agreements and other financial and securities vehicles, and from derivatives used for financial risks hedging.

#### **7. Information for the decision making**

Risks included in this group are those associated with the appropriate information at all levels: transactional and operational, financing-accounting, management, budgeting and control.

The different departments of the Group, and especially the Planning and Management Control Department and the Administration Department, which report to the Financial Division, are directly responsible for producing and overseeing the quality of such information.

#### **8. Technology and IT systems**

Risks in this group include those linked to the technological infrastructure, the effective management of information, of computer and robotic networks and of communications. Risks connected with the physical and technological IT security are also included, namely the risk of cyber-attacks against IT systems, which might eventually affect the confidentiality, integrity and availability of key information.

#### **9. Corporate Governance**

This category includes the risk associated with the potential existence of an inappropriate management of the Group stemming from potential noncompliance by members of management or of the Board of Directors with existing Corporate Governance regulations, recommendations, or best practices, with transparency regulations, or regulations of regulatory authorities, or even from lack of professional ethics in such management.

### **E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk**

The Inditex Group relies on standard criteria to identify, assess and prioritize risks, based upon the concept of risk tolerance as key tool.

It is incumbent on Senior Executives to establish strategy and risk tolerance, which must reflect the volume of risks that they are willing to assume, to

reasonably achieve the objectives and interests of the Group. Such tolerance is regularly updated, and at least every time the Group strategy changes.

Once the risk tolerance for strategic and business objectives of the Group has been defined, it is duly disclosed to the Corporate Risks Manager, who determines the assessment scales of key business risks (impact, likelihood and level of preparedness).

**E.5 State which risks, including tax compliance risks, have materialized during the year**

During the year, risks inherent in the business model, the Group's business and the market environment, have materialized as a result of circumstances inherent in the conduct of business and the prevailing economic climate. Although none of them has had a significant impact on the Organization, materialization of foreign exchange risk has had a higher weight.

The Group operates globally and therefore, it is exposed to the foreign exchange risk in respect of transactions in currencies, namely in US dollar, Russian ruble, Chinese renminbi, Mexican peso, Sterling pound and Japanese yen. In 2018, the depreciation of non-euro currencies has had a negative impact on the growth rate of net sales of the Company, and a slightly negative impact on the cost of sales.

The foreign exchange risk is managed pursuant to the guidelines set out by the management of the Group, which mainly cover the establishment of financial or natural hedging systems, constant monitoring of foreign exchange rates fluctuation, and other measures aimed at mitigating such risk.

Although the progression of the negotiations on the withdrawal of the United Kingdom from the European Union (pursuant to article 50 of the Treaty on the Functioning of the European Union) has resulted in a high level of uncertainty of the markets, its impact has not been significant for the Group during the financial year.

The evolution of the sterling pound during the Brexit's negotiation process has not given rise to a material increase of the foreign exchange risk, considering the behaviour of the Group's exchange exposure portfolio, resulting from its high diversification and the foreign exchange management policy.

**E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise**

The Group relies on response plans that seek to reduce the impact and likelihood of materialization of the critical risks described in section E.3 above, or to improve the level of preparedness versus risks.

The main specific response plans for each risk category are explained below:

**1. Business environment**

In order to reduce the risk exposure in this area, the Group carries out a feasibility research for each new market, business line or store, considering

pessimistic scenarios, and subsequently monitors whether the estimated figures are met or not. Moreover, the business model of the Group is based not only on managing new openings, but also on improving the efficiency and effectiveness of the markets, business lines and stores already existing, so that the growth achieved via expansion and diversification, be complemented by the organic growth of the existing business.

In line with the foregoing, the expansion policy, the multi-brand format of the Group and the commitment to the full integration of all the channels and the use of new technologies as an alternative of communication and sale for our customers, represents a way to diversify this risk, which downplays the global exposure to this business environment risk.

## **2. Regulatory risk**

The General Counsel's Office – Office of the Chief Compliance Officer is charged with managing the Model of Compliance System of the Company. Namely, it discharges a triple function: organization, coordination and report.

Organization means that the General Counsel's Office – Office of the Chief Compliance Officer oversees the process of preparing the internal regulations (Policies, Procedures and Instructions) of the Company and, approves them, where appropriate.

The General Counsel's Office – Office of the Chief Compliance Officer is also responsible for coordinating compliance functions of other departments or areas where compliance risks exist, by means of a periodic reporting system.

Special mention should be made of criminal regulatory risks. In order to reduce exposure to criminal regulatory risks, namely the risk of commission of offences related to corruption, fraud and bribery, Inditex relies, first of all, on a structure of high level basic standards, and a number of organizational documents which constitute the three main pillars of the Company's Cross-cutting Compliance System: the Code of Conduct and Responsible Practices, the Code of Conduct for Manufacturers and Suppliers of the Inditex Group. Secondly, it relies on a model of criminal risk prevention, made up of three different documents: the Policy on Criminal Risk Prevention, the Criminal Risk Prevention Procedure and the Scoping Matrix of Criminal Risks and Controls (hereinafter, the "Model of Criminal Risk Prevention"). Such high level standards and the Model of Criminal Risk Prevent are part of Inditex Compliance System.

Inditex Model of Criminal Risk Prevention was approved by the Board of Directors in 2016 and is subject to continuous updating. Namely, risks identified in the Scoping Matrix of Criminal Risks and Controls are updated by regularly reviewing potential risks inherent to the processes of the different proceedings carried out, taking into account the latest regulatory developments, the approval and/or amendment of internal regulations and the changes in the Company's organization.

Within the scope of such Model of Criminal Risk Prevention, a number of standards have been approved, in furtherance of statutory obligations or obligations arising from the Articles of Association and from the regulatory framework wherein Inditex operates. Namely, for the purposes of ensuring that all Inditex employees, and those third parties with whom they are engaged in any business relationship, comply with the main anti-bribery and anti-corruption regulations existing in such markets where the Group is present, the so-called Integrity Policies have been approved: (i) the Policy on Donations and

Sponsorships; (ii) The Policy on Gifts and Business Courtesies; and, (iii) the Policy on Dealings with Public Servants (hereinafter, the “Integrity Policies”).

Additionally, as a demonstration of its commitment to anti-money laundering and the prevention of terrorist financing activities, Inditex has approved the Anti-Money Laundering and Terrorist Financing Policy.

The Committee of Ethics that reports to the Board of Directors through the Audit and Control Committee, is the internal body charged with overseeing compliance with the Model of Criminal Risk Prevention and the effectiveness and appropriate implementation of the controls set therein - the General Counsel’s Office-Office of the Chief Compliance Officer being responsible for the material performance thereof - , and with ensuring that such Model meets the prevailing legal requirements from time to time in force.

The Committee of Ethics submits, at least every six months, a report to the Audit and Control Committee considering the degree of compliance with the Model of Criminal Risk Prevention.

Additionally, the Internal Audit Department conducts regulatory compliance audits on a regular basis with teams of independent professionals specializing in certain regulations which apply to the company’s business.

The Company relies on a Whistle Blowing Channel that allows all the Group’s employees, suppliers or third parties with a direct relationship and a lawful business or professional interests to report, regardless of their managerial level and geographic or functional location, any noncompliance with the internal regulations of the Group governing conduct and regulatory compliance, by any Group’s employee, manufacturer, supplier or third party with whom the Group has a direct employment, business or professional relationship and which affect either Inditex or its Group. Therefore, noncompliance with internal regulations as well as any manner of irregularities can be reported, including those related to corruption, fraud and/or bribery.

The Committee of Ethics is responsible for managing and overseeing the Whistle Blowing Channel as well as compliance with its procedure.

In 2018, the Audit and Control Committee resolved to submit the Model of Criminal Risk Prevention to a reasonable assurance review by an independent third party, in order to establish that the controls included in the Scoping Matrix of Criminal Risks and Control are effective and appropriate and that the Model complies with the requirements laid down in the Criminal Code and in UNE 19601 standard, as well as with COSO guidance. The audit firm has issued an unqualified report.

With regard to risks arising from Brexit, the Group has prepared a contingency plan considering the potential impacts for the Group, and a number of measures have been set to mitigate such risks.

### **3. Reputation**

The Group has implemented a Compliance Programme in respect of the Code of Conduct for Manufacturers and Suppliers through social audits and pre-assessment audits, based on the verification carried out by qualified social auditors, of the facilities which are necessary to manufacture the fashion items that the Group distributes, for the purposes of minimizing any potential risks of damaging the image of the Group on account of improper behaviour by third

parties. Such specific programme sets out the review procedures which ensure gathering information and evidence on the minimum working conditions that all manufacturers and suppliers must comply with. Such Compliance Programme is complemented with “Workers at the Centre” projects and programmes that focus on workers and their well-being, and through partnerships with different stakeholders, including without limitation, the Global Framework executed with IndustriALL Global Union, or alliances with the International Labour Organization (ILO). Additional information on this and other programmes is available in the Annual Report and at the corporate website.

Likewise, the Group also has in place an Environmental Sustainability Policy that covers all the environmental commitments undertaken by the Group applicable across all its business areas and the entire supply chain. Under such Policy, three environmental strategies are implemented to ensure the utmost protection of environmental resources: the Biodiversity Strategy, the Global Water Management Strategy and the Global Energy Strategy. In line with such strategies, mention should be made of Inditex commitment to forest products, materialized in the Forest Product Policy. Current 2016-2020 Environmental Strategy is mainly focused on clean energy and on implementing circular management models at headquarters, logistics centres, factories and stores, including the *Closing the Loop* programme. Additional information on this and other programmes and initiatives is available in the Annual Report and at the corporate website.

In such sizable and visible organizations as the Group, some conflicts might arise out of an inappropriate relationship with third parties alien to the proceedings of the Group (e.g., CNVM, media, investors, financial analysts, public authorities, etc.).

Through the Communication and Corporate Affairs Division and the Corporate Social Responsibility Department, the Group sets out the procedures and protocols required to minimize this risk. Likewise, given their relevance, the General Counsel’s Office-Office of the Chief Compliance Officer, and the Capital Markets Department are charged with managing specifically the relationship with CNMV, the latter being also charged with investors relations.

Likewise, different departments, including the Communication and Corporate Affairs Division, are responsible for following up the image of the Group in social media.

To reduce the risks associated with the description of finished product, ensuring that they do not entail any hazard for the health and safety of customers, the Group carries out controls and verifications of the health and safety of the products standards (“*Safe to Wear*” and “*Clear to Wear*”), whose enforcement is mandatory across the supply chain for all the products sold.

The Group relies on a Policy on Human Rights and a Code of Conduct for Manufacturers and Suppliers. The Committee of Ethics and the Sustainability Department are responsible for enforcing and construing both internal regulations. Meanwhile, the General Counsel’s Office – Office of the Chief Compliance Officer runs training sessions on the Code of Conduct and Responsible Practices for the employees.

Likewise, the Group has in place the so called Integrity Policies of the Inditex Group which are: (i) the Policy on Gifts and Business Courtesies; (ii) the Policy on Donations and Sponsorships; and, (iii) the Policy on Dealings with Public Servants.

The enforcement and/or construction of the Integrity Policies falls on the Committee of Ethics, whereas the General Counsel's Office – Office of the Chief Compliance Officer is charged with overseeing compliance with such Policies.

#### **4. Human Resources**

The action lines followed by the Department of People are explained in detail in the relevant section of the Annual Report and in the Statement on Non-financial Information.

The work system implemented within the Organization encourages the transfer of knowledge and the involvement of all employees with the Company's culture and operations. Career development, training and compensation policies seek to foster development of all teams, give career development opportunities to the more talented people and retain key employees. Additionally, the Group carries out selection and recruitment processes of new employees to ensure the continuous arrival of talent at all areas of the Company. With such proceedings and the continuous improvement of Group policies related to people, risk arising from concentration of knowledge in key people is reduced.

Meanwhile, a growing demand has arisen lately within the labour market, linked to companies' corporate social responsibility, which has become a key factor upon selecting a company for the job of choice. In this regard, the Group has implemented a number of initiatives around different focal points of action.

The Diversity and Inclusion Policy applies to all entities of the Company. The Inditex Group has implemented equality plans that include measures to promote the commitment and effective implementation of the principle of equal opportunities between women and men, contributing to reduce inequality and imbalance, preventing work discrimination, fostering the Company's commitment towards improving life quality, ensuring a healthy work environment and providing actions to promote work-family balance.

The Group also encourages the participation of employees in community service projects so that they can develop their social concerns wherever the Company operates. A number of programs and projects have been implemented in this field offering employees different extents of collaboration.

#### **5. Operations**

The Group reduces exposure to this risk through a production and procurement system that ensures a reasonably flexible response to unexpected changes in the demand from our customers. Stores and online teams are permanently in touch with the team of designers, through the Product Management Department, and this allows perceiving the changes of taste of the customers. Meanwhile, the vertical integration of the transactions allows reducing manufacturing and delivery times as well as the stock volumes, while at the same time, the reaction capacity to introduce new products throughout each season, is kept.

Given the relevance that an efficient logistics management has on the materialization of such risks, the Group conducts a review of all the factors which might have a negative impact on the target of achieving the maximum efficiency of the logistics management, to actively monitor such factors under the supervision of the Logistics Committee.

To mitigate the risk resulting from business interruption, associated with the likelihood of occurrence of extraordinary events beyond the control of the Group, the size and use of all centres has been optimized, based upon the size of each format or the specific requirements of the geographic area which they service. Namely, part of the above mentioned logistics centres specialize in distribution of goods sold online. The different hubs have been set in such a manner as to be able to assume storage and distribution capacity from other centres in the event of any contingency resulting from potential accidents or stoppage of distribution activities.

Additionally, the Group takes active measures to reduce risk exposure in respect of this type of risks, by keeping high levels of prevention and protection in all its distribution centres, in addition to insurance policies covering both any potential property damage incurred by the facilities and stock, and any loss of profit which might arise out of any loss.

In order to ensure the growth of the Group and enhance the flexibility of its business model, the Logistics Expansion Plan assesses the need and considers, where appropriate:

- Investing in new logistic centres (construction of a new logistics connection point in Lelystad (the Netherlands) is currently in progress) or extending the existing ones, so as to minimize the risk associated with the logistics planning and sizing.
- Investing towards improving and automating processes in the existing hubs aimed at increasing their capacity and efficiency and improving the internal control on goods stored in such centres. In this respect, mention should be made of the progressive application of RFID technology within the supply chain, which allows reaching a very high degree of control on goods.
- The search, approval and monitoring of external logistics operators, in different strategic points, with full integration in the logistics capacity of the Company.

With regard to the potential risk of goods detention during carriage process, the Group relies on a network of agents in different procurement and distribution points, as well as on alternative routes for carriage of goods.

The Group reduces the risks associated with the real estate management, regarding the search and selection of business premises and the profitability thereof, by monitoring all the markets where it operates, considering the suitability of premises prior to their opening, and overseeing all new store openings through the Expansion Committee.

## **6. Financial**

In order to reduce the foreign exchange risk, it must be managed in a proactive, sufficient and systematic manner. To achieve this, the Group has implemented the Financial Risk Management Policy with the main goals of reducing potential economic losses and volatility in the financial statements resulting from such risk. Exchange exposure materializes in terms of net investment, translation and transaction risks. Such Policy sets the guidelines to manage all such exposures and provides that exchange management is done at headquarters by the Financial Management department of the Group. The Policy sets forth

the review and follow-up procedures regarding exchange exposure and the potential hedging strategies, the procedure to contract financial derivatives and the registration and documentation thereof. Within the scope of its financial risk management policy, the Group uses the Cash-Flow-at-Risk (CFaR) methodology, for the purposes of estimating the potential impact that the fluctuations of the exchange rates might have on the consolidated pre-tax results and, as the case may be, determining the relevant mitigation strategy. Currently, forward contract is the main hedging instrument. Additionally, other derivatives, such as zero cost option strategies and option buying strategy and swaps are used, to a lesser extent.

The Payment Management Policy provides the principles aimed at ensuring compliance with the Group's obligations, safeguarding its interests and setting up the required procedures and processes to ensure an effective payment management. Such policy determines the best method, currency and terms to make payments, in economic, accounting and legal terms. Finally, the Payment Management Policy covers the potential exceptions and the procedure to authorize them. Meanwhile, the Policy and Procedure for Representatives and Attorneys determines the different proxies included in each Group entitled to engage financial transactions on behalf of the company, including payments, the level of authorization according to the Group to which they belong, the authorized amount of the transaction and the required pairing of proxies according to such criteria.

The Investment Policy, which seeks to ensure security, integrity and liquidity of the Company's financial assets, provides the guidelines which need to be observed by counterparties, and classifies them in panels in accordance with their rating, solvency and relevance for the Group profile. Likewise, such Policy sets maximum exposure limits in terms of counterparty and provides procedures to ensure control, follow-up and monitoring of credit risk.

Such Policy sets guidelines with regard to the role of sovereign risk in terms of counterparty credit risk, and the influence thereof on financial assets and/or investment vehicles.

## **7. Information for the decision making**

In order to reduce exposure to this type of risks, the Group regularly reviews the management information disclosed to the different supervisors and invests, *inter alia*, in systems for transmission of information, business monitoring and budgeting.

The Information Security Department is responsible for ensuring that such information is available to and/or amended, exclusively by the persons authorized to do so, setting the parameters for the systems to ensure the reliability, confidentiality, integrity and availability of key information.

With regard to the risks associated with financial reporting, the Group has set up an Internal Control System on Financial Reporting (ICFR) System aimed at achieving a continuous follow-up and assessment of the main risks associated, which permits reasonably ensuring the reliability of the public financial information of the Group. Additional information on this issue is available in Section F of this report.

In addition, the consolidated Financial Statements and those of all relevant companies are subject to review by the independent auditors, who are also in charge of carrying out certain audit works regarding the financial information.

Likewise, as regards the most significant companies of the Group, independent auditors are requested to issue recommendations on internal control.

## **8. Technology and IT systems**

Given the importance of the smooth running of technological systems to achieve the objectives of the Group, the Office of the Chief Operating Officer exercises, through the Information Security Department and with the support of the Information Security Committee, permanent control aimed at ensuring streamlining and consistency of such systems, in addition to the security and stability required for business continuity. The Group is aware that its systems will require ongoing improvement and investment to prevent obsolescence and keep the response capacity thereof at the levels required by the Organization.

As a benchmark, aimed at keeping security of information and of the elements which process it, the Group is governed by the Information Security Policy, which is accepted by all users with access to information and is available on the Company's intranet (INET).

For the specific purpose of keeping a continuous systems operation, the Group relies on technical and procedural contingency systems which would, together with the associated technical procedures, reduce the consequences of any breakdown or stoppage. Among such technical contingency systems, the main data centre, Tier IV certified (availability) as well as the storage of synchronous data in redundant locations exposed to different physical or geological risks, or the duplicity of teams and lines may be found.

Additionally, the Information Security department within the Office of the Chief Operating Officer relies on continuous review mechanisms, which are regularly assessed by different internal and external audits, to prevent, detect and respond to any potential cyber-attack. Such controls would allow advancing and/or reducing the consequences of risk materialization, together with insurance policies covering loss of profit, expenses stemming from cyber-attack and civil liability of the company for damages incurred by third parties. The Organization considers, based upon the available information, that these controls have been successful to date. Particularly, regarding the e-commerce environment, the Group meets the requirements of the Payment Card Industry Data Security Standard (PCI DSS) and has certification for compliance with ISO/IEC 27011 in Information Security.

However, taking into account that every year a large number of hackers attempt to gain access to the information of corporations globally, the Group is aware that technological risks progress exponentially, in an unpredictable and sometimes highly elaborate manner. For such reason, although Information Security is one of the top priorities of the Group, the possibility of a non-detectable attack, including to its services providers, which might have an impact on the operations or the information managed by the Organization, cannot be ruled out.

## **9. Corporate Governance**

In order to reduce these risks, the alignment of the Company's corporate governance system (comprising the Articles of Association, the Board of Directors' Regulations, the Regulations of the General Meeting of Shareholders, the Audit and Control Committee's Regulations, the Nomination Committee's Regulations, the Remuneration Committee's Regulations, the

Internal Regulations of Conduct regarding Transactions in Securities, the corporate policies implemented for enterprise risk management, and the conduct policies of the Group) with the applicable regulations regarding Corporate Governance from time to time in force (including, without limitation, the Code of Conduct and Responsible Practices, the Code of Conduct for Manufacturers and Suppliers, and the Internal Regulations of Conduct, among others), must be ensured.

For such purposes, the Audit and Control Committee conducts an annual review of the Corporate Governance System to establish the extent of compliance and its alignment with regulatory developments, recommendations, standards and best practices existing in the field, and systematically reinforce good corporate governance practices across the company's governing bodies.

Additionally, the performance of the Board of Directors, board members, board committees, the Executive Chairman, the Lead Independent Director and the Secretary of the Board (non-member), are subject to an annual self-evaluation process, led by the Nomination Committee.

In this end, Inditex relies first on the Internal Regulations of Conduct that sets out the principles and criteria to ensure (i) that the information released to the market and to CNMV is reliable, clear, quantified and complete, avoiding subjective evaluations that could lead or may lead to confusion or deception; as well as (ii) the appropriate use of relevant information.

The Office of the Chief Compliance Officer and the Chief Officer, reporting to the Audit and Control Committee every six months, are charged with overseeing and enforcing the IRC.

With regard to the Code of Conduct and Responsible Practices and the Code of Conduct for Manufacturers and Suppliers, the Committee of Ethics is responsible for the enforcement and construction thereof. Such Committee may act of its own motion or at the behest of any of Inditex's employees, manufacturers or suppliers, or any third party involved in a direct relationship and with a lawful business or professional interest, by submitting a report in good faith.

On the other hand, the Audit and Control Committee regularly reviews whether potential conflicts of interest or related-party transactions detrimental to the interests of the Company and/or the shareholders exist, pursuant to a regulated review and assessment procedure, and subject to approval by the Board of Directors. In the performance of this function, the Committee is supported by the General Counsel's Office – Office of the Chief Compliance Officer that feeds on the information regularly provided by board members and senior executives through specific questionnaires.

This type of risk is reduced upon earning the trust of shareholders and investors. This requires ensuring appropriate proceedings from its governing and managing bodies and improving internal control, transparency and corporate responsibility within the Company.

With regard to supervision, the Board of Directors and the Audit and Control Committee are the main governing bodies responsible for risks control.

#### 1.- The Board of Directors

The Board of Directors is responsible for identifying the main risks for the Group and for organising the appropriate internal control and information systems.

## 2.- The Audit and Control Committee

Included in the duties of the Audit and Control Committee is that of assisting the Board of Directors in its duties to oversee and control the Group, by reviewing the internal control systems. The duties of the Audit and Control Committee are provided in the Articles of Association, the Board of Directors' Regulations and the Audit and Control Committee's Regulations.

The Audit and Control Committee's Regulations provide that it is incumbent on such body, exclusively comprised of non-executive directors, *inter alia*: to oversee the effectiveness of the internal control of the Company, the internal audit and the risk management systems, including tax ones, and to review with the financial auditor the significant weaknesses of the internal control system revealed, as the case may be, in the conduct of the audit, and to supervise the process for preparing and releasing the regulated financial information.

Additionally, the Audit and Control Committee is responsible for overseeing the Internal Audit Department of the Group, approving its budget and the Internal Audit Plan, the annual report of activities of the Internal Audit department and ensuring that it relies on the appropriate material and human resources, whether internal or external, to discharge its duties, approving the budget of the Internal Audit function, the Internal Audit Plan and the annual activities report, ensuring that its activity is mainly focused on the risks which are relevant for the Company and its Group, and gathering periodic information on the proceedings of Internal Audit.

The Internal Audit Department is directly linked to the Board of Directors, to which it reports functionally, through the Chair of the Audit and Control Committee, thus ensuring the full independence of its acts.

The mission of the Internal Audit function is defined in the Group's Internal Audit Charter, and it consists of contributing to the good running of the Group, by assuring an independent and effective supervision of the internal control system, and providing recommendations to the Group that help reduce to reasonable levels the potential impact of the risks that hamper the achievement of the objectives of the Organization.

Likewise, according to such Charter, the objectives of the Internal Audit function include, without limitation: issuing the recommendations it may deem appropriate to improve the governance process; evaluating the effectiveness of the risks management processes and contributing to the improvement thereof; ensuring the good running of the information and internal control systems, and ensuring the uniform and effective enforcement of the policies and procedures which make up the internal control system.

F

**Describe the mechanisms comprising the internal control and risks management systems with regard to financial reporting (ICFR) of your entity**

### **F.1 Entity's control environment**

**Give information describing the key features of at least:**

**F.1.1 Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) its implementation; and (iii) its monitoring.**

- Board of Directors.

Except for such issues which transaction is reserved to the General Meeting of Shareholders, the Board of Directors is the highest decision-making, supervisory and monitoring body of the Company, being ultimately responsible for the existence and update of an appropriate and effective ICFR, as provided in the Policy on Internal Control over Financial Reporting System (hereinafter, the “ICFR Policy”), approved by the Board itself.

The Board of Directors is entrusted with leadership, management and representation of the Group, generally delegating the management of the day-to-day business of INDITEX to the executive bodies and the management team and focusing on the general supervisory function, which includes guiding the policy of the Group, monitoring the management activity, evaluating officers’ management, making the most relevant decisions for the Group and liaising with the shareholders.

- Audit and Control Committee.

Pursuant to the provisions of the Articles of Association, the Board of Director’s Regulations and the Audit and Control Committee’s Regulations, and as part of its financial and monitoring duties, it is incumbent on the Audit and Control Committee to oversee the process for preparing and releasing the regulated financial information, and as provided in the ICFR Policy, to monitor the effectiveness of the ICFR.

In this regard, the Committee discharges, *inter alia*, the following duties:

- Overseeing the effectiveness of the internal control system of the Group, the internal audit, and the risks management systems, including tax risks, as well as discussing with the statutory auditor the significant weaknesses of the internal control system revealed, a the case may be, in the course of the audit.
- With regard to the powers regarding the process to prepare the regulated financial information:
  - Overseeing the process of preparation and submission and the integrity of the regulated financial information relating to the Company and its Group, ensuring that the half-yearly financial reports and the quarterly management statements are drafted in accordance with the same accounting standards as the annual financial reports, and overseeing the review of the interim financial statements requested from the financial auditor, with the scope and frequency that may be defined, as the case may be.
  - Reviewing compliance with the legal requirements, the appropriate delimitation of the consolidation perimeter and the correct application of the generally accepted accounting

principles and international financial reporting standards as may be applicable.

- Advising the Board of Directors on any significant change of accounting standard and on the significant risks of the balance sheet and off-balance sheet
- With regard to the Enterprise Risk Management Policy:
  - Overseeing the control and risk management function.
  - Regularly reviewing the enterprise risk management policy, including tax risks.
  - Ensuring that the enterprise risk management policy contains at least:
    - (i) The different types of risk (including without limitation, operational, technological, financial, legal, reputational and tax related) that the Group faces, including among such financial or economic risk, contingent liabilities and other off-balance sheet risks;
    - (ii) The determination of the level of risk that the Group deems acceptable;
    - (iii) The measures planned to reduce the impact of the identified risks, should they materialize; and,
    - (iv) The internal control and financial reporting systems that will be used to monitor and manage the aforementioned risks, including contingent liabilities and other off-balance sheet risks;
- Reviewing the information about the risks to the Group, and about the risk control systems, that must be included in the Annual Corporate Governance Report, the management report attached to the annual accounts and the interim financial statements, and in any other information instruments of the Group;
- Evaluating any question regarding non-financial risks (including without limitation operational, technological, regulatory, social, environmental, political and reputational) that the enterprise risk management policy and systems must contain;

Most members of the Audit and Control Committee are non-executive independent directors. The Committee meets on a quarterly basis and whenever it is called by its Chair. In 2018, the Audit and Control Committee has met 5 times.

- Financial Division.

The Financial Division is responsible for the design, roll-out and implementation of the ICFR, as provided in the ICFR Policy, keeping the system updated, monitoring its design and proceedings to ensure that it is effective and appropriate, communicating and training the parties involved and keeping a periodic report.

The Financial Division sets out and circulates the policies, guidelines and procedures, associated with financial reporting and is charged with ensuring the appropriate enforcement thereof within the Group.

- Internal Audit

Internal Audit is overseen by the Audit and Control Committee to which it reports. It is charged, *inter alia*, with supporting the Committee in supervising the internal control over financial reporting systems, by performing specific ICFR audits, requesting action plans to correct or reduce any weaknesses revealed and following-up on the implementation of the proposed recommendations.

Internal Audit relies on an Internal Audit Chart, approved by the Audit and Control Committee, which regulates its mission, authority and responsibilities pursuant to both domestic and international regulations and standards for the professional practice of internal auditing.

Likewise, Internal Audit has been awarded the certificate of compliance with the “International Standards for the Professional Practice of Internal Auditing” by the Instituto de Auditores Internos, a member of the IIA (Institute of Internal Auditors).

**F.1.2. Whether, especially in the process of drawing up the financial information, the following elements exist:**

- **Departments and/or mechanisms in charge of: (i) the design and review of the organizational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) deploying sufficient procedures for the effective circulation within the company,**

The Board of Directors is responsible for designing and reviewing the organizational structure and the lines of responsibility within the Group. The departments charged with preparing the financial information are found within such structure.

Senior executives and the Human Resources Department (hereinafter, either the “HRD” or the “**Human Resources Department**”) define the duties and responsibilities of each area. Additionally, the Compensation area, reporting to the HRD regularly assesses the classification, description and duties of each position. Such duties are disclosed to each of the affected areas.

For the purposes of preparing the financial information, the Group has clearly defined lines of authority and responsibility. The main responsibility in preparing financial information falls with the Financial Division.

The structure, size and definition of duties and tasks of each position within the financial area are defined by the Financial Division and disclosed by the HRD.

To carry out its activity, the Financial Division is organized in the following departments: Administration, Planning and Management Control, Treasury, Enterprise Risk Management, Tax, and Processes and Projects. With regard to ICFR, a specific area has been created within the Financial Division to manage ICFR system (hereinafter, the “ICFR Area”).

The Group relies on financial organization structures that meet local requirements in each country where it operates, headed by a Chief Financial Officer who is charged, *inter alia*, with complying with the procedures set out within ICFR.

- **Code of conduct, approving body, degree of dissemination and instruction, principles and values covered (stating any specific mentions to the recording of transactions and the drafting of financial information), body in charge of investigating breaches and proposing corrective or disciplinary action.**

The Board of Directors approved in the meeting held on 17 July 2012, following a report of the Audit and Control Committee, the Code of Conduct and Responsible Practices of the Inditex Group (which replaces both the Internal Guidelines for Responsible Practices of the Inditex Group's Personnel and the Code of Conduct) and the Code of Conduct for Manufacturers and Suppliers (which replaces the Code of Conduct for External Manufacturers and Workshops).

Likewise, the Board of Directors approved on 19 September 2017 following a report of the Audit and Control Committee, the Integrity Policies of the Inditex Group, addressed in section E.6 above.

Therefore, the Group's internal conduct policies are mainly covered in the following codes:

- The Code of Conduct and Responsible Practices.
- The Code of Conduct for Manufacturers and Suppliers.
- The Integrity Policies, which are: (i) the Policy on Gifts and Business Courtesies; (ii) the Policy on Donations and Sponsorships, and; (iii) the Policy on Dealings with Public Servants
- The Internal Regulations of Conduct regarding Transactions in Securities (IRC)

- The Code of Conduct and Responsible Practices

The Code of Conduct and Responsible Practices provides the action lines which must be followed by the Group in the performance of its professional duties.

Its goal consists of exacting an ethical and responsible professional conduct from INDITEX and its entire workforce in the conduct of their business anywhere in the world, as a gist of its corporate culture upon which the training and the personal and professional career of its employees is based. For such purposes, the principles and values which shall govern the relationship between the Group and its stakeholders (employees, customers, shareholders, business partners, suppliers and the societies where its business model is implemented) are defined.

The Code of Conduct and Responsible Practices is based upon a number of general principles, *inter alia*, that according to which the Inditex Group shall carry out all its transactions under an ethical and responsible perspective; all persons, whether natural or legal, who maintain, directly or indirectly, any kind of professional, economic, social or industrial relationships with the Inditex Group shall be treated in a fair and honourable manner and that according to which, all the activities of Inditex shall be carried out in the manner that most respects the environment, promoting biodiversity preservation and sustainable management of natural resources.

One of the standards of conduct covered in the Code of Conduct and Responsible Practices is the "Obligation to Record Transactions", addressed in section 4.13 thereof, according to which:

*“Any and all transactions carried out by the Company which may have an economic impact shall be clearly and accurately shown on the appropriate records of accounts, as a true representation of the transactions carried out, and they shall be made available to the internal and external auditors.*

*Inditex’s employees shall enter the financial information on the company’s systems in a full, clear and accurate manner, so that they would show, as at the relevant date, their rights and obligations in accordance with the applicable regulations. Additionally, the accuracy and integrity of the financial information which, under the prevailing regulations in force shall be disclosed to the market shall be ensured.*

*Inditex undertakes to implement and maintain an appropriate internal control system on financial reporting, ensuring the regular supervision of the effectiveness of such system.*

*Accounting records shall be at all times made available to the internal and external auditors. For such purposes, Inditex undertakes to provide its employees with the necessary training for them to understand and comply with the commitments undertaken by the company regarding the internal control on financial information.”*

A Committee of Ethics has been set up to ensure compliance with the Code of Conduct and Responsible Practices. Such Committee of Ethics is composed of:

- The General Counsel and Chief Compliance Officer, who chairs it.
- The Chief Audit Officer.
- The Chief Sustainability Officer
- The Chief Human Resources Officer

The Committee of Ethics may act of its own motion or at the behest of any employees, manufacturers or suppliers of Inditex, or any third party involved in a direct relationship and with a lawful commercial or professional interest, further to a report made in good faith.

The Committee of Ethics reports to the Board of Directors through the Audit and Control Committee and has the following duties:

- To supervise compliance with the Code and the internal circulation thereof to the Group’s s personnel.
- To receive any manner of written instruments with regard to the enforcement of the Code and to send them, where appropriate, to the relevant body or department which may be responsible for processing and issuing a resolution regarding such instrument.
- To monitor and supervise the management and settlement of any case.
- To solve any doubts which may arise, regarding the enforcement of the Code.
- To propose to the Board of Directors, after report from the Audit and Control Committee, any explanation or implementation rule which the enforcement of the Code may require, and at least, an annual report to review its enforcement.
- To oversee the Whistle Blowing Channel and compliance with the Procedure.

In the performance of its duties, the Committee of Ethics shall ensure:

- The confidentiality of all the information and background and of the acts and deeds performed, unless the disclosure of information is required by law or by any court order.
- The thorough review of any information or document that triggered its action.
- The commencement of such proceedings that adjust to the circumstances, where it shall always act with independence and full respect of the right of the affected person to be heard as well as of the presumption of innocence.
- The indemnity of any complainant who gives notices or brings complaints in good faith to the Committee.

Decisions of the Committee of Ethics shall be binding for the Inditex Group and for its employees.

The Committee of Ethics submits a report to the Audit and Control Committee at least every six months, reviewing its proceedings and the enforcement of the Code of Conduct and Responsible Practices.

Additionally, the Audit and Control Committee reports to the Board of Directors, on an annual basis as well as whenever this latter so requires, on the enforcement of the Code of Conduct and Responsible Practices and of the additional documents which comprise the model of compliance with internal regulations, from time to time in force.

- The Code of Conduct for Manufacturers and Suppliers

The Code of Conduct for Manufacturers and Suppliers defines minimum standards of ethical and responsible behaviour which must be met by the manufacturers and suppliers of the products commercialized by Inditex in the course of its business, in line with the corporate culture of the Inditex Group, firmly based on the respect for human and labour rights

Manufacturers of goods that Inditex sells are bound to comply with the Code of Conduct for Manufacturers and Suppliers and with the Code of Conduct and Responsible Practices, inasmuch as they apply to them. Likewise, the remaining suppliers of goods and services of the Group shall enforce both Codes inasmuch as they apply to them.

- The Integrity Policies

The Integrity Policies implement certain aspects of the Policy on Criminal Risk Preventions, and intertwine with the ethical values of the Group, which are defined in the Code of Conduct and Responsible Practices and in the Code of Conduct for Manufacturers and Suppliers.

Such Policies respond to the need to ensure that all the employees of Inditex, as well as third parties with which it conducts business, comply with the provisions of the main anti-bribery regulations applicable in the markets where the Group is present. In this regard, the Integrity Policies endorse the standards set in international standard ISO 37001, on Anti-Bribery Management Systems.

The Integrity Policies include:

- The Policy on Donations and Sponsorships: the definition of donation and sponsorship is provided, for ease of reference of the recipients of the Policy. It lays down a number of requirements that gifts and sponsorships need to meet in order to be carried out and/or accepted.
- The Policy on Gifts and Business Courtesies: the definition of gift and business courtesies is provided, for ease of reference of the recipients of the Policy. It lays down a number of requirements that must be met for the offer and/or acceptance thereof to be valid and compatible with Inditex's conduct policies.
- The Policy on Dealings with Public Servants: (i) provides the definition of bribery and civil servant; (ii) expressly prohibits bribery in the public and private sectors; (iii) covers extortion payments; (iv) expressly prohibits facilitation payments, even where such payments are not prohibited under the laws of the country or territory in question; and; (v) lays down the due diligence processes implemented to ensure that the conduct of third parties associated with Inditex is aligned with the ethical values, regulations and standards of the Company, the applicable regulations in the markets and the existing best practices in the anti-bribery area.

The Integrity Policies are mandatory for all the individuals within their scope, and any breach thereof may be confidentially reported to the Committee of Ethics, charged with the application and/or construction of such Policies, through the Whistle Blowing Channel.

#### - IRC

Moreover, the Board of Directors approved on 19 July 2016 the Internal Regulations of Conduct regarding Transactions in Securities, within the European regulatory framework against market abuse, comprising the Market Abuse Regulation (Regulation (EU) No 596/2014 of the European Parliament and of the Council, of 16 April 2014) and Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse, which seeks to reinforce market integrity and establish mechanisms for a streamlined implementation and supervision within the different Member States of the European Union.

Compliance with the IRC is mandatory for all the persons included in its scope of application and any noncompliance may be reported in a confidential manner to the Committee of Ethics, pursuant to the provisions of the Whistle Blowing Channel Procedure of the Inditex Group.

In this regard, noncompliance with the IRC may give rise to the relevant disciplinary sanctions, as the case may be, on account of civil, criminal and/or administrative liability, and to the obligation to compensate any damages incurred, where appropriate.

Finally, there is a Compliance Supervisory Board (hereinafter, the “**CSB**”) which reports directly to the Audit and Control Committee of the Board of Directors. Such Supervisory Board is composed of:

- The Executive Chairman
- The General Counsel and Secretary of the Board
- The Chief Financial Officer
- The Capital Markets Director, and

- The Chief Human Resources Officer.

CSB is mainly responsible for developing procedures and implementing regulations to enforce the IRC. Likewise, the Office of the Chief Compliance Officer (hereinafter, the “OCCO”) exists within the CSB. The General Counsel of the Inditex Group is the Chief Compliance Officer. The OCCO is charged, *inter alia*, with enforcing the conduct policies of stock exchanges and the rules and procedures of the IRC on directors, officers, employees and any other person to which the IRC applies.

The proceedings of the companies which are part of the Group and of all the individuals with access to information which may be deemed to be relevant information, and namely to financial information, shall comply with the following principles: regulatory compliance, transparency, collaboration, information, confidentiality and neutrality. Both the CSB and the OCCO shall ensure that the above referred principles are observed.

With regard to the dissemination of the above referred conduct policies, it is incumbent on the Human Resources Department of the Group to circulate a copy of the Code of Conduct and Responsible Practices to any new employees upon their joining the organization.

Likewise, the updated version of such regulations is available on the corporate website ([www.inditex.com](http://www.inditex.com)) and on INET; they are subject to the appropriate measures regarding disclosure, training and awareness-raising, so that they may be understood and implemented within the whole organization. Additionally, the Code of Conduct and Responsible Practices is also available at the stores' TGT in most countries.

With regard to the IRC, the OCCO keeps a General Documentary Register of all Affected Persons. The OCCO is bound to inform Affected Persons that they are subject to the provisions of the IRC as well as of any breaches and penalties which may arise, where appropriate, from an inappropriate use of Reserved Information.

Likewise, the OCCO shall inform the Affected Persons that they have been included in the General Documentary Register and about any other issues addressed in Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC, and in *Ley Orgánica* 15/1999, of 13 December on Personal Data Protection.

- **Whistle blowing channel, for the reporting to the audit committee of any irregularities of a financial or accounting nature, as well as breaches of the code of conduct and malpractice within the organization, stating where appropriate, whether reports made through this channel are confidential.**

A Whistle Blowing Channel is available to all employees of the Group, manufacturers, suppliers or third parties with any direct relationship and a lawful business or professional interest, regardless of their tier or geographic or functional location, so that they may report through this Whistle Blowing Channel any breach of the Group's internal conduct and regulatory compliance policies by any employees, manufacturers, suppliers or third parties with whom the Group has any direct employment, business or professional relationship and which affect Inditex or its Group.

Therefore, any breach and/or any manner of malpractice in respect of any codes may be reported, including those of a financial and accounting nature.

It is incumbent on the Committee of Ethics to oversee the Whistle Blowing Channel as well as the enforcement of the Whistle Blowing Channel Procedure.

The proceedings of such Whistle Blowing Channel are implemented in the Whistle Blowing Channel Procedure approved by the Board of Directors on 17 July 2012. Such document is available on the INET.

Reports of noncompliance and/or queries regarding the construction or enforcement of internal conduct policies and internal regulations on regulatory compliance may be sent to the Company by post, for the attention of the Committee of Ethics (to Avenida de la Diputación, Edificio INDITEX, 15142 Arteixo, A Coruña (Spain)); by e-mail to: ([comitedeetica@inditex.com](mailto:comitedeetica@inditex.com)), or by fax (+34 981186211). The confidentiality of such reports or queries is ensured.

Upon receiving a report, the Committee of Ethics verifies first whether it falls within the remit of the Whistle Blowing Channel. If so, the Committee of Ethics will refer such report to the relevant department so that it would make the appropriate investigations. Otherwise, the Committee of Ethics will order closure of proceedings.

In light of the findings reached following the investigation, the Committee of Ethics shall, having heard first the interested party, adopt any of the following measures:

- Remedy of the breach, if appropriate,
  - Proposal of penalties or relevant courses of action
  - Closure of proceedings, where no breach has been detected.
- **Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating ICFR, which address, at least, accounting rules, auditing, internal control and risk management**

The Training and Career Development area of the Group, which reports to the HRD is charged with preparing, together with each of the areas reporting to the Financial Division, training and refresher courses for the different staff members involved in the preparation and supervision of the financial information of each and every company within the Group. Such schemes include, both general courses, focusing on business expertise and knowledge of the different interrelated departments which make up the company, and specific schemes aimed at training and refreshing employees in respect of new regulatory changes on financial reporting and review of financial information.

- General Induction

Aimed at gaining internal knowledge of each business unit, as well as of each department and of the respective activities, functions and duties within the business.

Under this scheme, employees begin by working at the stores, getting directly acquainted with the whole process of running a store. Then, they spend time at the different corporate departments at headquarters and their training is

completed at any of the subsidiaries of the Group abroad.

- Specific training

Group employees involved in process associated with the preparation of financial information regularly receive training and refresher courses that seek to provide knowledge about local and international standards on financial reporting, as well as about the existing regulations and best practices in the area of internal control. An e-learning platform is available to employees, to train them on issues regarding financial reporting or information security.

Within the financial environment, such training and refresher schemes are arranged by the HRD liaising with each of the areas within the Financial Division.

Training courses are provided on an annual basis for all new supervisors of financial areas in each country, in order to train them on the Group's management model, as well as about the internal control over financial reporting system implemented by the Group.

Additionally, supplementary courses are taught by internal staff on the operation of financial software tools used in financial reporting.

With regard to specialized training run to employees of the different departments of Financial Division during the year, the following stand out, without limitation:

- Internal Control over Financial Reporting Systems
- International accounting standards : IFRS 16, IFRS 17
- Tax update
- Training on ERM
- Advanced Financial Management Program

Additionally, subsidiaries have in place training schemes regarding the different local accounting regulations.

## **F.2. Risks assessment in financial reporting**

**Give information on at least:**

### **F.2.1. The main features of the risk identification process, including error and fraud risks, with respect to:**

- **Whether the process exists and is documented**

The risk identification process has been documented in the Procedure for Enterprise Risk Management regarding financial reporting. This procedure seeks to describe the mechanisms for identifying and assessing, on an annual basis, the risks which may lead to material errors in financial reporting.

- **Whether the process covers all the goals of financial information (existence and occurrence; integrity; assessment; submission, breakdown and comparison; rights and obligations); whether the information is updated and how often.**

The above referred risks management process consists of five stages:

- Gathering financial information
- Identification of the operation cycles with an impact on financial information
- Assessment of risks by the reporting unit of financial statements
- Prioritization of accounts criticality
- Checking risks versus operational cycles

As a result of such process, a scoping matrix of risks regarding financial information (Scoping Matrix of ICFR) is updated on an annual basis. This Scoping Matrix allows identifying the material headings of the financial statements, the assertions or goals of financial information in respect of which any risks may exist, and the prioritization of operational processes which have an impact on financial information.

The assessment process covers all the goals of financial information: (i) existence and occurrence; (ii) integrity; (iii) assessment; (iv) release and breakdown; and (v) rights and obligations.

Following the identification of potential risks, they are assessed on an annual basis based upon the management's information and understanding of the business and upon materiality criteria.

Assessment criteria are established (i) from a quantitative perspective in accordance with such parameters as turnover, size of assets and pre-tax profit and (ii) from a qualitative perspective in accordance with different issues such as transactions standardizing and processes automation, composition, changes versus the previous year, complexity of accounting, likelihood of fraud or error or degree of use of estimates in book recording.

- **The existence of a process to identify the consolidation perimeter taking into account, *inter alia*, the potential existence of complex corporate structures or special purposes vehicles**

The Group relies on a Corporate Master of Companies wherein all the companies which are part of the Inditex Group are included. Such Master is at the basis of the consolidation perimeter and is managed and updated in accordance with the Procedure for Incorporating and Financing of Companies.

Recorded in such Master are on the one hand, general corporate information, such as company name, accounting closing date and currency, and on the other, legal details such as the date of incorporation, share capital, list of shareholders, equity interest, and other relevant information. The Legal Department is responsible for updating the Master as regards legal information.

The External Reporting area, which reports to the Planning and Management Control Department, determines on a monthly basis the number of companies which make up the Consolidation Perimeter as well as the consolidation methods which apply to each of the companies included in the above referred perimeter.

- **Whether the process takes into account the effects of other types of risks (operational, technological, financial, legal, reputational,**

**environmental, etc.), to the extent that they might have an impact on financial statements.**

In addition to the above referred quantitative and qualitative factors, the main risks identified through the Risks Map of the Inditex Group are considered in the process for the assessment of financial information risks

Potential risks identified through the Scoping Matrix of ICFR are taken into account upon preparing the Risks Map of the Group, which is updated on an annual basis by the Enterprise Risks Management Department (reporting to the Financial Division) with the assistance of all involved areas of the organization. Thus, the Group may consider the impact that the remaining risks may have on financial statements. Such risks are classified in the following groups: Business Environment, Reputation, Regulatory Risks, Human Resources, Operations, Financial, Information for the decision-making, Technology and IT Systems, and Corporate Governance.

- **Which governing body of the company is charged with overseeing the process.**

The entire process is overseen and approved on an annual basis by the Audit and Control Committee.

### **F.3 Control activities**

**Give information on the main features if at least the following exist:**

- F.3.1. Procedures to review and authorize financial information and ICFR description, to be disclosed to stock exchanges, stating who is in charge thereof, as well as the documentation describing the activities and control flows (including those concerning fraud risk) for the different types of transactions which may have a material impact on the financial statements, including the procedure for closing the accounts and the specific review of the relevant judgment, estimates, valuations and projections.**

Pursuant to the Board of Directors' Regulations, it is incumbent on the Audit and Control Committee, *inter alia*, to review the annual accounts and the periodic information that the Board of Directors must submit to the markets and their supervisory bodies, overseeing at all times compliance with the legal requirements and the appropriate use of generally accepted accounting standards upon preparing such information.

Likewise, the above referred Regulations provide that the Audit and Control Committee will meet on a quarterly basis to review the periodic financial information to be submitted to the Stock Exchanges authorities and the information that the Board of Directors must approve and add to its annual public documentation.

Moreover, the ICFR Area monitors the effective functioning of ICFR and appraises the General Division and, where appropriate, the Audit and Control Committee, of the outcome of such monitoring.

The Group relies on review mechanisms of the financial information. Each of the organizational structures shall be responsible for reviewing the periodic financial information reported. Analytical reviews of the financial information

reported by such structures are carried out at corporate financial level. Prior to stating the annual accounts and approving the half-yearly financial statements, the Financial Division and the external auditors meet, for the purposes of reviewing and assessing the financial information.

The Audit and Control Committee submits this information to the Board of Directors which is responsible for approving it, in order to be subsequently disclosed to the market.

The Group keeps its main business processes with ICRF scope, duly documented. Each process is structured in a number of sub-processes, with their relevant flowcharts, that include the proceedings that play a direct or indirect role on financial reporting.

Such processes describe the controls which allow giving an appropriate response to risks associated with the achievement of the objectives related with reliability and integrity of the financial information so as to prevent, detect, reduce and correct the risk of any potential mistakes way in advance. Each ICFR process has its scoping matrix of risks and controls associated, and they are separated between processes carried out at local level and at corporate level for the entire Group.

Design of flowcharts, description of the different processes and sub-processes and identification of risks and controls is carried out with ARIS.

This software application allows keeping the entire documentation related to the Group's ICFR process within a single environment, which results in streamlined processes, as flowcharts, narratives and risks and controls matrices are integrated. All the members of the Group involved in ICFR have access to ARIS to view the different processes.

The ICFR monitoring model is implemented based upon SAP GRC Process Control tool, wherein each control activity is assigned to each supervisor. The effectiveness of these controls is monitored and assessed on a quarterly basis by the ICFR area.

Additionally, each process is assigned to a supervisor charged with supporting the quarterly monitoring of controls, and defining and keeping the ICFR process under their remit updated.

SAP GRC Process Control is implemented in all subsidiaries within the ICFR scope.

With regard to the accounting closing, the Financial Division issues the instructions together with the calendar and contents of the financial information to be reported by each of the local financial structures to prepare the consolidated financial statements.

This procedure also includes a section on provisions, opinions and estimates regarding the specific identification of the main opinions, estimates, assessments and projections at consolidated level as well as the review and approval thereof by the Financial Division.

### **F.3.2 Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and**

**segregation of functions) supporting the key process of the company regarding the drafting and publication of financial information.**

The internal control framework of IT systems of the Group seeks to set up controls over the main business processes, which are closely related to Information Technologies (hereinafter, "IT").

Based upon the relationship between business processes and associated systems, a basic review of risks is carried out, allowing the company to prioritize and focus on such IT environments which are deemed to be especially relevant.

A number of general controls on applications are identified within the Group's ICFR, including:

- Secure access to both applications and data
- Control on changes in applications
- Environment segregation
- Appropriate operation of applications
- Availability of data and continuity of applications
- Compliance with data protection regulations

The Group's Information Security Department, that reports to the Office of the Chief Operating Officer, seeks to ensure the security of the Company's IT systems by:

- setting and circulating regulations and procedures which ensure security, pursuant to the Policy for Information Security (hereinafter, the "PIS").
- carrying out reviews and setting up controls aimed at verifying enforcement of such regulations.

The PIS and its implementing regulations serve as the benchmark which provides guidelines to the staff of the Inditex Group, for the purposes of ensuring information security within all business processes; therefore, they also support the ICFR. Guidelines provided in the PIS address the following issues:

- Assets classification and control
- Security vis-à-vis human deeds
- Physical security and security of the environment
- Accesses control
- Systems, Communications and Operations Management
- Systems Development and Update
- Business Continuity Management
- Management of Information Security Incidences
- Regulatory and Legal Compliance.

Mention should be made of the fact that, in the process to design and implement applications, the Group has defined a methodological framework with different requirements aimed at ensuring that the solution implemented actually meets the functions demanded by users and so that the quality level meets the security standards set out.

Likewise, the Group relies on contingency mechanisms and procedures, both technical and operational, which have been defined to ensure recovery of IT systems in case of lack of availability.

In 2018, the Information Security Committee has held quarterly meetings. Such body is charged with ensuring support within the Organization to any and all initiatives on information security.

The Information Security Committee is composed of:

- The Chief Operating Officer
- The General Counsel and Secretary of the Board
- The Chief IT Officer
- The Chief Information Security Officer
- The Chief Financial Officer
- The Chief Audit Officer, in an advisory capacity

Likewise, the Chief Operating Officer may invite other individuals within or outside the Group, to attend the meetings of the Information Security Committee, without them having the status of members thereof.

**F.3.3 Internal control policies and procedures to oversee activities outsourced to third parties as well as the appraisal, calculation or assessment activities commissioned from independent experts, which may have any material impact on financial statements.**

In 2018, certain activities, such as evaluation and testing of ICFR controls, valuation of fixed assets, actuarial calculations, human resources-related services, valuation of derivatives and certain processes of the IT area, were outsourced to third parties, without them having any material impact on financial statements.

Such services are commissioned by the supervisors of the relevant areas, ensuring the technical and legal qualifications, capacity and independence of the experts hired.

**F.4. Information and communication**

**Give information on the main features if at least the following exist:**

**F.4.1 A specific function in charge of defining and updating accounting policies (accounting policies area or Department) and of settling doubts or conflicts arising from the construction thereof, which is in regular communication with those in charge of operations within the organization as well as an updated manual on accounting policies disclosed to the units through which the entity operates.**

The External Reporting area, within the Planning and Management Control Department, is responsible for drafting, publishing, implementing and updating the Group's Manual on Accounting Policies. With regard to the Group's accounting policies, such area is responsible for, *inter alia*:

- Defining the accounting treatment of the transactions which make up the business of the Group.
- Defining and updating the accounting practices of the Group.
- Addressing doubts and queries arising from the construction of accounting standards.

- Standardizing the accounting practices of the Group.

Such manual covers the different transactions inherent in the Groups' business and their accounting treatment in accordance with the benchmark accounting framework of the Inditex Group.

The manual is regularly updated. As part of such updating procedure, the External Reporting area includes all accounting changes identified which were advanced to those in charge of drafting the financial statements.

The manual and the remaining documentation are available on the INET.

**F.4.2 Mechanisms for the capture and preparation of financial information in standard format, which are enforced and used by all the units of the company or the Group, supporting the main financial statements and the notes thereto, as well as the disclosure concerning ICFR.**

The process for consolidation and preparation of consolidated financial statements is centralized, being incumbent on the External Reporting area which reports to the Planning and Management Control Department.

Preparation of the consolidated financial information begins with the addition of individual financial statements of each company included in the consolidation perimeter, to be subsequently consolidated based upon the accounting regulations of the Group. The entire addition and consolidation process is supported by SAP BPC tool.

Financial information reported to CNMV is prepared based upon consolidated financial statements gathered through the above referred tool, and upon certain supplementary information reported by the subsidiaries, required to prepare the annual/half-year report. The entire process is supported by SAP Disclosure Management tool. Contemporaneously, certain specific controls are exerted to confirm integrity of such information.

**F.5. Supervision of the system's operation**

**Give information describing the main features of at least:**

**F .5.1 ICFR supervision activities carried out by the audit committee and whether the entity has an internal audit function charged, inter alia, with supporting the audit committee in the monitoring of the internal system, including ICFR. Likewise, give information on the scope of ICFR assessment carried out during the financial year, and of the procedure by which the person in charge of performing the assessment communicates its results, whether the entity has an action plan providing any potential corrective measures and whether the impact of such measures on the financial information has been considered**

Specifically regarding ICFR supervision activities, the Audit and Control Committee has carried out in 2018 the following proceedings, without limitation:

- It has reviewed the consolidated annual accounts of the Group and the periodic quarterly and half-yearly financial information that the Board of Directors has

to provide to the markets and its supervisory bodies, overseeing compliance with the legal requirements and the appropriate application of the generally accepted accounting standards upon drafting such information.

- As part of its supervision duties regarding the Internal Audit Department, it has approved its annual activities report, as well as its budget and the annual internal audit plan.
- It has reviewed the annual audit plan of external auditors that includes the audit objectives based upon the evaluation of risks of financial information and the main areas of interests or significant transactions subject to review during the year
- It has reviewed with the external auditors and with Internal Audit the internal control weaknesses revealed, where appropriate, in the course of the different audit and review assignments. Meanwhile, both external auditors and Internal Audit have regularly advised the Audit and Control Committee on the degree of enforcement of recommendations resulting from such assignments.
- It has regularly met with other corporate departments of the INDITEX Group for the purposes of overseeing the effectiveness of internal control systems of the Group, including ICFR, verifying their suitability and integrity and the degree of implementation of action plans to meet audit recommendations.

Internal Audit is a corporate function included in the current organizational structure by means of a direct link to the Board of Directors, which ensures full independence in the performance of its activities. Internal Audit functionally reports to the Audit and Control Committee.

The area is centrally managed from headquarters and has representatives at such geographic areas where the presence of the Inditex Group so requires. Additionally, it is divided into specialized areas, which allows gathering deep understanding on risks and processes.

Internal Audit's budget is approved on an annual basis by the Audit and Control Committee which provides for the human and material resources, both internal and external of the Internal Audit area.

The mission of the Internal Audit function consists, *inter alia*, of assessing risk exposure and the suitability and effectiveness of controls in respect of risks identified and namely, those related to reliability and integrity of financial and operational information.

Based upon ICFR Scoping Matrix of Risks, Internal Audit drafts a pluri-annual plan for the regular review of ICFR of the Group which is submitted to the Audit and Control Committee for approval every year.

Such pluri-annual plan entails ICFR reviews regarding the significant processes and elements of the Group's financial statements. Review priorities are set based upon the risks identified. Such plan is implemented through annual planning which determines the scope of the annual ICFR reviews. The suitability of such plan is reviewed every year, further to the update of the process to identify and assess financial information risks. Additionally, annual planning include compliance with the provisions of current internal policies, including the ICFR Policy.

Namely, the following issues are subject to review: the design and effective operation of key transactional controls and general controls on the main software tools involved in financial reporting, as well as the review of the general control environment.

Additionally, this review covers the implementation and analysis of key risk indicators (KRI) defined by Internal Audit in respect of the most critical risks areas; such KRI have been designed to detect and reduce likelihood of risks and errors, including those of financial nature and fraud. Such key risk indicators are centrally implemented for the different business units and geographic areas included in the audit plan.

To carry out its activities, Internal Audit uses different audit techniques, mainly interviews, analytical reviews, specific control tests, reviewing both the appropriateness of design and the effective operation thereof, review of the effectiveness of software tools and material tests.

Likewise, Internal Audit carries out certain limited analytical review procedures on consolidated financial statements for the first and third quarter of the year on consolidated information.

Results of the assignments, together with the corrective measures recommended, where appropriate, are reported to the Financial Division and the Audit and Control Committee. Internal audit follows up on the implementation of such measures which is reported to the Audit and Control Committee.

**F.5.2 Whether there is a discussion procedure whereby the auditor, (in accordance with the provisions of the NTA), the internal audit function and other experts may disclose to the senior management and to the audit committee or the directors of the company any significant internal control weaknesses identified in the course of the review of the financial statements or any other assignment entrusted Likewise, give information on whether there is an action plan to try and correct or reduce weaknesses observed**

Internal Audit regularly discloses to the Financial Division and the Audit and Control Committee the internal control weaknesses identified in the reviews carried out, as well as the follow-up on the action plans set out to settle or reduce them.

In turn, external auditors regularly meet with the Financial Division and Internal Audit, both to gather information and to disclose any potential control weaknesses which may have been revealed, where appropriate, in the course of their work.

In its meetings, the Audit and Control considers the potential weaknesses in control which might have an impact on financial statements, requesting, where appropriate, from the affected areas, the necessary information to assess any effects on the financial statements.

Section 45.5 of the Board of Directors' Regulations provides that: "*The Board of Directors shall endeavour to draft the final accounts in such a manner that they do not give rise to qualifications on the part of the auditor. Nonetheless, when the Board of Directors considers that it must maintain its criterion, it shall publicly explain the contents and scope of the discrepancy.*"

To meet the provisions of the above referred section 45.5, any discussions or different views existing are advanced in the meetings of the Audit and Control Committee with external auditors. In turn, external auditors report, where appropriate, on the main internal control issues that need to be improved identified as a result of their work. Additionally, the Management reports on the degree of implementation of the relevant action plans set in train to correct or reduce the issues identified.

On the other hand, the Audit and Control Committee meets with the statutory auditors of the individual and consolidated statements for the purposes of reviewing on the one hand the Group's annual account, and on the other, certain half-yearly periodic financial information that the Board of Directors must provide to the market and its supervisory bodies, overseeing compliance with statutory requirements and the appropriate enforcement of generally accepted accounting standards upon preparing such information.

In 2018, members of Internal Audit have attended all 5 meetings of the Audit and Control Committee, whereas external auditors were in attendance in 4.

#### **F.6 Other relevant information**

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#### **F.7. Report of the external auditor**

##### **F.7.1 Whether the information on the internal control over financial reporting system has been reviewed by the external auditor, in which case the entity should include the respective report as an exhibit. Otherwise, it should provide the reasons therefor.**

The Group's Management submits the information on ICFR included in this section F of the 2018 Annual Corporate Governance Report prepared by the Group's Management, to the external auditors for review.

*Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.*

AUDITORS' REPORT ON THE "INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)" OF INDUSTRIA DE DISEÑO TEXTIL, S.A., FOR THE FISCAL YEAR ENDED ON 31 JANUARY 2019

To the Directors of  
Industria de Diseño Textil, S.A.:

As requested by the Board of Directors of Industria de Diseño Textil, S.A. ("the Entity") and in accordance with our proposal-letter of 23 July 2018, we have applied certain procedures to the information relating to the ICFR included in section F) of the accompanying Annual Corporate Governance Report of Industria de Diseño Textil, S.A. for the fiscal year ended on 31 January 2019, which summarises the internal control procedures of the Entity in relation to its annual financial reporting.

The Board of Directors is responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the accompanying information relating to the ICFR system included in section F) of the accompanying Annual Corporate Governance Report (ACGR).

It should be noted in this regard, irrespective of the quality of the design and operational effectiveness of the internal control system adopted by the Entity in relation to its annual financial reporting, that the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the financial statements and pursuant to Technical Auditing Standards, the sole purpose of our assessment of the internal control of the Entity was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Entity's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the Guidelines on the Auditors' Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Entity's annual financial reporting for the fiscal year ended on 31 January 2019 described in the information relating to the ICFR included in the section F) of the accompanying Annual Corporate Governance Report. Therefore, had we applied procedures additional to those established in the aforementioned Guidelines or performed an audit or a review of the internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

Also, since this special engagement does not constitute an audit of financial statements and is not subject to the Spanish audit law, we do not express an audit opinion in the terms provided for in that Law.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Entity in relation to the ICFR system - disclosure information included in the directors' report - and assessment of whether this information addresses all the information required considering the minimum content described in section F, relating to the description of the ICFR system, of the ACGR form, as established in CNMV Circular 2/2018 of 12 June 2018.
2. Inquiries of personnel in charge of preparing the information detailed in point 1 above for the purpose of achieving: (i) familiarisation with the preparation process; (ii) obtainment of the information required in order to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) obtainment of information on whether the aforementioned control procedures have been implemented and are in use at the Entity.
3. Review of the explanatory documents supporting the information detailed in point 1 above, including documents directly made available to those responsible for preparing the ICFR systems. In this respect, the aforementioned documentation includes reports prepared by the Internal Audit Department, senior executives or other internal or external experts providing support functions to the Audit and Control Committee.
4. Comparison of the information detailed in point 1 above with the knowledge on the Entity's ICFR obtained through the procedures applied during the financial statement audit work.
5. Reading of the minutes taken at meetings of the Board of Directors, Audit and Control Committee and other committees of the Entity to evaluate the consistency between the ICFR business transacted and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements of article 540 of Corporate Enterprises Act and by CNMV Circular 2/2018 of 12 June 2018 published by the Spanish National Securities Market Commission for the purposes of the description of the ICFR system in Annual Corporate Governance Reports.

DELOITTE, S.L.



German de la Fuente

12 March 2019

**G** EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

State the extent of compliance by the company with the recommendations of the Good Governance Code of Listed Companies.

If any recommendation is not complied with or complied in part by the Company, a detailed explanation of the reasons should be included, providing shareholders, investors and the market in general with sufficient information to assess the company's course of action. General explanations will not be acceptable.

1. The By-Laws of listed companies do not limit the maximum number of votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of the acquisition of its shares on the market.

Complies  Explain

2. When both the parent company and a company controlled by it are listed companies, they both provide detailed public disclosure on:

a) Their respective areas of activity, and any business dealings between them, as well as between the controlled listed company and other companies belonging to the group;

b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies Complies in part Explain Not applicable

3. During the annual general meeting the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

a) Changes taking place since the previous annual general meeting.

b) The specific reasons for the company not following a given recommendation of the Good Governance Code and any alternative procedures followed in its stead:

Complies  Complies in part Explain

4. The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Complies       Complies in part      Explain

- 5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation. When a board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.**

Complies       Complies in part      Explain

- 6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:**

**a) Report on auditor independence.**

**b) Reviews of the operation of the audit committee and the nomination and remuneration committee.**

**c) Audit committee report on related-party transactions.**

**d) Report on corporate social responsibility policy.**

Complies       Complies in part      Explain

- 7. The company should broadcast its general meetings live on the corporate website.**

Complies       Explain

- 8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content:**

Complies       Complies in part      Explain

- 9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.**

**Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.**

Complies       Complies in part      Explain

- 10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:**

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.
- d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Complies      Complies in part      Explain      Not applicable

11. Where a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.

Complies      Complies in part      Explain      Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximizing its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Complies       Complies in part      Explain

13. The board of directors should have an optimal size to promote its efficient functioning and maximize participation. The recommended range is accordingly between five and fifteen members.

Complies       Explain

14. The board of directors should approve a director selection policy that:

- a) Is specific and ascertainable.
- b) Ensures that the appointment or reelection proposals are based on a prior analysis of the board's needs.
- c) Favours a diversity of knowledge, experience and gender.

The results of the prior analysis of board needs should be written up in the nomination committee's explanatory report, to be published when the

**general meeting is convened that will ratify the appointment and re-election of each director.**

**The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.**

**The nomination committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.**

Complies

Complies in part

Explain

**15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

Complies

Complies in part

Explain

**16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.**

**This criterion can be relaxed:**

- a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.**

Complies

Explain

**17. Independent directors should be at least half of all board members.**

**However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, independent directors should occupy, at least, a third of board places.**

Complies

Explain

**18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

- a) Background and professional experience.**
- b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.**
- c) Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.**
- d) Dates of their first appointment as a board member and subsequent re-elections.**
- e) Shares held in the company, and any options on the same.**

Complies                       Complies in part                      Explain

**19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.**

Complies                      Complies in part                      Explain                      Not applicable

**20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.**

Complies                      Complies in part                      Explain                      Not applicable

**21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the Bylaws, except where they find just cause, based on a proposal from the Nomination Committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.**

**The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in recommendation 16.**

Complies                       Explain

**22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organization's name or reputation, tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.**

**The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.**

Complies                       Complies in part                      Explain

**23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential**

**conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.**

**When the board makes material or reiterated decisions about which a director has expressed serious reservations then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.**

**The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.**

Complies          Complies in part          Explain          Not applicable

**24. Directors who give up their office before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Whether or not such resignation is disclosed as a material event, the motivating factors should be explained in the annual corporate governance report.**

Complies          Complies in part          Explain          Not applicable

**25. The nomination committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.**

**The board of directors' regulations should lay down the maximum number of company boards on which directors can serve.**

Complies           Complies in part          Explain

**26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies          Complies in part           Explain

The Board of Directors meets according to the schedule of dates and agendas previously set, to which each director may propose the addition of initially unscheduled items. In 2018, the Board of Directors held five meetings.

**27. Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.**

Complies           Complies in part          Explain

**28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests. .**

Complies          Complies in part          Explain          Not applicable

**29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.**

Complies       Complies in part      Explain

**30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies       Complies in part      Explain

**31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.**

**For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.**

Complies       Complies in part      Explain

**32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies       Complies in part      Explain

**33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organize and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.**

Complies       Complies in part      Explain

**34. When a lead independent director has been appointed, the Bylaws or Board of Directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman and vice chairmen give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan. .**

Complies       Complies in part      Explain       Not applicable

**35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.**

Complies  Explain

**36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competences.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairmen of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the nomination committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report. .

Complies  Complies in part Explain

**37 When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.**

Complies  Complies in part Explain Not applicable

**38. The board of directors should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes. .**

Complies Complies in part Explain Not applicable

**39. All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.**

Complies  Complies in part Explain Not applicable

**40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report**

**functionally to the board's non-executive chairman or the chairman of the audit committee.**

Complies       Complies in part      Explain      Not applicable

**41. The head of the unit handling internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

Complies       Complies in part      Explain      Not applicable

**42. The audit committee should have the following functions over and above those legally assigned:**

**1. With respect to internal control and reporting systems:**

**a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.**

**b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, reelection and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programme, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.**

**c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.**

**2. With regard to the external auditor:**

**a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.**

**b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.**

**c) Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.**

**d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.**

**e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the**

**concentration of the auditor's business and other requirements concerning auditor independence.**

Complies       Complies in part      Explain

**43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer. .**

Complies       Complies in part      Explain

**44. The Audit Committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyze the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.**

Complies      Complies in part      Explain      Not applicable

**45. Risk control and management policy should identify at least:**

**a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance sheet risks.**

**b) The determination of the risk level the company sees as acceptable.**

**c) The measures in place to mitigate the impact of identified risk events should they occur.**

**d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.**

Complies       Complies in part      Explain

**46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

**a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**

**b) Participate actively in the preparation of risk strategies and in key decisions about their management.**

**c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies       Complies in part      Explain

**47. Appointees to the nomination and remuneration committee – or of the nomination committee and remuneration committee, if separately constituted – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies                       Complies in part                      Explain

**48. Large cap companies should operate separately constituted nomination and remuneration committees..**

Complies                       Complies in part                      Explain

**49. The Nomination Committee should consult with the company's Chairman and chief executive, especially on matters relating to executive Directors.**

**When there are vacancies on the board, any Director may approach the Nomination Committee to propose candidates that it might consider suitable.**

Complies                       Complies in part                      Explain

**50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

**a) Propose to the board the standard conditions for senior officer contracts.**

**b) Monitor compliance with the remuneration policy set by the company.**

**c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**

**d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**

**e) Verify the information on director and senior officers' pay contained in corporate documents, including the annual directors' remuneration statement. .**

Complies                       Complies in part                      Explain

**51. The remuneration committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior officer. .**

Complies                       Complies in part                      Explain

**52. The terms of reference of supervision and control committees should be set out in the board of directors' regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:**

- a) Committees should be formed exclusively by non-executive directors, with a majority of independent directors.
- b) They should be chaired by independent directors.
- c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.
- e) Meeting proceedings should be minuted and a copy made available to all board members.

Complies  Complies in part      Explain      Not applicable

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organization, with at the least the following functions:**

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.
- f) Monitor and evaluate the company's interaction with its stakeholder groups.
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Complies       Complies in part      Explain

**54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:**

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.**
- b) The corporate strategy with regard to sustainability, the environment and social issues.**
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.**
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.**
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.**
- f) Channels for stakeholder communication, participation and dialogue.**
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.**

Complies       Complies in part      Explain

**55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.**

Complies       Complies in part      Explain

**56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.**

Complies       Explain

**57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long term savings schemes such as pension plans should be confined to executive directors.**

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. This condition, however, will not apply to shares that the director must dispose of to defray costs related to their acquisition.

Complies       Complies in part      Explain

**58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of**

the markets or the company's sector, or circumstances of that kind. In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies                       Complies in part                      Explain                      Not applicable

**59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.**

Complies                       Complies in part                      Explain                      Not applicable

**60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.**

Complies                       Complies in part                      Explain                      Not applicable

**61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.**

Complies                       Complies in part                      Explain                      Not applicable

**62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.**

**The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.**

Complies                       Complies in part                      Explain                      Not applicable

**63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the Director's actual performance or based on data subsequently found to be misstated.**

Complies                       Complies in part                      Explain                      Not applicable

**64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.**

Complies

Complies in part

Explain

Not applicable

## **H OTHER INFORMATION OF INTEREST**

- 1. If there is any other relevant aspect as regards corporate governance in the company or in group entities that has not been covered in this Report, but is necessary to include to provide more comprehensive and well grounded information on the corporate governance structure and practices in your entity or its group, detail them briefly**
- 2. In this section, any other information, clarification or nuance may be included that is related to the previous sections of the report, to the extent that they are relevant and not reiterative.**

**In particular, state if the company is subject to different legislation than the Spanish legislation in corporate governance matters and, where appropriate, include the information that the company is obligated to provide which is different to that required in this report.**

- 3. The company may also state if it has voluntarily signed up to other international industry-wide or any other codes of ethical principles or best practices. Where applicable, the code in question will be identified along with the date of signing. Namely mention should be made if the Company has signed up to the Code of Good Tax Practices of 20 July 2010**

Codes and global commitments willingly undertaken by INDITEX are:

- UNI GLOBAL UNION ([www.uniglobalunion.org](http://www.uniglobalunion.org)). It encourages respect and promotion of fundamental rights and decent work within the retail and distribution network. Date of endorsement: 2 October 2009.
- The United Nations Global Compact ([www.globalcompact.org](http://www.globalcompact.org)). A United Nations initiative that encourages social dialogue between companies and the civil society. Date of endorsement: 31 October 2001.
- Ethical Trading Initiative (ETI) ([www.ethicaltrade.org](http://www.ethicaltrade.org)). A dialogue platform to improve working conditions of workers of the distribution sector in developing countries. It is an alliance of companies, international trade unions, and non-governmental organizations. Date of endorsement: 17 October 2005.
- Framework Agreement with IndustriALL Global Union (formerly, ITGLWF) ([www.industrial-union.org](http://www.industrial-union.org)). To promote fundamental human and social rights within Inditex's supply chain, including the definition of mechanisms of joint action within the supply chain to implement the Code of Conduct for Manufacturers and Suppliers. Date of endorsement: 4 October 2007. Inditex and IndustriALL executed on 4 May 2012 the "Protocol to define the involvement of trade unions in the reinforcement of the International Framework Agreement within Inditex's supply chain." On 8 July 2014, the Framework Agreement was renewed by both parties at ILO headquarters in Geneva (Switzerland). A new Agreement was executed on 25 April 2016

between Inditex and IndustriALL, that introduces the concept of “union experts” to enforce the Global Framework Agreement.

- Zero Discharge of Hazardous Chemicals in 2020. Commitment towards restriction and elimination of certain chemicals in the product manufacturing process. Date of execution: 27 November 2012.
- ILO’s Better Work Programme ([www.betterwork.org](http://www.betterwork.org)). Platform to improve compliance with labour regulations and competitiveness of global supply chains Date of endorsement: October 2007. In the course of this partnership, Inditex and Better Work executed on 9 October 2013 a specific partnership agreement whereby Inditex became a direct buyer partner of the Better Work programme.
- The CEO Water Mandate ([www.ceowatermandate.org](http://www.ceowatermandate.org)). A United Nations initiative to support companies in the development, implementation and disclosure of their water-related strategies and policies. Date of endorsement: 30 June 2011.
- Sustainable Apparel Coalition ([www.apparelcoalition.org](http://www.apparelcoalition.org)). An initiative of the textile sector to set in train a joint sustainable index to assess the environmental performance of their suppliers during the production process. Date of endorsement: 20 October 2011.
- Textile Exchange ([www.textileexchange.org](http://www.textileexchange.org)). A Platform to promote the growing of organic cotton, and global sustainability within the textile sector. Date of endorsement: 8 September 2010.
- Better Cotton Initiative ([www.bettercotton.org](http://www.bettercotton.org)). An initiative that develops and promotes best practices in the traditional growing of cotton to benefit the farmers and the environment, and to ensure the future of the sector. Date of endorsement: 1 July 2011.
- Code of Good Tax Practices. It encourages a mutually cooperative relationship between the *[Spanish]* Tax Administration Authority and the companies. Sign up date: 21 September 2010.
- Cooperation Agreement between the Ministry of Health and Consumption and the fashion sector in Spain. Date: 23 January 2007. It promotes the defense and encouragement of the rights of Spanish customers in the world of fashion, namely as regards creating and encouraging a healthy-looking appearance.
- Cotton Campaign: this is an initiative led by companies and organizations of the third sector to improve working conditions and defend Human Rights with regard to the production and supply of cotton. Date of endorsement: 25 October 2012.
- Agreement on Buildings Safety in the Textile Industry in Bangladesh dated 13 May 2013. ([www.bangladeshacord.org](http://www.bangladeshacord.org)). This agreement has been executed by international brands and retailers, local and international trade unions and NGOs, for the purposes of ensuring lasting improvements in working conditions of the textile industry in said country.
- Fur Free Alliance ([www.infurformation.com](http://www.infurformation.com)). Inditex is a member of the Fur Free Retailer Program of the Fur Free Alliance. The Fur Free Alliance is an

international coalition of animal protection organizations working to bring an end to the exploitation and killing of animals for their fur. Date of endorsement: 1 January 2014.

- ACT (Action Collaboration Transformation): an initiative of international brands & retailers, manufacturers, and trade unions to address the issue of living wages in the textile and garment supply chain. In development thereof, a Memorandum of Understanding was subscribed by ACT's brands and IndustriALL Global Union to establish within the supply chains the principles of freedom of association, collective bargaining and living wages. Date of execution: 13 March 2015.
  - CanopyStyle Initiative. Date of endorsement: 2014. Committed to protecting HCV primary forests, and namely, to ensuring that from 2017 on, no cellulose originating in this type of forests will be used in man-made fibers (viscose, modal, Lyocell).
  - Organic Cotton Accelerator (OCA Foundation). One of the founding partners of OCA Foundation in 2016 and member of the Investment Committee, being actively committed to contributing to develop a responsible and healthy market of organic cotton for all parties involved.
  - International Labour Organisation (ILO). Execution of a global Public-Private Partnership aimed at promoting respect for the fundamental principles and rights at work in the cotton sector. Date of execution: 11 May 2017.
  - Fashion Industry Charter for Climate Change. The Fashion Industry Charter was subscribed with the UN Climate Change. Aligned with the goals of the Paris Agreement, the Charter has set an initial target of 30% GHG emission reductions by 2030. Date of execution: 28 November 2018.
  - New Plastics Economy. Commitment undertaken with the Ellen MacArthur Foundation to establish a circular economy for plastic and prevent that it becomes waste, on account of not being reused or recycled. Date of execution: 18 October 2018
  - Better Than Cash Alliance. Based in the UN, this is an alliance of governments, companies and large international organizations that seek to globally promote the transition from cash to digital payments. Inditex is focused on achieving digitalisation and financial education across its supply chain. Inditex became a member in November 2018.
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This annual corporate governance report was approved by the Board of Directors of the company at its meeting of 12 March 2019.

State whether any Directors voted against or abstained in connection with the approval of this Report.

Yes

No

<b>Name (person or company) of the director who has not voted for the approval of this Report</b>	<b>Grounds (against, abstention, not in attendance)</b>	<b>Explain the reasons</b>