

ANNUAL GENERAL MEETING OF INDUSTRIA DE DISEÑO TEXTIL, S.A.

(INDITEX, S.A.)

By resolution of the Board of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A.), (hereinafter, “**Inditex**” or the “**Company**”), notice is hereby given that the Annual General Meeting will be held at the Company’s registered office at *Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña*, (Spain), on 16 July 2019 at noon on first call and at the same venue and time on the following day 17 July 2019, if necessary, on second call, for the purposes of transacting the business stated in the following:

AGENDA

First.- Review and approval, where appropriate, of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes to the accounts) and Management Report of Industria de Diseño Textil, Sociedad Anónima, (Inditex, S.A.) for financial year 2018, ended 31 January 2019.

Second.- Review and approval, where appropriate, of the Consolidated Annual Accounts (Consolidated Balance Sheet, Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the consolidated accounts) and Consolidated Management Report of the Inditex Group for financial year 2018, ended 31 January 2019, and of the management of the company.

Third.- Review and approval, where appropriate of the Statement on Non-financial Information (Act 11/2018, of 28 December, on mandatory disclosure of non-financial information).

Fourth.-Distribution of the income or loss of the financial year and declaration of dividends.

Fifth.- Determining the new number of directors.

Sixth.- Re-election and appointment of members of the Board of Directors:

- a) Re-election of Mr Pablo Isla Álvarez de Tejera to the Board of Directors, as executive director.
- b) Re-election of Mr Amancio Ortega Gaona to the Board of Directors, as non-executive proprietary director.
- c) Appointment of Mr Carlos Crespo González to the Board of Directors, as executive director.
- d) Re-election of Mr Emilio Saracho Rodríguez de Torres to the Board of Directors, as non-executive independent director.
- e) Re-election of Mr José Luis Durán Schulz to the Board of Directors, as non-executive independent director.

Seventh.-Amendment of the Articles of Association to bring them into line with the latest amendment of the Companies Act, the renaming of the Audit and Control Committee

(hereinafter, “Audit and Compliance Committee”) and the formation of a new Sustainability Committee:

- a) Amendment of article 13 (“The General Meeting of Shareholders”) in Part I (“General Meeting of Shareholders”) Chapter III (“Governing Bodies of the Company”).
- b) Amendment of article 22 (“Board of Directors”), article 28 (“Audit and Compliance Committee”), article 29 (“Nomination Committee”) and article 30 (“Remuneration Committee”), and addition of a new article 30*bis* (“Sustainability Committee”), all of them in Part II (“Board of Directors”) Chapter III (“Governing Bodies of the Company”).
- c) Amendment of article 34 (“Annual Accounts. Accounting documents. Review of the annual accounts”), article 37 (“Declaration of dividends”) and article 38 (“Filing of accounts”), in Chapter IV (“Financial year, annual accounts: verification, approval and publication. Distribution of income or loss”).

Eighth.- Re-election of Deloitte, S.L. as Statutory Auditor of the Company and its Group for FY2019.

Ninth.- Approval, where appropriate, of a long-term incentive plan in cash and in shares, addressed to members of management, including the executive directors, and other employees of the Inditex Group.

Tenth.- Authorization to the Board of Directors for the derivative acquisition of own shares, superseding the authorization approved by the Annual General Meeting in 2016.

Eleventh.- Partial amendment of the remuneration policy for directors for financial years 2019, 2020 y 2021, in order to add the annual fixed remuneration of Mr Carlos Crespo González for the performance of executive functions.

Twelfth.- Advisory vote (say on pay) on the Annual Report on the Remuneration of Directors.

Thirteenth.- Granting of powers to implement resolutions.

Fourteenth.- Reporting to the Annual General Meeting on the amendment of the Board of Directors’ Regulations and the formation of a new Sustainability Committee.

Supplement to the Notice and proposed resolutions with their rationale

Shareholders holding shares representing at least 3% of the share capital may request the publication of a supplement to this notice of the Annual General Meeting, adding one or more items on the agenda, provided that, however, such new items are duly supported by the rationale therefor or, where appropriate, by a duly supported proposal for a resolution. This request shall be made by means of a reliable notice (addressed to the “General Counsel’s Office”) which must be received at the company’s registered office within five days of the date of publication of this notice. In turn, shareholders holding shares representing at least 3% of the share capital may submit, also by means of a reliable notice (addressed to the “General Counsel’s Office”) which must be received at the company’s registered office within five days of the date of publication of this notice, duly supported proposals for a resolution on items already included or which must be

included on the agenda of the Annual General Meeting, all of which pursuant to the terms of section 519 of the Revised Text of the Companies Act, approved by *Real Decreto Legislativo 1/2010* of 2 July (hereinafter, the “**Companies Act**”).

Documents available to the shareholders and right of information

In accordance with the provisions of the Companies Act, the Articles of Association and the Regulations of the General Meeting of Shareholders, shareholders shall have the right to examine the following documents at the Company's registered office, visit the Company's website (www.inditex.com) and/or request delivery or dispatch thereof, free of charge:

- 1.- Agenda.
- 2.- Notice of the Annual General Meeting.
- 3.- The full text of the proposed resolutions regarding all items on the agenda.
- 4.- The Annual Accounts and the Management Report of Industria de Diseño Textil, S.A. (Inditex, S.A.) and the Consolidated Annual Accounts and Consolidated Management Report of the Inditex Group for FY2018, that include the Statement on Non-financial Information (Act 11/2018 of 28 December, on mandatory disclosure of non-financial information), and the respective Audit Reports.
- 5.- The statement of responsibility of the directors about the contents of the Annual Accounts, pursuant to the provisions of section 118 of the revised text of the Stock Exchange Act, approved by *Real Decreto Legislativo 4/2015*, of 23 October.
- 6.- The report of the Nomination Committee on the prior analysis of the needs of the Board of Directors, prior to the selection of directors, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies.
- 7.- The report of the Nomination Committee on the motion to re-elect Mr Pablo Isla Álvarez de Tejera to the Board of Directors as executive director and Executive Chairman, that the Board of Directors tables to the Annual General Meeting.
- 8.- The report of the Nomination Committee on the motion to re-elect Mr Amancio Ortega Gaona to the Board of Directors, as proprietary director, that the Board of Director tables to the Annual General Meeting.
- 9.- The report of the Nomination Committee on the motion to appoint Mr Carlos Crespo González to the Board of Directors as executive director, that the Board of Directors tables to the Annual General Meeting.
- 10.- The motions of the Nomination Committee regarding the re-election of Mr Emilio Saracho Rodríguez de Torres and Mr José Luis Durán Schulz to the Board of Directors as non-executive independent directors, that the Board of Directors tables to the Annual General Meeting.
- 11.- The explanatory report issued by the Board of Directors evaluating the skills, experience and merits of Mr Pablo Isla Álvarez de Tejera, Mr Amancio Ortega Gaona, Mr Carlos Crespo González, Mr Emilio Saracho Rodríguez de Torres and Mr José Luis

Durán Schulz, whose re-election and/or appointment to the Board of Directors, as the case may be, is submitted to the Annual General Meeting.

12.- The report issued by the Board of Directors regarding item seven on the agenda, including the full text of the proposed amendments to the Articles of Association.

13.- The report issued by the Board of Directors regarding item fourteen on the agenda, relating to the amendment of the Board of Directors' Regulations, which will take effect, where appropriate, following the Annual General Meeting if the amendment of the Articles of Association is approved.

14.- The revised text of the Articles of Association, the approval of which is proposed under item seven on the agenda, and the revised text of the Board of Directors' Regulations approved on 11 June 2019, which will take effect, where appropriate, following the Annual General Meeting if the amendment of the Articles of Association is approved.

15.- The remuneration policy for directors for financial years 2019, 2020 and 2021, whose amendment in part is proposed under item eleven on the agenda, including the explanatory report of the Remuneration Committee.

16.- The Annual Corporate Governance Report for financial year 2018.

17.- The Annual Report on the Remuneration of Directors for financial year 2018.

18.- The required forms to vote by proxy and remotely.

19.- The rules on the exercise of the rights to vote by proxy and remotely, provided in the document headed "Development of the Internal Regulations on Distance Voting and Granting of Proxy through Distance Communication Means".

20.- The aggregate number of shares and voting rights as at the date of the notice.

21.- The document with the frequently asked questions raised by shareholders on the Annual General Meeting and the answers thereof.

Pursuant to the Good Governance Code of Listed Companies, the following documents shall be posted on the corporate website (www.inditex.com) early in advance before the Annual General meeting is held:

22.- The Annual Report on the proceedings and activities of the Audit and Control Committee for financial year 2018.

23.- The Annual Report on the proceedings and activities of the Nomination Committee for financial year 2018.

24 The Annual Report on the proceedings and activities of the Remuneration Committee for financial year 2018.

25.- The report of the Audit and Control Committee on the independence of the statutory auditor.

26.- The report of the Audit and Control Committee on related-party transactions.

27.- The 2018 Annual Report.

Pursuant to the provisions of sections 197 and 520 of the Companies Act, as of the date hereof and until the fifth day prior to the date scheduled for the Annual General Meeting to be held (i.e., 11 July 2019 if the Annual General Meeting is held on first call, or 12 July 2019 if it is held on second call), shareholders may request in writing from the Board of Directors any information or clarifications they may deem necessary, or raise in writing the questions they may think appropriate, regarding (i) items on the agenda, (ii) the information made available to the public disclosed by the Company to the *Comisión Nacional del Mercado de Valores* (CNMV) since 17 July 2018, date on which the last Annual General Meeting was held, and (iii) the audit reports on the individual Annual Accounts and Management Report of Inditex, S.A., and the consolidated Annual Accounts and consolidated Management Report of the Inditex Group for financial year 2018, ended 31 January 2019. For these purposes, shareholders may contact the “Office of the Shareholders” [postal address: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña, (Spain); Fax no.: +34 981 185 365 and e-mail: accionistas@inditex.com]. Shareholders may also request information and/or clarifications on the above listed issues verbally in the course of the Annual General Meeting.

Valid requests for information, clarifications or questions raised in writing by the shareholders, as well as the answers from the Board of Directors shall be included on the Company’s website. Where, prior to the raising of a specific question, the information requested by any shareholder is available in a clear, express and direct manner on the Company’s website (www.inditex.com), the answer of the Board of Directors may merely refer to the above mentioned information.

Likewise, pursuant to the provisions of section 539.2 of the Companies Act, an Electronic Forum of Shareholders is available on the corporate website (www.inditex.com), which use shall meet its statutory purpose and adjust to the guarantees and use guidelines provided by the Company, and which may be accessed by any shareholder and groups of shareholders duly qualified.

The Company will make available to seniors and people with disability the necessary means so that they may exercise their right to information before the Annual General Meeting is held.

Right to attend

Shareholders holding any number of shares registered in their name with the registers of any entities participant in “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (Iberclear) [*Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades*], at least five days prior to the date scheduled for the Annual General Meeting to be held, that is, 11 or 12 July 2019, depending on whether the Annual General Meeting is held on first call or on second call, who remain the holders of such shares as at the date the Annual General Meeting is held and, who are up to date in the payment of calls on unpaid capital, shall be entitled to attend the Annual General Meeting.

In order to exercise their right to attend, shareholders shall have the pertaining attendance card issued in their name, which shall include the number of shares held and the class thereof, as well as the number of votes they are entitled to cast. Said

attendance card shall be issued by the pertaining entity entrusted with the accounting register to such shareholders who provide evidence that their shares have been registered in the aforementioned register prior to the date stated in the paragraph above.

On the day and at the venue where the Annual General Meeting is to be held, and starting one hour before the scheduled time for the meeting to begin, shareholders may produce their respective attendance or proxy cards to any member of the staff charged with the register of shareholders. No attendance or proxy card produced by shareholders to the staff charged with the register of shareholders after the hour scheduled for the beginning of the Annual General Meeting will be admitted.

Proxies

Any shareholder may be represented at the Annual General Meeting by a proxy holder, whether or not a shareholder, pursuant to the requirements and provisions of statute, the Articles of Association (article 17) and the Regulations of the General Meeting of Shareholders (section 12), by means of the proxy form printed on the attendance card. Alternatively, any shareholder wishing to vote by proxy through the "Vote by Proxy and Distance Voting Card" form made available by the Company, shall download from the corporate website (www.inditex.com) the "Vote by Proxy and Distance Voting Card" included within the "2019 Annual General Meeting" section, print it, fill it out and sign it in the space headed "Grant proxy". Such card shall be produced together with the above referred attendance card issued by the entities where such shareholder has its shares deposited, duly signed under his/her hand.

Proxies granted may be produced by proxy holders on the day and at the venue where the Annual General Meeting is to be held, or alternatively, they may be sent beforehand by shareholders, either by post or by courier to the following address: Industria de Diseño Textil, S.A. (Inditex, S.A.), Office of the Shareholders, Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain).

Likewise, such card may be delivered, duly filled out and signed, at the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where shareholders have their shares deposited so that such entity would send the card to the Company, timely and in due form.

Proxy holders must also fill out and sign where indicated, as the case may be, in the above referred card. At any rate, the Chair of the Annual General Meeting may, on the same day it is to be held, urge the proxy holder to evidence such proxy.

Proxies may also be granted remotely by electronic means through the Company's website (www.inditex.com), pursuant to the rules and directions provided therein for such purposes, in the space headed "2019 Annual General Meeting". In order to duly ensure the authenticity and integrity of the electronic communications, a valid electronic certificate must be available, issued by the Spanish Public Authority of Certification (CERES) reporting to the Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM) [*Currency and Stamp National Factory and Spanish Mint*], under the terms provided in Act 59/2003 of 19 December on Electronic Signature, or an electronic National Identity Card (eDNI).

Shareholders granting proxy through distance communication means, either by post or by email, undertake to notify the appointed proxy holder of the proxy granted. Where proxy is granted to a director of the Company, this notice shall be deemed to have been given upon receipt by the Company of said notice of proxy, and in such case proxy holder shall be released from the obligation of identifying himself/herself, as provided in the next paragraph.

On the day and at the venue where the Annual General Meeting is to be held, the appointed proxy holders shall identify themselves by means of their national identity card or passport. Should the proxy have been granted remotely, the appointed proxy holder shall produce, in addition to the foregoing, a printed copy of the proxy granted by post or by e-mail.

Shareholders may not be represented by more than one proxy holder, except as otherwise provided by statute or by the Regulations of the General Meeting of Shareholders.

Likewise, proxy holders may only exercise the voting right of their proxy grantors by attending the Annual General Meeting in person.

Attendance of shareholders to the Annual General Meeting, either in person, or having cast the vote through distance communication means, shall have the effect of revoking the proxy granted, regardless of the date on which it was granted.

Distance Voting

Shareholders may exercise their vote in respect of the items on the agenda of the Annual General Meeting, before it is held, through distance communication means, pursuant to the provisions of the Companies Act, the Articles of Association (article 20) and the Regulations of the General Meeting of Shareholders (section 24). The following communication means shall be deemed to be valid for remote voting purposes.

(a) Electronic means:

Voting by electronic means must be effected through the company' website (www.inditex.com), pursuant to the rules and directions provided therein for such purposes in the space headed "2019 Annual General Meeting". In order to duly ensure the authenticity and integrity of electronic communications, a valid electronic certificate must be available, issued by the Spanish Public Authority of Certification (CERES) reporting to the Currency and Stamp National Factory and Spanish Mint, under the terms provided in Act 59/2003 of 19 December on Electronic Signature, or an electronic National Identity Card (eDNI).

(b) By post:

To cast vote remotely by post, shareholders must fill out and sign the space headed "Distance Voting" of the "Vote by Proxy and Distance Voting Card", printed on paper by the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited. Once they have filled out and signed under their hand where indicated the above referred "Distance Voting by Post" space, shareholders may send such card by post or by courier to the following address: Industria de Diseño Textil, Sociedad Anónima (Inditex, S.A.), Office of the Shareholders, Avenida de la Diputación, Edificio

Inditex, 15142 Arteixo, A Coruña (Spain). Likewise, they may deliver the card duly filled out and signed at the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited, so that said entity would send it to the Company, timely and in due form.

Where the “Distance Voting by Post” space is not included in the attendance card issued by the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear), or where shareholders should wish to use the “Vote by Proxy and Distance Voting Card” form made available by the Company, shareholders who wish to cast their vote remotely by post should download from the corporate website (www.inditex.com) the “Vote by Proxy and Distance Voting Card”, found under the space headed “2019 Annual General Meeting”, print it, fill it out and sign it where indicated. Subsequently, they must send it to the address above, together with the above mentioned attendance card issued by the entity where they have their shares deposited, duly signed under their hand, or deliver both documents at the entity participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited, so that it sends them timely and in due form to the Company.

Rules on distance voting and granting of proxy through distance communication means

Pursuant to the provisions of the Companies Act, the Articles of Association (articles 17 and 20) and the Regulations of the General Meeting of Shareholders (sections 12 and 24), the basic rules regarding distance voting and granting of proxy through distance communication means are hereunder reproduced:

- i) Votes cast remotely and proxies granted through distance communication means (whether electronic or by post) shall be received at the Company by 00:00 p.m. of the second business day (Saturdays excluded) immediately prior to that scheduled for the Annual General Meeting to be held on first call, that is, by 00:00 p.m. of Friday 12 July 2019.
- ii) Distance vote and granting of proxy by electronic means services shall be available for shareholders since 28 June 2019, inclusive.
- iii) Distance voting shall entail the revocation of the proxy granted through distance communication means, regardless of their respective dates.
- (iv) Attendance in person to the Annual General Meeting by any shareholder having previously granted proxy by electronic means or voted remotely shall entail revocation of said proxy or vote.
- v) Votes cast by post or by electronic means shall be deemed to be revoked by a dissenting vote subsequently sent.
- vi) Where a shareholder would validly grant several proxies, the last one received at the Company shall prevail, irrespective of the method used to grant them.

vii) Shareholders who are legal persons and those who are non-residents of Spain shall refer to the Company to see whether it would be possible, as the case may be, to adapt to their situation with due guarantees the distance voting and granting of proxy by remote means mechanisms.

viii) Shareholders who are legal persons shall give notice to the Company of any changes or revocation of the powers of their representative; therefore, the Company does not accept any liability until said notice is given.

ix) The validity of any proxy granted and of any vote cast through distance communication means shall be subject to the verification of the status of shareholders through the file provided by the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear). In the event of any discrepancies between the number of shares reported by the shareholder who grants proxy or casts vote remotely and the one laid down in the registers reported by the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear), the number of shares reported by the latter shall be deemed to be valid for the purposes of quorum and voting.

x) The Company reserves the right to suspend, amend or cancel the proceedings regarding vote and granting of proxy by electronic means for technical or security reasons. The Company shall not be held liable for any damages that shareholders might incur, as the case may be, arising out of any break-downs, line breaks, failures in the Internet connexion, malfunction of the Post Office postal service, non-delivery or late delivery by the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) of proxies granted through distance communication means, delivered by the shareholders to such entities, or any other contingencies, beyond the control of the Company, that would hinder or prevent the exercise of the right to cast vote or grant proxy through distance communication means.

xi) The Company will make available to seniors and people with disability, the necessary means to ensure the exercise of their right to vote.

Personal Data Protection

Personal data shown in this document, those that shareholders and, as the case may be, their proxy holders provide to the Company upon the exercise of their rights to attend, to proxy representation and to vote at the Annual General Meeting, or personal data provided by the financial institutions and investment services companies that are depositaries or custodians of the shares held by such shareholders, through the entity in charge of the book-entry, the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear), as well as such data which are gathered upon recording the Annual General Meeting (i.e., image and voice), shall be processed under the responsibility of the Company, in order to manage and control both the shareholding relationship and the calling, holding and dissemination of the Annual General Meeting, and comply with its statutory obligations. Data processing is required for such purposes, which are legitimate based upon the relationship with the shareholder and the fulfilment of its statutory obligations.

Data will be provided to the Notary who attends the meeting to take up the minutes, and may also be provided to third parties upon the exercise of the statutory right to

information. Likewise, they may be accessible to the public to the extent that they are included in the documentation available on the corporate website (www.inditex.com) or are disclosed in the course of the Annual General Meeting which may be recorded and broadcasted through such webpage and via the accredited media. By attending the Annual General Meeting (in person or remotely), attendants consent to be photographed, to the recording of their image and/or voice, and to the reproduction and/or publication and dissemination thereof pursuant to the foregoing terms. The legal basis for the processing of the data consisting of image and/or voice is both the existence of a legitimate interest of the Company in recording and broadcasting the Annual General Meeting, which is acknowledged in the applicable regulations and principles on transparency, and the consent of the shareholder who decides to attend the Annual General Meeting, who has been made available other alternative means to exercise his/her rights.

Personal data shall be stored while the shareholding relationship exists and for a further period of six (6) years, exclusively for the purposes of addressing any legal or contractual action, unless the period of limitation of any legal or contractual action is, as an exception, higher.

Data subjects may contact and send their requests for the exercise of their rights to access, rectification, erasure or objection, restriction of processing and portability, as well as any other statutory rights on data protection, pursuant to the provisions of 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 (General Data Protection Regulation), by sending written notice to the Data Protection Officer of the Inditex Group, either to: (i) the registered office of the Company: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain); or (ii) to the following e-mail address: dataprotection@inditex.com. Data subjects may lodge a complaint or request related to data protection to Agencia Española de Protección de Datos [*Spanish Data Protection Agency*] (www.agpd.es). Further details on the processing of personal data are provided in the Privacy Policy, available on the corporate website www.inditex.com.

Where personal data of natural persons other than the data subject are provided in the attendance or proxy card, and where a third party attends the Annual General Meeting, the shareholder is bound to inform such third party of the issues referred to in the foregoing paragraphs on personal data processing, and meet any other applicable requirements for the appropriate transfer of personal data to the Company, without the Company having to take any further measure vis-à-vis the data subjects. The legal basis for the processing of such third parties' data are the same as the ones for shareholders, described above. Likewise, for further details on the processing of their personal data, third parties can consult the Privacy Policy available on the corporate website www.inditex.com.

Presence of a Notary at the General Meeting

The Board of Directors has resolved to request the presence of a Notary to take the minute of the Annual General Meeting, pursuant to the provisions of section 203 of the Companies Act in connection with section 101 of the Regulations of the Companies Register.

Holding of the General Meeting on first call

The Annual General Meeting is scheduled to be held, except otherwise announced, on first call, that is on 16 July 2019 at the venue and at the time first above written. Registration of attendance cards shall begin one hour before that scheduled for the Annual General Meeting to begin.

Done in Arteixo (A Coruña), on 11 June 2019.

Antonio Abril Abadín
General Counsel and Secretary of the Board