

INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.)
ANNUAL GENERAL MEETING

Vote by Proxy and Distance Voting Card

The Board of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A.) (hereinafter, Inditex) calls the Annual General Meeting to be held in Arteixo (A Coruña), Spain, Avenida de la Diputación, Edificio Inditex, at noon on 16 July 2019, on first call, or on the next day 17 July, at the same venue and time, on second call. Shareholders are reminded that, as per the experience of previous years, the Annual General Meeting is likely to be held on first call, that is, on 16 July 2019 at noon.

Holder of the shares:	Address:

Securities Account Code	Number of Shares	Minimum No. of shares required to attend	Number of Votes	Card Number
 	 	1	 	

SHAREHOLDERS WISHING TO GRANT PROXY THROUGH THIS CARD

Shareholders wishing to grant proxy through this card shall fill out the “GRANT PROXY” space, and sign it where indicated. Once it has been duly signed, they shall: (i) send the card to their proxy holder so that such proxy holder would produce it on the day of the Annual General Meeting at the entrance doors, (ii) send it by post or 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, or (iii) deliver it, duly filled out and signed at the 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*] where they have their shares deposited so that said entity would send the card to the Company, timely and in due form. The “GRANT PROXY” space shall also be filled out and signed by the proxy holder where indicated. The card shall be produced or sent together with the attendance card issued by the entity where the shares held are deposited, duly signed under their hand. Likewise, the rules included in the notice of the Annual General Meeting and on the Company’s website (www.inditex.com) shall be observed.

PROXY

The shareholder grants proxy to the Chairman of the Board of Directors, unless another proxy holder is identified below:

The proxy holder receives accurate instructions to vote for all the proposed resolutions included in the agenda attached hereto, unless otherwise stated below (tick the relevant boxes).

Items on the agenda	1st	2nd	3rd	4th	5th	6.a)	6.b)	6.c)	6.d)	6.e)	7.a)	7.b)	7.c)	8th	9th	10th	11th
For																	
Against																	
Abstention																	
Blank																	

Items on the agenda	12th	13th	14th
For			
Against			
Abstention			
Blank			

Unless the NO box below is ticked, proxy so granted shall be deemed to extend to all the proposals not included on the agenda attached hereto, regarding which the proxy holder shall vote as he/she deems it best in the interest of the proxy grantor, in the scope of the corporate interest.

NO

For the purposes of the provisions of sections 523 and 526 of the Companies Act, mention is hereby made of the fact that all the directors, including the Chairman of the Board, may be involved in a potential conflict of interest situation regarding item number 12 on the agenda, as may Mr Pablo Isla Álvarez de Tejera, Mr Amancio Ortega Gaona, Mr Emilio Saracho Rodríguez de Torres and Mr José Luis Durán Schulz regarding items number 6(a) (b) (d) & (e), respectively, on the agenda, and Mr Pablo Isla Álvarez de Tejera regarding item 9 on the agenda. Likewise, mention is expressly made of the fact that a conflict of interest situation will exist whenever issues not included on the agenda are submitted to the Annual General Meeting regarding the removal of the proxy holder or the filing of a derivative suit [*acción social de responsabilidad*] versus the proxy holder, should this latter be in turn a director of the Company.

Should the proxy holder be involved in a conflict of interest situation and the proxy grantor would not have given him/her any accurate voting instructions, or even if they have been given, the proxy holder would deem it best not to exercise such proxy with regard to such items to which the conflict of interest refers to, and unless the NO box below is ticked, it shall be understood that proxy has been granted, with regard to such issues, jointly and severally and in succession, should any of them be in turn, involved in a conflict of interest situation, first to the Chair of the Annual General Meeting, next to the Secretary of the Annual General Meeting and last to the Capital Markets Director. The proxy holder so appointed shall cast his/her vote as he/she may deem it best in the interest of the proxy grantor, in the scope of the corporate interest.

NO

At any rate, in addition to the requirements provided by statute, the Articles of Association, the Regulations of the General Meeting of Shareholders and this Card, the rules set out in the notice calling the Annual General Meeting and on the Company's website (www.inditex.com) shall be observed at all times.

Signed by the proxy grantor

Signed by the proxy holder

In, on....., 2019

In, on....., 2019

SHAREHOLDERS WISHING TO CAST THEIR VOTE REMOTELY BY POST BY MEANS OF THIS CARD

In order for shareholders to cast their vote on the items on the agenda remotely by post, they shall fill out the “DISTANCE VOTING BY POST” space and sign it where indicated. Once it has been duly signed, they shall (i) send the card to the Company together with the attendance card issued by the entity where their shares are deposited, duly signed under their hand, by post or 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, or (ii) deliver the card duly filled out and signed at the entity participant in IBERCLEAR where they have their shares deposited so that it sends it timely and in due form to the Company. Likewise, the rules set out in the notice calling the Annual General Meeting and on the Company’s website (www.inditex.com) shall be observed.

DISTANCE VOTING BY POST

Where, prior to the Annual General Meeting, shareholders with the right to attend to whom this card has been issued, wish to cast their vote remotely by post regarding the proposals on the agenda of the Annual General Meeting, they shall tick the relevant box pursuant to the vote they wish to cast.

Items on the agenda	1st	2nd	3rd	4th	5th	6.a)	6.b)	6.c)	6.d)	6.e)	7.a)	7.b)	7.c)	8th	9th	10th	11th
For																	
Against																	
Abstention																	
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Items on the agenda	12th	13th	14th
For			
Against			
Abstention			
Blank			

Where regarding any item on the agenda, none of the boxes provided for such purposes is ticked, shareholders shall be deemed to have cast a vote for such items.

Shareholders casting their vote remotely shall be deemed to be present at the Annual General Meeting for quorum purposes.

With regard to proposed resolutions on items not included on the Agenda attached hereto, and unless the NO Box below is ticked, it shall be understood that proxy is granted to the Chair of the Annual General Meeting, or, in the event of a conflict of interest situation, jointly and severally and in succession, to the Secretary of the Annual General Meeting and the Capital Markets Director, who, in the absence of any voting instructions from the proxy grantor shall vote as they may deem it best in the interest of the proxy grantor, in the scope of the corporate interest.

NO

At any rate, in addition to the requirements provided by statute, the Articles of Association, the Regulations of the General Meeting of Shareholders and this Card, the rules set out in the notice calling the AGM and on the Company’s website (www.inditex.com) shall be observed at all times.

Signature of shareholder casting vote remotely by post

In, on..... 2019

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.