

CONFLICTS OF INTEREST POLICY

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

APPROVED BY THE BOARD OF DIRECTORS

ON 16 JULY 2019

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1. Purpose

The Conflicts of Interest Policy (the “**Policy**”) has been approved by the Board of Directors on 16 July 2019, following a favourable report of the Audit and Compliance Committee. Such Policy intertwines with the ethical values of the Inditex Group (hereinafter, “**Inditex**”, the “**Company**” or the “**Group**”) defined in the Code of Conduct and Responsible Practices (the “**Code of Conduct**”).

Actual or potential, direct or indirect conflicts of interest may arise at Inditex, between its employees and the Company. This Policy seeks to supplement and implement the provisions of Inditex Group’s Code of Conduct on conflicts of interest, defining the appropriate measures aimed at preventing, detecting, disclosing and managing such conflicts of interest which may affect employees in the performance of their job.

2. Scope of application

This Policy shall apply to the Inditex Group. It shall be binding for the entire staff, regardless of their job and position.

For such purposes, Inditex Group (the “Group”) shall mean any company in which Inditex owns, whether directly or indirectly, at least a 50% stake of the share capital or 50% of the voting rights.

The enforcement of this Policy, in full or in part, may extend to any natural and/or legal person associated with Inditex on any terms other than an employment relationship, where this is practicable on account of the nature of the relationship and may be appropriate to meet its purpose

Any conflict of interest involving members of Inditex’s Board of Directors will be governed by the applicable regulations and by the Board of Directors’ Regulations.

Under this Policy, Inditex may develop a number of procedures and instructions to implement and enforce the obligations undertaken, and to bring it into line with the different local laws and regulations applicable to the Group.

3. Overarching principles

This Policy shall be implemented pursuant to the following principles:

- Honesty, accuracy and transparency of the information relating to conflicts of interest to be disclosed to the Committee of Ethics.
- Objectivity, professionalism and independence of mind regarding any conducts that may result in conflicts of interest.
- Confidentiality upon resolution of proceedings by the Committee of Ethics.
- Taking actions aimed at preventing any situations which may result in conflicts of interest.
- Equal treatment to all employees who are in the same situation regarding which a conflict of interest is declared.

- Compliance with applicable laws and regulations and with the highest ethical standards, in line with the provisions of the Code of Conduct.

4. Concept of conflict of interest

For the purposes of the Policy, conflict of interest shall be understood as any situation where an employee's personal interest (direct conflict of interest) or the interest of any related party thereto (indirect conflict of interest) contradicts (actual conflict of interest) or may contradict (potential conflict of interest) the Company's interest, jeopardizing the requisite objectivity or professionalism of such employee at the workplace.

The following cases shall be deemed to be conflicts of interest, without limitation:

- The conduct by any employee or by any person related to him/her, either directly or indirectly, 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, of any business which involves an exchange of goods and/or services with Inditex, regardless of the remuneration system agreed.
- The provision by the employee of services to a competing company in the capacity of director, officer, employee, consultant or advisor.
- Direct reporting relationship within the Group between an employee and any related-party.
- The hiring of any individual directly coming from public service, pursuant to the definition of public servant provided in the Policy on Dealings with Public Servants, as well as the termination of any employee to become a public servant immediately after, might be considered, as the case may be, a potential conflict of interest.

For the purposes of the Policy, related parties to Inditex employees are understood as being:

- Their spouse or domestic partner.
- Their ascendants, descendants or siblings
- The ascendants, descendants or siblings of their spouse or domestic partner.
- Any company in which any of the above is a director or an officer, or has, either individually or jointly with the employee and their remaining related parties, a significant shareholding, understanding as such, as regards listed companies on any official secondary market, whether domestic or foreign, those covered in the applicable regulations. With regard to unlisted companies, whether domestic or foreign, significant shareholding shall mean any direct or indirect holding in excess of twenty (20) per cent of the issued share capital.

5. Obligations of Inditex employees in case of conflicts of interest

Inditex employees shall avoid, where possible, being in any situations which may entail a direct or

indirect, actual or potential conflict of interest, pursuant to the definition of section 4 above. Namely, by way of an example, employees shall refrain from:

- Acting on behalf of the Company or taking part or affecting any decision-making on behalf of Inditex, where they might have a personal interest, either directly or indirectly, whether for themselves or for any of their related parties, in such decisions.
- Availing of their position in the Company to obtain from Inditex or from third parties any economic or personal benefit or remunerations, for themselves or for their related parties, except for gifts or business courtesies allowed pursuant to the Policy on Gifts and Business Courtesies.
- Availing of their position in the Company to obtain any business opportunity for them or for their related parties.
- Using the name of Inditex to exercise undue influence upon conducting private transactions.
- Using the assets of the company, including confidential information, for private purposes.

Where despite the foregoing, an apparent or real conflict of interest situation arises, employees are bound to disclose it forthwith to the Committee of Ethics.

If an employee is not sure whether a specific situation, either of their own or of others, qualifies as conflict of interest, they are also bound to disclose it to the Committee of Ethics.

Failure to comply with the provisions of the Policy will entail the application of disciplinary measures provided in the employment laws and in the Group's internal regulations.

6. Committee of Ethics

Inditex Committee of Ethics is responsible for enforcing and following-up on this Policy, and this includes: (i) promoting and ensuring its implementation; (ii) determining the strategy to prevent and manage conflicts of interest; (iii) managing communication channels with the Committee of Ethics for all employees; (iv) reviewing the Policy and, if appropriate, raising motions to update it; and, (v) apprising the Audit and Compliance Committee on a regular basis, of the enforcement and compliance with this Policy, and the main conflicts of interest detected.

Likewise, the Committee of Ethics shall be responsible for addressing the conflicts of interest situations which may arise between the Company and its employees.

Upon managing and resolving conflicts of interest, the interest of the Company shall prevail at all times over the interest of the employees or their related parties. Notwithstanding this, any possible alternative that ensures the least possible disturbance to the employee or their related parties upon resolving the conflict of interest raised shall be assessed and considered. In this regard, upon addressing the conflict, the Committee shall respect the privacy of the employees and the private scope of its decisions.

In its address of conflicts of interest, the Committee of Ethics may:

- Declare that no conflict of interest exists.
- Establish preventive control or safeguard measures to avoid materialization of the conflict of interest, or if materialized, to reduce it.
- Establish corrective measures to remove any materialized conflict of interest or to mitigate its effects.
- Declare that a given activity is incompatible.
- Authorize the employee or their related parties to carry out a given activity, to the extent that such authorization or activity is not incompatible with the applicable regulations.

At any rate, the Policy shall be construed within the framework of the local laws applicable to employees.

Where the hiring or termination of any employee at Inditex – namely, those coming from or going to public service – might give rise to a conflict of interest situation, the Committee of Ethics may propose that such measures that best safeguard the Company’s interest be agreed with the employee. At any rate, such measures must be consistent with and conform to the provisions of the Policy on Dealings with Public Servants.

7. Disclosure of the Policy

This Policy will be available to all employees on INET, and shall be made available to all stakeholders of the Company. Likewise, the Policy shall be subject to the appropriate disclosure, training and awareness-raising action, aimed at its full understanding and enforcement.

8. Implementation of the Policy

Inditex undertakes to allocate specific assets to ensure the effective implementation of the Policy.

9. Update and review of the Policy

The Policy will be reviewed and updated, where applicable, to bring it into line with any changes that the business model may undergo, or that may occur in the context where the Group operates, ensuring at all times the effective implementation thereof.

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