

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

**14 JULY 2020**

**PROPOSED RESOLUTIONS**

**1.- 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 Directors' Report of Industria de Diseño Textil, Sociedad Anónima, (Inditex, S.A.) for financial year 2019, ended 31 January 2020.**

The following resolution is proposed to the Annual General Meeting:

*“To approve the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes to the accounts) and Directors' Report of Industria de Diseño Textil, Sociedad Anónima, (Inditex, S.A.) (“Inditex” or the “Company”) for financial year 2019 (ended 31 January 2020), stated by the Board of Directors in the meeting held on 17 March 2020 and signed by all the directors.”*

**2.- 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 Directors' Report of the Inditex Group for financial year 2019, ended 31 January 2020, and of the management of the company.**

The following resolution is proposed to the Annual General Meeting:

*“To approve the 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 Directors' Report of the Inditex Group for financial year 2019 (ended 31 January 2020), stated by the Board of Directors in the meeting held on 17 March 2020 and signed by all the directors.*

*To approve the management of the Board of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A) for financial year 2019.”*

**3.- 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).**

The following resolution is proposed to the Annual General Meeting:

*“To approve the Statement on Non-financial Information for financial year 2018 (ended 31 January 2020) which is an integral part of the Consolidated Directors' Report of the Inditex Group for said year, stated by the Board of Directors in the meeting held on 17 March 2020.”*

**4.-Distribution of the income or loss of the financial year.**

The following resolution is proposed to the Annual General Meeting:

*“To approve the proposed distribution of the income of financial year 2019 (ended 31 January 2020), in the amount of ten billion four hundred eighteen million euros (€10.418 billion) to be distributed as follows:*

MILLION EUROS

To capitalization reserve .....	€190
To voluntary reserves .....	€10,228
TOTAL .....	€10,418”

**5.- Declaration of a dividend in the gross amount of €0.35 per share charged to unrestricted reserves.**

*“To approve the declaration of a dividend in cash charged to unrestricted reserves in the gross amount of €0.35 per share.*

*Said dividend shall be paid to shareholders as of 2 November 2020, through those entities linked to 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.”*

**6.- Re-election, ratification and appointment, where appropriate, of members of the Board of Directors:**

The following resolutions are proposed to the Annual General Meeting, following the relevant report or, as the case may be, motion of Nomination Committee:

**a) Re-election of Pontegadea Inversiones, S.L. (represented by Ms Flora Pérez Marcote) to the Board of Directors as non-executive proprietary director.**

*“To approve the re-election of Pontegadea Inversiones, S.L. to the Board of Directors as non-executive proprietary director for the four-year term provided in the Articles of Association as of the date of the Annual General Meeting.*

*Likewise, it is resolved to appoint Ms Flora Pérez Marcote as legal representative of Pontegadea Inversiones, S.L.”*

**b) Re-election of Bns. Denise Patricia Kingsmill to the Board of Directors, as non-executive independent director.**

*“To approve the re-election of Bns. Denise Patricia Kingsmill, whose personal details have already been registered with the Companies Register, to the Board of Directors as non-executive independent director for the four-year term provided in the Articles of Association as of the date of the Annual General Meeting.”*

**c) Ratification and appointment of Ms Anne Lange to the Board of Directors, as non-executive independent director.**

*“To approve the ratification of Ms Anne Lange as board member (non-executive independent director), having been co-opted to the Board further to the resolution passed by the Board of Directors in the meeting held on 10 December 2019, and to approve her appointment to the Board of Directors as non-executive independent director for the four-year term provided in the Articles of Association as of the date of the Annual General Meeting.”*

**7.- Re-election of Deloitte, S.L. as Statutory Auditor of the Company and its Group for financial year 2020.**

The following resolution is proposed to the Annual General Meeting:

*“To re-elect Deloitte, S.L, with registered office at Madrid, Plaza Pablo Ruiz Picasso 1, with VAT No. B-79104469, registered with the Official Register of Auditors under number S0692, to be the statutory auditor of the Company in order to review the annual accounts and the directors’ report of the Company and the consolidated annual accounts and directors’ reports of the Inditex Group for financial year 2020 (from 1 February 2020 through 31 January 2021)”.*

**8.- Amendment of the Articles of Association in order to expressly provide for the possibility of remote attendance at the Annual General Meeting and approval of the resulting revised text of the Articles of Association.**

The following resolution is proposed to the Annual General Meeting:

*“To approve the following amendments to the Articles of Association in order to expressly provide for the possibility of remote attendance at the Annual General Meeting in accordance with the terms set forth in the explanatory report issued by the Board of Directors for the purposes of section 286 of the Companies Act:*

*a) To approve the amendment of article 16 (“Eligibility to attend the General Meetings of Shareholders. Right to vote”) and article 17 (“Representation at the General Meeting of Shareholders”) in Part I (“General Meeting of Shareholders”) Chapter III (“Governing Bodies of the Company”).*

*b) Consequently, to approve the revised text of the Articles of Association resulting from said amendments, which has been made available to the shareholders on the Company’s website ([www.inditex.com](http://www.inditex.com)) as of the date of publication of the notice calling the Annual General Meeting, together with the remaining documentation of the Annual General Meeting”.*

**9.- Amendment of the Regulations of the General Meeting of Shareholders in order to include the approval of the Statement on Non- financial Information among the powers of the General Meeting of Shareholders and to expressly provide for the possibility of remote attendance at the Annual General Meeting. as well as bringing its content in line with the new wording of the Articles of Association.**

The following resolution is proposed to the Annual General Meeting:

*“To approve the following amendments to the Regulations of the General Meeting of Shareholders, in order to bring it into line with new wording of the Articles of Association subject to approval on item 8 on the agenda, if approved, and to include the approval of the Statement on Non-financial Information among the powers of the General Meeting of Shareholders in accordance with the legal reform introduced by Act 11/2018 of 28 December, amending the Companies Act, the Spanish Code of Commerce and the Act on Statutory Audit, all of the foregoing, pursuant to the terms set forth in the explanatory report issued by the Board of Directors:*

a) To approve the amendment of article 6 (“Powers of the General Meeting of Shareholders”) in Chapter II (“The General Meeting of Shareholders”).

b) To approve the addition of article 11bis (“Remote Attendance”) in Part I (“Attendance and proxies”) and the amendment of article 12 (“Proxy Representation at the General Meeting of Shareholders”) in Part I (“Attendance and proxies”), article 19 (“Quorum”) in Part II (“The General Meeting of Shareholders”) and article 20 (“Request by shareholders to take the floor. Identification”) in Part III (“Use of the floor by Shareholders”), all of them in Chapter IV (“Holding of the General Meeting of Shareholders”).

c) Consequently, to approve the revised text of the Regulations of the General Meeting of Shareholders resulting from said amendments, which has been made available to the shareholders on the Company’s website ([www.inditex.com](http://www.inditex.com)) as of the date of publication of the notice calling the Annual General Meeting, together with the remaining documentation of the Annual General Meeting.”

#### **10.- Advisory vote (say on pay) of the Annual Report on the Remuneration of Directors.**

The following resolution is proposed to the Annual General Meeting:

*“To approve, by means of an advisory vote (say on pay), the Annual Report on the Remuneration of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A.) approved by the Board of Directors last 17 March 2020, the full text of which has been made available to the shareholders, together with the remaining documentation for the Annual General Meeting, as of the date the notice of the Annual General Meeting was published.”*

#### **11.- Granting of powers to implement resolutions.**

The following resolution is proposed to the Annual General Meeting:

*“To delegate to the Board of Directors, expressly empowering it to be substituted by the Executive Committee or by any of its members, as well as to any other person expressly authorised for these purposes by the Board, all necessary and broadest powers as required in statute for the correction, development and implementation, at the time that it may deem most appropriate, of each and every resolution passed by this Annual General Meeting.*

*Namely, to authorise the Executive Chairman, Mr Pablo Isla Álvarez de Tejera and the CEO, Mr Carlos Crespo González, and to grant a special power of attorney as broad as might be required in statute, to the Secretary of the Board, Mr Antonio Abril Abadín so that, any of them may, jointly and severally, without distinction, and as widely as is necessary at law, do and perform all acts and things as may be required to implement the resolutions passed by this Annual General Meeting in order to record them with the Companies Register and with any other Public Registries, including, in particular, without limitation, the power to appear before a Notary to execute the public deeds and notary’s certificates that are necessary or expedient for such purpose, correct, change, ratify, construe or supplement the agreements and execute any other public or private document which may be necessary or expedient so that the resolutions passed are implemented and fully registered, without the need for a new resolution of the Annual General Meeting to be passed, and to proceed to the mandatory filing of the individual and consolidated annual accounts with the Companies Register.”*

**12.- Reporting to the Annual General Meeting on the amendment of the Board of Directors' Regulations.**

*"Pursuant to the provisions of section 528 of the Companies Act, the Annual General Meeting is hereby informed that the Board of Directors resolved in the meeting held on 16 July 2019, following a favourable report of the Audit and Compliance Committee, to approve the amendment of the current Board of Directors' Regulations pursuant to the terms addressed in the explanatory report drafted by the Board of Directors on this issue.*

*Such amendment had the sole purpose of increasing the maximum number of members of the Executive Committee provided for in Article 14.1 of its Regulations, up to 8, in order to allow the incorporation of Mr Carlos Crespo González, following his appointment as new executive director and CEO of the Company, and, consequently, to adapt the size and structure of the Executive Committee to that of the Board of Directors".*