
REPORT SUBMITTED REGARDING ITEM 12 ON THE AGENDA OF THE ANNUAL GENERAL MEETING CALLED TO BE HELD ON 14 AND 15 JULY 2020, ON FIRST AND SECOND CALL, RESPECTIVELY

This report is drafted by the Board of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A.) (“**Inditex**” or the “**Company**”) pursuant to the provisions of sections 518(d) and 528 of the revised text of the [Spanish] Companies Act (“**Companies Act**” or “**LSC**” [Spanish acronym]), approved by *Real Decreto Legislativo* 1/2010 of 2 July, regarding item 12 on the agenda, whereby the Annual General Meeting is informed that the Board of Directors approved in the meeting held on 16 July 2019 the new revised text of the Board of Directors’ Regulations.

For the ease of reference of the shareholders regarding the amendments to the Board of Directors’ Regulations, the following is set forth: (i) an explanation of the mechanics of the amendments; (ii) an explanation of the changes themselves; and (iii) a comparison for information purposes between the wording of the Board of Directors’ Regulations approved by the Board on 16 July 2019 and the previous wording. Both texts are shown in two columns: the one to the left with the previous wording and the one to the right with either the new wording approved on 16 July 2019, or the term “Unchanged” as a reference to such paragraphs of the clauses whose wording remains unchanged.

I. MECHANICS OF THE AMENDMENT

The amendment of the Board of Directors’ Regulations which is reported to the Annual General Meeting refers to the increase in the maximum number of members of the Executive Committee, provided for in section 14(2) of the Board of Directors’ Regulations, from 7 to 8.

Following the approval by the Annual General Meeting held on 16 July 2019 of the increase in the number of members of the Board of Directors of Inditex from 9 to 11 and the appointment of Mr Carlos Crespo González to the Board of Directors as executive director, the Board of Directors considered it appropriate to bring the size of the Executive Committee into line with that of the Board of Directors.

Such increase in the number of members of the Executive Committee intended to facilitate the incorporation into the Executive Committee of the new executive director, who had also been appointed CEO by the Board of Directors at its meeting held on the same date, while ensuring compliance with the provisions of section 14(2) of the Board of Directors’ Regulations, which establishes that the composition of the Executive Committee must have a structure, in terms of the participation of each type of director, similar to that of the Board of Directors itself.

II. RATIONALE OF THE AMENDMENTS

The wording of section 14(2) of the Board of Directors’ Regulations was amended as indicated below, in order to increase the maximum number of directors who may sit on the Executive Committee from 7 to 8, so that, as of its approval, it shall be composed by no less than 3 and no more than 8 directors.

Former wording	Current wording
CHAPTER IV. STRUCTURE OF THE BOARD OF DIRECTORS	CHAPTER IV. STRUCTURE OF THE BOARD OF DIRECTORS
ARTICLE 14. THE EXECUTIVE COMMITTEE OR THE CHIEF EXECUTIVE DIRECTORS	ARTICLE 14. THE EXECUTIVE COMMITTEE OR THE CHIEF EXECUTIVE DIRECTORS
<p>1. [Unchanged].</p> <p>2. The Executive Committee, should it exist, 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.</p> <p>3. [Unchanged].</p> <p>4. [Unchanged].</p> <p>5. [Unchanged].</p>	<p>1. [Unchanged].</p> <p>2. The Executive Committee, should it exist, shall be made up of a number of directors being no less than three and no greater than seven <u>eight</u>. 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.</p> <p>3. [Unchanged].</p> <p>4. [Unchanged].</p> <p>5. [Unchanged].</p>

Considering the foregoing, the Board of Directors has resolved, unanimously by those present, to approve this report that is submitted to the General Meeting of Shareholders regarding item 12 on the agenda of the Annual General Meeting called to be held on 14 and 15 July 2020, on first and second call, respectively.

Done in Arteixo (A Coruña), on 9 June 2020.