

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

Vote by Proxy and Absentee Voting Card

The Board of Directors of Industria de Diseño Textil, S.A. (Inditex, S.A.) (“Inditex”) calls the Annual General Meeting to be held in Arteixo (A Coruña), Spain, Avenida de la Diputación, Edificio Inditex, at noon on 14 July 2020, on first call, or on the next day 15 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 14 July 2020 at noon.

<b>Holder of the shares:</b>	<b>Address:</b>

<b>Securities Account Code</b>	<b>Number of Shares</b>	<b>Minimum No. of Shares required to attend</b>	<b>Number of Votes</b>	<b>Card Number</b>
		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 e-mail to the "Shareholder's Office" (accionistas@inditex.com), in case of remote attendance; (iii) 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 (iv) 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 on the agenda attached hereto, unless otherwise stated below (tick the relevant boxes):

Items on the agenda	1	2	3	4	5	6.a)	6.b)	6.c)	7	8.a)	8.b)	9.a)	9.b)	9.c)	10	11	12
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 10 on the agenda, as may Pontegadea Inversiones, S.L., Ms Flora Pérez Marcote, Mr Amancio Ortega Gaona, and Mr José Arnau Sierra regarding item 6.a) and Bns. Denise Patricia Kingsmill and Ms Anne Lange regarding items 6.b) and 6.c) on the agenda, respectively. 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 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 Annual General Meeting and on the Company’s website ([www.inditex.com](http://www.inditex.com)) shall be observed at all times.

**Signed by the proxy grantor**

In [insert place], on [insert date], 2020

**Signed by the proxy holder**

In [insert place], on [insert date], 2020

## SHAREHOLDERS WISHING TO CAST ABSENTEE VOTE BY POST BY MEANS OF THIS CARD

In order for shareholders to cast absentee vote on the items on the agenda by post, they shall fill out the "ABSENTEE 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](http://www.inditex.com)) shall be observed.

### ABSENTEE 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 absentee vote 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	1	2	3	4	5	6.a)	6.b)	6.c)	7	8.a)	8.b)	9.a)	9.b)	9.c)	10	11	12
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 absentee votes 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](http://www.inditex.com)) shall be observed at all times.

#### Signature of shareholder casting absentee vote by post

In [insert place], on [insert date], 2020

## AGENDA

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.
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 consolidated group (Inditex Group) for financial year 2019, ended 31 January 2020, and of the management of the company.
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).
4. Distribution of the income or loss of the financial year.
5. Declaration of a dividend in the gross amount of €0.35 per share charged to unrestricted reserves.
6. Re-election, ratification and appointment of members of the Board of Directors:
  - a) Re-election of Pontegadea Inversiones, S.L. (represented by Ms Flora Pérez Marcote) to the Board of Directors as non-executive proprietary director.
  - b) Re-election of Bns. Denise Patricia Kingsmill to the Board of Directors as non-executive independent director.
  - c) Ratification and appointment of Ms Anne Lange to the Board of Directors as non-executive independent director.
7. Re-election of Deloitte, S.L. as Statutory Auditor of the Company and its Group for financial year 2020.
8. Amendment of the Articles of Association in order to expressly provide for the possibility of remote attendance at the Annual General Meeting via:
  - a) Approval of 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") of Chapter III ("Governing Bodies of the Company").
  - b) Approval of the revised text of the Articles of Association.
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 via:
  - a) Approval of the amendment of article 6 ("Powers of the General Meeting of Shareholders") in Chapter II ("The General Meeting of Shareholders").
  - b) Approval of the addition of article 11*bis* ("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) Approval of the revised text of the Regulations of the General Meeting of Shareholders.
10. Advisory vote (say on pay) of the Annual Report on the Remuneration of Directors.
11. Granting of powers to implement resolutions.
12. Reporting to the Annual General Meeting on the amendment of the Board of Directors' Regulations.