
REPORT ON THE MOTION TO RE-ELECT MR JOSÉ ARNAU SIERRA TO THE BOARD OF DIRECTORS, AS PROPRIETARY DIRECTOR THAT THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) SUBMITS TO THE BOARD OF DIRECTORS TO BE RAISED TO THE ANNUAL GENERAL MEETING

I. FOREWORD

This report is drawn up pursuant to section 529*decies*(6) of the [Spanish] Companies Act, article 29.3(d) of the Articles of Association and sections 16.2(e) and 23.1 of the Board of Directors' Regulations of Industria de Diseño Textil, S.A. ("**Inditex**" or the "**Company**"), as well as sections 5.3(d) and 6(h) of the Nomination Committee's Regulations and the provisions of the Diversity of Board of Directors Membership and Director Selection Policy (the "**Diversity of Board of Directors Membership and Director Selection Policy**"). It covers the motion on the re-election of Mr José Arnau Sierra to the board of directors as non-executive proprietary director, that the Board of Directors will submit, if appropriate, to the shareholders at the Annual General Meeting scheduled to be held on 13 July 2021 on first call or on 14 July 2021 on second call.

II. PURPOSE

Upon considering the motion on the re-election of the above mentioned director, the Nomination Committee has taken into account the findings of its prior analysis of the company's needs and of the competences required by the board for the purposes of the re-election of the director, addressed in the relevant explanatory report approved by the Nomination Committee on 7 June 2021, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies, approved by the Spanish National Securities Market Commission ("**CNMV**") in February 2015 and amended in part further to a resolution passed by CNMV's board of directors on 25 June 2020 ("**GGC**"), and section 5 of the Diversity of Board of Directors Membership and Director Selection Policy.

In the above referred report the Nomination Committee has found that, in general, for the Board of Directors to duly perform its oversight role, it shall, as a whole, have accredited abilities, competence, experience and merits: (i) regarding the Company, the Group and the retail sector; (ii) in economy and finances, accounting, audit and risk management matters, both as regards financial and non-financial ones; (iii) in sustainability, regulatory compliance and corporate governance matters; (iv) in different geographical markets; and (v) in management, leadership and business strategy, as well as (vi) the requirement for each board member to be highly qualified and trustworthy both as a person and as a professional, and available for the necessary dedication to the position.

Additionally, the Committee has deemed it expedient that the motions on the re-election of directors aim at keeping or reinforcing within the supreme governing body of the company: (i) different profiles and experiences aligned with the strategic focal points marked as a priority by the Company; (ii) a highly diverse membership on the board in terms of, without limitation, professional experience, competences, personal skills, sector-specific knowledge and age; (iii) a balanced membership of the different directorship types, ensuring that a majority of non-executive directors sit on the board and that the presence on the board of proprietary directors is such as to ensure the existence of an effective counterweight; and, (iv) a progressive board refreshment, combined with the necessary presence on the board of directors with proven experience and sound knowledge of the company, the Group, its business and generally, the retail sector.

The Committee shall further examine the advisability of the continuance in office and re-election of Mr Arnau to Inditex's board of directors. For such reason, this report also includes the evaluation of his performance during his last tenure and considers if the suitability requirements demanded to serve as company director are met.

III. PROFESSIONAL PROFILE AND SKILLS

Mr Arnau is a law graduate from University of Santiago de Compostela and State Tax Inspector currently on leave.

Mr Arnau has a sound knowledge of the Company as he was the head of the Tax Department and a member of Inditex's Steering Committee from 1993 to 2001 and served on its Board of Directors from 1997 to 2000.

Likewise, he has been a long-standing member of different boards of directors in companies related to Pontegadea Inversiones, S.L. Additionally, from 1993 to 1996, he taught Tax Law at the University of A Coruña. He has been a member of the Board of Trustees of *Fundación Amancio Ortega* from inception and its Executive Deputy Chair since 2017.

Mr Arnau Sierra has served as proprietary director on the board of directors of Inditex without interruption since he was elected through the co-option procedure, following a resolution of the board of directors passed on 12 June 2012. Such election was ratified by the Annual General Meeting on 17 July 2012. Mr Arnau has been Deputy Chair of Inditex's board of directors since 2012 and a member of the Executive Committee and of all board committees: (Audit and Compliance, Nomination, Remuneration and Sustainability).

Consequently, the Nomination Committee highly appreciates: (i) that he is a renowned executive with proven experience and an extensive career; (ii) his sound knowledge of the Inditex Group and consequently of the company's business model and commercial strategy, the dynamics of its governing bodies, its governance regulations, and management and supervision functions at the highest level; and (iii) his conduct and values, which are aligned with the overarching principles upon which Inditex's corporate ethical culture is built up. All of which will undoubtedly serve him to effectively perform his duties as director should he be re-elected.

IV. PERFORMANCE

Mr Arnau Sierra was co-opted to the board of directors as non-executive proprietary director further to a resolution passed by the board on 12 June 2012. His election as company director was subsequently ratified by the Annual General Meeting held on 17 July 2012. Mr Arnau was re-elected by the Annual General Meeting held on 18 July 2017.

Pursuant to section 23 of the Board of Directors' Regulations and section 7(f)&(g) of the terms of reference of the Nomination Committee, such Committee has reviewed the work done by the director and his dedication during his previous tenure.

Since July 2017, Mr Arnau has attended 23 board meetings, his attendance rate standing at 100%.

In this regard, the Nomination Committee is very satisfied with the service of Mr Arnau as a director and member of board committees, and highly appreciates (i) his commitment, dedication, diligence and professionalism in the performance of his duties as director; and (ii) his consistent input to the

proceedings and meetings of the board and its committees during his tenure, providing feedback and encouraging dialogue and debate among his fellow directors.

V. INELEGIBILITY

The Committee has established that none of the causes of ineligibility to be a company director provided in section 213 of the Companies Act, section 6.3 of the Diversity of Board of Directors Membership and Director Selection Policy and in section 22 of the Board of Directors' Regulations apply to Mr Arnau, nor do any of the scenarios whereby directors must offer their resignation to the board of directors, pursuant to section 25.2 of the Board of Directors' Regulations.

VI. CLASSIFICATION AS PROPRIETARY DIRECTOR

The Nomination Committee has established that the proposed candidate meets the requirements to continue being considered a proprietary director, pursuant to section 529*duodecies* of the Companies Act.

VII. CONTRIBUTION TO THE BALANCED BOARD MEMBERSHIP

The re-election of Mr Arnau to the board of directors as proprietary director contributes to the balanced membership with regards to proprietary and independent directors on the board, meeting at the same time the provisions of section 7.2 of the Board of Directors' Regulations regarding the ratio of independent directors within the Board of Directors which should be at least equal to the ratio of floating capital of the Company. In this regard, should the proposed re-election of Mr Arnau be approved by the Annual General Meeting, a majority of non-executive directors will continue sitting on the Board of Directors, in accordance with the terms of Recommendation 15 GGC.

Likewise, as stated above, Mr Arnau's re-election would contribute to keeping a diverse board membership, in terms, without limitation, of professional experience, competences, personal skills, sector-specific knowledge and age, while ensuring at the same time that directors with proven experience and sound knowledge of the Group and its business and of the retail sector sit on the board of directors.

Thus, the continuance of Mr Arnau on the board of directors is appropriate to keep a sufficient level of stability and balance in the governance structure of the Company, ensuring that counterweights exist to mitigate potential risks associated with concentration of power.

Considering the foregoing, pursuant to the provisions of section 529*decies*(6) LSC, article 29.3(d) of the Articles of Association, and sections 14, 16.2(e), 21.2 and 23.1 of the Board of Directors' Regulations as well as sections 5.3(d) and 6(h) of the Nomination Committee's Regulations, the Committee has resolved by unanimous vote to give a favourable report to the re-election of Mr Arnau to the board of directors as proprietary director for the 4-year term provided in the Articles of Association, to be subsequently raised to the Annual General Meeting of Shareholders, as well as to his re-election as Deputy Chairman of the board of directors and member of all board committees, and as member and Deputy Chairman of Inditex's Executive Committee.

Done in Arteixo (A Coruña), on 7 June 2021