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**EXPLANATORY REPORT THAT THE BOARD OF DIRECTORS OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) SUBMITS TO THE ANNUAL GENERAL MEETING IN SUPPORT OF THE PROPOSED RESOLUTION ON AGENDA ITEM 7 OF THE ANNUAL GENERAL MEETING CALLED TO BE HELD ON 13 AND 15 JUL4 2021, ON FIRST AND SECOND CALL, RESPECTIVELY**

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This report is drawn up by the Board of Directors of Industria de Diseño Textil, S.A. (“**Inditex**” or the “**Company**”) pursuant to the provisions of section 286 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, in support of the proposed amendment to the Articles of Association which is submitted to the shareholders at the Annual General Meeting as agenda item 7. The full text of the proposed amendments is included herein.

For the ease of reference of shareholders regarding the changes which led to this motion, below you will find: (i) an explanation of the mechanics of the amendments; (ii) an explanation of the rationale thereof; (iii) the proposed resolution which is submitted to the Annual General Meeting for approval; and last, (iv) a comparison for information purposes between the current wording of the Articles of Association and the proposed new language, which is submitted to the Annual General Meeting. Both texts are shown in two columns: the one to the left with the current wording and the one to the right with either the new wording proposed, with the changes highlighted in blue, or the term “unchanged” as a reference to such paragraphs or articles whose wording remains unchanged.

## **I. MECHANICS OF THE MOTION**

The amendment to the Articles of Association, submitted to approval at the Annual General Meeting can be structured as follows:

- i. A first group of amendments answers the need to encompass the latest regulatory developments in place since the date of the last Annual General Meeting, to wit: the reform introduced by Act 5/2021, of 12 April, amending the revised text of the Companies Act approved by Real Decreto Legislativo 1/2020, of 2 July, and other financial regulations as regards the encouragement of long term shareholder engagement in listed companies (“Act 5/2021”).

In particular, the possibility of holding virtual-only general meetings, in accordance with the provisions of recently added section 182*bis* LSC is included.

- ii. A second group of amendments seeks to align the language of the Articles of Association with that of the remaining sets of rules as amended further to a resolution passed by the board of directors in the meeting held on 14 December 2020, that is: the Regulations of the Board of Directors, and the terms of reference of the Audit and Compliance, Nomination and Sustainability Committees, for the purposes of aligning all of them with the language of the revised Good Governance Code of Listed Companies (“GGC”), as amended in part further to a resolution passed by CNMV’s board on 25 June 2020, thus enhancing the internal consistence of the company’s internal regulations on corporate governance.
- iii. Additionally, the opportunity brought by the necessary adaptation of the by-laws to the new regulations and recommendations referred to in the paragraphs above, was taken to introduce certain technical and editorial improvements, for ease of reference of

shareholders and other interested third parties, the Articles of Association being the basic text which guides Inditex's operations.

In parallel to the amendment to the Articles of Association herein covered, the update of the Regulations of the General Meeting of Shareholders is proposed as agenda item 8, accompanied by its corresponding explanatory report issued by the board of directors, which has been made available to the shareholders in accordance with the provisions of Article 518(d) LSC.

Likewise, the board of directors has, in its field of competence, approved in the meeting held on 8 June 2021 the amendment to the Board of Directors' Regulations, reported under agenda item 13, following the relevant explanatory report which has been made available to shareholders, in accordance with section 518(d) LSC. Such amendment to the Board of Directors' Regulations was conditional upon approval by the shareholders at the Annual General Meeting of the amendment to Chapters II & III of the Articles of Association ("*Share capital*") and ("*Governing Bodies of the Company*"), subject to this report.

## II. RATIONALE OF THE MOTION

The proposed amendments are described below. For the purposes of complying with the provisions of sections 197*bis* LSC and 19.2 of the Articles of Association, the amendments are grouped in separate blocks and will be put to vote at the Annual General Meeting in such a way.

### a) Proposed amendment to Article 8 of the Articles of Association in Chapter II ("*Representation of shares*").

The proposed amendment to article 8 seeks to align it with the latest development introduced in sections 497 and 497*bis* LSC, as amended by Act 5/2021, regarding the right of the company to know the identity of both the shareholders registered as such in the relevant book-entry register as well as of the beneficial owners of the Company, respectively.

Such article shall hereinafter be headed as ("*Representation of shares, book-entry register and shareholders' identity*").

### b) Proposed addition of a new article 15*bis* ("*Hybrid general meetings and virtual-only general meetings*") and proposed amendment to article 15 ("*Notice. Universal General Meetings*"), article 16 ("*Eligibility to attend the General Meetings of Shareholders. Right to vote*") article 17 ("*Representation at the General Meeting of Shareholders*"), article 19 ("*Panel of the General Meeting of Shareholders. Deliberations*"); article 20 ("*Passing of resolutions*") and article 21 ("*Minutes and certificates*") all of them in Part I ("*General Meeting of Shareholders*"), Chapter III ("*Governing bodies*").

The motion to add a new article 15*bis* ("*Hybrid and virtual-only general meetings*") seeks to authorise the board of directors so that upon calling the general meeting of shareholders, it may, considering the circumstances from time to time in force, authorise a virtual-only general meeting, without physical attendance of shareholders or proxy holders, in accordance with the terms of the new section 182*bis* LSC.

In line with the foregoing, deletion of paragraph 5 in article 16 ("*Eligibility to attend the General Meetings of Shareholders. Right to vote*") is proposed, as this provision is transferred to the new article 15*bis*, that provides for the possibility of holding both hybrid (combining attendance in person and providing for the possibility of remote attendance) and virtual-only meetings.

Paragraph 1 in article 15 is further amended to precise that the notice calling the General Meeting should clearly state how the meeting will be held and a new paragraph (2) is added thereto describing the various manners how a general meeting can be conducted: (i) attendance in person only; (ii) hybrid (attendance in person and the possibility of remote attendance); or, (iii) where circumstances so advise, virtual-only general meeting.

This amendment triggers changes to a number of other articles covering certain aspects of remote attendance by shareholders:

- Adding a new sentence in paragraph 1 in article 17 (“Representation at the General Meeting of Shareholders”) is proposed to clarify that proxy holders can also remotely attend the general meeting, in line with the terms of the new article 15*bis*.
- The amendment to paragraphs 3 & 4 in article 19 (“Panel of the General Meeting of Shareholders. Deliberations”) is proposed, on the one hand, to allow members of the panel to attend in person or, where justified reasons so advise or a virtual-only General Meeting is held, remotely, and on the other, to include certain technical clarifications about the procedure for shareholders or proxy holders to take the floor depending on whether they attend in person or remotely.

The proposed amendment to section 5 seeks to align its language with that used by CNMV, replacing the term “removal” with “dismissal”, inline with the proposed amendments to articles 29 and 24 of the Articles of Association.

- The addition of a new paragraph (11) in article 20 (“Passing of resolutions”) is proposed to clarify that the system to cast absentee vote provided does not apply to those remotely attending.

Likewise, paragraph 9 thereof will hereinafter provide that shareholders’ remote attendance at the General Meeting shall also entail the revocation of any proxy granted, as does attendance in person or casting of absentee vote.

- With regard to the role of the Notary at the General Meeting, changing the term “presence” with “participation” in the first paragraph of article 21 (“Minutes and certificates”) is proposed, to better accommodate the possibility of remote attendance, as provided in the new section 182*bis* LSC.

On the other hand, the inclusion of a new paragraph 3 in article 16 is proposed to thoroughly detail all the scenarios where shareholders will not be allowed to exercise their right to vote on account of being involved in any of the conflict of interest situations set out in section 190 LSC or in the cases provided in statute with regards to related-party transactions that must be approved by the General Meeting, pursuant to the provisions of the new section 529*duovicies* LSC, introduced by Act 5/2021. Likewise, in line with section 190 LSC above referred, a clarification is made: in such cases, the shares of the shareholder who is in a conflict of interest situation will be deducted from the stock present or represented at the General Meeting for the purposes of determining the majority of votes required in each case.

Whenever the addition of new paragraphs to the current articles affected is proposed, the subsequent paragraphs will be renumbered accordingly.

- c) Proposed amendment to article 22 (“Board of Directors”), article 24 (“Appointment of directors and term of office”), article 25 (“Calling board meetings. Quorum. Passing of resolutions”), article 28 (“Audit and Compliance Committee”), article 29 (“Nomination**

**Committee”), article 30 (“Remuneration Committee”), and article 30bis (“Sustainability Committee”) all of them in Part II. (“Board of Directors”) in Chapter III**

Most of the proposed amendments to the articles in this Chapter are related with the alignment of the Articles of Association with the amendments to the Board of Directors’ Regulations and the terms of reference of the Audit and Compliance, Nomination and Sustainability Committees, made in December 2020, in line with the partial review of GGC.

- The proposed amendment to paragraph 3 in article 28 (“Audit and Compliance Committee”) seeks to align its wording, to the extent possible, with the letter and scope of the powers assigned to such committee in section 5.3 of its terms of reference and section 15 of the Board of Directors’ Regulations, as amended on 14 December 2020 further to a resolution of the board of directors, for the purposes of:
  - (i) enhancing the duties of the committee relating to the preparation and presentation of the company’s financial and non-financial information, making it clear that such mission includes both overseeing and evaluating the process.

A clarification has also been made in this regard: although the Audit and Compliance Committee is supported by the Sustainability Committee upon carrying out such duties, being the advisory body to the board of directors that specialises in social and environmental sustainability, for the purposes of ensuring a consolidated view on the effective application of the policies that fall under their respective purview, the ultimate responsibility for preparing the information and its integrity lies with the Audit and Compliance Committee.

- (ii) Clarifying that the powers of the committee relating to the risk management systems of the Group include both overseeing and evaluating such systems.
  - (iii) Expressly covering that its duty to oversee and evaluate risks extends to non-financial risks, expressly including operational, technological, legal, social, environmental, political and reputational risks and those related to corruption.

In addition, a change is proposed to adapt the current power of the Audit and Compliance Committee regarding the report on related-party transactions to the language of section 529*quaterdecies* LSC, as amended by Act 5/2021. Therefore, the removal of such power from paragraph (g) is proposed as it will be subject to a new specific paragraph.

On the other hand, the amendment to paragraph 1 in said article 28 is proposed, to comply with the requirements on composition and competences of directors serving on such Committee provided in recommendation 39 CNMV. Such change has already been made to the terms of reference of the committee. Thus, the requirements of qualification and expertise in the field of non-financial risks within the committee is reinforced, in line with its scope of action and its increased responsibilities.

Last, the proposed amendment in paragraph 4 seeks to align its wording with the terms of Act 5/2021, as companies are no longer bound to release quarterly financial information.

- The amendments made to paragraph 3 in article 29 (“Nomination Committee”) seek to align its wording with the letter and scope of the powers assigned to such committee in section 5.3 of its terms of reference and section 18 of the Board of Directors’

Regulations, as amended on 14 December 2020 further to a resolution of the board of directors for the purposes of:

- a) Reinforcing the commitment of the company to a diverse membership on the board and its committees. This principle should guide the proceedings of the Committee, being the specialised board committee involved in the process for the selection, appointment, nomination, ratification and re-election of directors.
- b) With regard to the duties entrusted to the Committee regarding appointment and removal of Senior Managers, the obligation to ensure gender diversity and foster female leadership, supporting the existence of a significant number of female senior managers is included among such duties.

Paragraph 1 in article 29 is amended, in compliance with the requirements on composition and competences of directors serving on such committee provided in CNMV's Technical Guide 1/2019, already encompassed in its terms of reference.

Last, paragraphs 3(c) & (d) (hereinafter, (d) & (e), respectively), are amended to align their wording with the terms used by CNMV, replacing the term "removal" with "dismissal" of directors, in line with the proposed amendments to articles 19.5 and 24.2.

- The proposed amendments to article 30 ("Remuneration Committee") seek to comply with the requirements on composition and competences of directors serving on this committee provided in CNMV's Technical Guide 1/2019, already encompassed in its terms of reference.
- Amendments made to article 30*bis* ("Sustainability Committee") seek to align its wording to the extent possible with the letter and scope of the powers assigned to such committee in section 5.3 of its terms of reference and section 17*bis* of the Board of Directors' Regulations, as amended on 14 December 2020 further to a resolution of the board of directors for the purposes of aligning it with Recommendation 54 GGC on other specialised board committees.
- Additionally, considering that under section 538 LSC as amended, the annual report on remuneration of directors will also become an integral part of the directors' report, the amendment to paragraph 4 in article 22 ("Board of Directors") is proposed, to stress the board's obligation to draft it, with an equal status as the annual corporate governance report.
- The proposed amendment to paragraph 2 in article 24 seeks to align its language with that used by CNMV, replacing the term "removal" with "dismissal" of directors.
- Last, a change is proposed to current paragraph 2 in article 25 that addresses remote attendance at board meetings, provided that the location where the physical meeting is to be held is stated, which shall be deemed to be the place where the Secretary of the Board is present. In order to allow a higher flexibility, the removal of the requirement of a physical venue is proposed, to allow virtual-only meetings.

Whenever the addition of new paragraphs to the current articles affected is proposed, the subsequent paragraphs will be renumbered accordingly.

**d) Proposed amendment to article 36 (“Approval of the accounts and distribution of the year’s income or loss) in Chapter IV**

The proposed amendment consists of introducing a technical improvement in paragraph 3(a).<sup>1</sup>

**III. PROPOSED RESOLUTION TO BE SUBMITTED TO THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING**

The proposed resolution to be submitted to the shareholders at the Annual General Meeting for approval reads as follows:

*“To approve the following amendments to the Articles of Association for the purposes of aligning its provisions with the Spanish Companies Act as amended by Act 5/2021 of 12 April, as regards long term shareholder engagement in listed companies, and to align its language with that of the Board of Directors’ Regulations and the terms of reference of the Audit and Compliance, Nomination, Remuneration and Sustainability Committees, as amended, for the purposes of encompassing the changes made to the Good Governance Code of Listed Companies, further to its partial review approved by the board of the Spanish National Securities Market Commission (“CNMV”) on 25 June 2020, pursuant to 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 to article 8 (“Representation of shares”) in Chapter II.*
- b) *To approve the addition of article 15bis (“Hybrid and virtual-only general meetings”) and the amendment to article 15 (“Notice. Universal General Meetings”), article 16 (“Eligibility to attend the General Meetings of Shareholders. Right to vote”) article 17 (“Representation at the General Meeting of Shareholders”), article 19 (“Panel of the General Meeting of Shareholders. Deliberations”), article 20 (“Passing of resolutions”) and article 21 (“Minutes and certificates”), all of them in Part I (“General Meeting of Shareholders”) in Chapter III.*
- c) *To approve the amendment to article 22 (“Board of Directors”), article 24 (“Appointment of directors and term of office”); article 25 (“Calling board meetings. Quorum. Passing of resolutions”), article 28 (“Audit and Compliance Committee”), article 29 (“Nomination Committee”), article 30 (“Remuneration Committee”), and article 30bis (“Sustainability Committee”) all of them in Part II. (“Board of Directors”) in Chapter III.*
- d) *To approve the amendment to article 36 (“Approval of the accounts and distribution of the year’s income of loss) in Chapter IV.*
- e) *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 of the AGM, together with the remaining documentation of the Annual General Meeting”.*

**IV. COMPARISON BETWEEN THE CURRENT TEXT OF THE ARTICLES OF ASSOCIATION AND THE PROPOSED REVISED TEXT WHICH IS SUBMITTED TO THE ANNUAL GENERAL MEETING**

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<sup>1</sup> This amendment only affects the Spanish version. It does not apply to the English version

Current wording	Proposed wording
<b><u>CHAPTER I - COMPANY'S NAME, COMPANY'S OBJECTS, REGISTERED OFFICE AND DURATION</u></b>	<b><u>CHAPTER I - COMPANY'S NAME, COMPANY'S OBJECTS, REGISTERED OFFICE AND DURATION</u></b>
<p><b>Article 1. Company's name</b></p> <p>The Company's name is "INDUSTRIA DE DISEÑO TEXTIL, S.A.", in abbreviated form "INDITEX, S.A."; it is a public limited trading company, of Spanish nationality and it shall be governed by these Articles of Association and, in as far as specific provisions may not be applicable thereto, by the regulations governing listed public limited companies.</p>	<p><b>Article 1. Company's name</b></p> <p>[Unchanged]</p>
<p><b>Article 2. Company's objects</b></p> <p>1 The Company's objects are as follows:</p> <p>(a) The manufacture, marketing at any stage, import, export and wholesale and retail sale of all kinds of textile raw materials, yarns, cloths, fabrics and finished apparel and home products as well as any other ancillary products, including cosmetics and leather goods.</p> <p>(b) Owning an interest in the capital of other companies or firms, whether civil or trading, either by acquiring under any title whatsoever, for a value or as gift, shares in any other public limited companies or equity interests in limited liability companies, or by obtaining by any other legal proceeding any other stake in the share capital of other firms, whether Spanish or foreign.</p> <p>(c) The administration, management and exploitation of said stock, shares, or interests in the share capital, as well as the disposal, sale, exchange or carrying out of any other legal act which may imply the exercise of any rights inherent in such interests or shares.</p>	<p><b>Article 2. Company's objects</b></p> <p>[Unchanged]</p>

<p>(d) The rendering of all manner of services in relation to the administration, management and running of companies, such as accounting, lists of clients, payroll preparation, preparation of all manner of receipts, invoicing and other matters similar to those mentioned above, using for the same all manner of procedures whether manual, mechanical, electronic or computerized, or any other of the most varied nature.</p> <p>(e) The drawing up, preparing and carrying out of all manner of research and projects and the creation of industrial and commercial designs; the management, technical assistance, transfer of technology and commercialisation, inspection, control and administration in such projects and activities.</p> <p>(f) The ownership, use or assignment of designs and industrial and intellectual property in all their forms and classes.</p> <p>(g) The acquisition and disposal under any title whatsoever of all manner of real or movable property, rights, securities, equity interests, shares or stakes in the capital of other companies, even by taking part in their incorporation, whenever such property and rights serve the activity that makes up the corporate objects.</p> <p>2 The activities included in the company's objects may be carried out by the Company directly or indirectly, through the ownership of shares or equity interests in the capital of companies with the same or similar objects or by any other means allowed by law.</p>	
<p><b>Article 3. Duration</b></p> <p>1. The duration of the Company shall be indefinite.</p>	<p><b>Article 3. Duration</b></p> <p>[Unchanged]</p>



<p>2. The Company began its operations on 12 June 1985, the date of execution of the deed of incorporation, without prejudice to the subsequent registration thereof with the Companies Register.</p>	
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<p><b>Article 4. Registered office</b></p> <p>The Company's registered office is situated at Avenida de la Diputación, Edificio Inditex, Arteixo (A Coruña).</p>	<p>Article 4. Registered office</p> <p>[Unchanged]</p>
<p style="text-align: center;"><b>CHAPTER II. SHARE CAPITAL</b></p> <p><b>Article 5. Share capital</b></p> <p>The share capital is NINETY-THREE MILLION FOUR HUNDRED NINETY-NINE THOUSAND FIVE HUNDRED SIXTY EURO (€93,499,560.00), fully paid-up and subscribed, divided into, represented by and incorporated in THREE THOUSAND ONE HUNDRED SIXTEEN MILLION SIX HUNDRED FIFTY-TWO THOUSAND (3,116,652,000) indivisible shares, each with a nominal value of THREE CENTS OF A EURO (€0.03), all of the same class and series.</p>	<p style="text-align: center;"><b>CHAPTER II. SHARE CAPITAL</b></p> <p><b>Article 5. Share capital</b></p> <p>[Unchanged]</p>

Article 6. Non-voting shares and preferred shares	Article 6. Non-voting shares and preferred shares
<p>1 The Company may issue non-voting shares and preferred shares, pursuant to the terms provided in statute and the provisions of the paragraphs below.</p> <p>2 The General Meeting of Shareholders may resolve the issue of non-voting shares with a nominal value which may not be higher than half of the paid-up share capital, pursuant to the terms and with the rights provided in statute.</p> <p>Non-voting shares shall confer on their holders the right to receive a non-cumulative minimum annual dividend equal to five (5) percent of the paid-up share capital per each non-voting share, provided that sufficient profits eligible for distribution exist. Notwithstanding this, non-payment of the minimum dividend shall not entail recovery of the right to vote. With regard to issue of voting or non-voting shares (whether ordinary or preferred) or of convertible securities or securities giving right to the subscription of voting or non-voting shares, the holders of non-voting shares shall not have any pre-emptive right.</p> <p>3 The General Meeting of Shareholders may, pursuant to the terms authorized by statute and in compliance with the requirements to amend the Articles of Association, resolve the issue of shares which confer any privilege versus ordinary shares.</p> <p>Where the privilege consists of the right to get a preferred dividend, the Company shall be bound to resolve that a dividend be declared, should any profit eligible for distribution exist. Preferred dividends shall not be cumulative. Under no circumstances may ordinary shares receive</p>	<p>[Unchanged]</p>

<p>dividends charged to the profit from a financial year, while the preferred dividend for that same year remains unpaid, but once the payment of the preferred dividend has been resolved, holders of preferred shares shall not be entitled to the dividend that might correspond to ordinary shares.</p>	
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<p><b>Article 7. Rights and obligations of the shareholder</b></p> <p>1 Shares confer on their lawful holder the status of shareholder and entail full and total observance of the provisions of these Articles of Association, of the Regulations of the General Meeting of Shareholders, and of the resolutions validly passed by the governing bodies of the Company, entitling at the same time the holder to exercise the rights inherent in such status, in accordance with the provisions of statute, of these Articles of Association and of the Regulations of the General Meeting of Shareholders.</p> <p>2 The Company shall treat equally shareholders under the same conditions.</p>	<p><b>Article 7. Shareholders' rights and obligations of the shareholder</b></p> <p>[Unchanged]</p>
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<p><b>Article 8. Representation of shares</b></p> <ol style="list-style-type: none"> <li>1. Shares are represented in book-entry form.</li> <li>2. The keeping of the Company's book-entry register is the responsibility of such entities charged with keeping the records of securities represented in book-entry form pursuant to the regulations from time to time applicable.</li> <li>3. The establishment, circulation and legitimation for the exercise of the rights deriving from the shares are governed by the stock market regulations.</li> </ol>	<p><b>Article 8. Representation of shares, book-entry register and shareholders' identity</b></p> <ol style="list-style-type: none"> <li>1. [Unchanged]</li> <li>2. [Unchanged]</li> <li>3. <b>The Company shall have the right to know at any time the identity of its shareholders and its beneficial owners, as legally allowed, for the purposes of communicating with them in order to facilitate the exercise of their rights and encourage their engagement with the Company.</b>   <b>Under no circumstances shall the knowledge by the Company of the identity of its beneficial owners affect the dividend and voting rights of the registered shareholders and the exercise thereof.</b></li> <li>4. <b>(former 3)</b>  The establishment, circulation and legitimation for the exercise of the rights deriving from the shares are governed by the stock market regulations.</li> </ol>
<p><b>Article 9. Transfer of shares</b></p> <ol style="list-style-type: none"> <li>1 Shares and the dividend rights attached thereto, including pre-emptive and free allotment rights, may be transferred by all the means recognised in statute.</li> <li>2 New shares shall not be transferred until the capital increase has been duly registered with the Companies Register.</li> </ol>	<p><b>Article 9. Transfer of shares</b></p> <p>[Unchanged]</p>
<p><b>Article 10. Calls on unpaid capital</b></p> <p>Where any partially paid-up shares exist, shareholders should pay such part of the capital not paid-up in such manner and within such time limit or limits as may be provided in the resolution for the capital increase or, failing that, pursuant to the terms decided by the Board of Directors and, at any rate, within five years from the date of the resolution to increase the share capital.</p>	<p><b>Article 10. Calls on unpaid capital</b></p> <p>[Unchanged]</p>

<p><b>Article 11. Co-ownership, beneficial ownership and share pledge</b></p> <p>1 Co-ownership, beneficial ownership and share pledge shall be governed by the provisions of the regulations from time to time applicable.</p> <p>2 Since shares are indivisible, co- owners of shares and co- holders of other rights over the same must elect a single person for the exercise of the relevant rights and duly notify the identity of such person to the Company.</p>	<p><b>Article 11. Co-ownership, beneficial ownership and share pledge</b></p> <p>[Unchanged]</p>
<p><b><u>CHAPTER III -GOVERNING BODIES OF THE COMPANY</u></b></p> <p><b>Article 12. Governance, management and representation of the Company</b></p> <p>1. Without prejudice to the powers assigned to the General Meeting of Shareholders by statute, the administration, management and representation of the Company is vested in the Board of Directors and, where appropriate, and in accordance with the provisions of these Articles of Association, in any other person or body to whom the Board of Directors may delegate powers.</p> <p>2. It is the Board of Directors' policy to delegate the management of the day-to day business of the Company to the executive bodies and to the management, and to focus its efforts on the general oversight function, which includes directing the policy of the Company; monitoring management; assessing the performance of officers; making the most relevant decisions for the Company, and liaising with the shareholders.</p>	<p><b><u>CHAPTER III -GOVERNING BODIES OF THE COMPANY</u></b></p> <p><b>Article 12. Governance, management and representation of the Company</b></p> <p>[Unchanged]</p>

<u>PART I. GENERAL MEETING OF SHAREHOLDERS</u>	<u>PART I. GENERAL MEETING OF SHAREHOLDERS</u>
<b>Article 13. General Meeting of Shareholders</b>	<b>Article 13. General Meeting of Shareholders</b>
<ol style="list-style-type: none"> <li>1. The General Meeting of Shareholders, duly called and with a quorum present in accordance with all formalities provided by statute and by these Articles of Association, is the supreme and sovereign body of expression of the will of the Company.</li> <li>2. Its resolutions are binding on all its shareholders, including those absent or dissenting, those who abstain from voting or those who vote in blank, without prejudice to any actions they may have in statute.</li> <li>3. The General Meeting of Shareholders shall have the powers conferred by statute and by the Articles of Association, including the approval of the Regulations of the General Meeting of Shareholders.</li> <li>4. The Company shall ensure equal treatment of all shareholders in the same position, regarding the right to information, the participation and the exercise of the voting right at the General Meeting of Shareholders. In particular, the Company shall ensure the right of seniors and people with disabilities to be provided with information prior to the General Meeting and make available to them any necessary supports and means to facilitate the exercise of their voting right.</li> </ol>	<p>[Unchanged]</p>



Article 14. Types of General Meetings	Article 14. Types of General Meetings
<ol style="list-style-type: none"> <li data-bbox="204 241 790 309">1. General Meetings of Shareholders may be Annual or Extraordinary.</li> <li data-bbox="204 347 790 622">2. The Annual General Meeting shall be held once a year within the six months following the financial year-end in order to, at least, review the corporate management of the Company, approve, where appropriate, the accounts of the previous year and resolve as to the distribution of income or loss.  Any General Meeting of Shareholders other than the one addressed in the paragraph above shall be deemed to be an Extraordinary General Meeting.</li> <li data-bbox="204 840 790 1312">3. The General Meeting of Shareholders, whether Annual or Extraordinary, shall meet whenever the Board of Directors so resolves or when so requested by a number of shareholders representing at least three (3) percent of the share capital and expressing in their request the business to be transacted. In this latter case, the General Meeting of Shareholders must be called to be held within the term provided in the applicable regulations; the agenda shall necessarily include the items which are the object of the request.</li> </ol>	<p data-bbox="810 241 970 275">[Unchanged]</p>

<p><b>Article 15. Notice. Universal General Meetings</b></p> <p>1. General Meetings of Shareholders, both Annual and Extraordinary, must be called by the Board of Directors by notice published in the Official Gazette of the Companies Register or in one of the newspapers with the largest circulation in Spain, on the website of the Company (www.inditex.com) and on the website of the National Securities Market Commission (CNMV), at least one month prior to the date set for the meeting, such notice having to state the name of the Company, the date, place and time on which the meeting is to be held, the agenda with all the business to be transacted, the date on which, where appropriate, the General Meeting shall be held on second call (considering that at least twenty four hours must elapse between those two dates) as well as any other mentions required by statute.</p> <p>2. Shareholders who represent at least three (3) percent of the share capital may request the publication of a supplement to the notice calling the Annual General Meeting, to add one or more items to the agenda, provided that, however new items are duly accompanied, where appropriate, by a duly supported motion. This right must be exercised by means of an irrefutable notice to be received at the registered office within five (5) days of the date of publication of the notice. The supplement to the notice must be published at least fifteen (15) days prior to the date set for the meeting.</p> <p>3. Likewise, shareholders who represent at least three (3) percent of the share capital, may submit, within the same term provided in the paragraph above, duly supported motions on items already included or which shall be included on the agenda of the General Meeting of Shareholders called. The Company shall ensure that such</p>	<p><b>Article 15. Notice. Universal General Meetings</b></p> <p>1. General Meetings of Shareholders, both Annual and Extraordinary, must be called by the Board of Directors by notice published in the Official Gazette of the Companies Register or in one of the newspapers with the largest circulation in Spain, on the website of the Company (www.inditex.com) and on the website of the National Securities Market Commission (CNMV), at least one month prior to the date set for the meeting, such notice having to state the name of the Company, the date, <b>place</b> and time when the meeting is to be held, <b>the method to conduct the General Meeting</b> and, <b>if appropriate, the venue at which the General Meeting will be held</b>, the agenda with all the business to be transacted, the date on which, where appropriate, the General Meeting shall be held on second call (considering that at least twenty four hours must elapse between those two dates) as well as any other mentions required by statute.</p> <p>2. <b>Considering the manner how they can be conducted, General Meetings can be: (i) with attendance in person only; (ii) hybrid (attendance in person and the possibility of remote attendance); or (iii) virtual- only, where circumstances so advise.</b></p> <p>3. <b>(former 2) Shareholders who represent at least three (3) percent of the share capital may request the publication of a supplement to the notice calling the Annual General Meeting, to add one or more items to the agenda, provided that, however new items are duly accompanied, where appropriate, by a duly supported motion. This right must be exercised by means of an irrefutable notice to be received at the registered office within five (5) days of the date of publication of the notice. The supplement to the</b></p>
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<p>motions and any attached document, where appropriate, are duly disclosed on the website of the Company.</p> <p>4. Where the Companies allows shareholders the possibility of voting through electronic means available to all of them, Extraordinary General meetings may be called at least fifteen (15) days in advance. In order to reduce the term for calling the General Meeting, an express resolution of the Annual General Meeting passed by at least two thirds of the subscribed share capital with a right to vote shall be required. Such express resolution shall expire before the following Annual General Meeting is held.</p> <p>5. Notwithstanding the provisions set forth in the paragraphs above, a General Meeting of Shareholders shall be deemed to be properly called and a quorum shall be deemed to be present to transact any business, provided that the entire share capital is present and that attendees resolve by unanimous vote to hold such meeting</p>	<p>notice must be published at least fifteen (15) days prior to the date set for the meeting.</p> <p>4. (former 3) Likewise, shareholders who represent at least three (3) percent of the share capital, may submit, within the same term provided in the paragraph above, duly supported motions on items already included or which shall be included on the agenda of the General Meeting of Shareholders called. The Company shall ensure that such motions and any attached document, where appropriate, are duly disclosed on the website of the Company].</p> <p>5. (former 4). Where the Companies allows shareholders the possibility of voting through electronic means available to all of them, Extraordinary General meetings may be called at least fifteen (15) days in advance. In order to reduce the term for calling the General Meeting, an express resolution of the Annual General Meeting passed by at least two thirds of the subscribed share capital with a right to vote shall be required. Such express resolution shall expire before the following Annual General Meeting is held</p> <p>6. (former 5). Notwithstanding the provisions set forth in the paragraphs above, a General Meeting of Shareholders shall be deemed to be properly called and a quorum shall be deemed to be present to transact any business, provided that the entire share capital is present and that attendees resolve by unanimous vote to hold such meeting.</p>
	<p>Article 15.bis Hybrid meeting and virtual-only meeting</p> <p>1. Where the board of directors resolves this possibility and it is announced in the notice of the General Meeting,</p>

	<p>remote attendance at the meeting shall be allowed by means that guarantee the identity of shareholders and their proxy holders. The board of directors will announce in the notice the procedures implemented for shareholders to exercise their rights in case of remote attendance.</p> <p>2. Where circumstances so advise, a virtual-only general meeting can be called, without any shareholder or proxy holder, and, as the case may be, any member of the board of directors and the notary attending in person. Virtual-only general meetings shall be conducted in accordance with statute, the provisions of the Articles of Association, and the implementing regulations resolved by the board of directors upon giving notice of the general meeting, subject to, ensuring that the identity and legitimate rights of shareholders and proxy holders is duly guaranteed and that all attendees can effectively participate at the general meeting by the specific distance communication means indicated in the notice, both to exercise in real time the relevant right to speak, to information, to raise motions, and to vote they are entitled to, and to follow the participation of the remaining attendees by the above referred means. The relevant measures shall be implemented for such purpose, bearing in mind the state of the art and the surrounding circumstances.</p> <p>3. At any rate, shareholders shall be able to grant proxy and cast absentee vote in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of Shareholders and of the procedure set by the board of directors and described in the notice.</p> <p>4. Virtual-only General Meetings shall be deemed to have been conducted at the registered office.</p>
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<p><b>Article 16. Eligibility to attend the General Meetings of Shareholders. Right to vote</b></p> <ol style="list-style-type: none"> <li>1 Shareholders who have their shares registered in their name in the book-entry register at least five (5) days prior to the date set for the General Meeting of Shareholders to be held, and who keep them until the General Meeting is held and are up to date in the payment of calls on unpaid capital are eligible to attend the General Meeting, irrespective of the number of shares they hold.</li> <li>2 Each share gives right to one vote.</li> <li>3 Members of the Board of Directors must attend the General Meetings of Shareholders.</li> <li>4 The Chair of the General Meeting may authorise any person that he/she may deem fit to attend the General Meeting as well as the live or recorded broadcast thereof.</li> <li>5 Where the Board of Directors resolves this possibility and it is announced in the notice, remote attendance at the General Meeting of Shareholders, in a manner that duly guarantees the identity of the shareholders or their proxy holders, may be allowed. The Board of Directors will announce in the notice the procedures implemented for shareholders to exercise their rights through these means.</li> </ol>	<p><b>Article 16. Eligibility to attend the General Meetings of Shareholders. Right to vote</b></p> <ol style="list-style-type: none"> <li>1 [Unchanged]</li> <li>2 [Unchanged]</li> <li>3 <b>Without prejudice to the foregoing, shareholders will not be allowed to exercise the voting rights attached to their shares on any resolution with regard to which they are found in a conflict of interest situation, as provided in the applicable regulations, in particular, in the cases provided in statute regarding related-party transactions affecting shareholders that need to be approved by the General Meeting, unless the relevant proposed resolution has been approved according to statute.</b>  <b>The shares of any shareholder found in a conflict of interest situation shall be deducted from the share capital for the purposes of determining the majority of votes required in each case.</b></li> <li>4. <b>(former 3)3.</b> Members of the Board of Directors must attend the General Meetings of Shareholders, <b>preferably in person, except where justified reasons advise otherwise, or a virtual-only Meeting is held, in which case, they may attend remotely.</b></li> <li>5. <b>(former 4).</b> The Chair of the General Meeting may authorise any other person that he/she may deem fit to attend the General Meeting, <b>in person or remotely,</b> as well as the live or recorded broadcast thereof.</li> <li><del>5. Where the Board of Directors resolves this possibility and it is announced in the</del></li> </ol>
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	<p><del>notice, remote attendance at the General Meeting of Shareholders, in a manner that duly guarantees the identity of the shareholders or their proxy holders, may be allowed. The Board of Directors will announce in the notice the procedures implemented for shareholders to exercise their rights through these means.</del></p>
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Article 17. Representation at the General Meeting of Shareholders	Article 17. Representation at the General Meeting of Shareholders
<p>1 Any shareholder who has the right to attend may be represented at the General Meeting of Shareholders by a proxy holder, whether or not a shareholder. Proxies shall be granted in writing and specifically for each General Meeting of Shareholders. Said requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the proxy grantor, nor when the proxy holder has a general power of attorney conferred by public document with powers to administrate all the assets that the proxy grantor may have on national territory.</p>	<p>1 Any shareholder who has the right to attend may be represented at the General Meeting of Shareholders by a proxy holder, whether or not a shareholder. <b>Proxy holders can participate at the General Meeting in person or if the board of directors has provided for such possibility, remotely.</b> Proxies shall be granted in writing and specifically for each General Meeting of Shareholders. Said requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the proxy grantor, nor when the proxy holder has a general power of attorney conferred by public document with powers to administrate all the assets that the proxy grantor may have on national territory.</p>
<p>2 Proxies may be granted by post or electronic mail, or by any other distance communication means, provided that the identity of the participating individual and the security of distance communications is ensured, and in such case, the provisions of Article 20 regarding the casting of votes by such means shall apply, to the extent that it is not incompatible with the nature of proxy.</p>	<p>2 [Unchanged]</p>
<p>3 Proxies shall be included in the list of members in attendance. The Chair of the General Meeting of Shareholders may ask the proxy holder to provide the documents in support of his/her proxy. The Company shall keep a record of those documents containing the referred proxies.</p>	<p>3 [Unchanged]</p>
<p>4 Proxies can always be revoked. Attendance of the proxy grantor at the General Meeting of Shareholders, either in person or remotely, or having cast absentee vote, shall entail revocation of the proxy, irrespective of the date on which the proxy was granted.</p>	<p>4 [Unchanged]</p>

<p>5. Prior to granting proxy, the proxy holder shall provide the shareholder with detailed information about the existence of any conflict of interest situation. Should a conflict of interest situation occur after proxy has been granted, and the represented shareholder has not been warned thereof, the proxy holder shall forthwith inform the former of such conflict. In both cases, and in the absence, having previously been informed of the conflict of interest situation, of any new and accurate voting instructions regarding each agenda item on which the proxy holder shall cast a vote on behalf of the shareholder, the proxy holder shall abstain from voting, without prejudice to the provisions of the following paragraph.</p> <p>Unless otherwise expressly stated by the shareholder, should the proxy holder be involved in a conflict of interest situation without having accurate voting instructions, or, even if they have them, the proxy holder would deem it best not to represent the proxy grantor with regard to the items to which the conflict of interest refers to, it shall be understood that the proxy grantor has appointed as proxy holders, regarding such items, jointly and severally, and in succession, should any of them be involved in a conflict of interest situation, first, the Chair of the General Meeting of Shareholders, next the Secretary of the General Meeting of Shareholders and last, the Capital Markets Director of the Company. Proxy holders so appointed shall cast their vote in the manner that in their view best suits the interests of the proxy grantor, considering the interest of the Company.</p>	<p>5. [Unchanged]</p>
<p>6. Where any members of the governing body of the Company, or any other person acting on behalf or in the interest of any of them should have resorted to any public solicitation of proxies, the director who has obtained such proxy shall not exercise the right to vote corresponding to the represented</p>	<p>6. [Unchanged]</p>



<p>shares regarding those agenda items in respect of which such director is involved in any conflict of interest situation, unless they would have received from the proxy grantor accurate voting instructions for each of such items.</p> <p>7. If no voting instructions were given regarding proposed resolutions on agenda items, it shall be understood that the proxy grantor shall vote for the proposed resolutions in question. If no voting instructions were given regarding proposed resolutions on non-agenda items, it shall be understood that the proxy grantor shall vote in the manner that in their view best suits the interests of the proxy grantor, considering the interest of the Company.</p> <p>8. Where the document containing the proxy is submitted to the Company without expressly stating the name or company name of the proxy holder, it shall be assumed that the proxy grantor has appointed as proxy holders, jointly and severally, and in succession, should any of them be involved in turn in a conflict of interest situation, first, the Chair of the General Meeting of Shareholders, next the Secretary of the General Meeting of Shareholders and last, the Capital Markets Director of the Company.</p>	<p>7. [Unchanged]</p> <p>8. [Unchanged]</p>
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Article 18. Quorum	Article 18. Quorum
<p>1 A quorum will be present at the General Meeting of Shareholders on first call when shareholders who are present or represented by proxy hold at least fifty (50) percent of the subscribed share capital with the right to vote. On second call, generally, a quorum will be present at the General Meeting, regardless of the share capital attending the same. However, if the General Meeting of Shareholders is called to decide on an increase or a reduction of the share capital, the issue of bonds convertible for shares in the Company, or bonds which confer on bondholders a stake in the company's earnings, the exclusion or restriction of the pre-emptive right, the transformation of the Company, the merger by establishment of a new company or by absorption of the Company by another entity, its split-off in whole or in part, the global assignment of assets and liabilities, the transfer of the registered office abroad, the substitution of the company's objects as well as any other amendment whatsoever to the Articles of Association, attendance of twenty-five (25) percent of the subscribed share capital with the right to vote shall be required on second call.</p> <p>2 Absences occurring once a quorum is present at the General Meeting of Shareholder shall not affect the validity of the meeting.</p>	<p>[Unchanged]</p>

<p><b>Article 19. Panel of the General Meeting of Shareholders. Deliberations</b></p> <p>1 The meetings of the General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman of the Board of Directors, or in his absence by the shareholder appointed by the General Meeting of Shareholders.</p> <p>2 The Secretary of the Board of Directors shall act as Secretary of the General Meeting, and in his absence, the Deputy Secretary of the Board of Directors, should there be one, and in his absence, the person designated by the Chair shall act as Secretary, whether a shareholder or not.</p> <p>3 The remaining members of the Board of Directors of the Company attending the General Meeting of Shareholders shall also form part of the panel of the Meeting of Shareholders.</p> <p>4 The panel shall draw up the list of attendees, expressing the nature or proxy of each one and the number of own shares or shares of third parties that are attending. The Chair shall declare that a quorum is present; shall submit for discussion the business to be transacted pursuant to the agenda, or the previous resolution in the case of Universal General Meetings; the Chair shall conduct the meeting and organize the proceedings, signaling the order in which shareholders may speak and giving the floor first to all those who have requested so in writing and then to those who may request it verbally. Turns may be established for speakers for and against the motion and the number of speakers or the time allotted to each of them may be limited. The Chair will then declare each business sufficiently discussed and shall put the motion to vote and, subsequently declare the results of said vote.</p>	<p><b>Article 19. Panel of the General Meeting of Shareholders. Deliberations</b></p> <p>1 [Unchanged].</p> <p>2 [Unchanged].</p> <p>3 The remaining members of the Board of Directors of the Company attending the General Meeting of Shareholders, <b>in person or remotely</b>, shall also form part of the panel of the Meeting of Shareholders.</p> <p>4 The panel shall draw up the list of attendees, expressing the nature or proxy of each one and the number of own shares or shares of third parties that are attending. The Chair shall declare that a quorum is present; shall submit for discussion the business to be transacted pursuant to the agenda, or the previous resolution in the case of Universal General Meetings; the Chair shall conduct the meeting and organize the proceedings, signaling the order in which shareholders may speak and giving the floor first to all those who <b>attending in person</b> have requested so in writing and then to those who may request it verbally. Turns may be established for speakers for and against the motion and the number of speakers or the time allotted to each of them may be limited. The Chair will then declare each business sufficiently discussed and shall put the motion to vote and, subsequently declare the results of said vote.</p> <p>5 Each of the items on the agenda shall be put to vote separately. Likewise, business included in the same item on the agenda which are substantially independent shall also be put to separate vote. At any rate, the appointment, re-election or <b>removal dismissal</b> of directors shall be put to separate vote,</p>
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<p>5. Each of the items on the agenda shall be put to vote separately. Likewise, business included in the same item on the agenda which are substantially independent shall also be put to separate vote. At any rate, the appointment, re-election or removal of directors shall be put to separate vote, even though they are included in the same item on the agenda, as well as each article or independent group of articles, in the amendment of the Articles of Association.</p>	<p>even though they are included in the same item on the agenda, as well as each article or independent group of articles, in the amendment of the Articles of Association</p>
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Article 20. Passing of resolutions	Article 20. Passing of resolutions
<p>1. Resolutions of the General Meeting of Shareholders shall be passed by simple majority of the share capital present or represented at the Meeting, unless a larger majority is required by statute or the Articles of Association. Votes shall be by roll-call or by ballot, as provided by the General Meeting of Shareholders itself. In the event of equality of votes, the proposed resolution shall be deemed rejected.</p> <p>2. Shareholders with a right to attend and vote may vote on the proposed resolutions on agenda items by post, by electronic means, or via any other distance communication means, provided that the identity of the participating or voting individual and the security of distance communications is ensured, whenever the Board of Directors, bearing in mind the state of the art and the available means, so decides pursuant to the provisions of the Regulations of the General Meeting of Shareholders, after considering that there are enough guarantees to secure the identification of shareholders who exercise their right to vote and the certainty and authenticity of the will expressed.</p> <p>3. Votes by post shall be sent to the Company a together with the attendance card issued by the entity or entities entrusted with keeping the book-entry register, duly signed under hand.</p> <p>4. Votes effected by electronic communication shall have a recognized electronic signature or such other guarantees that the Company deems ideal to ensure the authenticity and the identity of the shareholder who exercises his right to vote.</p> <p>5. Absentee votes cast by either of the above-referred means shall be received at the Company before 0:00 hours of</p>	<p>1. [Unchanged].</p> <p>2. [Unchanged].</p> <p>3. [Unchanged].</p> <p>4. [Unchanged].</p> <p>5. [Unchanged].</p> <p>6. [Unchanged].</p> <p>7. [Unchanged].</p>

<p>the second working day (Saturdays excluded) immediately prior to the day set for the General Meeting of Shareholders to be held. Otherwise, vote shall be deemed as not cast. Votes cast in accordance with such provisions shall be deemed valid, except in the event of acts of God or force majeure preventing their reception or correct identification.</p> <p>6. The Board of Directors is entitled to develop the foregoing provisions by setting the rules, means and procedures suitable for the state of the art in order to implement the casting of votes and the granting of proxy through electronic means, by enforcing where appropriate the rules for this purpose enacted.</p> <p>7. Namely, the Board of Directors may (i) rule the use of alternative guarantees to the electronic signature regarding the casting of electronic vote pursuant to the provisions of paragraph 4 above, (ii) reduce the time limit established in paragraph 5 above for the Company to receive votes cast by post or by e-mail, and (iii) establish other remote communication means or otherwise suitable for the state of the art to implement the casting of votes, provided that the identity of the shareholder exercising their right to vote is properly guaranteed. At any rate, the Board of Directors shall pass the necessary resolutions to avoid potential duplicities and ensure that shareholders who have cast absentee vote or granted proxy by post or e-mail are duly entitled to do so pursuant to the provisions of the Articles of Association and of the Regulations of the General Meeting of Shareholders.</p> <p>The implementation regulations that the Board of Directors may adopt pursuant to the provisions of this paragraph shall be published on the Company's website.</p> <p>8. Shareholders with a right to attend and</p>	<p>8. [Unchanged].</p> <p>9. Shareholders' attendance in person or remotely, at the General Meeting of Shareholders shall entail the revocation of the vote cast by post or by e-mail. Votes cast by post or by e-mail shall also be deemed as revoked in the event of a subsequent vote different to that previously cast.</p> <p>10. [Unchanged].</p> <p>11. <b>Voting system for remote attendees shall be described in the procedure implemented by the board of directors and announced in the notice calling the meeting.</b></p>
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<p>vote that cast absentee vote pursuant to the provisions of this article shall be deemed as present for the purposes of the quorum of the General Meeting of Shareholders in question. Consequently, any proxy granted by a shareholder before casting absentee vote shall be deemed as revoked and any proxy granted subsequently and subsequent proxies shall be deemed as not produced.</p> <p>9. Shareholders' attendance in person at the General Meeting of Shareholders shall entail the revocation of the vote cast by post or by e-mail. Votes cast by post or by e-mail shall also be deemed as revoked in the event of a subsequent vote different to that previously cast.</p> <p>10. Any shareholder who casts absentee vote may grant proxy with regard to such proposals which have not been included on the agenda, pursuant to the provisions of article 17 hereof.</p>	
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Article 21. Minutes and certificates	Article 21. Minutes and certificates
<p>1. The substance of discussions at General Meetings of Shareholders and the resolutions passed shall be recorded in minutes in a book kept for that purpose and shall be signed by the Chair and the Secretary. Alternatively, the Board of Directors may require the presence of a Notary to take the minutes of the General Meeting of Shareholders and shall be bound to do so when the shareholders so request under the provisions of statute.</p> <p>2. Minutes may be approved by the General Meeting of Shareholders, or otherwise, within fifteen days, by the Chair and two Controllers, one appointed by the majority and one by the minority. The public deed by the Notary needs not be approved.</p> <p>3. Certificates of the minutes and of the resolutions of the General Meeting of Shareholders shall be issued by the Secretary of the Board of Directors with the approval of the Chairman of the Board of Directors or, where appropriate, by their substitutes.</p>	<p>1. The substance of discussions at General Meetings of Shareholders and the resolutions passed shall be recorded in minutes in a book kept for that purpose and shall be signed by the Chair and the Secretary. Alternatively, the Board of Directors may require the <del>presence</del> <b>participation</b> of a Notary to take the minutes of the General Meeting of Shareholders and shall be bound to do so when the shareholders so request as provided in statute.</p> <p>2. [Unchanged.]</p> <p>3. [Unchanged.]</p>



<u>PART II. BOARD OF DIRECTORS</u>	<u>PART II. BOARD OF DIRECTORS</u>
<b>Article 22. Board of Directors</b>	<b>Article 22. Board of Directors</b>
1 The Board of Directors is responsible for managing, administrating and representing the Company, with full powers and authority without prejudice to the powers conferred on the General Meeting of Shareholders either by statute or by these Articles of Association.	1 [Unchanged]
2 The Board of Directors shall be governed by the provisions of statute and of these Articles of Association. The Board of Directors shall approve a set of regulations that shall include rules on its proceedings and internal system that implement the provisions of statute and of the Articles of Association. The General Meeting of Shareholders shall be informed of the approval of said Board of Directors' Regulations and of any subsequent amendments thereof.	2 [Unchanged]
3 Members of the Board of Directors shall hold their office with diligence and loyalty to the corporate interests, observing those duties arising from such principles that are specifically developed by statute, by the Articles of Association and by the Board of Directors' Regulations.	3 [Unchanged]
4 The Board of Directors shall, following report of the Audit and Compliance Committee, approve every year the Annual Corporate Governance Report of the Company that shall include the contents provided by statute and which shall be made available to all shareholders together with the rest of the documents of the General Meeting of Shareholders.	4 The Board of Directors shall, following report of the Audit and Compliance Committee <b>and of the Remuneration Committee, where appropriate,</b> approve every year the Annual Corporate Governance Report <b>and the Annual Report on Remuneration of Directors</b> of the Company that shall include the contents provided by statute and which shall be made available to all shareholders together with the rest of the documents of the General Meeting of Shareholders.
5 The Board of Directors shall assess on an annual basis its performance and that of its Committees and it shall propose an action plan to correct any shortcomings detected. The results of such assessment shall be recorded in the minutes of the meeting or shall be	5 [Unchanged]

made a part thereof as an attachment.	
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Article 23. Number of Directors. Appointment of officers	Article 23. Number of Directors. Appointment of officers
<ol style="list-style-type: none"> <li data-bbox="233 309 794 450">1 The Board of Directors shall be formed by a number of members being no less than five nor greater than twelve.</li> <li data-bbox="233 465 794 712">2 It is not necessary for the prospective director to be a shareholder in order to be appointed as member of the Board. The provisions of the regulations from time to time applicable shall be observed in the election.</li> <li data-bbox="233 728 794 869">3 The Board of Directors shall, following report of the Nomination Committee, appoint one of its members as Chairman.</li> <li data-bbox="233 884 794 1131">4 Likewise, the Board of Directors shall, following report of the Nomination Committee, appoint a Secretary, who needs not be a director, in which case he will be entitled to attend and speak but not to vote.</li> <li data-bbox="233 1146 794 1393">5 Should the Chairman of the Board of Directors discharge executive functions, the Board of Directors shall, following report of the Nomination Committee, appoint an Independent Lead Director, who shall be entitled to: <ol style="list-style-type: none"> <li data-bbox="296 1451 794 1630">(a) Request from the Chairman of the Board of Directors to call a meeting of such body when he should deem it expedient;</li> <li data-bbox="296 1662 794 1765">(b) Request the addition of items to the agenda of the meetings of the Board of Directors;</li> <li data-bbox="296 1796 794 1899">(c) Liaise with and echo the views of non-executive directors;</li> <li data-bbox="296 1930 794 1989">(d) Lead, where appropriate, the periodic assessment of the</li> </ol> </li> </ol>	<p data-bbox="852 309 1018 342">[Unchanged]</p>

<p>performance of the Chairman of the Board of Directors.</p> <p>(e) Chair the Board of Directors in the absence of its Chairman and of the Deputy Chairmen, should there be any;</p> <p>(f) Contact investors and shareholders to learn of their points of view for the purposes of forming an opinion on their concerns, namely with regard to the company's corporate governance system; and,</p> <p>(g) Coordinate the succession plan of the Chairman.</p> <p>6. The Board of Directors shall, following report of the Nomination Committee, necessarily appoint a Deputy Chairman, who shall replace the Chairman should it be impossible for the latter to act or in the event of his absence or when the Chairman himself should so decide. The Board of Directors may also appoint more than one Deputy Chairman. In this case, the Chairman shall be substituted by, firstly, the First Deputy Chairman, who in turn shall be substituted where necessary by the Second Deputy Chairman and so on and so forth.</p> <p>7. The Board of Directors may, following report of the Nomination Committee, appoint a Deputy Secretary, who needs not be a director.</p> <p>8. The office of director is compatible with any other office or positions within the Company or the companies of its group.</p>	
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<p><b>Article 24. Appointment of directors and term of office</b></p> <ol style="list-style-type: none"> <li>1. Directors shall be appointed by the General Meeting of Shareholders and shall hold office for four years.</li> <li>2. Directors may be re-elected, once or more than once for periods of equal length by the General Meeting of Shareholders who may likewise decide the removal of any of them at any time.</li> <li>3. The Board of Directors itself may fill any vacancies internally that may arise in it, appointing the persons who shall fill the vacancies until the first General Meeting of Shareholders.</li> </ol>	<p><b>Article 24. Appointment of directors and term of office</b></p> <ol style="list-style-type: none"> <li>1. [Unchanged]</li> <li>2. Directors may be re-elected, once or more than once for periods of equal length by the General Meeting of Shareholders who may likewise decide the removal <del>removal</del> <b>dismissal</b> of any of them at any time.</li> <li>3. [Unchanged]</li> </ol>
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Article 25. Calling board meetings. Quorum. Passing of resolutions	Article 25. Calling board meetings. Quorum. Passing of resolutions
<p>1 The Board of Directors shall meet at least on a quarterly basis, and whenever such meeting is required by the interests of the Company. Board meetings shall be convened by the Chairman or acting Chairman, at his behest, or at the request of at least one third of the directors.</p> <p>Likewise, directors representing at least one third of the size of the Board of Directors may convene any board meeting, to be held in the place where the registered office of the company is situate, stating the agenda in the notice, where after request submitted to the Chairman, he should have failed to call the meeting without reasonable grounds, within one month.</p> <p>2 Board meetings shall be validly held when attended either in person or by proxy, by half plus one of the members in office.</p> <p>Without prejudice to the foregoing, a quorum shall be deemed to be present at the Board of Directors without the need for notice if, all its members, being present in person or by proxy, unanimously agree to hold the meeting.</p> <p>The Board of Directors may also pass resolutions in writing without having to hold a meeting, in accordance with the provisions of the applicable regulations.</p> <p>Likewise, the meetings of the Board of Directors may be held via multi-conference call, videoconference or via any other similar system allowing the attendance of one or several directors to the meeting. For such purposes, the notice of the meeting of the Board of Directors shall state the location where the physical meeting is to be held, where the Secretary of the Board is to be present. It shall also state that the meeting may be attended via conference call, videoconference or via equivalent system, registering and</p>	<p>1. [Unchanged]</p> <p>2. Board meetings shall be validly held when attended either in person or by proxy, by half plus one of the members in office.</p> <p>Without prejudice to the foregoing, a quorum shall be deemed to be present at the board meeting without the need for notice if, all its members, being present in person or by proxy, unanimously agree to hold the meeting.</p> <p>The Board of Directors may also pass resolutions in writing without having to hold a meeting, in accordance with the provisions of the applicable regulations.</p> <p>Likewise, <b>board meetings</b> may be held via conference call, video conference system or any other equivalent system allowing the attendance of one or several directors to the meeting. For such purposes, the notice of the meeting of the Board of Directors shall state the location where the physical meeting is to be held, where the Secretary of the Board is to be present. It shall also state that the meeting may be attended via conference call, videoconference or via equivalent system, registering and arranging the disposal of the appropriate technical devices in order</p>

<p>arranging the disposal of the appropriate technical devices in order to permit the direct and simultaneous communication of all the members attending the meeting. The Secretary of the Board of Directors shall include in the minutes of the meetings of the Board of Directors held by those means, the directors attending physically or where appropriate the directors represented by other directors as well as those directors attending the meeting via multi-conference call, videoconference or via similar system.</p> <p>3 Any director can appoint another director as proxy holder in writing, each meeting requiring a special proxy, notifying the Chairman of the same in writing. Non- executive directors may only give proxy to another director of this same class.</p> <p>4 For resolutions to be passed, an absolute majority of votes by the directors attending the meeting shall be required, except for such cases where a larger majority is required by statute, by these Articles of Association or by the Board of Directors' Regulations. In the case of an equality of votes, the Chairman shall have a casting vote.</p> <p>5 The discussion and resolutions of the Board of Directors shall be entered in a Minutes Book, and each minute shall be signed by the Chairman and the Secretary or by the acting Chairman and Secretary at the meeting to which the minutes refer. Copies and certificates of the minutes shall be authorized and issued by the Secretary of the Board of Directors with the approval of the Chairman or by those who substituted them.</p> <p>6 The Board of Directors shall decide which of its members shall implement its resolutions as well as those of the General Meeting of Shareholders, when the latter has not made any appointment. Failing an appointment by the Board of Directors, the implementation of resolutions shall fall</p>	<p><del>to permit the direct and simultaneous communication of all the members attending the meeting</del> <b>to recognize and identify attendees, for them to communicate, speak and cast vote, all of it in real time. In such case, the meeting shall be deemed to have been held at the registered office. de forma que uno o varios de los consejeros asistan a dicha reunión mediante el indicado sistema. A tal efecto, la convocatoria de la reunión del Consejo de Administración, además de señalar la ubicación donde tendrá lugar la sesión física, a la que deberá concurrir el Secretario del Consejo de Administración, deberá mencionar que a la misma se podrá asistir mediante conferencia telefónica, videoconferencia o sistema equivalente, debiendo indicarse y disponerse los medios técnicos precisos a este fin, que en todo caso deberán posibilitar la comunicación directa y simultánea entre todos los asistentes.</b> The Secretary of the Board of Directors shall <b>record in the minutes board meetings held by those means</b>, the directors attending in person or where appropriate by proxy granted to another director, as well as those directors attending the meeting via conference call, video conference system or any equivalent system.</p> <p>3. [Unchanged].</p> <p>4. [Unchanged].</p> <p>5. [Unchanged].</p> <p>6. [Unchanged].</p>
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<p>on the Chairman, or the then acting Chairman, as certified by the Secretary of the Board of Directors.</p> <p>7. The Secretary of the Board of Directors and, where appropriate, the Deputy Secretary, even though they are not directors, shall be entitled to put the company resolutions on public record.</p>	<p>7. [Unchanged].</p>
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<p><b>Article 26. Powers of the Board of Directors</b></p> <p>1 Except for such powers as are vested in the General Meeting of Shareholders either by statute or by these Articles of Association, the Board of Directors shall have the widest and absolute powers and authority, without any limitations or reserves, for the management, administration and representation of the Company.</p> <p>2 Said management, representation and administration shall extend to all those acts included in the company's objects, including those for which, according to civil or commercial legislation or commercial or banking practices, express authorisation or mandate is required.</p> <p>At any rate, those acts of a preparatory, complementary or ancillary nature to the company's objects shall be considered as included therein.</p>	<p><b>Article 26. Powers of the Board of Directors</b></p> <p>[Unchanged]</p>
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<p><b>Article 27. Delegation of powers and authority</b></p> <ol style="list-style-type: none"> <li>1 Within the limits established by statute, the Board of Directors may delegate, in a permanent manner, its powers in whole or in part to an Executive Committee and to one or several Chief Executive Directors and decide the members of the Board itself who are to be the members of the delegate body, as well as, where appropriate, the manner of the exercise of the powers granted.</li> <li>2 For the permanent delegation of any power of the Board of Directors which is not non delegable pursuant to the applicable regulations, to the Executive Committee or the Chief Executive Director, if any has been appointed, and for the appointment of the directors who have to hold such offices, it shall be necessary for two-thirds of those making up the Board to vote for the motion.</li> <li>3 The Board of Directors may likewise establish advisory committees with powers to inform, advice and propose regarding such matters decided by the Board of Directors itself, as well as to appoint the members of the Board of Directors who are to form part thereof.</li> <li>4 Where a member of the Board of Directors is appointed Chief Executive Officer or is assigned executive duties on other grounds, an agreement must be entered into between such member and the Company, to which the Board of Director must give its prior consent, with the vote for of two thirds of its members. The affected board member shall abstain from attending the meeting where such business is debated and from taking part in the vote. The approved agreement shall be attached to the minutes of the meeting as an annex.</li> </ol>	<p><b>Article 27. Delegation of powers and authority</b></p> <p>[Unchanged]</p>
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Article 28. Audit and Compliance Committee	Article 28. Audit and Compliance Committee
<p>1 An Audit and Compliance Committee shall be formed within the Board of Directors made up of a minimum of three and a maximum of seven non- executive directors appointed by the Board itself, a majority of whom must necessarily be independent directors, and who shall be elected, especially its Chair, taking into account his/her knowledge, qualification and expertise in accounting, audit or risks management matters. Members of the Audit and Compliance Committee shall, as a whole, have the relevant know-how with regard to the industry to which the Company belongs.</p> <p>2 The Chair of the Audit and Compliance Committee, who needs to be an independent director, shall be elected by the Board of Directors for a maximum four-year term, upon expiry of which he shall be replaced. He/she may be re- elected one year after the date of his/her removal. The Board of Directors shall appoint a Secretary of the Audit and Compliance Committee, who needs not be a member of said body.</p> <p>3 Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Audit and Compliance Committee shall perform the following duties:</p> <p>(a) To report to the General Meeting of Shareholders on those questions raised regarding matters within the remit of said Audit and Compliance Committee, and namely, regarding the result of the audit conducted, explaining that it</p>	<p>1 An Audit and Compliance Committee shall be formed within the Board of Directors made up of a minimum of three and a maximum of seven non- executive directors appointed by the Board itself, a majority of whom must necessarily be independent directors, and who shall be elected, especially its Chair, taking into account his/her knowledge, qualification and experience in accounting, auditing or risk management matters, <b>both financial and non-financial</b>. Members of the Audit and Compliance Committee shall, as a whole, have the relevant know-how with regard to the industry to which the Company belongs.</p> <p><b>Additionally, at least one of its members shall be appointed with regard to their knowledge, qualifications and experience in the matter of information technology.</b></p> <p>2 [Unchanged.]</p> <p>3 Without prejudice to any other tasks that it might be entrusted from time to time by the Board of Directors <b>and any other powers it is reserved under applicable regulations and the Audit and Compliance Committee's Regulations</b>, the Audit and Compliance Committee shall have the following duties:</p> <p>(a) To report to the General Meeting of Shareholders on those questions raised regarding matters within the remit of the Audit and Compliance Committee, and namely, regarding the result of the audit conducted, explaining that it has contributed to the integrity of the financial</p>

<p>has contributed to the integrity of the financial information, and the role played by the Audit and Compliance Committee in this process;</p> <p>(b) To oversee the effectiveness of the internal control system of the company, the internal audit, and the risks management system, including tax risks, and to discuss with the auditor the significant weaknesses of the internal control system revealed in the course of the audit, all of which without jeopardising its independence; for such purposes, the Committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant term for follow-up;</p> <p>(c) To oversee the process for preparing and disclosing the regulated financial information to the Company and, as the case may be, to the Group, reviewing compliance with regulatory requirements, the appropriate delimitation of the consolidation perimeter and the appropriate application of accounting criteria, and to submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such information;</p> <p>(d) To table to the Board of Directors, to be submitted to the General Meeting of Shareholders, the motions on selection, appointment, re-election and</p>	<p>information, and the role played by the Audit and Compliance Committee in this process;</p> <p>(b) To oversee <b>and evaluate</b> the effectiveness of the internal control system of the Company, the internal audit, and the risk management systems <del>including tax risks</del>, <b>both financial and non-financial risks, including tax, operational, technological, legal, social, environmental, reputational risks and those related to corruption</b>, and to review with the statutory auditor the significant weaknesses of the internal control system revealed in the course of the audit, all of which without jeopardising its independence;. For such purposes, the Committee may, if appropriate, submit recommendations or motions to the Board of Directors, with the relevant term for follow-up;</p> <p>(c) To oversee <b>and evaluate</b> the process for preparing and presenting the <b>mandatory and non-financial</b> information regarding the Company and, as the case may be, its Group, reviewing compliance with regulatory requirements, the appropriate delimitation of the consolidation perimeter and the appropriate application of accounting criteria and submit recommendations or motions to the Board of Directors for the purposes of safeguarding the integrity of such information. <b>With regard to the duty to oversee the process to prepare the mandatory non-financial information, the Committee shall act in coordination with the Sustainability Committee to ensure a consolidated view on the effective application of the policies that fall within their respective purviews, without prejudice to the fact that the Audit and Compliance Committee will be ultimately responsible for</b></p>
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<p>replacement of the external auditor, taking charge of the recruitment process pursuant to the provisions of the applicable regulations, as well as the terms and conditions of the agreement to be executed with them, and to regularly gather from the external auditor information about the audit plan and its performance, in addition to preserving its independence in the performance of its duties;</p> <p>(e) To liaise with the external auditor in order to receive information on those matters that could represent a threat to its independence, so that the Committee may review them, and on any other matter related to the implementation of the audit process, and, where appropriate, the authorisation of any services other than those forbidden, pursuant to the terms of the applicable regulations, as well as on those other communications envisaged by audit legislation and auditing standards. At any rate, the Committee should receive every year from the external auditor, the statement of its independence regarding the Company or those entities directly or indirectly related thereto, as well as detailed and separate information on any additional services of any manner rendered and the relevant fees received from such entities by the external auditor or by the</p>	<p><b>overseeing the process.</b></p> <p>(d) [Unchanged];</p> <p>(e) [Unchanged];</p> <p>(f) [Unchanged]; <b>e</b></p> <p><b>(g) To report on the related-party transactions that must be approved by either the General Meeting of Shareholders or the board of directors, as the case may be, and to oversee the internal procedure regarding such transactions whose approval has been delegated.</b></p> <p><b>(h) (former g) To advise previously in advance the Board of Directors on all the topics covered by statute, by the Articles of Association and the Board of Directors' Regulations, and namely in particular on (i) the financial information and the directors' report which shall include,</b></p>
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<p>persons, natural or legal related to such external auditor, pursuant to the provisions of the prevailing regulations on the audit activity;</p> <p>(f) To issue every year prior to the issue of the audit report, a report expressing an opinion on whether the independence of the auditors or audit firms has been jeopardised. Such report must address at any rate, the reasoned assessment of the provision of each and every additional service referred to in the foregoing paragraph, considered both separately and as a whole, other than the legal audit and regarding the independence system or the regulations on the audit activity;</p> <p>(g) To advice previously the Board of Directors on all the topics covered by statute, by the Articles of Association and the Board of Directors' Regulations, and namely, on (i) the financial information that the Company must disclose regularly; (ii) the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered tax havens, and (iii) the transactions with related parties.</p> <p>4. The Audit and Compliance Committee shall meet at least on a quarterly basis in order to review the periodic financial information that has to be released to the Stock authorities, as well as the</p>	<p>where appropriate, the mandatory non-financial information that the Company must disclose regularly; and (ii) the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered tax havens; <del>and (iii) the transactions with related parties.</del></p> <p>4. The Audit and Compliance Committee shall meet at least on a quarterly basis in order to review the periodic financial information that the Company would release to the stock exchange authority to fulfil its obligations or of its own accord, as well as the information that the Board of Directors has to approve and include in the annual public documentation. Furthermore, it shall meet each time its Chair calls it to meet, who must do so whenever the Board or the Chairman thereof</p>
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<p>information that the Board of Directors has to approve and include in the annual public documentation. Furthermore, it shall meet each time its Chair calls it to meet, who must do so whenever the Board or the Chairman thereof requests the issuing of a report or the adoption of proposals and, in any case, whenever appropriate for the successful performance of its functions.</p> <p>5. Members of management or of staff of the Company shall be bound to attend the meetings of the Committee and to assist it and give it access to the information available to them when the Committee so requests. The Committee may request the attendance at its meetings of any employee or officer of the Company and even order that they would appear without the presence of any other executive. The Committee may also request attendance at its meetings of the Coampny's statutory auditor.</p> <p>6. The Board of Directors may develop and complete in its Regulations the aforementioned rules, in accordance with the provisions of the Articles of Association and of Statute.</p>	<p>requests the issuing of a report or the adoption of proposals and, in any case, whenever appropriate for the successful performance of its functions.</p> <p>5. Members of the management <b>team</b> or staff <b>members</b> of the Company shall be bound to attend the meetings of the Committee and to assist it and give it access to the information available to them when the Committee so requests. The Committee may call <b>executive and non-executive directors, members of Management and</b> any employee <del>or officer</del> of the Company, <b>even arrange for them</b> to attend its meetings without the presence of any other <b>officer</b>. The Audit and Compliance Committee may also request <b>attendance at its meetings of the Company's statutory auditor</b>.</p> <p>6. The Board of Directors may develop and complete in its Regulations the aforementioned rules, in accordance with the provisions of the Articles of Association and <del>of Statute</del> <b>applicable regulations</b>.</p>
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Article 29. Nomination Committee	Article 29. Nomination Committee
<p>1. A Nomination Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge.</p> <p>2. The Chair of the Nomination Committee shall be appointed by the Board of Directors out of its independent members.</p> <p>3. Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Nomination Committee shall have at least the following basic responsibilities:</p> <p>(a) To evaluate the responsibilities, knowledge and experience required on the Board of Directors. For such purposes, to define the functions and qualifications required from candidates who must fill each vacancy, and evaluate the time and contribution required for them to effectively discharge their duties.</p> <p>(b) To set a representation target for the least represented gender on the Board of Directors and to provide guidance on how to reach such target.</p> <p>(c) To table to the Board of Directors the motions on the appointment of independent directors to be</p>	<p>1. A Nomination Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee, <b>and especially the Chair</b>, shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge, <b>including on corporate governance issues, analysis and strategic assessment of human resources, selection of directors and senior managers and the assessment of the suitability requirements legally provided for the discharge of senior management functions.</b></p> <p>2. [Unchanged].</p> <p>3. Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Nomination Committee shall have at least the following basic responsibilities:</p> <p>(a) To evaluate the <b>qualifications, competences</b>, knowledge, <b>and</b> experience and <b>diversity</b> required on the Board of Directors. For such purposes, to define the functions and <b>qualifications expertise</b> required from candidates who must fill each vacancy, and evaluate the time and contribution required for them to effectively discharge their duties.;</p> <p>(b) <b>To seek an appropriate and diverse membership on the board of directors and its committees in terms of professional experience, competences, personal skills, sector-specific knowledge, international experience or geographic origin, age</b></p>



<p>appointed through the co-option procedure, or to be submitted to the General Meeting of Shareholders, as well as the motion for the re-election or removal of said directors by the General Meeting of Shareholders.</p> <p>(d) To report on the motions to appoint the remaining directors prior to their appointment through the co-option procedure or to be submitted to the General Meeting of Shareholders, as well as the motions for their re-election or removal by the General Meeting of Shareholder;</p> <p>(e) To report on the motions to appoint and to remove senior executives.</p> <p>(f) To review and arrange for the succession of the Chairman of the Board of Directors and of the chief executive of the Company and, where appropriate, to raise motions to the Board of Directors in order for such succession to take place in an orderly and arranged manner.</p> <p>4. The Nomination Committee shall meet at least three times a year, including upon the annual evaluation of the Board of Directors. Likewise, it shall meet each time that the Board of Directors or the Chairman of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, at any rate, whenever it is deemed fit for the successful performance of its functions.</p> <p>5. The request for information addressed to the Nomination</p>	<p>and in particular, gender.;</p> <p><del>To set a representation target for the least represented gender on the Board of Directors and to provide guidance on how to reach such target.</del></p> <p>(c)– To evaluate compliance with the Diversity of Board of Directors Membership and Director Selection Policy;</p> <p>(d) <del>(e)</del> To table to the Board of Directors the motions on the appointment of independent directors to be appointed through the co-option procedure, or to be submitted to the General Meeting of Shareholders, as well as the motion for the re-election or removal <b>dismissal</b> of said directors by the General Meeting of Shareholder.;</p> <p>(e) <del>(d)</del> To issue a report regarding the motions to appoint the remaining directors prior to their appointment through the co-option procedure or to be submitted to the General Meeting of Shareholders, as well as the motions for their re-election or removal <b>dismissal</b> by the General Meeting of Shareholder.;</p> <p>(f) <del>(e)</del> To issue a report regarding the motions to appoint and to remove <b>dismiss</b> senior managers, <b>supporting the existence of a significant number of female senior managers in the company.</b>;</p> <p>(g) <del>(f)</del> To review and arrange for the succession of the <b>Executive Chairman, the CEO and other executive directors</b> of the Board of Directors and of the chief executive of the Company, <b>if any</b>, and where appropriate, to raise motions to the Board of Directors in order for such succession to take place in an orderly and arranged manner.</p> <p>4. Unchanged.</p>
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<p>Committee shall be made by the Board of Directors or its Chairman. Likewise, the Committee must consider the suggestions made by the Chairman, the members of the Board of Directors, the executives or the shareholders of the Company.</p> <p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of Statute.</p>	<p>5. Unchanged.</p> <p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of <del>Statute</del> <b>applicable regulations</b>.</p>
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Article 30. Remuneration Committee	Article 30. Remuneration Committee
<p>1 A Remuneration Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge.</p> <p>2 The Chair of the Remuneration Committee shall be appointed by the Board of Directors out of its independent members.</p> <p>3 Without prejudice to any other tasks that it might be assigned from time to time by the Board of Directors, the Remuneration Committee shall have at least the following basic responsibilities:</p> <p>(a) To propose to the Board of Directors the remuneration policy for directors and general managers or those who carry out senior management duties directly reporting to the Board, the executive committees or the chief executive officers;</p> <p>(b) To propose to the Board of Directors the individual remuneration and the remaining terms and conditions of the employment agreements of executive directors, ensuring that they are observed.</p> <p>(c) To propose the basic terms and conditions of the contracts with senior executives, including their remuneration and</p>	<p>1 A Remuneration Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, a majority of whom shall be independent directors. Members of such Committee, <b>especially the Chair</b>, shall be appointed considering the appropriate knowledge, qualifications and expertise based upon the duties they must discharge, <b>including, without limitation, strategic analysis and evaluation of human resources and the design of remuneration plans and policies for directors and senior managers.</b></p> <p>2 [Unchanged]</p> <p>3 [Unchanged]</p> <p>4 [Unchanged]</p> <p>5 [Unchanged]</p>

<p style="text-align: center;">severance pay, where appropriate.</p> <p>4. The Remuneration Committee shall meet at least three times a year, including to prepare the information on the remuneration of directors and senior executives that the Board of Directors must approve and include into its annual public documentation. Likewise, it shall meet each time that the Board of Directors or the Chairman of the Board of Directors requests the issue of a report or the adoption of proposals within their remit and, at any rate, whenever it is deemed fit for the successful performance of its functions.</p> <p>5. The request for information addressed to the Remuneration Committee shall be made by the Board of Directors or its Chairman. Likewise, the Committee must consider the suggestions made by the Chairman, the members of the Board of Directors, the executives or the shareholders of the Company.</p> <p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of Statute.</p>	<p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of Statute <del>applicable</del> <b>regulations.</b></p>
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Article 30 bis. Sustainability Committee	Article 30bis. Sustainability Committee
<p>1 A Sustainability Committee shall be formed within the Board of Directors, made up of a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors. A majority of independent directors shall sit on such Committee. Members of such Committee shall be appointed taking into account their appropriate knowledge, qualifications and experience for the duties they must discharge.</p> <p>2 The Chair of the Sustainability Committee shall be appointed by the Board of Directors out of its independent members.</p> <p>3 Without prejudice to any other tasks that it might be assigned from time to time by statute, or, as the case may be, by the Board of Directors, the Sustainability Committee shall have at least the following basic responsibilities:</p> <p>(a) To follow-up on the sustainability strategy and policies of the Company.</p> <p>(b) To oversee monitoring of the entire supply chain and compliance by its members with Inditex's Code of Conduct for Manufacturers and Suppliers.</p> <p>(c) To establish that the products that the Company sells comply with the product health and safety standards.</p> <p>(d) To establish compliance with the most exacting environmental standards, encouraging biodiversity conservation and the sustainable management of natural resources in respect of use of raw materials, production processes, product and store.</p>	<p>1 [Unchanged].</p> <p>2 [Unchanged].</p> <p>3 [Unchanged].</p> <p>(a) <del>To follow-up on the sustainability strategy and policies of the Company.</del> To oversee that environmental and social practices of the Company are aligned with the strategy and the policy set by the Company;</p> <p>(b) [Unchanged]-;</p> <p>(c) [Unchanged]-;</p> <p>(d) [Unchanged]-;</p> <p>(e) [Unchanged]-;</p> <p>(f) [Unchanged]-;</p> <p>(g) To oversee the process to prepare and publish mandatory and non-mandatory non-financial information with regard to the areas of its responsibility, in accordance with applicable regulations and international standards of reference, in particular regarding the contribution to United Nations</p>

<p>(e) To establish compliance with Inditex’s Policy on Human Rights across the value chain.</p> <p>(f) To oversee the relation of the Company with its different stakeholders relating to sustainability issues, and with the Social Advisory Board.</p> <p>(g) To verify the reporting process of sustainable information in accordance with applicable regulations and international standards of reference.</p> <p>(h) To follow-up on such other environments or initiatives which might have an impact on the company’s sustainability.</p> <p>4. The Sustainability Committee shall meet at least three times a year, to exercise the duties referred to in paragraph 3 above. Likewise, it shall meet each time that the Board of Directors or the Chairman of the Board of Directors requests the issue of a report or the adoption of proposals within its remit and, at any rate, whenever it is deemed fit for the successful performance of its duties.</p> <p>5. The request for information addressed to the Sustainability Committee shall be made by the Board of Directors or its Chairman. Likewise, the Committee must consider the suggestions made by the Chairman, the members of the Board of Directors, the executives or the shareholders of the Company.</p> <p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, or in Sustainability Committee’s own set of rules, pursuant to the provisions of the Articles of Association and of statute.</p>	<p><b>Sustainable Development Goals (SDGs.)</b></p> <p>(h) <b>To regularly review the internal regulations on sustainability of the Group, and to propose to the Board, if appropriate any update or amendment thereof, and to monitor compliance with them for the purposes of ensuring that they fulfil the mission to promote the corporate interest and catering as appropriate to the legitimate interests of remaining stakeholders.</b></p> <p><b>(i) (former h) To follow-up on such other environments or initiatives which might have an impact on the company’s sustainability.</b></p> <p><b>(j) To deliver a more intensive and committed management of sustainability and social issues.</b></p> <p>4. [Unchanged].</p> <p>5. [Unchanged].</p> <p>6. The Board of Directors may develop and complete the above-referred rules in its Regulations, pursuant to the provisions of the Articles of Association and of <del>Statute</del> <b>applicable regulations.</b></p>
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Article 31. Remuneration of directors	Article 31. Remuneration of directors
<p>1 The remuneration of the Directors in their status as such shall consist of a fixed annual remuneration, the amount of which shall be decided by the General Meeting of Shareholders for each financial year, or which shall be valid for the number of years that the General Meeting should decide. Likewise, the General Meeting of Shareholders may assign per diems for attendance to the meetings of the Board of Directors or its delegated or supervisory Committees and set the amount thereof.</p> <p>2 The remuneration described in the paragraph above shall be compatible with and independent of the remuneration of such members of the Board of Directors who discharge executive functions pursuant to the agreements executed for such purposes between the director and the Company, for the discharge of such duties.</p> <p>Such agreements shall be in line with the remuneration policy for directors approved by the General Meeting of Shareholders and they shall cover all grounds for which directors may obtain remuneration for the discharge of their executive functions, including, as the case may be, the eventual indemnity for early termination of such duties and the amounts to be paid by the Company as insurance premium or contribution to savings plans.</p> <p>It is incumbent on the Board of Directors to fix the remuneration of executive directors for the performance of their executive functions and to approve, with the majority rule required by statute, the agreements between the executive directors and the Company, which must be in line with the remuneration</p>	<p>[Unchanged]</p>

<p>policy for directors approved by the General Meeting of Shareholders.</p> <p>3. Additionally, systems of remuneration for directors linked to the share prices or which entail the granting of shares or stock options, can be established. The application of said remuneration systems must be agreed by the General Meeting of Shareholders, which shall determine the value of the shares which it takes, as the case may be, as a reference, the maximum number of shares which may be assigned each year, to this remuneration system, the exercise price or the system to calculate the price of the stock options, the duration of the plan and any other conditions that it may consider appropriate.</p> <p>4. The Company may take out a public liability insurance for its directors.</p>	
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<p><b>Article 32.- Website</b></p> <p>The Company shall keep a corporate website (<a href="http://www.inditex.com">www.inditex.com</a>) to attend to the exercise by shareholders of their information right, and to disclose the relevant information required by the regulations governing the securities market, including at least the documents and information provided by the applicable regulations and the remaining information whose availability to the shareholders and investors via the website shall be deemed fit.</p>	<p><b>Article 32.- Website</b></p> <p>[Unchanged]</p>
<p><b><u>CHAPTER IV FINANCIAL YEAR, ANNUAL ACCOUNTS: VERIFICATION, APPROVAL AND PUBLICATION. DISTRIBUTION OF INCOME OR LOSS</u></b></p> <p><b>Article 33. Financial year</b></p> <p>Each financial year shall commence on the 1<sup>st</sup> February and end on the 31<sup>st</sup> January of the following year.</p>	<p><b><u>CHAPTER IV FINANCIAL YEAR, ANNUAL ACCOUNTS: VERIFICATION, APPROVAL AND PUBLICATION. DISTRIBUTION OF INCOME OR LOSS</u></b></p> <p><b>Article 33. Financial year</b></p> <p>[Unchanged]</p>

<p><b>Article 34. Annual Accounts. Accounting documents. Review of the annual accounts</b></p> <p>1. The Company's accounting shall adhere strictly to all applicable legal provisions and requirements in force from time to time.</p> <p>2. Within three (3) months from the closing of each financial year, the Board of Directors must prepare, in order to be submitted to the Annual General Meeting of Shareholders for approval, the annual accounts, the directors' report, which shall include, where applicable, the statement on non-financial information, and the proposal for distribution of income or loss, as well as, where appropriate, the consolidated accounts and directors' report. The Company may draft the statement on non-financial information as a separate report as provided in statute.</p> <p>3. The annual accounts and the directors' report, including, where applicable, the statement on non-financial information, must be signed by all the directors. If the signature of any of them should be missing, this shall be stated in each of the documents where it is missing, expressly indicating the cause thereof.</p> <p>4. The annual accounts and the directors' report must also be reviewed by the auditors as provided in statute.</p>	<p><b>Article 34. Annual Accounts. Accounting documents. Review of the annual accounts</b></p> <p>[Unchanged]</p>
<p><b>Article 35. Right to accounting information</b></p> <p>As of the notice of the Annual General Meeting, any shareholder may get from the Company, immediately and free of charge, the accounting documents which have to be submitted for approval by the same and the audit report.</p>	<p><b>Article 35. Right to accounting information</b></p> <p>[Unchanged]</p>

<p><b>Article 36. Approval of the accounts and distribution of the income or loss</b></p> <ol style="list-style-type: none"> <li>1. The Annual General Meeting shall approve the annual accounts and shall decide about the distribution of the income or loss for the financial year in accordance with the approved balance sheet.</li> <li>2. At any rate, the legal reserve shall be provided in accordance with statutory requirements.</li> <li>3. Once the provisions established by statute or by these Articles of Association have been covered, a dividend may only be declared charged to the profit from the financial year or to unrestricted reserves, if the following requirements are met: <ol style="list-style-type: none"> <li>(a) that the shareholders' equity net value is not or, as a result of the distribution, does not become lower than the share capital. If there should be losses from previous financial years which caused this shareholders' equity net value to be lower than the amount of the share capital, the profit shall be allocated to set-off such loss.</li> <li>(b) that the amount of available reserves is, at least, equal to the amount of the research and development costs shown on the assets side of the balance sheet.</li> </ol> </li> <li>4. The remainder of the clear profit, should there be any, shall be applied in the manner that the General Meeting of Shareholders decides, and it may be allocated, in whole or in part, to voluntary reserves or to any other purposes.</li> </ol>	<p><b>Article 36. Approval of the accounts and distribution of the year's income or loss</b></p> <p>[Unchanged]</p>
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Article 37. Declaration of a dividend	Article 37. Declaration of a dividend
<p>1 Where the General Meeting of Shareholders agrees to declare a dividend for ordinary shareholders, it will be paid in proportion to the paid-up capital. In the resolution where a dividend is declared, the General Meeting shall lay down the time and the manner of the payment. Otherwise, dividend shall be deemed to be payable at the registered office as of the day following the date of such resolution. The dividend shall be fully paid within twelve months of the date when the resolution on dividend declaration was passed by the Annual General Meeting.</p> <p>2 Without prejudice to the foregoing, the General Meeting of Shareholders or the Board of Directors may agree to pay shareholders interim dividends, with the limitations and complying with the requirements established in statute.</p> <p>3 The General Meeting of Shareholders may resolve that the dividend be satisfied in kind, in whole or in part, provided that:</p> <p>(a) the assets or securities subject to distribution are homogeneous;</p> <p>(b) they are admitted to trading in an organized secondary market – at the time of effect of the resolution- or, the Company can guarantee that it will get cash within one year at the most; and</p> <p>(c) they are not distributed for less value than the one they have on the Balance sheet of the company.</p> <p>Subject to the conditions stated above, the General Meeting of Shareholders may also resolve that, in cases of distribution of reserves or of the share premium, or in cases of capital reduction by means of refund</p>	<p>[Unchanged]</p>

of contributions, payment to shareholders be made in full or in part, in kind.	
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<p><b>Article 38. Filing of accounts</b></p> <p>Within the month following the approval of the annual accounts and the consolidated annual accounts, where appropriate, the Board of Directors shall submit, for their filing with the Companies Register of the registered office, certificates (i) of the resolutions passed by the General Meeting of Shareholders approving the annual accounts and the consolidated annual accounts, where appropriate, and (ii) of the distribution of income or loss. A copy of each one of said accounts as well as the directors' report, which shall include, where applicable, the statement on non-financial information, and the auditor's report shall be attached to such certificates.</p>	<p><b>Article 38. Filing of accounts</b></p> <p>[Unchanged]</p>
<p style="text-align: center;"><b><u>CHAPTER V -WINDING-UP AND LIQUIDATION OF THE COMPANY</u></b></p> <p><b>Article 39. Winding up</b></p> <ol style="list-style-type: none"> <li>1. The Company shall be dissolved for any of the reasons provided in statute.</li> <li>2. When any of the causes for winding-up should occur that require the passing by the General Meeting of Shareholders of the relevant resolution, the Board of Directors must call it to meet within two months in order for it to pass the resolution for winding-up. If the company's resolution was contrary to the winding-up or could not be achieved, the General Meeting of Shareholders must request the winding-up of the Company by court order within two months, as of the date scheduled for the Meeting to be held, where a quorum was not present, or as of the day of the Meeting, where the resolution was contrary to the winding-up.</li> </ol>	<p style="text-align: center;"><b><u>CHAPTER V -WINDING-UP AND LIQUIDATION OF THE COMPANY</u></b></p> <p><b>Article 39. Winding up</b></p> <p>[Unchanged]</p>

<p><b>Article 40. Procedure as to liquidation</b></p> <p>The General Meeting of Shareholders, having resolved to wind up the Company, shall, on the proposal of the Board of Directors, decide on the procedure as to liquidation, appoint one or more liquidators, always being an odd number, and determine their powers. Should any liquidators be appointed by the General Meeting of Shareholders, those who were directors as at the time of the winding up of the Company, shall become liquidators. Where such liquidation would result from any insolvency proceedings involving the company, no liquidator shall be appointed.</p>	<p><b>Article 40. Procedure as to liquidation</b></p> <p>[Unchanged]</p>
<p><b>Article 41. Rules as to liquidation</b></p> <p>In the liquidation of the Company, the rules provided by statute shall be observed.</p>	<p><b>Article 41. Rules as to liquidation</b></p> <p>[Unchanged]</p>
<p><b><u>CHAPTER VI. ADDITIONAL ARTICLES</u></b>  <b>Article 42. Incompatibility and prohibition</b></p> <p>Those persons falling in any of the cases of incompatibility or prohibition provided in statute may not hold any office or fill any position in the Company.</p>	<p><b><u>CHAPTER VI. ADDITIONAL ARTICLES</u></b>  <b>Article 42. Incompatibility and prohibition</b></p> <p>[Unchanged].</p>
<p><b>Article 43.- Settlement of disputes</b></p> <p>For all those litigation matters which could arise between the Company, the directors and the shareholders or between the directors or the shareholders themselves, on grounds of corporate matters, both the Company and the directors and shareholders, waiving their right to their own jurisdiction, expressly submit to the jurisdiction of the registered office of the Company.</p>	<p><b>Article 43.- Settlement of disputes</b></p> <p>[Unchanged]</p>

Considering the foregoing, pursuant to the provisions of section 286 LSC, the Board of Directors has resolved by unanimous vote, to approve this explanatory report which is submitted to the shareholders at the Annual General Meeting called to be held on 13 and 14 July 2021, on first and second call, respectively, regarding the proposed resolution on agenda item 7.

Arteixo (A Coruña), on 8 June 2021