

## FREQUENTLY ASKED QUESTIONS ON THE ANNUAL GENERAL MEETING

### 1. When (date and time) is the upcoming Annual General Meeting (AGM) of Inditex going to take place?

Inditex's AGM is scheduled to be held on 13 July 2021 at noon on first call or at the same time on the following day 14 July 2021, if necessary, on second call.

Shareholders are hereby informed that AGMs are usually held on first call.

### 2. Where is the AGM going to be held?

If the AGM is held with shareholders and proxy holders attending in person, it will be held at Inditex's registered office: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain). In view of the situation created by COVID-19 pandemic, and pursuant to applicable regulations, shareholders and their proxy holders will be allowed to remotely attend and participate at the AGM pursuant to the terms indicated in the notice of the AGM.

Likewise, considering the coronavirus outbreak evolution as well as the measures or recommendations, if any, restricting or impacting people's mobility, which may have been issued by civil or health authorities, in place in the entire national territory or in part thereof, which would prevent or advise against conducting the Annual General Meeting with shareholders attending in person, a virtual-only AGM can be held.

### 3. How was the notice calling the AGM been announced?

The notice of the AGM has been posted on the website of the Spanish National Securities Market Commission (CNMV) ([www.cnmv.es](http://www.cnmv.es)) and on Inditex's website ([www.inditex.com](http://www.inditex.com)), and it has been published in the Boletín Oficial del Registro Mercantil [*Official Gazette of the Companies Register of Spain*].

### 4. Which are the agenda items submitted to the shareholders at the AGM?

The agenda items are:

1. Review and approval, if appropriate, of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes to the accounts) and Directors' Report of Industria de Diseño Textil, Sociedad Anónima, (Inditex, S.A.) for financial year 2020, ended 31 January 2021.
2. Review and approval, if appropriate, of the Consolidated Annual Accounts (Consolidated Balance Sheet, Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the consolidated accounts) and Consolidated Directors' Report of Inditex Group for financial year 2020, ended 31 January 2021. Discharge of the board of directors.
3. Review and approval, if appropriate, of the Statement on Non-financial Information for 2020.

4. Distribution of the year's income or loss and dividend distribution.
5. Re-election of Mr José Arnau Sierra to the board of directors as non-executive proprietary director.
6. Re-election of Deloitte, S.L. as statutory auditor of the Company and its Group for financial year 2021.
7. Amendment to the Articles of Association for the purposes of aligning them with the provisions of Act 5/2021, of 12 April, amending the revised text of the Spanish Companies Act, approved by *Real Decreto Legislativo 1/2010* of 2 July, and other financial regulations, as regards encouragement of long-term shareholder engagement in listed companies, and introducing certain corporate governance enhancements and recommendations:
  - a) Amendment to article 8 ("Shares representation") in Chapter II.
  - b) Addition of article 15bis ("Hybrid and virtual-only general meetings") and 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) 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) Amendment to article 36 ("Approval of the accounts and distribution of the year's income of loss) in Chapter IV.
  - e) Approval of the revised text of the Articles of Association.
8. Approval of the revised text of the Regulations of the General Meeting of Shareholders to align it with the provisions of Act 5/2021, of 12 April, amending the revised text of the Spanish Companies Act, approved by *Real Decreto Legislativo 1/2010*, of 2 July, and other financial regulations, as regards encouragement of long-term shareholder engagement in listed companies.
9. Approval of the Directors' Remuneration Policy for FY2021, FY2022 and FY2023.
10. Approval of a long-term incentive plan in cash and in shares addressed to members of management, including executive directors and other employees of the Inditex Group.
11. Advisory vote (say on pay) on the Annual Report on the Remuneration of Directors for 2020.
12. Granting of powers to implement resolutions.

13. Reporting to the Annual General Meeting on the amendments to the Board of Directors' Regulations.

**5. Who is entitled to submit a supplement to the notice? Which procedure should be followed?**

Shareholders holding shares representing at least 3% of the share capital may request the publication of a supplement to the notice of the AGM, adding one or more agenda items provided that, however, such new items are duly supported or accompanied, where appropriate, by a substantiated proposal of resolution.

This request must be made by sending a reliable notice (addressed to the General Counsel's Office) which must be received at the company's registered office within 5 days of the date of publication of the notice calling the AGM.

**6. Who is entitled to submit substantiated proposals of resolutions? How can this be done?**

Shareholders holding shares representing at least 3% of the share capital may submit by means of a reliable notice (addressed to the General Counsel's Office) which must be received at the company's registered office within 5 days of the date of publication of the notice of the AGM, substantiated proposals of resolutions, on items already included or which must be included on the agenda of the AGM, pursuant to the section 519 of the Companies Act.

**7. Which documentation has been made available to shareholders to facilitate their attendance and informed participation?**

In accordance with the provisions of the Companies Act, the Articles of Association and the Regulations of the General Meeting of Shareholders, shareholders shall have the right to examine the following documents at the registered office of the company, visit the Company's website ([www.inditex.com](http://www.inditex.com)) and/or request delivery or dispatch thereof, free of charge:

- 1.- Agenda.
- 2.- Notice of the Annual General Meeting.
- 3.- The full text of the proposed resolutions regarding all agenda items.
- 4.- The Annual Accounts and the Directors' Report of Industria de Diseño Textil, S.A. (Inditex, S.A.) and the Consolidated Annual Accounts and Consolidated Directors' Report of the Inditex Group for financial year 2020, that include the Statement on Non-financial Information, and the respective Auditor's Reports.
- 5.- The statement of Directors' responsibilities regarding the contents of Inditex's individual annual accounts and the consolidated annual accounts of the Inditex Group, pursuant to the provisions of section 118 of the revised text of the

Securities Market Act, approved by *Real Decreto Legislativo 4/2015*, of 23 October.

- 6.- The report of the Nomination Committee on the analysis of the needs of the company and the competences required by the board of directors, prior to the selection of directors, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies
- 7.- The report of the Nomination Committee on the motion to re-elect Mr José Arnau Sierra to the board of directors as non-executive proprietary director, that the board of directors submits to the Annual General Meeting.
- 8.- The explanatory report drawn up by the Board of Directors evaluating the competence, experience and merits of Mr José Arnau Sierra, whose re-election to the board of directors is submitted to the Annual General Meeting.
- 9.- The report drawn up by the Board of Directors regarding agenda item 7, on the amendment to the Articles of Association, including the full text of the proposed amendments to the Articles of Association.
10. The report drawn up by the Board of Directors regarding agenda item 8, on the amendment to the Regulations of the General Meeting of Shareholders, including the full text of the proposed amendments to the Regulations of the General Meeting of Shareholders.
11. The revised text of the Articles of Association and of the Regulations of the General Meeting of Shareholders, whose approval is submitted regarding agenda items 7 and 8, respectively.
12. The substantiated motion made by the Board of Directors regarding agenda item 9, on the approval of the Directors' Remuneration Policy for FY2021, FY2022 and FY2023.
13. The report issued by the Nomination Committee regarding agenda item 9, on the approval of the Directors' Remuneration Policy for FY2021, FY2022 and FY2023.
14. The Directors' Remuneration Policy for FY2021, FY2022 and FY2023, submitted to shareholders for approval at the Annual General Meeting under agenda item 9.
15. The report drawn up by the Board of Directors regarding agenda item 13, relating to the amendments to the Board of Directors' Regulations which were approved by the Board of Directors in the meetings held on 14 December 2020 and 8 June 2021.
16. The Annual Corporate Governance Report for financial year 2020.
17. The Annual Report on the Remuneration of Directors for financial year 2020, subject to advisory vote (say on pay) on agenda item 11.
18. The required forms to vote by proxy and cast absentee vote.

19. The rules on the exercise of the rights to vote by proxy and cast absentee vote provided in the document headed "Internal Regulations on Absentee Voting and Proxy-granting by Distance Communication Means".
20. The rules on remote attendance provided in the document headed "Internal Regulations on Remote Attendance".
21. The total number of shares and voting rights as at the date of the notice.
22. The document with the FAQ raised by shareholders on the Annual General Meeting and their answers.

Pursuant to the Good Governance Code of Listed Companies, the following documents shall be posted on the corporate website ([www.inditex.com](http://www.inditex.com)) early in advance before the Annual General meeting is held:

23. The Annual Report on the proceedings of the Audit and Compliance Committee for financial year 2020.
24. The Annual Report on the proceedings of the Nomination Committee for financial year 2020.
25. The Annual Report on the proceedings of the Remuneration Committee for financial year 2020.
26. The Annual Report on the proceedings of the Sustainability Committee for financial year 2020.
27. The Report of the Audit and Compliance Committee on the independence of the statutory auditor.
28. The Report of the Audit and Compliance Committee on related-party transactions.
29. The 2020 Annual Report.

#### **8. How is such documentation made available to shareholders?**

Shareholders may review such information on the corporate website ([www.inditex.com](http://www.inditex.com)), ("Compliance" section, "Corporate Governance" sub-section, "2021 Annual General Meeting" area).

Likewise, they can review the same at the company's registered office or request the delivery or dispatch thereof free of charge.

#### **9. Does the Company release an English translation of such documentation?**

Yes it does. After the notice of the AGM has been published, an English translation of the main documents relating to the AGM is made available on the corporate website. In the event of any discrepancies between the English translation and the Spanish version, this latter shall prevail.

## **10. Which are the contact details of the Shareholders' Office?**

Shareholders may contact the "Shareholders' Office" by any of the following channels:

- By post: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain)
- By fax: + 34 981 185 365
  
- By phone: +34 901 33 02 12
  
- By email: [accionistas@inditex.com](mailto:accionistas@inditex.com)

## **11. Does the Company have an Electronic Shareholders' Forum? Where and how can this Electronic Shareholders' Forum be accessed?**

Yes it does. Pursuant to the provisions of section 539.2 of the Companies Act, an Electronic Shareholders' Forum is available on the corporate website ([www.inditex.com](http://www.inditex.com)), which use shall meet its statutory purpose and adjust to the guarantees and use guidelines provided by the Company.

The Electronic Shareholders' Forum may be accessed by any eligible shareholder and associations of shareholders.

## **12. Which type of communications can be sent through the Electronic Shareholders' Forum?**

Users of the Electronic Shareholders' Forum may send for posting in the Forum, communications regarding exclusively:

- Motions intended to be submitted as supplement to the agenda disclosed in the notice calling the AGM, adding one or more agenda items.
- Requests for adherence to such motions.
- Initiatives to reach the minimum percentage of the share capital required to exercise minority rights as provided in statute.
- Voluntary proxy offers or solicitations.

## **13. Who has the right to attend the AGM?**

Shareholders holding any number of shares registered in their name with the registers of any entities participant in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) [*Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades*], at least 5 days prior to the date scheduled for the AGM to be held, that is, 8 July 2021 if the AGM is held on first call, or 9 July 2021 if it is held on second call, and who remain the holders of such shares as at the date the AGM is conducted and, who are up to date in the payment of calls on unpaid capital, have a right to attend the AGM, either in person or remotely.

#### **14. What is required of shareholders to attend the AGM?**

In order to attend the AGM in person or remotely, shareholders shall have the pertaining attendance card issued in their name which shall include the number of shares held and the class thereof, as well as the number of votes they are entitled to cast.

Attendance cards will be issued by the pertaining entity entrusted with the register referred to in question 13 above, to such holders of shares who provide evidence that they have been registered in the aforementioned register at least 5 days before the date when the AGM is to be held.

##### **Remote Attendance**

Shareholders wishing to remotely attend the Annual General Meeting must pre-register via the platform available on the corporate website ([www.inditex.com](http://www.inditex.com)) from 9:00 a.m. on 1 July 2021 until 00:00 hours of the day immediately prior to that scheduled for the Annual General Meeting to be held on first call, that is, until noon on 12 July 2021, as described below:

In order to duly guarantee the authenticity and integrity of electronic communications the following must be available: (i) a current recognized electronic certificate, pursuant to the terms of Act 6/2020 of 11 November relating to certain aspects of electronic trust services, issued by the Spanish Public Certification Authority (CERES), reporting to the *Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM)* [Currency and Stamp National Factory and Spanish Mint]; (ii) an electronic National Identity Card (eDNI), or; (iii) a set of user/password credentials that shareholders will receive by email having previously filled out the relevant password request form using the platform available on the corporate website, once the Company has verified their identity and status as shareholder.

Remote attendance shall be subject to verification that the registered shareholder has the right to attend the Annual General Meeting. Once the right to attend has been established, shareholders may remotely attend, raise questions and vote at the Annual General Meeting of Shareholders, by logging in on the day the meeting is held.

#### **15. Are there any differences between attending the meeting in person or remotely?**

No. Remote attendance of shareholders or proxy holders is equivalent to attending the Annual General Meeting in person. Therefore, the rules on voting and on passing of resolutions provided for in the Articles of Association and the Regulations of the General Meeting of Shareholders for shareholders or proxy holders attending in person will be also applicable to those remotely attending.

#### **16. How many votes do shareholders (or their proxy holders) attending the AGM have?**

Shareholders or proxy holders attending the AGM shall have one vote per each share they hold or represent.

## **17. What time is access to the AGM open?**

### **Personal Attendance**

On the day and at the venue where the AGM is to be held, and starting one hour before the scheduled time for the meeting to begin, shareholders may produce their respective attendance or proxy-granting cards to any member of the staff charged with the register of shareholders.

### **Remote Attendance**

Shareholders who have pre-registered to remotely attend the Annual General Meeting as provided in question 14 above, must log in on the corporate website ([www.inditex.com](http://www.inditex.com)) between 10:00 a.m. and noon on the day of the meeting and identify themselves as instructed.

## **18. What time does the access to the AGM close?**

### **Personal Attendance**

Attendance or proxy-granted cards produced by shareholders to the staff charged with the register of shareholders after the hour scheduled for the beginning of the AGM will not be admitted.

Shareholders and proxy holders arriving late at the venue of the AGM, after the time for presenting attendance and proxy-granting cards is over, may attend the meeting as guests but will not be included in the list of attendees.

### **Remote Attendance**

Remote attendees will not be allowed access after the time set for the Annual General Meeting to begin. However, like all other shareholders, investors or other parties concerned, shareholders who do not access the remote attendance platform available on the website in time may follow the event which will be streamed live on the corporate website.

## **19. What is the right of shareholders to information? How can this right be exercised?**

Pursuant to the provisions of sections 197 and 520 of the Companies Act, as of the date the notice calling the AGM is published and until the fifth day prior to the date scheduled for the Annual General Meeting to be held (i.e., 8 July 2021 if the Annual General Meeting is held on first call, or 9 July 2021 if it is held on second call), shareholders may request in writing from the Board of Directors any information or clarifications they may deem necessary, or raise in writing the questions they may think appropriate, regarding

- (i) agenda items,
- (ii) the information made available to the public that the Company would have disclosed to CNMV since 14 July 2020, date on which the last AGM was held, and



- (iii) the auditor's reports on individual Annual Accounts and Directors' Report of the Company, and on the consolidated Annual Accounts and consolidated Directors' Report of its subsidiaries for financial year 2020, ended 31 January 2021.

For these purposes, shareholders may contact the "Shareholders' Office" [postal address: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña, (Spain); Fax no.: +34 981 185 365 and e-mail: [accionistas@inditex.com](mailto:accionistas@inditex.com)].

#### **Personal Request for Information**

Shareholders may also request information and/or clarifications on the above listed issues verbally during the AGM.

Valid requests for information, clarifications or questions raised in writing by the shareholders, as well as the answers from the board of directors shall be included on the Company's website. Where prior to the raising of any specific question, the information requested by a shareholders is available in a clear, express and direct manner on the Company's website ([www.inditex.com](http://www.inditex.com)), the answer of the Board of Directors may merely refer to the above mentioned information.

The Company will make available to seniors and people with disability the necessary means so that they may exercise their right to information before the Annual General Meeting is held.

#### **Remote Request for Information**

Shareholders remotely participating at the Annual General Meeting and intending to request from the board of directors any information or clarifications they may deem necessary, or raise the questions they may think appropriate, regarding items (i), (ii) and (iii) above, must submit their question in writing in the manner and pursuant to the terms and conditions established on the corporate website, from 10:00 a.m. on 13 July 2021 if, as scheduled, the Annual General Meeting is held on first call (or the following day, in the same time slot, if held on second call) until the expiry of the time limit stated by the Chair of the Annual General Meeting for questions from the floor. The Chair shall read the questions during the time slot reserved for Q&A.

Requests for information or clarification validly raised by those remotely attending shall be answered in writing to the party concerned within seven calendar days after the Annual General Meeting, without prejudice to the possibility of the Chair answering them during the time slot reserved for Q&A.

Valid requests for information, clarifications or questions raised following said procedure, as well as the answers from the board of directors or, as the case may be the Chair, shall be included on the Company's website. When the information requested by any shareholder is available in a clear, express and direct manner on the Company's website ([www.inditex.com](http://www.inditex.com)), the answer of the Board of Directors may merely refer to the above mentioned information.

**20. How can I take the floor if I remotely attend the General Meeting of Shareholders?**

Shareholders remotely participating at the General Meeting of Shareholders and intending to take the floor, must submit their address or question in writing in the manner and pursuant to the terms and conditions established on the corporate website, from 10:00 a.m. on 13 July 2021 if, as scheduled, the Annual General Meeting is held on first call (or the following day, in the same time slot, if held on second call) until the expiry of the time limit stated by the Chair of the Annual General Meeting for questions from the floor. The Chair shall read the questions during the time slot reserved for them. Shareholders who wish that their question be recorded in the minutes of the Annual General Meeting must expressly indicate it in their questions.

**21. What happens if on the day of the Annual General Meeting, due to technical circumstances not attributable to the Company or for security reasons arising from supervening circumstances, remote attendance cannot take place?**

The Company reserves the right to adopt the appropriate measures in relation to the mechanisms enabled to remotely attend the Annual General Meeting, where necessary due to technical or security reasons. The Company shall not be held liable for any damages that shareholders or proxy holders might incur as a result of the occasional unavailability of the website, as well as any other break-down, line break, failure in the Internet connexion or any other eventuality of the same or similar nature, beyond the control of the Company, without prejudice to adopting the measures that each situation demands, including temporary suspension or extension of the Annual General Meeting, if necessary to guarantee the full exercise of the rights of shareholders or proxy holders.

If, due to technical circumstances not attributable to the Company or for security reasons arising out of subsequent circumstances, remote attendance at the Annual General Meeting cannot take place as expected or if a temporary or definitive interruption in communications occurs during the meeting, this circumstance may not be invoked by the shareholder as an unlawful deprivation of his or her rights or as grounds for challenging the resolutions passed by the Annual General Meeting.

**22. With regard to shareholders who are not able or do not wish to attend in person the AGM, can they attend through a proxy holder? How can a proxy be granted?**

Yes they can. Any shareholder may be represented by a proxy holder at the General Meeting of the Shareholders, whether or not a shareholder.

Proxies may be granted pursuant to the requirements and provisions of statute, the Articles of Association (article 17) and the Regulations of the General Meeting of Shareholders (section 12), by means of the proxy form printed on the attendance card.

Alternatively, any shareholder may vote by proxy using the "Proxy-granting and Absentee Voting Card" form made available by the Company. To do so, they shall download from the corporate website ([www.inditex.com](http://www.inditex.com)) the "Proxy-granting and Absentee Voting Card" ("Compliance" section, "Corporate Governance" sub-section, "Annual General Meeting" area, "2021 Annual General Meeting"), print it,

fill it out and sign it in the space headed "Proxy-granting". Such card shall be produced together with the above referred attendance card issued by the entities where such shareholder has its shares deposited, duly signed under their hand.

### **23. How shall proxy holders and the proxies granted be evidenced in order to have access to the AGM?**

#### **Personal Attendance**

Proxies granted may be produced by proxy holders on the day and at the venue where the AGM is to be held, or alternatively, they may be sent in advance by shareholders, either by post or by courier to the following address: Industria de Diseño Textil, Sociedad Anónima (Inditex, S.A.), Shareholders' Office, Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain).

Likewise, the duly filled out and signed card may be delivered at the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where shareholders have their shares deposited so that said entity would send the card to the Company, timely and in due form.

Proxy holders must also fill out and sign where indicated, as the case may be, in the above referred card. At any rate, the Chair of the AGM may, on the same day it is held, urge the proxy holder to evidence such proxy.

Proxy holders of shareholders who are legal persons shall have available a scanned copy of the document in support of their authorities to represent the legal person.

#### **Remote Attendance**

Proxy holders wishing to remotely attend the AGM shall pre-register in advance via the "Shareholders' Office" ([accionistas@inditex.com](mailto:accionistas@inditex.com)). For such purpose, they must send, together with the attendance card issued by the entity where the shareholder they represent has their shares deposited, (duly signed under the hand of both the proxy grantor and the proxy holder, filling out the proxy-granting space printed in the attendance card), a scanned copy of their national identity card, foreigner identification number or passport. Alternatively, they may also send the "Proxy-granting and Absentee Voting Card" that the Company makes available to shareholders on the corporate website ([www.inditex.com](http://www.inditex.com)), ("Compliance" section, "Corporate Governance" sub-section, "Annual General Meeting" area, "2021 Annual General Meeting"). Proxy holders must send a duly completed copy of such card signed under their hand in the "Proxy-granting" space, together with the attendance card issued by the entity where the shareholder they represent has its shares deposited, to the address indicated above, together with a scanned copy of their national identity card, foreigner's identification number or passport.

With regard to proxy holders of shareholders who are legal persons, they must also send to the aforementioned address a scanned copy of the document in support of their authorities to represent the legal person.

Said documentation must be submitted by 00:00 hours of the day immediately prior to that scheduled for the Annual General Meeting to be held on first call, that is, by noon on 12 July 2021.

#### **24. Can shareholders grant proxy by distance communication means?**

Yes they can. Proxies may also be granted electronically by distance communication means using the platform available for such purposes on the corporate website ([www.inditex.com](http://www.inditex.com)) (“Compliance” section, “Corporate Governance” sub-section, “Annual General Meeting” area “2021 Annual General Meeting”) following the rules and directions provided therein for such purposes. In order to duly guarantee the authenticity and integrity of electronic communications, the following must be available: (i) a current recognized electronic certificate, pursuant to the terms of Act 6/2020 of 11 November relating to certain aspects of electronic trust services, issued by the Spanish Public Certification Authority (CERES), reporting to the Currency and Stamp National Factory and Spanish Mint; (ii) an electronic National Identity Card (eDNI), or; (iii) a set of user/password credentials that shareholders will receive by email, having previously filled out the relevant password request form using the platform available on the corporate website, and once their identity and status as shareholder has been verified.

Shareholders granting proxy by distance communication means, either by post or electronically, undertake to notify the appointed proxy holder of the proxy granted. Where proxy is granted to a director of the Company, this notice shall be deemed to have been given upon receipt by the Company of said notice of proxy, and in such case proxy holder shall be released from the obligation of identifying himself/herself, as provided in the next paragraph.

On the day and at the venue where the AGM is to be held, proxy holders shall identify themselves by means of their identity card or passport. If the proxy has been granted by distance communication means, the appointed proxy holder shall produce, in addition to the foregoing, a printed copy of the proxy granted by post or by email.

Shareholders may not be represented by more than one proxy holder, except as otherwise provided by statute or by the Regulations of the General Meeting of Shareholders.

Likewise, proxy holders shall only be entitled to exercise the voting right of their proxy grantor by attending the AGM in person or remotely.

#### **25. How shall proxy holders vote?**

Proxy holders shall vote on the resolutions proposed to the shareholders at the AGM as directed by the shareholder who granted proxy, pursuant to the provisions of the Articles of Association, the Regulations of the General Meeting of Shareholders and of the “Proxy-granting and Absentee Voting Card”.

#### **26. Can proxies granted be revoked?**

Yes, they can be revoked at any time.

Additionally, attendance of any shareholder at the AGM, whether in person,

remotely or having cast absentee vote, shall entail revocation of any proxy granted irrespective of the date on which it was granted.

**27. Are shareholders entitled to cast absentee vote in advance of the AGM, without having to attend in person or remotely? How can this be done?**

Yes, they are. Shareholders may cast vote regarding agenda items in advance of the AGM via absentee voting, pursuant to the provisions of the Companies Act, the Articles of Association (article 20) and the Regulations of the General Meeting of Shareholders(section 24).

The following communication means shall be deemed to be valid to cast absentee vote:

(a) Electronic means:

Votes by electronic means must be cast through the company's website ([www.inditex.com](http://www.inditex.com)), following the rules and directions provided therein for such purposes in the space headed "2021 Annual General Meeting" of the corporate website ("Compliance" section, "Corporate Governance" sub-section, "Annual General Meeting" area). In order to duly guarantee the authenticity and integrity of electronic communications, the following must be available: (i) a current recognized electronic certificate, pursuant to the terms of Act 6/2020 of 11 November relating to certain aspects of electronic trust services, issued by the Spanish Public Certification Authority (CERES), reporting to the Currency and Stamp National Factory and Spanish Mint; (ii) an electronic National Identity Card (eDNI), or; (iii) a set of user/password credentials that shareholders will receive by email, having previously filled out the relevant password request form using the platform available on the corporate website, and once their identity and status as shareholder has been verified.

(b) By post:

To cast absentee vote by post, shareholders must fill out and sign the space headed "Absentee Voting" of the attendance card, printed on paper by the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited. Once they have filled out and signed under their hand where indicated the above referred "Absentee Voting" space, shareholders may send such card by post or by courier to the following address: Industria de Diseño Textil, Sociedad Anónima (Inditex, S.A.), Shareholders' Office, Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain). Likewise, they may deliver the card duly filled out and signed at the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited, so that said entity would send it to the Company, timely and in due form.

Where the "Absentee Voting" space is not included in the attendance card issued by the participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear), or where shareholders should wish to use the "Proxy-granting and Absentee Voting Card" form made available by the Company, shareholders who wish to cast their vote through distance communication means by post should download from the

corporate website ([www.inditex.com](http://www.inditex.com)) the “Proxy-granting and Absentee Voting Card”, found under the space headed “2021 Annual General Meeting”, print it, fill it out and sign it where indicated. Subsequently, they must send it to the address above, together with the above mentioned attendance card issued by the entity where they have their shares deposited, duly signed under their hand, or deliver both documents at the entity participant in the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited, so that it sends them timely and in due form to the Company.

**28. Which are the basic rules on absentee voting and granting proxy through distance communication means?**

In accordance with the provisions of the Companies Act, articles 17 and 20 of the Articles of Association and sections 12 and 24 of the Regulations of the General Meeting of Shareholders, the basic rules regarding absentee voting and granting of proxy through distance communication means are hereunder reproduced:

- i) Absentee votes and proxies granted by distance communication means (whether electronic or by post) shall be received at the Company by 00:00 hours of the day immediately prior to that scheduled for the Annual General Meeting to be held on first call, that is by noon on 12 July 2021.
- ii) Voting and granting of proxy services by electronic means shall be made available to shareholders as of 25 June 2021, inclusive.
- iii) Absentee voting shall entail the revocation of the proxy granted through distance communication means, regardless of their respective dates.
- iv) Attendance at the Annual General Meeting, either in person or remotely, by any shareholder who has previously granted proxy by electronic means or cast absentee vote, shall entail revocation of said proxy or vote.
- v) Votes cast by post or by electronic means shall be deemed to be revoked by a dissenting vote subsequently sent.
- vi) Where a shareholder would validly grant several proxies, the last one received at the Company shall prevail, irrespective of the method used to grant them.
- vii) Prior to granting proxy, proxy holders shall duly inform the shareholder of the existence of any conflict of interest situation. If such conflict exists after the proxy has been granted, and the proxy grantor had not been immediately informed of its likely existence, the proxy holder shall immediately inform the proxy grantor thereof. In both cases, if after informing the shareholder of the conflict of interest situation, no accurate voting instructions would have been received by the proxy holder regarding each agenda item on which they would have to vote on behalf of the shareholder, the proxy holder shall abstain, without prejudice to the provisions of paragraph viii) below.
- viii) Unless otherwise expressly stated by the shareholder, where the proxy holder is involved in a conflict of interest situation, and they have not received accurate voting instructions, or even having received them, they would deem it best not to exercise such proxy regarding such items to which

the conflict of interest refers to, it shall be understood that the proxy grantor has appointed as proxy holder regarding such items, jointly and severally and in succession, should any of them be in turn involved in a conflict of interest situation, first the Chair of the Annual General Meeting, second, the Secretary of the Annual General Meeting, and last, the Director of Capital Markets of the Company. Proxy holder so appointed shall cast vote as they may deem it best in the interest of the proxy grantor, in the scope of the corporate interest.

- ix) Where no voting instructions have been received regarding the proposed resolutions on agenda item, it shall be understood that the proxy holder has voted for the proposed resolution in question.
- x) Where no voting instructions have been received regarding proposed resolutions on non-agenda items, it shall be understood that the proxy holder has voted as they may deem it best in the interest of the proxy grantor, in the scope of the corporate interest.
- xi) Where the proxy-granting document is handed to the Company without expressly establishing the name or company name of the proxy holder, it shall be understood that the proxy grantor has appointed as proxy holder, jointly and severally and in succession, should any of them be in turn involved in a conflict of interest situation, first the Chair of the Annual General Meeting, second, the Secretary of the Annual General Meeting, and last, the Director of Capital Markets of the Company.
- xii) Mention is hereby made of the fact that all the directors, including the Chairman of the Board, may be involved in a potential conflict of interest situation regarding agenda items 9 and 11, as may be Pontegadea Inversiones, S.L. (represented by Ms Flora Pérez Marcote), Mr Amancio Ortega Gaona, and Mr José Arnau Sierra regarding agenda item 5; as well as executive directors, Mr Pablo Isla Álvarez de Tejera and Mr Carlos Crespo González, with regards to agenda item 10. Likewise, mention is made of the fact that a conflict of interest situation will exist whenever non-agenda items are submitted to the Annual General Meeting regarding the removal of the proxy holder or the filing of a derivative suit [*acción social de responsabilidad*] versus the proxy holder, should this latter be in turn a director of the Company.
- xiii) With regard to absentee voting in connection with proposed resolutions on non-agenda items, and unless otherwise stated, it shall be understood that proxy is granted to the Chair of the Annual General Meeting or, in the event of a conflict of interest, jointly and severally and in succession, to the Secretary of the Annual General Meeting and to the Capital Markets Director, who shall, in the absence of any voting instructions, cast their vote as they may deem it best in the interest of the proxy grantor, in the scope of the corporate interest.
- xiv) Shareholders who are legal persons and those who are non-residents of Spain shall refer to the Company to see whether it would be possible to adapt with proper safeguards the absentee voting and proxy-granting by distance communication means mechanisms to their particular situation.
- xv) Shareholders who are legal persons shall give notice to the Company of any changes or revocation of the powers of their proxy holder. The Company declines any liability until said notice is given.

- xvi) The validity of any proxy granted by distance communication means and of any absentee vote shall be subject to the establishment of the status of shareholders by means of the company's Stock Ledger. In the event of any discrepancies between the number of shares reported by the shareholder who grants proxy or casts an absentee vote and the one laid down in the Stock Ledger, the number of shares registered at the latter shall be deemed to be valid for the purposes of quorum and voting.
- xvii) The Company reserves the right to suspend, amend or cancel the mechanisms for voting proxy-granting by electronic means for technical or security reasons. The Company shall not be held liable for any damages that shareholders might incur, as the case may be, arising out of any break-downs, line breaks, failures in the Internet connection, malfunction of the Post Office postal service, non-delivery or late delivery by the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) of proxies granted through distance communication means, delivered by the shareholders to such entities, or any other contingencies, beyond the control of the Company, that would hinder or prevent the exercise of the right to cast absentee votes or grant proxy through distance communication means.
- xviii) The Company will make available to seniors and people with disability the necessary means to ensure the exercise of their right to vote.

**29. How does the Company process personal data of its shareholders or their proxy holders? Who will receive such data? Which are the rights of data subjects?**

Personal data shown in this document, those that shareholders and, as the case may be, their proxy holders provide to the Company upon the exercise of their rights to attend, to proxy representation and to vote at the Annual General Meeting, or personal data provided by the financial institutions and investment services companies that are depositaries or custodians of the shares held by such shareholders, through the entity in charge of the book-entry, the Spanish Central Securities Depository in charge of the Register of Securities, and the Clearing and Settlement of all trades (IBERCLEAR), as well as such data which are gathered upon recording the Annual General Meeting (i.e., image and voice), shall be processed under the responsibility of the Company, in order to manage and control both the shareholding relationship and the calling, holding and dissemination of the Annual General Meeting, and comply with its statutory obligations. Data processing is required for such purposes, which are legitimate based upon the relationship with the shareholder and the fulfilment of its statutory obligations.

Data will be provided to the Notary who attends the meeting to take up the minutes and may also be provided to third parties upon the exercise of the statutory right to information. Likewise, they may be accessible to the public to the extent that they are included in the documentation available on the corporate website ([www.inditex.com](http://www.inditex.com)) or are disclosed during the Annual General Meeting which may be recorded and broadcasted through such webpage and via the accredited media. By attending the Annual General Meeting (in person or remotely), attendees consent to be photographed, to the recording of their image and/or voice, and to the reproduction and/or publication and dissemination thereof pursuant to the foregoing terms. The legal basis for the processing of the data consisting of image and/or voice is both the existence of a legitimate interest of



the Company in recording and broadcasting the Annual General Meeting, which is acknowledged in the applicable regulations and principles on transparency, and the consent of the shareholder who decides to attend the Annual General Meeting, who has been made available other alternative means to exercise his/her rights.

Personal data shall be stored while the shareholding relationship exists and for a further period of six (6) years, exclusively for the purposes of addressing any legal or contractual action, unless the period of limitation of any legal or contractual action is, as an exception, higher.

Data subjects may contact and send their requests for the exercise of their rights to access, rectification, erasure or objection, restriction of processing and portability, as well as any other statutory rights on data protection, pursuant to the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation), by sending written notice to the Data Protection Officer of the Inditex Group, either to: (i) the registered office of the Company: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain); or (ii) to the following e-mail address: [dataprotection@inditex.com](mailto:dataprotection@inditex.com). Data subjects may lodge a complaint or request related to data protection to Agencia Española de Protección de Datos [*Spanish Data Protection Agency*] ([www.agpd.es](http://www.agpd.es)). Further details on the processing of personal data are provided in the Privacy Policy, available on the corporate website [www.inditex.com](http://www.inditex.com).

Where personal data of natural persons other than the data subject are provided in the attendance or proxy-granting card, and where a third party attends the Annual General Meeting, the shareholder is bound to inform such third party of the issues referred to in the foregoing paragraphs on personal data processing, and meet any other applicable requirements for the appropriate transfer of personal data to the Company, without the Company having to take any further measure vis-à-vis the data subjects. The legal basis for the processing of such third parties' data are the same as the ones for shareholders, described above. Likewise, for further details on the processing of their personal data, third parties can visit the Privacy Policy page available on the corporate website [www.inditex.com](http://www.inditex.com).

**30. How can the rights of access, rectification, erasure and objection, restriction of processing and portability of persona data be exercised?**

Data subject may contact and send their requests for the exercise of their rights to access, rectification, erasure or objection, restriction of processing and portability, as well as any other statutory rights on data protection, pursuant to the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation), by sending written notice to the Data Protection Officer of the Inditex Group, either to: (i) the registered office of the Company: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain); or (ii) to the following e-mail address: [dataprotection@inditex.com](mailto:dataprotection@inditex.com)Data subjects may lodge a complaint or request related to data protection to Agencia Española de Protección de Datos [*Spanish Data Protection Agency*] ([www.agpd.es](http://www.agpd.es)). Further details on the processing of personal data are provided in the Privacy Policy, available on the corporate website [www.inditex.com](http://www.inditex.com).

**31. Which other measures has the Company taken to safeguard the rights and interests of the shareholders?**

The board of directors has resolved to request the presence of a Notary to take the minutes of the AGM, pursuant to the provisions of section 203 of the Companies Act in connection with section 101 of the Companies Register's Regulations.