REPORT OF THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) ON THE NEEDS OF THE BOARD OF DIRECTORS RELATING TO THE PROPOSALS FOR ELECTION AND RE-ELECTION OF DIRECTORS

I. FOREWORD

This report is drawn up pursuant to Recommendation 14 of the Good Governance Code of Listed Companies, approved by the Spanish National Securities Market Commission ("CNMV") in February 2015 and amended in part further to a resolution passed by CNMV's board of directors on 25 June 2020 ("GGC"), and the Diversity of Board of Directors Membership and Director Selection Policy of Industria de Diseño Textil, S.A. (Inditex, S.A.) ("Inditex" or the "Company"), approved by the Board of Directors on 9 December 2015 and amended in part on 8 June 2021 (the "Diversity of Board of Directors Membership and Director Selection Policy" or the "Policy"), that cover the prior analysis of the Company's needs and of the competences required by the Board of Directors regarding the election and re-election of directors, as at present, Mr José Arnau Sierra, a proprietary director is approaching the end of his board tenure.

II. BACKGROUND

On the one hand, it should be noted that this analysis must be based on the premise that Mr Arnau has apprised the Chair of the Board of his decision to end his professional career at the Pontegadea Group and, consequently, to step down from the Board of Directors Inditex on the occasion of the upcoming Annual General Meeting, scheduled to be held on Tuesday 15 July 2025 on first call or on the following day on second call.

In this regard, a proposal has been raised to elect Mr Roberto Cibeira Moreiras to the board as new proprietary director replacing Mr Arnau.

III. PURPOSE

Recommendation 14 GGC sets forth that it should be ensured that "*appointment or re-election proposals are based on a prior analysis of the competences required by the board"* and that *"the results of the prior analysis of the competences required by the board should be written up in the nomination committee's explanatory report, to be published when the general meeting is convened that will ratify the appointment and re-election of each director*." In this regard, in accordance with the provisions of Technical Guide 1/2019 on nomination and remuneration committees, approved by CNMV on 20 February 2019, analysing the competences, knowledge and experience as well as other occupations of the directors who are already members of the board, and preparing a Board Skills Matrix for the purposes of defining the profile and required skills of prospective candidates, are deemed good practices.

Pursuant to Inditex's internal regulations, the composition of the board should reflect the Company's commitment to diversity of knowledge, qualifications, experiences, geographic origin, age and gender. Likewise, efforts should be made to ensure a balanced board membership in terms of directorship types, with a large majority of non-executive directors and an appropriate ratio of proprietary to independent directors.

The review of the Nomination Committee ("NC") has been based on the board skills matrix last updated in June 2024, that identifies the competences of current board members in terms of education, career experience and other aspects such as origin, age, tenure, etc., The findings of such review were:

- At present, ten (10) directors sit on the board of directors. This number is within the limit provided in the Articles of Association and within the 5 to 15 range set out in Recommendation 13 GGC.
- In terms of directorship type, the ten (10) board members are classified as follows: one (1) executive, four (4) proprietary and five (5) independent directors. Thus:
    - A large majority of non-executive board members (9 of 10) still serves on the Board of Directors in accordance with the provisions of Recommendation 15 GGC.
    - Independent directors represent 50% of all board positions in accordance with Recommendation 17 GGC even though Inditex has a controlling shareholder (with more than 60% of the share capital) and therefore, the rule that at least one third of all the directors should be independent should apply.
    - In accordance with Recommendation 16 GGC, the ratio of proprietary to non-executive directors (4 out of 9) is below the proportion between the capital they represent on the board and the remainder of capital.
- Female directors account for 50% of all board seats, exceeding the representation target set in Recommendation 15 GGC and in the internal regulations of the Group (40%), as well as in *Ley Orgánica* 2/2024 of 1st August on equal representation and a balanced presence of women and men (that sets a 40% target for the least represented gender on the board. At Inditex, with 5 female directors, such percentage stands at 50%) to be reached by 30 June 2026).
- Average tenure of independent directors on the board stands at 6.6 years and the average age of directors is 63.7 years
- Members of Inditex's Board of Directors have, as a whole, accredited abilities, competences, experience and merits: (i) regarding the Company itself, the Group, and the retail sector; (ii) in the field of economics and finance, accounting, auditing and risk management, covering both financial and non-financial risks; (iii) in sustainability, regulatory compliance and corporate governance matters; (iv) in the digital and new technologies sector; (v) in different geographical markets; and (vii) in management, leadership and business strategy as well as (vii) the requirement for each board member to be highly qualified and trustworthy, both as a person and as a professional, and available for the necessary dedication to the position.

  The current board membership combines directors with experience and knowledge of the Group, the retail sector in general and the fashion retail in particular, together with others with education, competences, background and experience in other fields and industries.

Pursuant to the Board Skills Matrix, the Committee considers that Inditex board of directors has achieved a high degree of balance and stability materialised in: (i) a balanced presence of the different directorship types, as independent, proprietary and executive directors sit on the Board, with a large majority of non-executive independent directors; (ii) parity between men and women on the board and, (iii) an appropriate balance of skills, knowledge and experience that befits the interests of the Company and its Group.

Furthermore, it is still considered that, although the Board of Directors has some flexibility to increase the number of members, its current size is adequate to facilitate dialogue and interaction among its members and, in addition, is in line with the size and complexity of the Group and the business and on par to that of other comparable companies. If the proposal to appoint Mr Cibeira as a new proprietary director to fill the vacancy that will arise shortly with the departure of Mr Arnau is approved at the AGM, the number of members of the Board will remain at 10. In this regard, the Committee considers that it is not necessary at present to open a new search process for candidates to increase the size of the Board.

In view of the above, the purpose of this report is, first, to identify the Company's short- and medium-term needs in terms of the skills and abilities that should be included or reinforced on the Board of Directors in order to assess whether the proposal on the appointment of Mr Cibeira is in line with those needs.

In this regard, given the challenges posed by the current complex macroeconomic environment, the Committee considers that no material differences exist as regards present and/or future board needs laid down in its report dated 3 June 2024. The Committee would highly appreciate if the new proposals for re-election and election of directors, considered as a whole, seek to maintain or reinforce within the board and its committees: (i) a high degree of diversity in terms of professional experience, gender, age, geographic origin, race, ethnicity and/or cultural background, among others, focusing in particular on financial profiles with extensive experience in risk oversight at the highest level and who have held managerial positions of high complexity in companies of a similar size to Inditex; (ii) a balance among directorship types, ensuring that a majority of non-executive directors serve on the board, most of them independent, and a presence of proprietary directors that guarantees the existence of effective counter-weights; and (iii) a progressive board refreshment, combined with the presence on the board of directors with proven experience and sound knowledge of the Company, the Group, its business and the retail sector in general.

In line with the commitments made in recent years by the Company, the NC has considered that, ensuring the high level of female representation on the Board should remain a priority in any future director selection, without disregarding however that all appointments must be made based upon the strictest criteria of suitability and merit.

The NC further considers that in order for the Board of Directors to duly perform its oversight duty, its members should have, as a whole, accredited abilities, competences, experience and merits: (i) regarding the Company itself, the Group, the retail sector and the fashion industry; (ii) in the field of economy and finances, accounting, auditing or risk management, covering both financial and non-financial ones; (iii) in the digital and new technologies sector; (iv) in the field of sustainability, corporate governance and regulatory compliance; (v) in different geographical markets; and (vi) in management, leadership and business strategy. In addition, each board member is required to be highly qualified and trustworthy, both as a person and as a professional, and available for the necessary dedication to the position.

Considering the foregoing, the NC has considered that Mr Cibeira's profile meets the requirements and priorities described above.

IV. TAKEAWAYS

The mission of the NC includes ensuring an appropriate board membership as well as observance of recommendations and best practices in the field of corporate governance.

As the end of Mr Arnau's board tenure is close and given that his vacancy on the board needs to be filled, the NC:

- On the on hand, reports favourably on the proposal raised by the controlling shareholder for the election of Mr Roberto Cibeira Moreiras to the Board of Directors as proprietary director, replacing Mr José Arnau Sierra.

  The Committee has reviewed Mr Cibeira's competence, experiences and merits, to assess the adequacy of his appointment. The relevant report relating to the proposal on his election, including his personal and professional bio, is attached hereto as Appendix I.

- And on the other, should the proposed election of the new proprietary director be approved, to update the Board Skills Matrix last amended on 3 June 2024, to include the profile of the proposed candidate.

Done in Arteixo, A Coruña (Spain), on 9 June 2025.

REPORT ON THE PROPOSAL FOR THE ELECTION OF MR ROBERTO CIBEIRA MOREIRAS TO THE BOARD OF DIRECTORS AS PROPRIETARY DIRECTOR THAT THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) SUBMITS TO THE BOARD OF DIRECTORS

I. FOREWORD

This report is drawn up pursuant to section 529*quindecies*(3)(d) of the Spanish Companies Act ("**LSC**"), article 29.3(e) of the Articles of Association and sections 16.2(e) and 21.2 of the Board of Directors' Regulations of Industria de Diseño Textil, S.A. ("**Inditex**" or the "**Company**"), as well as section 6(h) of the Nomination Committee's Regulations. It covers the proposal on the election of Mr Roberto Cibeira Moreiras to the Board of Directors as proprietary director, raised by Inditex founder, controlling shareholder and director, Mr Amancio Ortega Gaona, to be submitted to shareholders at the upcoming Annual General Meeting ("**AGM**") scheduled to be held on Tuesday 15 July on first call or on the following day on second call.

II. BACKGROUND

The proposal on the election of Mr Cibeira to the board as a proprietary director must be reviewed considering that Mr José Arnau Sierra has apprised the Chair of the Board of Directors of his decision to end his professional career at Pontegadea Group and consequently, to step down from Inditex's Board of Directors on the occasion of the AGM scheduled to be held on Tuesday 15 July 2025 of first call or on the following day, on second call. This will entail his resignation from the position as Deputy Chair that he currently holds, as well as from his position as a member of the Audit and Compliance, Nomination, Remuneration and Sustainability Committees.

Consequently, the Nomination Committee ("**NC**") hereby reports on the proposal to appoint Mr Cibeira as proprietary director.

III. PURPOSE

To prepare this report covering the proposal on the election of Mr Cibeira as a director, the NC has taken into account the needs of the board of directors for the purposes of re-election or appointment of directors, written up in the relevant explanatory report today approved by the NC, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies, approved by CNMV in February 2015 and amended in part further to a resolution passed by CNMV's board on 25 June 2020 ("**GGC**"), and sections 3,4 & 5 of CNMV's Technical Guide 1/2019 on nomination and remuneration committees approved by the Spanish National Securities Market Commission ("CNMV") on 20 February 2019. Such explanatory report was based, in turn, on the board skills matrix last updated by the Board of Directors at its meeting held on 9 September 2024.

In this report, the NC has considered that, in order to be effective, the Board , must have, as a whole, accredited abilities, competence, experience, and merit: (i) in the Company itself, the Group, the retail sector and the fashion industry; (ii) in the field of economics and finance, as well as in accounting, auditing, or risk

management, covering both financial and non-financial risks; (iii) in the digital and new technologies sector; (iv) in the field of sustainability, corporate governance and regulatory compliance; (v) in different geographic markets; and, (vii) in management, leadership, and business strategy. Likewise, each board member should be highly qualified and trustworthy, both as a person and as a professional, and available for the necessary dedication to the position.

Additionally, the Committee has deemed it expedient at this particular time that the proposals on the re-election and appointment of directors should seek (i) to maintain or reinforce a high degree of diversity in the highest governing body in terms of professional experience, skills, personal abilities, sectoral knowledge and age, among others, but especially taking into account the challenges posed by the current complex macroeconomic environment, favouring financial profiles with extensive experience in risk oversight at the highest level, and who have held positions of high responsibility and complexity in companies of a similar international size to Inditex; (ii) preserving a balanced membership between the different directorship types, ensuring a majority of non-executive directors, most of them independent, as well as an adequate representation of proprietary directors; and (iii) a progressive board refreshment, combined with the necessary existence of profiles with extensive experience and knowledge, preferably of the Company, the Group, the business and the retail sector in general.

In line with the commitments recently made by the Company, the NC has considered that maintaining high levels of female representation should remain a priority in any future director selection, without disregarding however, that all appointments must be made based upon the strictest suitability and merit yardsticks.

Consequently, pursuant to the above referred regulations, this report addresses the competences, experience and merits of the candidate proposed for appointment as new proprietary director.

IV. PROFESSIONAL PROFILE AND SKILLS

Mr Roberto Cibeira Moreiras holds a degree in Business Studies (majoring in Finance) from the University of Santiago de Compostela. He further completed his studies by taking the Executive Development Programme at IESE Business School.

He began his professional career at the audit firm Arthur Andersen where he became the head of its office based in A Coruña and led audit and consulting projects for the financial sector and advising on debt instruments in international markets. He has been a member of the ROAC since 2001.

He joined the Pontegadea Group in 2003 as head of international real estate and financial investments and was appointed CEO of Pontegadea Inmobiliaria, S.L.U. in 2016. During his 22-year career at the Pontegadea Group, he has participated in numerous real estate investment transactions in different countries, as well as corporate transactions, private equity deals and financing structuring transactions

From 2010 to 2013, Mr Cibeira served on the board of directors of NH Hoteles as legal representative of Pontegadea Inmobiliaria, S.L.U. He currently sits on the board of the subsidiaries of Pontegadea Inversiones, S.L. and of its investee companies (Telxius Telecom, Q-Park...).

He became a trustee on the board of trustees of *Fundación Amancio Ortega* in 2020.

V. INELIGIBILITY

The Committee has established that none of the causes of ineligibility to be a company director provided in section 213 LSC and in section 22.2 of the Board of Directors' Regulations apply to Mr Cibeira.

It has been further established that his other professional occupations do not hinder his effective dedication as a board member of Inditex.

VI. CLASSIFICATION AS PROPRIETARY DIRECTOR

The NC has established that the proposed candidate meets the requirements to be considered a proprietary director, pursuant to section 529*duodecies* LSC, and that none of the scenarios whereby directors must offer their resignation to the Board of Directors, pursuant to section 25.2 of the Board of Directors' Regulations apply to him.

VII. CONTRIBUTION OF THE APPOINTMENT OF THE NEW PROPRIETARY DIRECTOR TO THE BOARD OF DIRECTORS

Given Mr Cibeira's profile, the NC highly values his proven experience in business management, having held top-level C-suite positions, particularly in strategic management and the management of assets and large real estate portfolios, which gives him a solid grasp of aspects such as strategic financial analysis, high-impact decision-making, risk management or global team leadership. Furthermore, his experience as an auditor gives him expertise in financial monitoring and oversight, regulatory compliance and a critical eye.

He is considered a highly valued asset, having held positions of great responsibility and complexity in companies with a similar international presence to Inditex, as well as having led global investment projects in multiple sectors. In addition, his experience on the boards of directors of various companies, also in very different sectors and geographical markets, is much appreciated, giving him knowledge of governance issues and the dynamics of governing bodies, as well as a deep understanding of the main challenges and risks currently being monitored by them.

On the other hand, the proposal to appoint Mr Cibeira to the board as proprietary director must be analysed taking into account that he is appointed at the request of and on behalf of the founder, director and controlling shareholder of the company, Mr Ortega, who controls the Company through Pontegadea Inversiones, S.L. and Partler Participaciones, S.L.U., with a direct controlling stake of 50.01% and 9.28%, respectively. Thus, following Mr Arnau's departure, it is appropriate to have another proprietary serving on Inditex Board of Directors to maintain a proper level of stability and balance in the Company's governance structure, ensuring the existence of checks and balances.

Moreover, as representative of the Company's controlling shareholder, his presence on the Boad – along with the other proprietary directors – allows to guarantee the stability and continuity of its values, vision, culture and business ethics.

Considering the above, Mr Cibeira's election to the board will contribute to: (i) reinforcing diversity on the board with regard to, among other things, expertise in business strategy and executive management and risk oversight, in line with some of the priorities set by this Committee; (ii) ensuring the continuity of Inditex's

values, vision, culture and business ethics; (iii) promoting the progressive refreshment of the governing bodies of the Company, thus helping reduce the average board tenure, and (iv) maintaining a balanced membership of proprietary and independent directors, in accordance with the provisions of section 7.2 of the Board of Directors Regulations and Recommendations 16 & 17 GGC, in relation to the requirements that non-executive directors should represent a broad majority of the board and that there is an adequate proportion of independent directors.

Consequently, the NC considers that Mr Cibeira has the appropriate professional skills, experience, engagement and availability to serve on Inditex's Board of Directors and its committees.

Considering the foregoing, in accordance with the above referred regulations, the NC has resolved by unanimous vote, to give a favourable report to the proposal on the election of Mr Roberto Cibeira Moreiras to the Board of Directors as proprietary director.

Done in Arteixo (A Coruña), on 9 June 2025.