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 partially amended 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 partially amended on 8 June 2021 (the "**Diversity of Board of Directors Membership and Director Selection Policy**"), with regards to the prior analysis of the company's needs and of the competences required by the board of directors, as at present, two independent directors - Ms Anne Lange and Bns. Denise Patricia Kingsmill - and a proprietary director - Pontegadea Inversiones, S.L. (represented by Ms Flora Pérez Marcote) - are approaching the end of their board tenure.

II. BACKGROUND

On the one hand, mention should be made of section 529*bis*(1) of the [*Spanish*] Companies Act ("**LSC**") as amended by Act 5/2021 of 12 April, that provides that only natural persons can serve on the board of directors of listed companies. This regulatory development entails that Pontegadea Inversiones, S.L. is no longer eligible for re-election as board member. Consequently, this Committee has reported favourably on the proposal of the board of directors to elect Ms Flora Pérez Marcote as proprietary director in its stead. Ms Pérez has been to this date the legal representative of Pontegadea Inversiones, S.L. in the performance of the duties inherent in the position.

On the other hand, Ms Anne Lange's term of office will expire on 14 July 2024. For such reason, a headhunting process has been in place to search for a new candidate to serve on the board of directors, taking into account the needs resulting from the current board skills matrix.

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, board membership should reflect the Company's engagement 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 between proprietary and independent directors.

The Committee's review has been based on the board skills matrix approved in May 2022 and amended in June 2023 (the "**board skills matrix**"), that identifies the competences of current board members in terms of education, career experience, origin, age, tenure, etc. The findings of such review were as follows:

- / At present, 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 10 board members are classified as follows: 1 executive, 4 proprietary and 5 independent directors. Thus:
    - o 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.
    - o Independent directors represent 50% of all board positions in accordance with Recommendation 17 GGC even though Inditex has a controlling shareholder (with nearly 60% of the share capital) to which the attenuation criteria would apply, according to which it would be sufficient for at least one third of the total number of directors to qualify as independent directors.
    - o 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, thus exceeding the female representation target set in Recommendation 15 GGC and in the internal regulations of the Group (40%), as well as in Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022, on improving the gender balance among directors of listed companies and related measures (which sets the representation target of underrepresented sex at 40% of non-executive director positions (at Inditex, 5 of the 9 non-executive directors are women, thus this percentage stands at 55%) - and at least 33% of all director positions by 30 June 2026). Likewise, this percentage of female representation is above the average of IBEX 35 companies.
- / Average tenure of independent directors on the board stands at 7.4 years and the average age of directors is 64.60 years.
- / Members of Inditex's board of directors have, as a whole, accredited abilities, competences, experience and merits: (i) regarding the Company, the Group, and the retail sector; (ii) in economy and finances, accounting, audit and risk management matters, including both financial and non-financial ones; (iii) in sustainability, 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. Likewise, each board member is 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 materialized 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 and 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 the Group.

The Committee further considers that although the board can be flexible to increase the number of its members, its current number is appropriate to facilitate dialogue and interaction among them. Likewise, its size is aligned with the Group's dimensions, complexity and business, and on par with that of comparable companies. Notwithstanding this, the upcoming vacancy on the board resulting from Ms Lange's departure needs to be filled.

The headhunting process for prospective candidates has been led by the Chair of the Nomination Committee, Mr José Luis Durán Schulz. The Committee has relied on the advice of Spencer Stuart, a leading global executive search and leadership consulting firm. In addition to such collaboration, the competences and skills that should be included or reinforced on the board of directors have been reviewed, in light of current and future challenges that the Company faces, considering in particular the surge of emerging risks arising from the progress of the digital transformation globally, social and political conflicts and the resulting complex macroeconomic environment, or the challenges that the current exacting European regulatory framework raises. Based on the board skills matrix, the required profile and skills of candidates were identified, and the following priorities were set:

- To guarantee independence on the board, ensuring that the number of independent directors continues to be greater than the number of proprietary directors appointed at the behest of the controlling shareholder.
- In line with the engagements of the Company, it was considered that favouring gender diversity should remain a priority for director selection, to keep female representation on the board at its high level, without disregarding however, that all elections must be made based upon suitability and merit yardsticks.
- It was also deemed appropriate that the search should focus on candidates with a strong financial profile and a wide experience in the field of risk monitoring, who hold or have held managerial positions in international and global companies as sizable as Inditex.

Further to the review of the candidates to fill the vacancy on the board as independent director, the Committee has considered that Ms Belén Romana García is the candidate whose profile is best suited to the requirements and priorities above described.

On the other hand, the Committee considers that no material differences exist as regards present and/or future board needs laid down in its report dated 5 June 2023. 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 experiences, age, origin, race, ethnicity and/or cultural background, among others; (ii) a balance among directorship types, ensuring that a majority of non-executive directors serve on the board, 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.

The Nomination Committee further considers that in order for the Board of Directors to duly perform its oversight duty, it must have, as a whole, accredited abilities, competences, experience and merits: (i) regarding the Company, the Group, the retail sector and the fashion industry; (ii) in economy and finances, accounting, audit and risk management matters, including both financial and non-financial ones; (iii) in sustainability and in the digital and new technologies sector, in line with the strategical focal points of the Group; (iv) in compliance and corporate governance matters; (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.

IV. TAKEAWAYS

It is incumbent on the Nomination Committee to ensure an appropriate board membership as well as observance of recommendations and best practices in the field of corporate governance.

As the end of Bns. Denise Patricia Kingsmill and Pontegadea Inversiones, S.L.'s board tenure is close, (this latter represented by Ms Flora Pérez Marcote), and the vacancy left by Ms Lange needs to be filled, the Nomination Committee:

- On the one hand, reports favourably on the following proposal of the board of directors:
  - / To elect Ms Flora Pérez Marcote as proprietary director, in substitution of Pontegadea Inversiones, S.L.

    The Committee has reviewed Ms Perez's competence, experiences and merits, to assess the adequacy of her appointment. The relevant report relating to the proposal for her election, including her personal and professional bio, is attached hereto as Appendix I.
- And on the other hand, raises the following proposals:
  - / To elect Ms Belén Romana Garcia as new independent director.

    The Committee's review of the proposed candidate's competence, experience and merits, including her personal and professional bio is attached hereto as Appendix II. Such review seeks to assess and support the adequacy of her election.
  - / To re-elect Bns Denise Patricia Kingsmill as independent director.

    To consider the suitability of her re-election, the Committee has reviewed her performance, competences, experience and merits. In this regard, the relevant proposal on her re-election, including her personal and professional bio is attached hereto as Appendix III.
  - / Should the proposed election of the new independent director be approved, to update the board skills matrix approved on 12 May 2022 and amended on 6 June 2023, to include the profile of the proposed candidate.

Done in Arteixo, A Coruña (Spain), on 3 June 2024.

REPORT OF THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) ON THE PROPOSAL MADE BY THE BOARD OF DIRECTORS FOR THE ELECTION OF MS FLORA PÉREZ MARCOTE AS PROPRIETARY DIRECTOR TO BE SUBMITTED TO SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

I. FOREWORD

This report is drawn up pursuant to sections 529*decies(*6) and 529*quindecies*(3)(d) of the revised text 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 of the Board of Directors on the election of Ms Flora Pérez Marcote to the board of directors as proprietary director, to be subsequently submitted to shareholders at the Annual General Meeting scheduled to be held on Tuesday 9 July 2024 on first call, or on Wednesday 10 July 2024 on second call.

II. BACKGROUND

The proposed election of Ms Pérez to the board as proprietary director should be considered against the backdrop of the end of the tenure of Pontegadea Inversiones, S.L., of which she has been the legal representative to this date.

Mention should be made of section 529*bis*(1) LSC as amended by Act 5/2021 of 12 April, that provides that only natural persons can serve on the board of directors of listed companies. This regulatory development entails that Pontegadea Inversiones, S.L. is not eligible for re-election as board member. Consequently, the Board of Directors has resolved to propose the election of Ms Pérez as proprietary director in its place. Ms Pérez has been to this date the legal representative of Pontegadea Inversiones, S.L., in the performance of the duties inherent in the position.

III. PURPOSE

To prepare this report covering the proposal on the election of Ms Pérez to the board, the Nomination Committee has taken into account the needs of the board of directors for the purposes of re-election or election of directors, written up in the relevant explanatory report today approved by the Nomination Committee, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies, approved by CNMV in February 2015 ("**GGC**"), which in turn is based on the board skills matrix approved by the board of directors at the meeting held on 12 May 2022 and amended at the meeting held on 6 June 2023.

In particular, the Nomination Committee has considered that in order to effectively perform its duties, the Board of Directors shall, as a whole, have accredited abilities, skills, experience and merits: (i) in the Company, the Group, the retail sector and the fashion industry; (ii) in economy, finances, accounting, audit and risk management matters; (iii) in sustainability and the digital and new technologies sector, in line with the focal points of the Group; (iv) in compliance and corporate governance; (v) in different geographical markets; and (vi) 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, it has been deemed appropriate that the proposals on the re-election and election of directors should seek to keep or reinforce within the supreme governing body of the company: (i) a high degree of diversity in terms of

professional experience, competences, personal skills, sector-specific knowledge, gender, age, origin, race, ethnicity and/or cultural background; (ii) a balance of directorship types on the board, ensuring a majority of non-executive directors, most of them independent, and an appropriate representation of proprietary directors; and (iii) a progressive board refreshment, together with the necessary presence on the board of members with a wide experience and knowledge about the Company, the Group, its business, and the retail sector in general.

In line with the engagements assumed by the Company, the Committee considers that favouring gender diversity must be a priority for director selection, without disregarding however, that all elections must be made based upon the strictest suitability and merit yardsticks.

Consequently, pursuant to the above referred regulations, the report addresses the skills, experience and merits of the candidate proposed to be elected as new proprietary director on the board.

IV. PROFESSIONAL PROFILE AND SKILLS

With a vast experience in the fashion industry and the retail sector, Ms Pérez has been to this date the legal representative of Pontegadea Inversiones, S.L., where she holds the position of First Deputy Chair. She has spent her entire career within the Inditex Group where she has held different positions in areas relating to both design and production. She has served as a director at Group companies since 1992 and has an extensive experience as director in different companies and other entities, having held several positions.

She has served on Inditex's board of directors since 2005 as legal representative of Pontegadea Inversiones, S.L. She previously was the legal representative of the company Gartler, S.L., a former proprietary director of Inditex, continuously since 13 December 2004. Likewise, she has been a trustee on the Board of Trustees of the Fundación Amancio Ortega (Amancio Ortega Foundation) since March 2003 and its Chair since August 2023.

V. INELIGIBILITY

The Committee has established that none of the causes of ineligibility to be a director provided in section 213 LSC and in section 22.2 of the Board of Directors' Regulations, nor any of the scenarios whereby directors must offer their resignation to the board of directors, pursuant to section 25.2 of the Board of Directors' Regulations, apply to Ms Pérez.

It has been further established that her other professional occupations do not give rise to a conflict of interest, nor do they hinder her effective dedication as a board member of Inditex.

Consequently, the Committee considers that Ms Pérez meets the requirements of ability, compatibility and availability necessary to serve as a director.

VI. CLASSIFICATION AS PROPRIETARY DIRECTOR

The Committee has established that the proposed candidate meets the requirements to be considered a proprietary director, pursuant to section 529*duodecies* LSC, as she is proposed on behalf of the shareholder Pontegadea Inversiones, S.L.

VII. CONTRIBUTION TO A BALANCED BOARD MEMBERSHIP

With regard to Ms Pérez's competence, skills and merits, the Nomination Committee highly appreciates: (i) her sound knowledge of the Group's business model, the retail sector and the fashion industry, in particular, of the design and production areas, gained throughout her long career within the Group; (ii) her knowledge of the dynamics of the proceedings of the board of directors, its rules, and of the management and oversight duties at the highest level; (iii) her values that are in accordance with the corporate ethics culture of the Group, and (iv) her efforts, commitment and dedication to her duties as legal representative of a director legal person.

Further to her election, one of the competences highlighted as a priority in the board skills matrix, pointed out as well by board members in the last evaluations of performance, has been reinforced within the board: the experience and knowledge of the fashion industry, in a disruptive, ever-changing environment, marked by the continuous emergence of new competitors. This knowledge means that the candidate has the ability to give the best possible advice.

On the other hand, the fact that Ms Pérez is a member of the company's founding family contributes to keeping the appropriate stability and balance in the Company's governance structure, as well as ensuring the stability and continuity of Inditex's values, vision, culture and ethics.

The election of Ms Pérez as proprietary director will contribute to (i) reinforcing diversity on the board in terms, inter alia, of personal leadership skills, competences and sector-specific knowledge, ensuring in line with one of the priorities identified by the Committee, the presence of directors with broad experience and knowledge of the Group, its business, the retail sector and the fashion industry, (ii) keeping a high female representation on the board; (iii) upholding the values, vision, culture and ethics of the Company, (iv) the existence of counterweights to mitigate potential risks associated with power concentration, and (v) keeping in the Board a balance between proprietary and independent board members. Furthermore, this means that provisions of section 7.2 of the Board of Directors' Regulations and of Recommendation 15 GGC are met, regarding the requirements for non-executive directors to represent a large majority of all board seats.

In view of the foregoing, the Committee considers that Ms Pérez has the appropriate skills, experience and availability, as well as the dedication and commitment required to serve on the board of directors.

Considering the foregoing, pursuant to the above referred regulations, the Committee has resolved by unanimous vote, to favourably report on the Board of Directors' proposal regarding the election of Ms. Flora Pérez Marcote as proprietary director for the term provided in the Articles of Association, to be subsequently submitted to shareholders at the Annual General Meeting.

In Arteixo (A Coruña), on 3 June 2024.

PROPOSAL FOR THE ELECTION OF MS BELÉN ROMANA GARCÍA TO THE BOARD OF DIRECTORS AS INDEPENDENT DIRECTOR THAT THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) RAISES TO THE BOARD OF DIRECTORS TO BE SUBMITTED TO SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

I. FOREWORD

This report is drawn up pursuant to sections 529*decies*(4) and 529*quindecies*(3)(c) of the revised text of the [*Spanish*] Companies Act (LSC), article 29.3(d) of the Articles of Association and sections 16.2(d) 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 Ms Belén Romana García to the board of directors as independent director, to be subsequently submitted, if appropriate, to shareholders at the Annual General Meeting scheduled to be held on Tuesday 9 July 2024 on first call or on Wednesday 10 July 2024 on second call.

II. BACKGROUND

The proposed election of Ms Romana to the board as independent director should be considered against the backdrop of Ms Anne Lange's end of tenure on the board on 14 July 2024, also considering that, after an analysis of the board's skills matrix and the current needs of the board, it has been concluded that it is advisable to incorporate another person with a more financial profile and with experience in risk analysis.

Consequently, over the last past months, the Company has been engaged in a headhunting process to search for a prospective new member of the board, led by the Chair of the Nomination Committee, Mr José Luis Durán Schulz, on the advice of Spencer Stuart, a leading global executive search and leadership consulting firm specializing in corporate governance of listed companies.

III. PURPOSE

To prepare this proposal on the election of Ms Romana as member of the board, the Nomination Committee has taken into account the needs of the board of directors for the purposes of re-election or eleciton of directors, written up in the relevant explanatory report today approved by the Nomination Committee, pursuant to Recommendation 14 of the Good Governance Code of Listed Companies, approved by CNMV in February 2015 and partially amended by resolution of the CNMV's Board dated June 25, 2020 ("GGC"), which in turn is based on the board skills matrix approved by the board of directors at the meeting held on 12 May 2022 and amended at the meeting held on 6 June 2023.

In particular, the Nomination Committee considered that in order for the board of directors to duly perform its duties, it shall, as a whole, have accredited abilities, skills, experience and merits: (i) in the Company, the Group, the retail sector and the fashion industry; (ii) in economy, finances, accounting, audit and risk management matters, considering both financial and non-financial risks; (iii) in sustainability and the digital and new technologies sector, in line with the strategic focal points of the Group; (iv) in compliance and corporate governance; (v) in different geographical markets; and (vi) 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.

In the framework of the headhunting process above referred, the competences and skills that should be included or reinforced on the board of directors have been reviewed, in light of current and future challenges that the Company faces, considering in particular the surge of emerging risks arising from the progress of the digital transformation globally, social and political conflicts and the resulting complex macroeconomic environment, or the challenges that the current exacting European regulatory framework raises. Based on the board skills matrix, the required profile and skills of candidates were identified, and the following priorities were set:

- To guarantee independence on the board, ensuring that the number of independent directors is higher than that of proprietary directors appointed at the behest of the controlling shareholder.
- In line with the engagements of the company, it was considered that favouring gender diversity should remain a priority for director selection, to keep female representation on the board at its high level, without disregarding however, that all elections must be made based upon suitability and merit yardsticks.
- It was also deemed appropriate that the search should focus on candidates with a strong financial profile and a wide experience in the field of risk monitoring, who hold or have held managerial positions in international and global companies as sizable as Inditex.

Further to the process for the selection of a new independent director, the Committee has assessed the adequacy of electing Ms Romana, as the candidate whose profile is best suited to the requirements and priorities above described. Consequently, in accordance with the above referred regulations, this proposal addresses the competence, experience and merits of the proposed candidate to serve on the board of directors of the Company as independent director.

IV. PROFESSIONAL PROFILE AND SKILLS

Ms Romana hods a degree in Business and Economics from Universidad Autónoma (UAM) in Madrid and is a Commercial Technician and State Economist by competitive examination [*Técnico Comercial y Economista del Estado por oposición*].

After working as a consultant and asset manager, she decided to join the Spanish Ministry of Economy and Finance, where she held various positions, including Senior Economist and Head of the Spanish Treasury. She has also served on the boards of the Bank of Spain, the National Securities Market Commission (CNMV) and the State Financial Agency (ICO).

She was non-executive director on the boards of Banesto, Ageas NV, Aviva PLC, Aviva Italia Holding S.p.A and Acerinox and President (Executive & Chair of the Board) of Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (SAREB), the asset management company created to manage certain non-performing, property and other assets of the Spanish banking system. Other positions include serving on the board of trustees of The Digital Future Society and on the advisory board of Inetum and TribalData. She was also Director of Strategy and Corporate Development at ONO.

In 2019, she chaired the "Think-Tank" Digital Future Society, with regard to the ethical, legal and social challenges resulting from the digital and technological transformation, from a global perspective.

She is currently an independent director of Banco Santander - and a member of its risk supervision, regulation and compliance, innovation and technology, audit and nomination committees (she chairs this latter) - , of Werfen, S.A., where she also chairs its Audit Committee, and of SIX AG. She is senior advisor to Artá Capital and an advisory board member at Rafael del Pino Foundation.

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 of the Board of Directors' Regulations, apply to Ms Romana.

It has been further established that her other professional occupations do not give rise to a conflict of interest, nor do they hinder her effective dedication to Inditex's board of directors.

Consequently, the Committee considers that Ms Romana meets the requirements of ability, compatibility and availability necessary to serve as a director on the board of the company.

VI. CLASSIFICATION AS INDEPENDENT DIRECTOR

The Committee has established that the proposed candidate meets the requirements to be considered an independent director, pursuant to the provisions of section 529*duodecies* LSC. Her election is proposed to the board is proposed considering her personal and professional conditions and her ability to serve on the board without being constrained by any relations with the Company, the Group, its significant shareholders or its officers.

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VII. CONTRIBUTION TO A BALANCED BOARD MEMBERSHIP

In view of her profile, the Nomination Committee highly appreciates that she is a renowned professional, with proven experience and a long career in several major companies in the financial and banking sector, and in other companies of very different sectors (most of them regulated), having also worked on different geographic markets.

Ms Romana has a financial background and extensive experience in the public sector, where she has held senior positions in connection with economic policy and managed and represented companies and entities at the highest institutional level. She has held first level executive positions, in particular as regards strategic management and assets management. The Committee highly appreciates her experience as a company director at both listed and unlisted companies, where she has served on several specialized committees, and in particular, her relationship and involvement with regulators, which is considered key in light of the changing regulatory environment over the past year and its impact on the Group's business.

Her academic achievements and her active participation in the field of digital transformation and new technologies are also noteworthy.

Ms Romana has held senior positions in a variety of areas, assuming different roles. Such experience has led to her gaining sound knowledge and expertise in financial, accounting, audit and enterprise risk management matters, as well as in the regulatory environment, corporate governance and strategy. This has allowed the Committee to consider that she meets the requirements of the position and is expected to satisfactorily perform the duties inherent in the same.

Considering the foregoing the election of Ms Romana to the board of directors contributes to: (i) reinforcing diversity on the board of directors in terms, inter alia, of competences in executive business management, in risk oversight and governance and in particular in the field of finances and public economic policy and regulations and in the field of new technologies; (ii) keeping the high female representation on the governing bodies, (iii) keeping a balance between proprietary and independent board members; this means that provisions of section 7.2 of the Board of Directors' Regulations are met, as well as those of Recommendation 15 GGC, regarding the requirements for non-executive

directors to represent a large majority of all board seats, and (iv) driving the progressive refreshment of governing bodies, thus contributing to reducing board tenure of independent directors.

In view of the foregoing, the Committee considers that Ms Romana has the appropriate skills, experience and availability, as well as the dedication and commitment required to serve as director of the Company.

Considering the foregoing, pursuant to the above referred regulations, the Nomination Committee has resolved by unanimous vote, to propose to the board of directors, to be subsequently raised to shareholders at the Annual General Meeting, the election of Ms Belén Romana García to the board as independent director for the term provided in the Articles of Association.

In Arteixo (A Coruña), on 3 June 2024.

PROPOSAL FOR THE RE-ELECTION OF BNS. DENISE PATRICIA KINGSMILL TO THE BOARD OF DIRECTORS, AS INDEPENDENT DIRECTOR THAT THE NOMINATION COMMITTEE OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) RAISES TO THE BOARD OF DIRECTORS TO BE SUBMITTED TO SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

I. FOREWORD

This proposal is drawn up pursuant to sections 529*decies*(4) and 529*quindecies*(3)(c) of the revised text of the [*Spanish*] Companies Act ("LSC"), article 29.3(d) of the Articles of Association and sections, 16.2(d), 21.2 and 23.1 of the revised text of the Board of Directors' Regulations of Industria de Diseño Textil, S.A. ("Inditex" or the "Company"), as well as sections 5.3(c) of the Nomination Committee's Regulations. It covers the proposal for the re-election of Bns. Denise Patricia Kingsmill ("Baroness Kingsmill CBE") to the board of directors as independent director, that the Nomination Committee raises to the board of directors to be subsequently submitted to shareholders at the Annual General Meeting.

The re-election of Baroness Kingsmill CBE to the board, if appropriate, shall entail her continuance as a member and chair of the Sustainability Committee, and as ordinary member of the Audit and Compliance and the Remuneration Committees, pursuant to the provisions of section 23.2 of the Board of Directors' Regulations.

II. PURPOSE

Upon preparing the proposal for the re-election of Baroness Kingsmill CBE, the Committee has taken into account the findings of its prior analysis of board needs for the purposes of re-election of directors, written up in the relevant explanatory report today approved by the Committee 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 partially amended further to a resolution passed by CNMV's board on 25 June 2020 ("GGC") and section 3 of Technical Guide 1/2019 on nomination and remuneration committees approved by CNMV on 20 February 2019 ("Technical Guide 1/2019"), which in turn is based on the board skills matrix approved by the board of directors at the meeting held on 6 June 2023.

In particular, the Nomination Committee has considered that in order to effectively perform its duties, the Board of Directors shall, as a whole, have accredited abilities, skills, experience and merits: (i) in the Company, the Group, the retail sector and the fashion industry; (ii) in economy, finances, accounting, audit and risk management matters; (iii) in sustainability and the digital and new technologies sector, in line with the strategic focal points of the Group; (iv) in compliance and corporate governance; (v) in different geographical markets; and (vi) 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, it has been deemed appropriate that the proposals on the re-election or election (where appropriate) of directors should seek to keep or even reinforce: (i) high diversity in terms of professional experience, competences, personal skills, sector-specific knowledge, gender, age, origin, race, ethnicity and/or cultural background; (ii) a balance of directorship types on the board, ensuring a majority of non-executive directors, most of them independent, and an appropriate representation of proprietary directors; and (iii) a progressive board refreshment, together with the necessary presence on the board of members with a wide experience and knowledge about the Company, the Group, its business, and the retail sector in general.

Pursuant to section 3 of Technical Guide 1/2019, the Committee shall examine the performance and the evaluation of the director eligible for re-election during her tenure and her capacity to successfully complete her service on the board. For such reason, this proposal also includes the evaluation of Baroness Kingsmill CBE's performance during her last tenure and considers if the suitability requirements demanded to serve as company director are met.

III. PROFESSIONAL PROFILE AND SKILLS

In 2000 Baroness Kingsmill was awarded a CBE for services to Employment Law and Competition. In June 2006, she was appointed to the House of Lords as a labour Peer. She is a member of the International Agreements Committee in the House of the Lords.

After a 20-year legal career, she became deputy chair of the defunct Competition Commission between 1996 and 2004. She has 5 honorary Doctorates from universities in the United Kingdom.

Baroness Kingsmill CBE has been a member and Chair of the Remuneration Committees of many international companies. As a lawyer, she has advised in relation to remuneration schemes. In 2001, she was invited by the Government to head a task force looking at women's employment and remuneration in the UK.

In 2003 she was appointed Chair of the Department of Trade and Industry's Accounting for People task force. She headed a second Government enquiry ("Accounting for People") into how companies should evaluate and measure the contribution of their work forces and specifically as to how they should communicate their progress in this area of "Human Capital Management" to all their stakeholders (www.accountingforpeople.gov.uk). In 2013 she was the co-chair of the Design Commission report into Design and Public Services ("Re-starting Britain").

Until May 2018, Baroness Kingsmill CBE was the Chair of Monzo Bank and a Member of the Supervisory Board of E.ONSE. At present, she is a member of the International Advisory Board at IESE Business School. She has recently been appointed a UK representative on the NATO Parliamentary Assembly.

Baroness Kingsmill CBE has been an adviser to a number of international companies and has been a non-executive director of various British, European and American boards, including International Consolidated Airlines Group, S.A. and Telecom Italia.

She was elected as a director on 19 July 2016 at the Annual General Meeting and re-elected at the Annual General Meeting held on 14 July 2020. Baroness Kingsmill has been a member of the Sustainability Committee (which she chairs) and the Remuneration and Audit and Compliance Committees.

IV. PERFORMANCE

The Nomination Committee has reviewed the work done by the director and her dedication during her previous tenure.

Since July 2020, Baroness Kingsmill CBE has attended all the meetings of the board and its committees, i.e., 32 board meetings, 23 meetings of the Audit and Compliance 16 meetings of the Remuneration Committee and 19 meetings of the Sustainability Committee.

The Committee is very satisfied with Baroness Kingsmill CBE's service on the board of directors of Inditex and highly appreciates: (i) her dedication, diligence and professionalism in the performance of her duties as a director and, (ii) her input to the proceedings and meetings of the board and the Committees where she serves.

In particular, the Committee appreciates her excellent work as Chair of the Sustainability Committee, commending her role liaising with the different sustainability areas and departments, pointing out the good work environment and communication among the teams, and her input in driving the Committee since its creation, contributing to establishing and consolidating efficient dynamics of work, and overseeing relevant matters within the remit of the Sustainability Committee.

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 Baroness Kingsmill CBE, nor do any of the scenarios whereby directors must offer their resignation to the Board of Directors, pursuant to section 25.2 of its terms of reference.

The Committee has further established that her other professional occupations do not give rise to a conflict of interest, nor do they hinder her appropriate and effective dedication to the board as director and member of the Audit and Compliance, Remuneration and Sustainability Committees and as chair of this latter.

Consequently, the Committee considers that Baroness Kingsmill CBE still meets the requirements of ability, compatibility and availability necessary to serve as a director.

VI. CLASSIFICATION AS INDEPENDENT DIRECTOR

The Committee has established that the proposed candidate meets the requirements to continue qualifying as an independent director, pursuant to section 529*duodecies* LSC. Her re-election to the board is proposed considering her personal and professional conditions and her ability to serve on the board without being constrained by any relations with the Company, the Group, its significant shareholders or its officers.

VII. CONTRIBUTION TO THE BALANCED BOARD MEMBERSHIP

Baroness Kingsmill CBE has a long career that includes the fashion and design industry. Her public work is noteworthy, particularly in the field of social action and equality. The Committee appreciates the numerous accolades received from different public institutions.

Baroness Kingsmill CBE has legal training in the field of labour law and competition, having advised also in the area of human resources and remuneration schemes. Additionally, she has broad experience managing and serving as an executive director on various boards of a number of international companies from different sectors.

In light of the foregoing, the Committee considers that she has accredited knowledge in a number of areas including accounting and audit, finances, internal control and risk management, and in business strategy, corporate governance and the regulatory environment. In particular, her knowledge and experience in the world of fashion and design and in the field of sustainability are much appreciated.

The Committee highly appreciates the knowledge that Baroness Kingsmill CBE has garnered of the Inditex Group, which she joined in 2016, and its values, and her sound knowledge of the business model, the dynamics and proceedings of its governing bodies, its governance regulations and the management and oversight functions at the highest level.

Considering this, the re-election of Baroness Kingsmill CBE to the board of directors contributes to: (i) reinforcing diversity on the board of directors in terms, inter alia, of international professional experience in the public and private sectors, providing legal advice and advice on public policies. Her presence on the board contributes to encouraging profiles with knowledge and experience in the field of sustainability, the fashion and design world, talent management, diversity and remuneration practices; (ii) keeping the high female representation on the governing bodies, and (iii) keeping a balance between proprietary and independent board members. Furthermore, this means that provisions of section 7.2 of the Board of Directors are met, as the ratio of independent directors on the board is at least equal to the Company's free float, as well as those of Recommendation 15 GGC, regarding the requirements for non-executive directors to represent a large majority of all board seats, and those of Recommendation 17 GGC, according to which independent directors should be at least half of all board members. In short, Baroness Kingsmill CBE's service on the board should continue, as this is convenient to keep independence and the appropriate level of stability and balance in the company's governance structure.

Consequently, the Committee considers that Baroness Kingsmill CBE has the appropriate personal and professional skills, experience, engagement and availability to perform duties as independent director on Inditex's board of directors.

Considering the foregoing, pursuant to the above referred regulations, the Nomination Committee has resolved to propose to the board of directors, to be subsequently raised to shareholders at the Annual General Meeting, the re-election of Baroness Kingsmill CBE to the board of directors as independent director for the term provided in the Articles of Association, as well as member of the Audit and Compliance, Remuneration and Sustainability Committees.

In Arteixo (A Coruña), on 3 June 2024.