REPORT OF THE BOARD OF DIRECTORS OF INDUSTRIA DE DISEÑO TEXTIL, S.A. (INDITEX, S.A.) IN RELATION TO THE PROPOSALS FOR THE RE-ELECTION AND ELECTION OF DIRECTORS, INCLUDED AS ITEM NO. 5 ON THE AGENDA OF THE ANNUAL GENERAL MEETING CALLED TO BE HELD ON TUESDAY 7 JULY OR WEDNESDAY 8 JULY 2026 ON FIRST AND SECOND CALL, RESPECTIVELY

I. FOREWORD

The Board of Directors of Industria de Diseño Textil, S.A. ("**Inditex**" or the "**Company**") has drawn up this report pursuant to the provision of Section 529*decies*(5) of the [*Spanish*] Companies Act ("**LSC**"), Sections 21.3 and 23.1 of the Board Regulations, the Good Governance Code of Listed Companies, approved by the [*Spanish*] National Securities Market Commission ("**CNMV**") in February 2015 and partially amended by resolution of CNMV's board on 25 June 2020 ("**CBG**"); Technical Guide 1/2019 on nomination and remuneration committees, approved by CNMV on 20 February 2019 ("**Technical Guide 1/2019**"); and the Diversity of Board of Directors Membership and Director Selection Policy (the "**Policy**"). This report addresses the proposals for the re-election and election of directors submitted to shareholders at the Annual General Meeting under agenda item number 5.

II. PURPOSE

In accordance with the above regulations, this report is intended to assess the competence, experience and merits of the following candidates, whose re-election or election to the Board of Directors, where applicable, is proposed to shareholders at the AGM: (i) the re-election of Ms Marta Ortega Pérez and Ms Flora Pérez Marcote as proprietary directors; (ii) the re-election of Mr Óscar García Maceiras as executive director; (iii) the re-election of Bns. Denise Patricia Kingsmill, Ms Pilar López Álvarez and Ms Belén Romana García as independent directors; and (iv) the election of Mr José Ignacio Goirigolzarri Tellaeche as independent director.

Each proposal and report issued by the Nomination Committee describing the competence, experience and merits of the candidates (including their CV), confirming their proposed classification as directors and, in the case of those directors proposed for re-election, including an assessment of their performance during their last tenure, have been reviewed and fully endorsed by the Board of Directors.

Such proposals and reports will be made available to shareholders, together with this explanatory report, on the Company's corporate website together with the notice calling the Annual General Meeting.

The above referred proposals have been assessed based on the Board Skills Matrix, and considering the priorities identified by the Nomination Committee in relation to the re-election of directors, as written up in the relevant report approved at its meeting held yesterday, 1st June 2026, in accordance with Recommendation 14 CBG.

In this regard, the Board of Directors considers that, if approved, the proposals for the re-election and election would, collectively, contribute to maintaining or strengthening:

(i) A high standard of professional reputation and integrity.

(ii) The Company's values, vision, culture and corporate ethics.

(iii) Diversity of skills within the Board of Directors, particularly in areas such as:

- / Executive strategy and business management, and risk oversight and management.
- / Economics, finance, accounting, audit, sustainability, regulatory compliance, human resources and remuneration policy.
- / Digital transformation, emerging technologies and cybersecurity.
- / Management of companies across different geographic markets and sectors; and
- / Governance and governing bodies' working dynamics.

All of the above ensures an appropriate balance of profiles, experience and perspectives within the Board, supporting effective oversight of the execution of the Group's strategy, the management of its principal risks and the Company's transformation processes in an increasingly demanding and dynamic global environment.

(iv) A balanced and diverse composition aligned with best corporate governance practice:

- / The proposals raised would enable the Board of Directors to maintain an appropriate structure and proportion among the different directorship types:
  - o A total of ten (10) directors, within the limits set by the Articles of Association and within the range of five (5) to fifteen (15) members indicated in Recommendation 13 CBG.
  - o Of the ten (10) directors who would continue serving on the Board, one (1) would be an executive director, four (4) would be proprietary directors and five (5) would be independent directors. Accordingly:
    - Non-executive directors would continue to represent a substantial majority of the Board (9 out of 10), in accordance with Recommendation 15 CBG.
    - Independent directors would represent 50% of the total number of Board members, in compliance with Recommendation 17 CBG, even though Inditex is a company with a controlling shareholder (holding approximately 60% of the share capital), and accordingly, considering this factor, at least one third of the directors must be independent.
    - The proportion of proprietary directors relative to the total number of non-executive directors (4 out of 9) would not exceed the proportion of the Company's share capital represented by such directors in relation to the remainder of the capital, in accordance with Recommendation 16 CBG.
    - The proportion of female directors would remain at 50% of the total number of Board members, in accordance with Recommendation 15 CBG, the Company's internal regulations and *Ley Orgánica* 2/2024 of 1st August on equal representation of men and women.
- / The resulting composition would combine directors with extensive experience and knowledge of the Group, its business and the retail and fashion sector, together with other directors bringing training, skills, knowledge and experience in additional areas and sectors that are complementary and strategically relevant to the Company.

- Each member of the Board demonstrates a high level of professional and personal integrity and has sufficient availability to devote the time required for the proper discharge of their duties.
- The average tenure of independent directors would stand at 5.4 years and the average age of directors at 63.40 years, reflecting an appropriate balance between experience, continuity and refreshment.

III. TAKEAWAYS

Following its assessment, the Board concludes that:

I. Ms Marta Ortega Pérez, Mr Óscar García Maceiras, Ms Flora Pérez Marcote, Bns. Denise Patricia Kingsmill, Ms Pilar López Álvarez, Ms Belén Romana García and Mr José Ignacio Goirigolzarri Tellaeche collectively and individually possess the necessary competence, experience, merit, integrity and availability to discharge their duties effectively.

II. The proposals for the re-election and election of directors allow maintaining a balanced and diverse board composition, fully aligned with best corporate governance practices, shoring up its capacity to effectively oversee the strategy, management and the principal risks that the Group faces.

III. Candidates' classification as proprietary, executive or independent directors is appropriate as applicable, as proposed by the Nomination Committee, having regard to the definitions set out for such purposes in Section 529*duodecies* LSC.

Accordingly, in issuing this report, which will form part of the minutes of the AGM called to be held on Tuesday 7 July or Wednesday 8 July 2026, on first and second call respectively, the Board of Directors submits the following proposed resolutions to shareholders at the Annual General Meeting:

"*5. Board of Directors:*

The following resolutions are proposed to shareholders at the AGM, following the relevant reports and proposals issued by the Nomination Committee and/or the Board of Directors, where applicable:

a. *Re-election of Ms Marta Ortega Pérez to the Board of Directors as proprietary director.*

"To re-elect Ms Marta Ortega Pérez to the Board of Directors as proprietary director for a two-year term as of the date of the Annual General Meeting."

b. *Re-election of Mr Óscar García Maceiras to the Board of Directors as executive director.*

"To re-elect Mr Óscar García Maceiras to the Board of Directors as executive director for a two-year term as of the date of the Annual General Meeting."

c. *Re-election of Ms Flora Pérez Marcote to the Board of Directors as proprietary director.*

"To re-elect Ms Flora Pérez Marcote to the Board of Directors as proprietary director for a two-year term as of the date of the Annual General Meeting."

d. *Re-election of Bns. Denise Patricia Kingsmill to the Board of Directors as independent director.*

"To re-elect Bns. Denise Patricia Kingsmill to the Board of Directors as independent director for a two-year term as of the date of the Annual General Meeting."

e. *Re-election of Ms Pilar López Álvarez to the Board of Directors as independent director.*

"To re-elect Ms Pilar López Álvarez to the Board of Directors as independent director for a two-year term as of the date of the Annual General Meeting."

f. *Re-election of Ms Belén Romana García to the Board of Directors as independent director.*

"To re-elect Ms Belén Romana García to the Board of Directors as independent director for a two-year term as of the date of the Annual General Meeting."

g. *Election of Mr José Ignacio Goirigolzarri Tellaeche to the Board of Directors as independent director.*

"To elect Mr José Ignacio Goirigolzarri Tellaeache to the Board of Directors as independent director for a two-year term as of the date of the Annual General Meeting."

Arteixo (A Coruña), 2nd June 2026.