

# INDITEX

Revised text of the

## Sustainability Committee's Regulations

Approved by the Board of Directors on 10 June 2025

## About these Regulations

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Name	Sustainability Committee's Regulations
Overview	These Regulations seek to determine the guidelines for action, the basic rules of its composition, organisation and proceedings and the rules of conduct for its members, encouraging their independence
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## Chapter I. Preliminary

### Section 1. Nature and purpose

1. Pursuant to the corporate governance system, of Industria de Diseño Textil, S.A. (Inditex, S.A.) (the "Company"), the Board of Directors has set up the Sustainability Committee ("SC" or the "Committee"), a permanent internal consulting and advisory body, without executive duties, with information, oversight, advisory and proposal-making powers within its scope of action, which shall be governed by the provisions set forth in applicable regulations, the Articles of Association, the Board of Directors' Regulations and in these Sustainability Committee's Regulations, (the "Regulations").
2. These Regulations seek to determine the guidelines for action of the SC, the basic rules of its composition, organisation and proceedings and the standards of conduct for its members, fostering its independence.

### Section 2. Priority and interpretation

1. These Regulations further develop and supplement the provisions of applicable regulations, of the Articles of Association and the Board of Directors' Regulations which apply to the Committee, which shall prevail in case of inconsistency with the provisions of the former.
2. These Regulations shall be construed pursuant to applicable regulations, the Articles of Association and the Board of Directors' Regulations, as well as to the recommendations on corporate governance of Spanish listed companies and the best corporate governance practices applied in the countries around Spain, from time to time in force.
3. In the absence of a specific rule and to the extent that they are not incompatible with the nature of the Committee, the provisions of the Board of Directors' Regulations regarding the proceedings of the Committee and namely, calling of the meetings, granting of proxy to another director, quorum, conduct of meetings and system for passing resolutions, casting of votes in writing without a meeting, and approval of the minutes shall apply to the Committee.
4. The settlement of any doubts arising from or in connection with the enforcement of these Regulations falls on the Board of Directors pursuant to the general criteria used for the interpretation of legal rules and taking into account the purpose of the Committee.

### **Section 3. Approval and amendment**

1. The power to approve or amend these Regulations lies with the Board of Directors, at its own behest, at the behest of its Chair or at the behest of the Committee.
2. The proposal to amend these Regulations shall be accompanied by the relevant memorandum in support of such amendment.
3. The text of the proposal approved and the memorandum in support shall be made available to the directors prior to the meeting of the Board of Directors in which the amendment of these Regulations is to be deliberated on.

### **Section 4. Compliance and dissemination**

1. Committee members, as well as all other members of the Board of Directors to the extent they are affected, are bound to be familiar with, comply with and enforce these Regulations, for which purpose they shall be posted on the Company's corporate website.
2. Additionally, the Committee shall ensure compliance with these Regulations and take all appropriate steps so that they are duly circulated within the Company and its subsidiaries (the "Group").

## **Chapter II. Mission and powers of the Committee**

### **Section 5. Mission of the Committee**

1. The SC is responsible for advising the Board of Directors on the matters under its purview and overseeing the sustainability proposals in the social and environmental field, in the field of health and safety of the products that the Company or any company of the Inditex Group sells, of diversity and inclusion and of the relations with the different stakeholders in such fields. Additionally, the Committee is responsible, together with the Audit and Compliance Committee ("ACC"), for overseeing the information included in the sustainability report and in any other public documentation related with its powers.
2. In the performance of its duties, the Committee shall take into account the following basic principles of action:
  - (i) Independence from instructions from and ties with third parties which might compromise the proceedings of the Committee.
  - (ii) A constructive dialogue that fosters the freedom of speech of its members and encourages the diversity of opinions.

- (iii) Regular and effective two-way communication with its usual interlocutors, namely, with the Sustainability Department of the Company and with the Sustainability and Inclusion Advisory Committee (“SIAC”) or any Advisory Committee that may from time to time exist within the Company’s corporate governance structure to provide support and advisory advice to the governing bodies and which report to the SC, the Chair of the Board of Directors, the Chief Executive Officer (CEO) and other executive directors, if any, and with the t he Company’s Management, without prejudice to any coordination that should be established with other internal board committees to the extent that they have different powers over the same matter.
- (iv) Required analytical skills, employing for such purposes external advisors where this is deemed necessary for the appropriate discharge of its duties, namely relating to certain controversial, new or especially complex issues, issues of a technical nature or particularly relevant ones.

## **Section 6. Powers relating to sustainability**

Without prejudice to any other task it may entrusted by the Board of Directors, , the SC has the following main duties regarding the sustainability of the Company and its Group:

- (a) To advise the Board of Directors on the design of the guiding principles, strategies, policies and targets to be followed in terms of social and environmental sustainability.
- (b) To monitor the social and environmental sustainability strategy and practices, assessing whether they are aligned with the Group’s Sustainability Policy, evaluating their degree of compliance, and, where appropriate, to propose recommendations to improve the position of the Company and the Group in this area.
- (c) To regularly review the internal regulations of the Group in the field of sustainability, in particular the Sustainability Policy, and where appropriate, propose to the Board any update or amendment thereto, as well as monitoring compliance thereto, ensuring that it focuses on creating long-term value for shareholders and stakeholders, to review it, and to propose to the Board, if appropriate, its update and amendment.
- (d) To review the recommendations and best business practices on the market in the field of sustainability.
- (e) To verify and encourage compliance by the Company and all the companies of its Group with the most exacting international policies, regulations and standards in the field of human rights, the environment, social issues and other sustainability-related matters, both in relation to the activities of the Company and its Group and those of their business partners and suppliers across the value chain.

- (f) To oversee the adoption of measures that are, under applicable regulations, necessary and appropriate to identify, assess, prevent, mitigate and, where appropriate, remedy actual or potential adverse impacts on human rights and the environment, both in relation to the Company and its Group and in relation to the value chain.
- (g) To be apprised of the different public or private sustainability initiatives launched in the countries where the Group operates.
- (h) To be apprised of the listing and ranking of the Group in the most exacting and renown international sustainability indices.
- (i) To encourage compliance by the Group with the 17 Sustainable Development Goals set by the United Nations (the "SDGs").
- (j) To encourage a more intensive and committed management in the field of sustainability, in particular, of social and environmental issues.
- (k) To receive from the Sustainability Department whenever the Committee may deem it fit for the appropriate exercise of its duties, information on the Sustainability Policy, namely on:
  - a. Monitoring compliance with the Code of Conduct for Manufacturers and Suppliers across the supply chain of the products that the Company and the Group places on the market, with special reference to the result of the social audits, as well as the projects directly or indirectly executed by the Company for the purposes of ensuring the application and observance of human and labour rights across the entire production line;
  - b. achievement of the goals of the Strategic Sustainability Plan from time to time in force regarding social, environmental, and health and safety of the product issues;
  - c. progress in the level of compliance with public and internal commitments undertaken by the Company in the field of Sustainability;
  - d. the main initiatives in sustainability innovation, their evolution and possible impacts - positive and/or adverse - and how they contribute, where applicable, to the fulfilment of the commitments made by the Company;
  - e. the main community investment initiatives and how they contribute to the development of society and/or care for the planet.

- (l) To report prior to its approval by the Board, on all documentation to be published by the Company on matters within its purview, liaising with the other board committees within the scope of their respective powers.

## **Section 7. Powers relating to Diversity and Inclusion**

Without prejudice to any other task it may be entrusted by the Board of Directors, the SC has the following main duties regarding diversity and inclusion:

- (a) To advise the Board of Directors on the design of guiding principles, strategies, policies and objectives to be followed in these areas.
- (b) To monitor the Group's strategy and practices in this area, assessing their compliance with the Diversity and Inclusion Policy and with criteria of equity and inclusion and, where appropriate, to propose recommendations to improve the position of the Company and the Group in this area.
- (c) To analyse the degree of compliance with public and internal programmes and commitments on diversity and inclusion.
- (d) To periodically evaluate the effectiveness of the main indicators and KPIs related to participation, equal opportunities and the effective and sustainable inclusion.
- (e) To assist the Board in promoting and integrating the corporate culture and values of inclusion, equity and respect and non-discrimination at all levels of the organisation, monitoring their degree of integration within the Group's key processes such as selection, promotion, benefits and work-life balance – being able for such purposes to commission organisational diagnoses, internal audits on biases, gaps or barriers, climate surveys, etc. - and reporting to the Board on this matter.
- (f) To periodically assess the alignment of the Group's internal regulations with international frameworks and best practices in this field and, in particular, with the Group's D&I Policy and, where appropriate, propose to the Board its update or amendment or the adoption of new policies, as well as oversee compliance therewith.
- (g) To receive information on protocols for preventing and responding to discrimination and oversee any measures that need to be implemented to identify, assess, prevent and mitigate potential risks - liaising with the ACC where appropriate, with respect to matters within their respective purview-.

## **Section 8. Powers relating to the relations with the different stakeholders**

Without prejudice to any other task it may be entrusted by the Board of Directors, the SC has the following main duties, with regard to the relations with the different stakeholders of the Company and its Group:

- (a) To advise and apprise the Board of the main interests and requirements of the different stakeholders of the Company and its Group.
- (b) To oversee and evaluate– liaising with the ACC where applicable, with regard to issues that fall under its purview – the strategy on communication and relations with shareholders – including small and medium shareholders – investors, proxy advisors and other stakeholders, and the enforcement of the Policy on Disclosure of Economic-Financial, non-Financial and Corporate information, and foster its enhancement.
- (c) To oversee and evaluate the procedures and communication channels of the Company and its Group with the different stakeholders, with regard to issues that fall under its purview, and encourage their improvement, liaising with the ACC, where applicable.
- (d) To oversee the process to prepare and publish regulated and non-regulated sustainability information, as well as its clarity and integrity, with regard to the areas of its responsibility, in particular the information provided in the sustainability report and in the directors' report, in accordance with applicable regulations and international standards of reference, in particular regarding the contribution to SDGs, liaising with the ACC to ensure a consolidated view on the effective application of the policies that fall under their respective purview.
- (e) To review and apprise the Board of Directors of the latest advertisement and responsible marketing trends.
- (f) To make proposals aimed at improving the Company's reputation, the image of its different commercial formats, the transparency and the ethics standards that guide the Group's activity.

## **Section 9. Other powers entrusted to the SC**

Additionally, the SC shall have the following duties:

- (a) To issue such reports and carry out proceedings that fall within its remit, or which are required by the Board of Directors or its Chair.

- (b) To submit its proposals on the appointment of candidates to serve on the SIAC– or any other Advisory Committees that may exist in the future reporting to the SC given their sphere of competence – should it deem it appropriate.

The SC may also, should it deem it necessary, report on the appointment and removal of members to such Advisory Committees, before the report issued by the Nomination Committee, assessing the eligibility, competences, knowledge and experience of the prospective candidates.

- (c) To assess the draft bills and the amendments of national as well as foreign or international regulations on sustainable development, corporate social responsibility, equality and inclusion and other related issues, and their potential impact on the Group's activity.
- (d) To assess its performance independently and to report to the Board on the outcome of such assessment.
- (e) To prepare an annual report on its activities.
- (f) To ensure the dissemination, knowledge and awareness of corporate policies and procedures governing matters within its purview by relevant persons within the Company to ensure their enforcement.

## **Chapter III. Composition of the Committee**

### **Section 10. Composition and offices**

1. The Committee shall comprise a number of non-executive directors no lesser than 3 nor higher than 7, the majority of whom shall be independent.
2. Committee members shall be appointed by the Board of Directors after report of the Nomination Committee.

The Board of Directors shall strive to ensure that Committee members have, as a whole, the appropriate knowledge, qualifications and experience to perform the duties they are called upon to perform, including on sustainability, social action initiatives, sustainable resources management and design of communication policies with stakeholders.

Likewise, the Board of Directors shall encourage a diverse membership on the Committee as regards professional experience, competences, personal skills, sector-specific knowledge, international experience or geographic origin, age and gender, taking into account the restrictions that are a result of its size, smaller than the Board.

3. The Board of Directors shall appoint a Chair from among the independent directors sitting on the Committee, ensuring that he/she is sufficiently qualified and available.
4. In the event of absence, impossibility or sickness of the Chair of the SC, they will be replaced by the director of the same directorship type appointed by the Chair for such purposes or, failing that, by the most senior of the remaining directors of the same directorship type serving thereon.
5. The Board of Directors shall also appoint a Secretary of the Committee, who needs not be a director; in such case, the Secretary shall have the right to speak but not to vote.

### **Section 11. Term of office**

1. Committee members shall hold their office while they remain as directors of the Company, except if the Board of Directors resolves otherwise.
2. Committee members who are re-elected by the Company by resolution of the General Meeting of Shareholders shall remain in their office within the Committee, without the need for a new election, without prejudice to the power of revocation that lays with the Board of Directors.

### **Section 12. Removal**

Committee members shall vacate office:

- (a) when they cease to be directors of the Company;
- (b) when they cease to be non-executive directors, even if they remain on the board of directors; or
- (c) by resolution of the Board of Directors.

## **Chapter IV. Proceedings of the Committee**

### **Section 13. Committee meetings**

1. The Committee shall meet, at least 3 times a year and each time that its Chair calls it. The Chair must call the SC whenever the Board of Directors or the Chair thereof would request the issue of a report or the submission of proposals within the scope of its powers and, in any case, whenever it is appropriate for its effectiveness. The SC shall also meet when so requested by at least one third of its members; in such case, the meeting shall be called by the Chair to be held within 15 days of the request.
2. Ordinary meetings shall be called by e-mail or by any other means that gives proof of notice dispatch and receipt and the notice shall be signed by the Chair or the Secretary. The notice calling the meeting shall be given at least 3 days in advance.

The notice of the meeting shall always include the agenda and it shall be accompanied by the duly summarised and prepared relevant information.

3. The Chair may call extraordinary SC meetings when, in their view, the circumstances so warrant; in such cases the notice period and the remaining requirements laid down in the foregoing paragraph shall not apply.

The Chair may also arrange preparatory working meetings ahead of committee meetings or one-off meetings on specific topics besides the formal ones.

4. The SC shall prepare an annual work plan, which shall include, at least, the specific objectives for the financial year and an annual schedule of ordinary meetings and shall inform the Board thereof.
5. Likewise, the SC shall, to the extent possible, endeavour to provide for the possibility of relying on external advisors and shall set out the corresponding training plan for them to correctly execute their duties. Requests for external assistance shall be made via the General Counsel's Office.

#### **Section 14. Quorum**

1. A quorum for Committee meetings shall be declared when at least the majority of its members, attend in person or by proxy.
2. Directors shall make their best efforts to attend Committee meetings and, whenever they cannot attend in person, they shall endeavour to grant proxy to another member of the SC with the relevant instructions, informing thereof the Chair of the Committee.
3. Without prejudice to the foregoing, a quorum for Committee meetings shall be declared if all its members, present or represented, unanimously accept to hold the meeting.

#### **Section 15. Venue**

1. SC meetings shall be held at the place of the registered office or anywhere else as indicated in the notice calling the meeting.
2. The Committee may also pass written resolutions in lieu of meeting, pursuant to the provisions of applicable regulations. Likewise, committee meetings may be conducted via video conference or conference call system or making use of any other equivalent system allowing to recognise and identify attendees, for them to communicate, speak and cast vote, all of it in real time, in which case the meeting shall be deemed to have been held at the registered office. The Secretary of the SC shall record in the minutes of the meetings held by these means, not only the members who attend in person or, where appropriate, by proxy granted to another director,

but also those members attending the meeting via conference call, video conference or equivalent system.

### **Section 16. Attendance**

1. The SC may call executive and non-executive directors, members of Management and any employee of the Company, who shall be bound to appear before the Committee, attend its meetings and provide their assistance and access to the information available to them when the Committee so requests.
2. Efforts will be made to ensure that presence at Committee meetings of anyone other than its members is limited to such cases where it is necessary, and for the transaction of specific items on the agenda for which they were called to attend.
3. Those in attendance at Committee meetings, namely, where applicable, the verifiers of sustainability information, shall not take part in any stages of the deliberations and voting of agenda items except in specific cases for which, if they materialise, adequate justification should be given in the minutes.

### **Section 17. Resolutions**

1. Except in those cases where a larger majority is required by applicable regulations, the Articles of Association, the Board of Directors' Regulations or these Regulations, resolutions shall be passed by an absolute majority of the votes of the members attending the meeting. In case of equality, the Chair shall have a casting vote.
2. The deliberations and resolutions passed by the SC shall be entered into a Minute Book. Minutes shall be signed by the Chair and the Secretary, or by the person acting in their stead in the meeting to which the minutes refer to. Copies and certified copies of the minutes shall be authorised and issued by the Secretary with the approval of the Chair, or by the persons acting in their stead. Minutes will be approved by the SC at the end of the meeting or during the following meeting. They can also be approved in part at the end of the meeting.

## **Chapter V. Authorities of the Committee and duties of its members**

### **Section 18. Authorities and advice**

1. The SC may request, through the Secretary of the Board of Directors, access to any information or documentation available to the Company relating to matters within its purview and which it deems necessary to perform its duties.

2. To ensure that the SC performs its duties at its best, it may seek the advice of external experts, and for such purpose, the provisions of the Board of Directors' Regulations on this issue shall apply.
3. The SC shall set up an induction programme for new members that ensures a minimum and streamlined knowledge of the business and organisational model of the Company as well as its strategy and the scope of supervision of the Committee, which facilitates their active participation from the outset.

Such induction programme shall cover at least: (i) the role of the Committee, its responsibilities and objectives; (ii) the proceedings of all other board committees; (iii) the dedication time expected for each position within the Committee; (iv) an overview of the business and organisational model of the Company, its strategy and powers, and the knowledge and experience that directors must have; and, (v) the reporting obligations of the Company.

Likewise, the SC shall arrange such periodic training sessions that it may deem appropriate for new members to properly carry out their duties.

### **Section 19. Duties of Committee members**

1. Committee members shall act with independence of judgment and action with respect to the rest of the organisation and carry out their duties with the utmost diligence and professional competence.
2. Committee members are subject as such to all the duties of directors set forth in the Board of Directors' Regulations, to the extent that they are applicable to the responsibilities discharged by the Committee.

### **Section 20. Conflicts of interest**

Where the business to be transacted at Committee meetings directly affects any of its members or their related parties, and generally, when such member is involved in a conflict of interest, the proceedings provided for such purpose in the Board of Directors' Regulations shall be followed.

## **Chapter VI. Relations of the Committee**

### **Section 21. Relations with the General Meeting of Shareholders**

1. The SC will advise shareholders at the General Meeting of Shareholders on such questions they might raise regarding matters that fall within its purview.
2. The annual report on the activities of the Committee referred to in section 8(f) above will be posted on the Company's website with the notice calling the Annual General Meeting.

## **Section 22. Relations with the Board of Directors**

1. The SC shall report, through its Chair, to the Board of Directors on all business transacted and all resolutions passed, as well as on its proceedings and the work done at the first meeting of the Board of Directors held immediately after. Likewise, a copy of the minutes of the meetings of the Committee shall be made available to all the directors.
2. To facilitate and make more efficient its access to whatever external resources it may need, the SC shall draw up a budget, when it deems it appropriate, and submit it to the Board of Directors. The Chair and/or the Secretary of the Committee shall report to the Board of Directors on any expenses incurred, where appropriate, during the previous year.
3. The Board of Directors or its Chair shall make requests for proposals or reports from the Committee. Likewise, the Committee shall consider the recommendations made by the Chair, the members of the Board of Directors, the officers of the Company and its shareholders.
4. The Committee shall submit to the Board of Directors, for approval, the annual report on its activities in the previous year referred to in section 8(f) above.

## **Section 23. Relations with the Sustainability and Inclusion Advisory Committee**

1. The SIAC is a permanent internal consulting and advisory body, without executive duties, with information, advisory and proposal-making powers in the field of social and environmental sustainability and diversity. Consequently, it will advise and support the SC on such issues.
2. The SIAC will regularly report to the SC, at least once a year, in joint meetings, on its activities and on the main business transacted by the former, for the purposes of informing about its role and findings regarding sustainability report.

In any case, the SC or its Chair may request from the SIAC that it issues reports and/or that it engages in specific proceedings within its purview, whenever this is convenient to ensure the effectiveness of the SC.

3. The foregoing without prejudice to the advice that the SC may also receive from other Advisory Committees which, without reporting to the same, may provide assistance on specific issues of its interest and within its purview or, even from other committees of that same nature that may be established in the future under its direct authority.

## **Section 24. Relations with the verifier of the sustainability information**

1. Without prejudice to the powers incumbent on the ACC regarding the process of verification of the mandatory sustainability information, the SC on which the ACC may rely – raising questions about specific issues within its purview or involving it in such processes that require or advise a collaboration between both committees –, can also keep a fluent communication with the

verifiers to facilitate their oversight of the process of preparing and drafting sustainability information. In particular, the SC may request information about potential disagreements that may have arisen between the verifier and the Management.

2. The SC will evaluate with the verifier whether the mutual relations have been appropriate and if necessary, analyse whether it should take steps to improve them.
3. The SC will follow up on the recommendations proposed by the verifier of the sustainability information and may request their collaboration whenever this is deemed necessary.

### **Section 25. Relations with the Chair, the CEO and other executive directors, if any, the Management and other employees**

1. For the purposes of ensuring the appropriate performance of its duties, the SC shall have regular contact with the Chair of the Board, the CEO and other executive directors, if any, the Management and any other employees, and it may request their presence at its meetings.
2. The SC will keep a fluent communication with the Company's Management to understand its decisions on the application of the most significant yardsticks with regard to those topics within its purview.

### **Section 26. Relations with board committees**

The SC will set the necessary coordination mechanisms with the remaining board committees, in particular with the ACC regarding the sustainability information, so that each of them may duly perform the duties they have been entrusted with regarding concomitant topics. Such mechanisms include:

- (i) Holding one or more joint meetings in each financial year;
- (ii) the Chair of the SC shall have a fluent and permanent communication with the Chairs of board committees, with the support of the Secretary of the Board and its committees, in particular with the Chair of the ACC;
- (iii) the reports and proposals issued by the SC will be provided to the remaining board committees, where they are related to matters within their respective purview.

## **INDITEX**