Inditex, S.A.
Edificio Inditex
Avda. de la Diputación
15142 Arteixo
A Coruña, Spain
Tel +34 981 18 5350
Fax +34 981 18 5351



#### **COMMUNICATION OF RELEVANT FACT**

Pursuant to the provisions of article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16<sup>th</sup> April 2014 on market abuse, and of section 228 of the revised text of the Stock Exchanges Act, approved by *Real Decreto Legislativo* 4/2015, of 23 October, Industria de Diseño Textil, S.A. (Inditex, S.A.) (hereinafter, "Inditex" or the "Company") hereby discloses the following:

#### **RELEVANT FACTS**

### FIRST.- Resolutions passed by the Annual General Meeting

The Annual General Meeting of Inditex has been held today on first call, in Arteixo (A Coruña) (Spain), and the following resolutions have been passed:

First.- Review and approval, where appropriate, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and Management Report of Industria de Diseño Textil, Sociedad Anónima, (Inditex, S.A.) for financial year 2016, ended 31 January 2017.

To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and of the Management Report of Inditex for financial year 2016 (ended 31 January 2017), stated by the Board of Directors in the meeting held on 14 March 2017 and signed by all the directors.

Second.- Review and approval, where appropriate, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Comprehensive Income, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and Management Report of the consolidated group ("Inditex Group") for financial year 2016, ended 31 January 2017, and of the management of the company.

To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Comprehensive Income, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and of the consolidated Management Report of the Inditex Group for financial year 2016 (ended 31 January 2017), stated by the Board of Directors in the meeting held on 14 March 2017 and signed by all the directors.

To approve the management of the Board of Directors of Inditex for financial year 2016.



## Third.- Distribution of the income or loss of the financial year and declaration of dividends.

To approve the proposed distribution of the income of financial year 2016 (ended 31 January 2017), in the amount of €2,215,725,000 to be distributed as follows:

To voluntary reserve	€98,857,000
To dividends€2	,116,868,000

Dividends (maximum amount to be distributed corresponding to a fixed gross dividend of €0.68 per share, corresponding to an ordinary dividend of €0.50 per share and an extraordinary dividend of €0.18 per share, for all outstanding shares).

TOTAL......€2,215,725,000

It is thus resolved to pay the shares with the right to dividend, the gross amount of €0.68 per share. The gross amount of €0.34 per share having been already paid last 2 May 2017 as interim dividend, it is thus resolved to pay the shares with a right to dividend, a supplementary dividend (ordinary and extraordinary) in the gross amount of €0.34 per share, remaining amount to add up to the total dividend.

This supplementary dividend shall be paid to shareholders as of 2 November 2017, through those entities linked to the Spanish Central Securities Depositary, in charge of the Register of Securities, and the Clearing and Settlement of all trades (Iberclear) where they have their shares deposited.

## Fourth.- Re-election of Mr José Arnau Sierra to the Board of Directors as proprietary director

To approve the re-election of Mr José Arnau Sierra, whose personal details have already been registered with the Companies Register, to the Board of Directors as proprietary director, for the four-year term provided in the Articles of Association, as of the date of the Annual General Meeting.

# Fifth.- Re-election of Deloitte, S.L. as auditors of the Company and its Group for financial year 2017.

To re-elect Deloitte, S.L, with registered office at Madrid, Plaza Pablo Ruiz Picasso 1, with VAT No. B-79104469, registered with the Official Register of Auditors under number S0692, to be the Auditor of the Company in order to review the annual accounts and the management reports of the Company and the consolidated annual accounts and reports of the Inditex Group, for the period running from 1 February 2017 through 31 January 2018.

## Sixth.- Advisory vote (say on pay) on the Annual Report on the Remuneration of Directors.

To approve, by means of an advisory vote (say on pay), the Annual Report on the Remuneration of Directors of Inditex approved by the Board of Directors last 14 March 2017, the full text of which has been made available to the shareholders, together with the



remaining documentation for the Annual General Meeting, as of the date the notice of the Annual General Meeting was published.

### Seventh.- Granting of powers to implement resolutions.

To delegate to the Board of Directors, expressly empowering it to be substituted by the Executive Committee or by any of its members, as well as to any other person expressly authorised for these purposes by the Board, all necessary and broadest powers as required in statute for the correction, development and implementation, at the time that it may deem most appropriate, of each and every resolution passed by this Annual General Meeting.

Namely, to authorise the Executive Chairman, Mr Pablo Isla Álvarez de Tejera, and to grant a special power of attorney as broad as might be required in statute, to the Secretary of the Board, Mr Antonio Abril Abadín so that, either of them may, jointly and severally, without distinction, and as widely as is necessary at law, do and perform all acts and things as may be required to implement the resolutions passed by this Annual General Meeting in order to record them with the Companies Register and with any other Public Registries, including, in particular, without limitation, the power of appearing before a Notary to execute the public deeds and notary's certificates that are necessary or expedient for such purpose, correct, change, ratify, construe or supplement the agreements and execute any other public or private document which may be necessary or expedient so that the resolutions passed are implemented and fully registered, without the need for a new resolution of the Annual General Meeting to be passed, and to proceed to the mandatory filing of the individual and consolidated annual accounts with the Companies Register.

### **SECOND.-** Resolution passed by the Board of Directors

# Re-election of member and Deputy Chair of the Executive Committee and the advisory Committees.

The Board of Directors has re-elected in the meeting held today Mr José Arnau Sierra as member and Deputy Chair of the Executive Committee. Mr Arnau has accepted such re-election.

Consequently, the composition of the Executive Committee is as follows:

Chair: Mr Pablo Isla Álvarez de Tejera

Deputy Chair: Mr José Arnau Sierra

Ordinary members: Mr Amancio Ortega Gaona

Mr José Luis Durán Schulz Mr Rodrigo Echenique Gordillo

Mr Carlos Espinosa de los Monteros Bernaldo de Quirós

Mr Emilio Saracho Rodríguez de Torres



Further to his re-election as director, Mr Arnau shall remain in the office of Deputy Chairman of the Board of Directors, and sit on the Audit and Control Committee, the Nomination Committee and the Remuneration Committee, as provided in section 146 of the Regulations of the Companies Register and in section 23.2 of the Board of Directors' Regulations.

Done in Arteixo (A Coruña), (Spain), on 18 July 2017

Antonio Abril Abadín General Counsel and Secretary of the Board