



# Code of Conduct and Responsible Practices Inditex Group

July 2012

# Index

|                                                                               |    |
|-------------------------------------------------------------------------------|----|
| 1. Definition and goals of the Code of Conduct and Responsible Practices..... | 3  |
| 2. Scope of application .....                                                 | 3  |
| 3. General principles.....                                                    | 4  |
| 4. Conduct and responsible practices commitments .....                        | 5  |
| 4.1. Compliance with applicable laws and internal regulations.....            | 5  |
| 4.2. Enforcement of agreements and conventions .....                          | 6  |
| 4.3. Relationship with employees .....                                        | 6  |
| 4.4. Relationship with customers .....                                        | 6  |
| 4.5. Market practice .....                                                    | 7  |
| 4.6. Relationship with suppliers .....                                        | 8  |
| 4.7. Relationship with public authorities and servants .....                  | 8  |
| 4.8 Conflicts of interest .....                                               | 9  |
| 4.9 Exercise of other activities .....                                        | 10 |
| 4.10 Use of goods and services of the company .....                           | 10 |
| 4.11 Confidentiality of information and personal data protection .....        | 11 |
| 4.12 Protection of intellectual and industrial property .....                 | 12 |
| 4.13 Record of transactions.....                                              | 12 |
| 4.14 Social and environmental commitment.....                                 | 13 |
| 5. Code Compliance and Committee of Ethics .....                              | 13 |
| 5.1. Committee of Ethics.....                                                 | 13 |
| 6. Publicity of the Code.....                                                 | 14 |
| Schedule I: Codes and global commitments willingly undertaken by Inditex..... | 15 |
| Schedule II: Definitions .....                                                | 16 |

## 1. Definition and goals of the Code of Conduct and Responsible Practices

Inditex's "Code of Conduct and Responsible Practices" (hereinafter, the "Code") is the updated and consolidated version in a single document of two codes: the "Internal Code of Conduct" and the "Internal Guidelines for Responsible Practices", which were approved by the Board of Directors of Inditex, S.A. in 2001 and 2006, respectively.

The Code provides the action lines which must be followed by the Inditex Group (hereinafter, "Inditex" or the "Company") and its employees in the performance of their professional duties.

The goal of this Code consists of exacting an ethical and responsible professional conduct from Inditex and its entire workforce in the conduct of their business anywhere in the world, as a gist of its corporate culture upon which the training and the personal and professional career of its employees is based. For such purposes, the principles and values which shall govern the relationship between Inditex and its stakeholders (employees, customers, shareholders, business partners, suppliers and the societies where its business model is implemented) are defined.

Therefore, the Code:

- ✓ Allows gaining awareness and enforcing Inditex' s business culture, deeply rooted in respecting human and labour rights and in the effective inclusion within the company of the whole group of employees, respecting their diversity.
- ✓ Lays down the principle of due diligence regarding the prevention, detection and removal of irregular conducts, regardless of their nature, including, among others, risks review, definition of liabilities, training of employees and, where appropriate, of third parties linked to the company, and procedures standardization, namely to give notice and to immediately remove irregular conducts.
- ✓ The Code takes into account the principle of criminal liability of legal persons, addressed in the legal system of different jurisdictions where Inditex operates, and prevents and forbids the existence of any behaviour which may entail that the company is deemed to be liable, from its legal representatives, directors, employees or any other party under the authority of any staff member.

## 2. Scope of application

The Code applies to all the companies which form Inditex and it is binding for their whole staff, regardless of the office they hold and the duties they perform.

The enforcement of the Code, in full or in part, may extend to any physical and/or natural person linked to Inditex, where this is expedient to achieve its goal and possible, given the nature of the relationship.

Notice of this Code shall be given in person to all the Directors, Officers and any other person representing Inditex, where the type of relationship with the company so requires, and they shall undertake in writing to abide by it. Likewise, this obligation to enforce the Code shall be

expressly provided in the employment agreements entered into with the employees, who will receive a copy of the Code upon joining the company.

The exemption from the obligation for specific cases duly evidenced may be authorized by the Committee of Ethics exclusively, which shall report such fact, as soon as possible, to the Audit and Control Committee.

### 3. General principles

The Code of Conduct is defined as an ethical commitment that includes basic principles and standards for the proper development of the relations between INDITEX and its principle stakeholders wherever it carries out its business activities.

The Code is based upon the following principles:

- ✓ All the operations of the Inditex Group shall be developed under an ethical and responsible perspective.
- ✓ Compliance with laws and regulations of each country.
- ✓ The conduct of Inditex's employees shall follow in letter and spirit the provisions of this Code of Conduct and Responsible Practices.
- ✓ All persons, whether natural or legal, who maintain, directly or indirectly, any kind of professional, economic, social or industrial relationships with Inditex shall be treated in a fair and honourable manner.
- ✓ All the activities of Inditex shall be carried out in the manner that most respects the environment, promoting biodiversity preservation and sustainable management of natural resources.

#### Employees

The Inditex Group does not employ anyone who has not reached the age of 16.

No one who is employed at Inditex shall be discriminated against because of their race, physical disability, illness, religion, sexual orientation, political views, age, nationality or gender.

Inditex forbids any manner of physical, sexual, psychological or verbal harassment or abuse to its employees, as well as any other behavior which may create an intimidating, offensive or hostile environment

The employees of Inditex have their right recognised to associate or organise themselves or to bargain collectively.

Working hours and overtime shall not exceed the statutory limit set forth in the laws and regulations of each country. Overtime shall always be voluntary and paid according to law.

Inditex's employees are paid wages in accordance with the duties performed, always respecting the agreements of each sector in each country.

All Inditex's employees perform their work in safe and healthy workplaces.

## Customers

Inditex undertakes to offer to all its customers a high standard of excellence, quality and safety in all its products, and to have a smooth and transparent communication with them. Such products shall be manufactured in an ethical and responsible manner.

## Shareholders

Inditex will perform its activity pursuant to the social interest, it being understood as the feasibility and maximization of the company's value in the long run in the common interest of all the shareholders.

## Business partners

Inditex's business partners are bound to comply with the contents of this Code.

## Suppliers

Manufacturers which produce the goods sold by Inditex are bound to comply with the Code of Conduct for Manufacturers and Suppliers and with this Code, as applicable. The remaining suppliers of goods and services for Inditex shall comply with both Codes, as applicable to them.

Likewise, they shall allow any monitoring by Inditex or any authorised third parties, to verify such compliance.

## Society

Inditex undertakes to collaborate with the local, national and international communities where it operates.

## 4. Conduct and responsible practices commitments

### 4.1. Compliance with applicable laws and internal regulations

Regulatory compliance is a prerequisite of this Code. Inditex's workforce must comply with all applicable laws and regulations in each and every country where Inditex manufactures, distributes and sells its products. Enforcement of this Code shall in no event entail infringing any of the prevailing legal provisions in force in any country where Inditex operates.

Inditex's workforce shall comply with the internal regulations and procedures of the company, and follow the directions which may be given in the implementation thereof.

Any existing local Codes of Conduct shall be aligned with and meet the standards hereunder provided and this Code shall prevail over any other internal regulation, unless this latter is more exacting. Such local Codes and any implementing instruments need to be approved first by the Audit and Control Committee.

For the sake of due internal control, decisions of Inditex' employees shall be traceable from the perspective of regulatory compliance; therefore, where such decisions are reviewed by any authorised third party or by the company itself, their adjustment to internal and external regulations need to be evidenced and verified.

Inditex undertakes to provide all required means for its employees to be aware of and to understand the internal and external regulations required for the performance of their duties.

In the event of any breach of this Code, the Company relies on a procedure to make enquiries and to give notices which allows anyone involved with the company to report in a confidential manner any irregularity which may entail an infringement of the Code.

## 4.2. Enforcement of agreements and conventions

Inditex makes its own, as part of its internal regulations, the contents of any national and international agreements and conventions to which it has adhered, and undertakes to promote and enforce them.

A list of the main agreements and conventions to which Inditex has adhered is attached hereto as Schedule 1, which shall be updated at all times.

## 4.3. Relationship with employees

Inditex considers individuals to be a key business factor, it upholds and promotes observance of human and labour rights and undertakes to enforce the regulations and best practices in the field of employment conditions and health and safety at work.

The workforce shall contribute to the strict observance of applicable employment standards and to the prevention, detection and removal of any irregularity with this respect. All employees shall be bound to interact with other employees, pursuant to criteria of respect, dignity and justice, taking into account the different cultural background of each individual, without allowing any manner of violence, harassment or abuse in the work place, or any manner of discrimination on account of race, religion, age, nationality, gender or any other personal or social condition beyond qualifications and capacity, especially considering attention and assimilation into working life of disabled or handicapped people.

All employees shall be responsible for strictly meeting any health and safety at work standards and for ensuring their own security and that of the individuals affected by their activities.

The use of any substance which may have a negative effect on the due performance of professional obligations is expressly forbidden.

## 4.4. Relationship with customers

All employees shall be bound to act, in their relationship with customers, pursuant to criteria of respect, dignity and justice, taking into account the different cultural background of each individual, without allowing any manner of discrimination on account of race, religion, age, nationality, gender or any other personal or social condition beyond qualifications and

capacity, especially considering attention and assimilation into working life of disabled or handicapped people.

Inditex protects its customers by setting forth and enforcing mandatory standards on all its suppliers in the field of health and safety of the product, and ensures that all goods it sells are not hazardous for their health and or safety. Inditex's employees shall make sure that the above referred standards are duly met, as well as any other standardised regulations and procedures, regarding labeling, quality and features of garments.

In the course of their business activities, Inditex's employees shall promote goods of the company based upon objective standards, without distorting their description or features. The company shall carry out promotional activities in a honest manner so as not to provide false or deceptive information which may mislead its customers or third parties. Likewise, contents shown in every promotional and advertising support shall present or promote the image of a healthy individual, preventing presenting cut off from reality stereotypes.

Inditex's workforce shall ensure the security of any and all means of payment used at the company's stores, whether physical or online stores, to ensure the appropriate working and traceability of invoicing and collection procedures, data protection regarding its customers and fraud prevention.

#### 4.5. Market practice

Inditex is a loyal competitor within the market and it does not admit any misleading, dishonest or malicious conduct whatsoever.

Inditex's employees shall carry out any search for commercial or market information without infringing any regulations protecting it. Employees shall reject any information about any competitor improperly gathered or gathered in breach of the confidentiality kept by the lawful owners of such information. Namely, especial attention shall be drawn to not breaching any secret of the company where professionals from other competing companies of the sector would join Inditex.

Workforce shall likewise refrain from disclosing any malicious or false information about the competitors of the company.

Other than regarding the selling at stores activity, regarding their relationship with third parties, Inditex's employees shall avoid, as a rule of thumb, any cash payment, and payments in currencies other than the agreed one. Anyway, payments shall adjust to the policies defined by the Financial Management Department. Likewise, employees shall exercise special control on any unscheduled payments to or by any third parties not previously mentioned in the relevant agreements, on payments made to any bank account other than the usual one used in the transactions with any given organization or individual; payments made to or by any individual, company, organization or to any account opened anywhere that is deemed to be a tax haven and those payments made to organizations whose shareholder, owner or ultimate beneficiary cannot be identified.

Employees shall require compliance with all regulations regarding processes of new registrations or declaration of origin of goods, supervising compliance with the standards and procedures laid down by the company in this field.

#### 4.6. Relationship with suppliers

Inditex's employees shall maintain a lawful, ethical and respectful relationship with its suppliers.

The choice of suppliers shall be governed by principles of objectivity and transparency, combining the interest of the company in achieving the best conditions, with that of maintaining stable relations with ethical and responsible suppliers.

Any and all suppliers working with Inditex shall undertake to observe human and labour rights of all employees recruited and to involve its business partners and convey these principles to them. Under no circumstance shall Inditex accept the violation of any of these principles.

Any activity within the scope of purchases and procurement will be carried out in full compliance with the prevailing corporate regulations and procedures in force. All decisions made within this scope shall be evidenced, that is they shall be supported and checked in the event of a review by any third parties or by the control-exerting bodies within Inditex. Inditex's personnel are bound to protect any commercially sensitive information regarding the terms and conditions set forth by the company regarding its procurement chain.

Inditex's employees shall not demand or accept from suppliers any information regarding the terms agreed with any of Inditex's competitors.

No Inditex's employee may offer, grant, apply for or accept, either directly or indirectly, any gifts, handouts, favours or compensations, whether in cash or in kind, regardless of the nature thereof, that might have an impact in the decision-taking process in connection with the performance of the duties pertaining to their office.

Any gifts or handouts received in breach of the provisions of this Code shall be forthwith returned and this fact must be reported to the Committee of Ethics. Should this return not be reasonably likely, these gifts or handouts shall be delivered to the Corporate Social Responsibility Department, which, further to the issuance of the pertaining receipt, shall contribute them to a charity.

Specifically, no Inditex's employee may offer, grant, apply for, or accept any gifts or handouts from any individuals or body corporate with whom Inditex has any manner of relationship whatsoever for an amount whether on its own or added up within one year which exceeds Euro 100 or the equivalent amount thereof in local currency. Cash gifts are expressly forbidden.

#### 4.7. Relationship with public authorities and servants

Inditex's employees shall maintain lawful, ethical and respectful relationships with the authorities and public institutions in such countries where they conduct their business, in line with international provisions on anti-corruption and anti-bribery policies. Such employees involved in any relationship with representatives of public authorities shall have the prior express authorization of the company for such relationship.

Any staff members involved with public administrations shall formally document all decisions made and evidence compliance with internal and external regulations, in order



to help any third parties and control bodies within the company to review regulatory compliance in this field.

As a rule of thumb, no employee of Inditex may offer, grant, demand or accept, whether directly or indirectly, any gifts or donations, favours or compensations, regardless of their nature, to or from any public authorities or servants.

The foregoing does not apply, however, to such gifts and tokens of scarce economic value, equitable and reasonable according to local practice, and transparent, and which are given on account of lawful, socially accepted interests, and which are occasional to avoid that their contents or recurrence might lead any independent third party to question the good faith of the employee or the company. Cash gifts are expressly forbidden.

It is incumbent on each employee to be duly informed and to appropriately assess local practices, taking into account the interest and good name of the company. In case of any doubts, they shall be addressed to the Committee of Ethics.

Anyway, usual practices about gifts and tokens shall be duly monitored, assessed and registered by the company.

Inditex's employees shall refrain from making any facilitating or expediting payments, consisting of giving out money or any other valuables, regardless of their amount, in order to ensuring or speeding up any bureaucratic proceeding, regardless of its nature, vis-à-vis any court, public administration or official agency.

Employees shall avoid getting any undue tax benefit for Inditex and shall make sure that the information reported in this field to the tax authorities is true and accurate and fairly presents the real status of the company. They shall also make sure that aid demanded or received from public authorities is duly allocated and that the application for such aid is transparent, without resorting to tampering the application so as to be granted such aid, or allocating it to any use other than the one for which it was granted.

In such countries where there are requirements and restrictions regarding international trade, Inditex's employees shall strictly comply with the prevailing regulations in force and shall provide the required information on their activities to any authority which may have requested it.

## 4.8 Conflicts of interest

Inditex's employees shall avoid any situation which might entail any conflict between their personal interests and those of the company. They shall also refrain from representing the company and from taking part or having a say in any decision making wherein they may have, either directly or indirectly, either themselves or through any related party thereto, any personal interest. They may not avail themselves of their position in the company to obtain any economic or personal benefit, or any business opportunity for them.

No employee of Inditex may render services as consultant, director, officer, employee or advisor to any of Inditex's competitors, except for such services which may be rendered at the request of Inditex or with the authorization of the Committee of Ethics.

Inditex respects the private life of its employees and therefore the private sphere of their decisions. In the framework of this policy of respect, employees are urged to report to the Committee of Ethics any personal conflicts of interest or any conflicts of interest involving their relatives, that might jeopardize the necessary objectivity or professionalism of their duties within Inditex, so that, in the respect of the confidentiality and privacy of individuals, the relevant measures might be taken for the mutual benefit of the company and of the affected individuals.

Namely, the cases below shall be considered as potential situations of conflict of interest and they shall be reported to the Committee of Ethics:

- ✓ The conduct by any employee or by any person related to him/her, either directly or indirectly, by themselves or through any company or institution, of any business which is the same, similar or supplementary to the business conducted by Inditex.
- ✓ The conduct by any employee or by any person related to him/her, either directly or indirectly, by themselves or through any company or institution, of any business which involves an exchange of goods and/or services, regardless of the remuneration system agreed.

## 4.9 Exercise of other activities

Inditex's employees shall only be able to develop any working or professional activities other than those carried out for Inditex, where same shall not diminish the efficiency required in the performance of their duties.

Any occupation or professional activity alien to Inditex that might affect the working hours for the company shall be previously authorised by the Committee of Ethics.

Inditex develops its business model without having any political interference in those communities where it carries out its manufacture, distribution and/or commercialisation activities.

Any relationship that the Inditex Group may have with any governments, authorities, institutions and political parties shall be based upon the principles of legality and neutrality.

Contributions, whether in cash and/or in kind that might be made by the company, where applicable, to any political parties, institutions and public authorities, shall always be made in accordance with the current legislation in force and ensuring the transparency thereof; for such purposes, a previous report of the Legal Department evidencing that any such contributions are lawful, shall be required.

The right of the employees to take part in lawful political activities is hereby acknowledged, provided that said activities would not interfere with the appropriate performance of their work for the company and that they would take place during non working hours and outside any of Inditex's facilities so that these activities may not be attributed to the company.

## 4.10 Use of goods and services of the company

The employees of Inditex shall secure an efficient use of the goods and services of the company and shall not use any goods for their own profit.

With this respect, the employees of Inditex shall never use any equipment made available to them by the company to install or download any software, application or contents whose use is illegal, which infringe the regulations of the company or which may damage its reputation. They shall not use either any monies or cards of the company to pay for any proceedings not inherent in their professional activity.

Employees shall be aware that documents and data included in IT systems and equipment of Inditex may be subject to review by relevant units within the company or any third parties appointed by the company itself, where necessary and whenever prevailing regulations in force so permit.

#### 4.11 Confidentiality of information and personal data protection

Inditex's workforce shall protect the information and know-how generated within the organization, the property of Inditex or under its custody.

Employees shall abstain from using for their own benefit any data, information or document obtained in the course of their professional activities. Likewise, they shall not disclose any information to any third parties, except where this is required by the applicable laws, nor the internal regulations of the company or where they are expressly authorized to do so. Additionally, they shall not use any confidential data, information or document originating in any third company without its express authorization in writing.

Inditex's staff undertakes to keep confidential, and to use them pursuant to the internal regulations in this field, any data, information or documents obtained in the performance of their duties within the company. As a rule of thumb, and unless otherwise stated, any information available to them shall be deemed confidential, and shall be used exclusively for the purposes for which it was obtained.

Likewise, employees shall not copy, reproduce or use the information for any purposes other than what is required for the performance of their duties, and they shall not store it in any IT systems other than those the property of Inditex, unless where expressly authorised.

The confidentiality obligation shall remain even after termination of work with Inditex and it shall include the obligation to return any material connected with the company that the employee has in his/her hands when upon termination of his/her relationship with the company.

Inditex's employees shall respect the personal privacy and the privacy of the family of any individual, whether employee or otherwise, whose personal data are made available to such employees. The authorization to use any data shall be granted in connection with specific and duly supported applications. Inditex's employees shall strictly comply with any regulations, whether internal or external, set forth to ensure the due processing of information and data provided to the company by any third parties.

Regarding the gathering of personal data of customers, employees, suppliers or any individual or company involved in any contractual relationship or otherwise with Inditex, Inditex employees shall obtain the required mandatory consents, and they undertake to use such data for the purposes expressly consented. Likewise, Inditex's personnel shall be familiar with and observe all internal procedures implemented regarding storage, custody

and access to data, aimed to ensure the different levels of security required pursuant to the nature thereof.

Employees shall report to the relevant department or area any incidence they might detect concerning confidentiality of information or personal data protection.

#### 4.12 Protection of intellectual and industrial property

Inditex is committed toward protecting intellectual and industrial property, whether of its own, or of others. This covers, among others, copyrights, patents, trademarks, domain names, reproduction rights, design rights, database extraction rights and rights on technical expertise.

Inditex shall be accountable for the originality of its own design and shall make sure that its suppliers ensure that the designs they provide the company with are original.

It is expressly forbidden to any staff member to use any works, creations or distinctive signs of intellectual or industrial property of third parties, without the prior evidence that the company relies on the relevant rights and/or licenses.

Inditex's employees shall take all necessary steps to protect the intellectual and industrial property rights, and they shall procure that all processes and decisions within this field are traceable, in that they should be documented and duly supported and subject to verification, especially, through the titles to the works, creations or distinctive signs and the enforcement of such clauses which ensure originality and peaceful use of industrial and intellectual property rights of third parties.

Such intellectual and industrial property rights resulting from the work of employees while they work for the company and connected with current and future business of Inditex shall remain the property of the company.

Only such trademarks, images and texts duly authorized by the IP Department, the Department of Communication and Institutional Relations and the Corporate Social Responsibility Department may be used for marketing and advertising purposes.

#### 4.13 Record of transactions

Any and all transactions carried out by Inditex which may have an economic impact shall be clearly and accurately shown on the appropriate records of accounts, as a true representation of the transactions carried out, and they shall be made available to the internal and external auditors.

Inditex's employees shall enter the financial information on the company's systems in a full, clear and accurate manner, so that they would show, as at the relevant date, their rights and obligations in accordance with the applicable regulations. Additionally, the accuracy and integrity of the financial information which, under the prevailing regulations in force shall be disclosed to the market shall be ensured.

Inditex undertakes to implement and maintain an appropriate internal control system on financial reporting, ensuring the regular supervision of the effectiveness of such system. Accounting records shall be at all times made available to the internal and external auditors. For such purposes, Inditex undertakes to provide its employees with the necessary training

for them to understand and comply with the commitments undertaken by the company regarding the internal control on financial information.

#### 4.14 Social and environmental commitment

At Inditex, Corporate Social Responsibility understood as a social and environmental commitment in the conduct of its business, beneficial for all its stakeholders, is an integral part of its business mode.

Inditex's social commitment materializes in the performance of sponsorship, patronage and social action activities, carried out by the organization itself or channeled with the help of non-profit organizations or charities.

Likewise, Inditex shall encourage and advocate the collaboration of its employees with non-profit organizations or charities wherever it operates through corporate volunteering schemes, among others.

Under Inditex's internal regulations, the Committee of Patronage and Sponsorship, is the organ entitled to approve any contributions made towards sponsorship, patronage or social investment schemes.

Inditex undertakes to minimize the environmental impact throughout the life-cycle of its products, from the purchase of commodities, or from the generation thereof based upon natural resources, through the final disposal thereof, implementing in every stage of the design, manufacture, distribution, retail sale, and end of use processes, measures to reduce and set off such impact.

In the performance of their work, Inditex's employees shall encourage the social and environmental sustainability of the company as a way of creating value for all its stakeholders in a responsible manner.

### 5. Code Compliance and Committee of Ethics

#### 5.1. Committee of Ethics

In order to ensure compliance with this Code, a Committee of Ethics exists within the organization, composed of:

- ✓ The General Counsel and Code Compliance Officer
- ✓ The Internal Audit Director
- ✓ The Corporate Social Responsibility Director
- ✓ The Human Resources Director

The Committee of Ethics may act of its own motion or at the behest of any employee of Inditex, manufacturer, supplier or any third party with a direct relationship and a lawful business or professional interest, further to a report made in good faith.

For such purposes, notices given under this Code, whether reporting any breach of the Code, or including any enquiries regarding the construction or implementation thereof, may be addressed to the Company by any of the following means:

- ✓ Ordinary post addressed to: Avenida de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain), for the attention of the Committee of Ethics.
- ✓ E-mail addressed to: [comitedeetica@inditex.com](mailto:comitedeetica@inditex.com)
- ✓ Fax sent to: +34 981 18 62 11.

The Committee of Ethics reports to the Board of Directors through the Audit and Control Committee and has the following duties:

- a) To supervise compliance with the Code and the internal circulation thereof to Inditex's personnel.
- b) To receive any manner of written instruments with regard to the enforcement of this code and to send them, where appropriate, to the relevant body or Department which may be responsible for dealing with and settling such instrument.
- c) To monitor and supervise the management and settlement of any file.
- d) To solve any doubts which may arise, regarding the enforcement of the Code.
- e) To propose to the Board of Directors, after report from the Audit and Control Committee, any explanation or implementation rule which the enforcement of the Code may require, and at least, an annual report to review its enforcement.
- f) To supervise the Whistle Blowing Channel and compliance with the Procedure.

In the performance of its duties, the Committee of Ethics shall ensure:

- a) The confidentiality of all the information and background and of the acts and deeds performed, unless the disclosure of information is required by law or judicial order.
- b) The thorough review of any information or document that originated its action.
- c) The commencement of such proceedings that adjust to the circumstances, where it shall always act with independence and full respect of the right of the affected person to be heard as well as of the presumption of innocence.
- d) Non-retaliation against any complainant as a result of bringing complaints in good faith to the Committee.

The Committee of Ethics shall have all required means to ensure the enforcement of this Code.

Decisions of the Committee of Ethics shall be binding for any company which forms Inditex and for the employees.

## 6. Publicity of the Code

The Code shall be made available to the employees in their own language, and remain posted on all web sites of Inditex, and shall be subject to the appropriate disclosure, training and awareness-raising actions to be properly understood and implemented within the whole organization.

## Schedule I: Codes and global commitments willingly undertaken by Inditex

- ✓ **UNI GLOBAL UNION** ([www.uniglobalunion.org](http://www.uniglobalunion.org)). It encourages respect for and promotion of fundamental rights and decent work within the retail and distribution network.
- ✓ **The United Nations Global Compact** ([www.globalcompact.org](http://www.globalcompact.org)). A United Nations initiative to encourage social dialogue between companies and the civil society.
- ✓ **Ethical Trading Initiative (ETI)** ([www.ethicaltrade.org](http://www.ethicaltrade.org)). This is a dialogue Platform to improve working conditions of workers in developing countries. It is an alliance between companies, international trade unions, and non-governmental organizations.
- ✓ **International framework agreement and protocol with the International Textile, Garment and Leather Workers Federation (ITGLWF)** ([www.itglwf.org](http://www.itglwf.org)). To promote essential human and social rights within Inditex's supply chain, including the definition of mechanisms of joint action within the supply chain to implement the Code of Conduct for Manufacturers and Suppliers.
- ✓ **ILO's Better Work Programme** ([www.betterwork.org](http://www.betterwork.org)). This is a platform to improve compliance with labour regulations and competitiveness of global supply chains.
- ✓ **The CEO Water Mandate** ([www.ceowatermandate.org](http://www.ceowatermandate.org)). A United Nations initiative to support companies in the development, implementation and disclosure of their water-related strategies and policies.
- ✓ **Sustainable Apparel Coalition** ([www.apparelcoalition.org](http://www.apparelcoalition.org)). An initiative of the textile sector to set in train a joint sustainable index to assess the environmental performance of their suppliers during the production process.
- ✓ **Textile Exchange** ([www.textileexchange.org](http://www.textileexchange.org)). Platform to promote the growing of organic cotton, and global sustainability within the textile sector.
- ✓ **Better Cotton Initiative** ([www.bettercotton.org](http://www.bettercotton.org)). Initiative to develop and promote best practices in the traditional growing of cotton to benefit the farmers and the environment, and to ensure the future of the sector.
- ✓ **Code of Tax best practices**. It encourages a mutually cooperative relationship between the Tax Agency and the companies.
- ✓ Collaboration agreement between the Ministry of Health and Consumption and the fashion sector in Spain. It seeks to defend and promote the rights of Spanish consumers within the fashion world, namely regarding training, and the promotion of a healthy-looking appearance.



## Schedule II: Definitions

For the purposes hereof, the following terms shall have the following meanings:

**Inditex.-** All companies that are part of the Inditex's corporate Group worldwide. Unless otherwise provided herein, the word "company" shall be deemed to apply to each and every company within the Inditex Group.

**Inditex, S.A.-** Industria de Diseño Textil, S.A., a company listed on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia and on the Exchange Electronic Trading System (SIBE, *Spanish acronym*) (Continuous Market) with registered address at Avda. de la Diputación, Edificio Inditex, 15142 Arteixo, A Coruña (Spain), registered with the Companies Register of the province of A Coruña, on Volume 964 of the File, General Section, Folio 17, Page no. C-3342 and VAT Number (ES- C.I.F) A15075062.

**Staff or employees.-** All directors, officers and other employees of Inditex, regardless of their employment agreement, when they act in such capacity, that is, for and on behalf of Inditex, both if they do so directly and indirectly in person or through any third party, company or controlled entity of any kind.

**Related person.-** Any person who is linked to any employee of Inditex as:

- Their spouses or any other person with similar relation of affectivity.
- Their ascendant, descendant or brother or sister.
- The ascendant, descendant, or brother or sister of the spouse or of any other person with similar relation of affectivity.

**Suppliers.-** Manufacturers of the Inditex Group and any other supplier of goods and services which are engaged in any direct business relationship with Inditex.

**Business partners.-** Any company engaged in a business relationship with Inditex through the setting of any manner of joint ventures or franchises.