

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

**ANNUAL ACCOUNTS AND  
DIRECTORS' REPORT FOR THE  
YEAR ENDED 31 JANUARY 2020**

*Translation of annual accounts originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 21). In the event of a discrepancy, the Spanish-language version prevails.*

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain. In the event of a discrepancy, the Spanish-language version prevails.*

## INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Shareholders of Industria de Diseño Textil, S.A.,

### Report on the Financial Statements

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#### Opinion

We have audited the financial statements of Industria de Diseño Textil, S.A. ("the Company"), which comprise the balance sheet as at 31 January 2020, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended ("2019").

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of the Company as at 31 January 2020, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company (identified in Note 2-a to the accompanying financial statements) and, in particular, with the accounting principles and rules contained therein.

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#### Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Measurement of inventories   |   |
|--|---|
| Description  | Procedures applied in the audit   |
| <p>The Company's inventories had a carrying amount of EUR 660 million at 31 January 2020, representing 2.8% of its total assets.</p> <p>These inventories relate mainly to finished goods, are distributed among the distribution centres managed by the Company and are measured as described in Note 4.g to the accompanying financial statements. The business model of the Inditex Group headed by the Company is based on offering fashion products according to customer demand by means of an integrated and centralised model, to which end new stock-keeping units (SKUs) are continuously designed, purchased and distributed to the points of sale.</p> <p>The fast-moving nature of fashion, the effects that the Covid-19 pandemic is having on the realization of the inventory for the spring-summer 2020 campaign (see Note 20) and the complexity of the goods measurement process, which requires significant estimates to be made in order to determine the acquisition cost and recoverable amount of each SKU, lead us to consider this matter to be a key matter in our audit.</p> | <p>In response to this key matter, our audit included, among others, the following procedures:</p> <ul style="list-style-type: none"> <li>- An evaluation of the consistency of the accounting policies and practices applied by the Company to measure its inventories at 31 January 2020 with the regulatory financial reporting framework applicable to it and with the accounting policies and practices applied in the previous year.</li> <li>- For a representative sample, verification that the finished goods inventories were correctly measured, calculating the measurement of those inventories on the basis of the acquisition cost and considering the costs attributable to such goods, for which we involved our IT experts.</li> <li>- An evaluation of the key estimates used by Company management to determine the net realisable value and the consistency thereof with Company policies and historical and other available information, such as sales and returns after the reporting date, for which we involved our IT experts.</li> <li>- An evaluation of whether the disclosures included in the notes to the financial statements are in conformity with the applicable regulatory framework.</li> </ul> <p>The results of the procedures performed in relation to the analysis of the accounting policies and practices and estimates applied by the Company, to the performance of specific substantive tests and to the disclosures included in the notes to the financial statements were satisfactory in relation to the objectives pursued.</p> |

## Measurement of investments in Group companies

| Description   | Procedures applied in the audit   |
|---|---|
| <p>As indicated in Note 8 to the accompanying financial statements, the Company has equity interests in the share capital of Group companies that are not listed on regulated markets the carrying amount of which at 31 January 2020 was EUR 9.180 million and which accounted for 39,6% of the total assets. As indicated in the aforementioned Note, a significant portion of those equity interests was acquired in 2019 from other Group companies at their fair value, determined by an external expert engaged by the Company.</p> <p>Whenever there are indications that the Company's investments might have become impaired, the Company carries out an impairment test in order to estimate whether their recoverable amount is lower than their carrying amount. Determining the fair value of the equity interests acquired and performing the impairment tests require the use of significant judgements and estimates.</p> <p>As a result of the foregoing, this matter is considered to be a key matter in our audit.</p> | <p>In response to this key matter, our audit included, among others, the following procedures:</p> <ul style="list-style-type: none"> <li>- Obtainment of the valuation reports of the aforementioned experts engaged by the Company, and an evaluation of the competence, capability and objectivity of the experts and the appropriateness of their work to be taken into consideration as part of the audit evidence. An analysis of the reasonableness of the valuation methodology and main assumptions used (discount and perpetuity growth rates, revenue performance, evolution of costs and changes in gross margins).</li> <li>- Obtainment of the impairment tests performed so that the following could be conducted thereon: <ul style="list-style-type: none"> <li>o An analysis of the reasonableness of the impairment indicators established by the Company.</li> <li>o Verification of the clerical accuracy of the calculations performed and of the appropriateness of the valuation method used.</li> <li>o An analysis of the reasonableness of the valuation methodology and main assumptions used (discount and perpetuity growth rates, revenue performance, evolution of costs and changes in gross margins).</li> <li>o A review of the consistency of the assumptions used with other analyses performed by the Company and the performance of a sensitivity analysis thereon.</li> <li>o A review of the achievement in 2019 of the most significant assumptions used by management in the previous year's impairment tests.</li> </ul> </li> <li>- An evaluation of whether the disclosures included in the notes to the financial</li> </ul> |

## Measurement of investments in Group companies

| Description | Procedures applied in the audit  |
|-------------|--|
|             | <p data-bbox="884 427 1347 495">statements are in conformity with the applicable regulatory framework.</p> <p data-bbox="834 577 1433 819">The results of the procedures performed as regards the determination of the applicable valuation method and the analysis of the criteria and assumptions used by the Company in its estimates, and of the disclosures included in the notes to the financial statements, were satisfactory in relation to the objectives pursued.</p> |

## IT systems

### Description

The significant volume of transactions, the high level of automation of business processes and the importance of the IT systems in financial information generation processes expose the Company to a high dependency on its IT system and its correct functioning.

In this connection, maintaining an adequate control environment for information systems is essential in order to ensure their correct functioning and, accordingly, adequate information processing.

Due to their importance and the audit effort required, knowledge, evaluation, analysis of operating effectiveness and validation of the general, and certain automatic, financial reporting system controls, including controls relating to software maintenance and development, physical and logical security and system operations, were considered to constitute a key matter in our audit.

### Procedures applied in the audit

In response to this key matter, our work included, among others, the following procedures in which our audit team IT specialists were involved:

- Identification of relevant IT items and software in the financial information preparation process.
- Obtainment of the required understanding of the IT systems involved in the financial information preparation process and evaluation of the level of internal control over the systems. Our understanding focused, among others, on the existence of an IT systems security policy and written procedures in relation to IT processes; on the structure, governance and organisation of the IT area; on the degree of outsourcing of certain tasks; and on the identification of the locations of the hardware that supports the relevant IT software.
- An evaluation of the design, implementation and operating effectiveness of general IT controls relating to security, management of changes and operations and maintenance of the software we considered relevant.
- An evaluation of the design, implementation and operating effectiveness of the key automatic controls operating in certain especially significant business cycles, such as sales and accounting closing.
- A review of the cybersecurity risk management model for the main IT systems.

The results of these procedures were satisfactory and no significant matters were identified that might significantly affect the information included in the accompanying financial statements.

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### **Other Information: Directors' Report**

The other information comprises only the directors' report for 2019, the preparation of which is the responsibility of the Company's directors and which does not form part of the financial statements.

Our audit opinion on the financial statements does not cover the directors' report. Our responsibility relating to the information contained in the directors' report is defined in the audit regulations in force, which establish two distinct levels of responsibility in this regard:

- a) A specific level that applies to the non-financial information statement, as well as to certain information included in the Annual Corporate Governance Report, as defined in Article 35.2.b) of Spanish Audit Law 22/2015, which consists solely of checking that the aforementioned information has been provided in the directors' report, or, as the case may be, that the directors' report contains the corresponding reference to the separate report on non-financial information as provided for in the applicable legislation and, if this is not the case, reporting this fact.
- b) A general level applicable to the other information included in the directors' report, which consists of evaluating and reporting on whether the aforementioned information is consistent with the financial statements, based on the knowledge of the entity obtained in the audit of those financial statements and excluding any information other than that obtained as evidence during the audit, as well as evaluating and reporting on whether the content and presentation of this section of the directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described above, we observed that the directors' report included a reference to the fact that the non-financial information described in section a) above was presented in the consolidated directors' report of the Inditex Group headed by the Company, that the information in the Annual Corporate Governance Report mentioned in that section was included in the directors' report, and that the other information in the directors' report was consistent with that contained in the financial statements for 2019 and its content and presentation were in conformity with the applicable regulations.

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### **Responsibilities of the Directors and of the Audit and Compliance Committee for the Financial Statements**

The directors are responsible for preparing the accompanying financial statements so that they present fairly the Company's equity, financial position and results in accordance with the regulatory financial reporting framework applicable to the Company in Spain, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit and compliance committee is responsible for overseeing the process involved in the preparation and presentation of the financial statements.

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### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in the Appendix to this auditor's report. This description forms part of our auditor's report.

### **Report on Other Legal and Regulatory Requirements**

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### **Additional Report to the Audit and Compliance Committee**

The opinion expressed in this report is consistent with the content of our additional report to the Company's audit and compliance committee dated 17 March 2020.

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### **Engagement Period**

The Company's Annual General Meeting held on 16 July 2019 appointed us as auditors for a period of one year from the year ended 31 January 2019.

Previously, we were designated pursuant to a resolution of the General Meeting for a period of one year and have been auditing the financial statements uninterrupted since the year ended 31 January 2013.

DELOITTE, S.L.  
Registered in ROAC under no. S0692



Germán de la Fuente  
Registered in ROAC under no. 15.976

17 March 2020



## Appendix to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the financial statements.

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### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the use by the directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the entity's audit and compliance committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit and compliance committee with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the entity's audit and compliance committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

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**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## BALANCE SHEET AS AT 31 JANUARY 2020 AND 2019

| (Amounts in millions of euros)  | Notes    | 31/01/2020    | 31/01/2019    |
|---|----------|---------------|---------------|
| <b>ASSETS</b>   |          |               |               |
| <b>NON-CURRENT ASSETS</b>   |          | <b>10,745</b> | <b>5,787</b>  |
| <b>Intangible assets</b>  | (5)      | <b>170</b>    | <b>136</b>    |
| Patents and similar intangibles   |          | 4             | 4             |
| Computer software   |          | 145           | 110           |
| Intangible assets in progress and advances  |          | 21            | 22            |
| <b>Property, plant and equipment</b>  | (6)      | <b>516</b>    | <b>497</b>    |
| Land and buildings  |          | 200           | 199           |
| Plant and other items of property, plant and equipment                                    |          | 258           | 260           |
| Property, plant and equipment in the course of construction and advances                  |          | 58            | 38            |
| <b>Investment property</b>  | (7)      | <b>538</b>    | <b>552</b>    |
| Land  |          | 101           | 101           |
| Buildings   |          | 437           | 451           |
| <b>Current investments in Group companies, jointly controlled entities and associates</b> | (8)      | <b>9,180</b>  | <b>4,352</b>  |
| Equity instruments  |          | 9,180         | 3,957         |
| Loans to companies  | (15)     | -             | 395           |
| <b>Non-current financial assets</b>   | (8)      | <b>163</b>    | <b>197</b>    |
| Equity instruments  |          | 2             | 2             |
| Other financial assets  |          | 161           | 195           |
| <b>Deferred tax assets</b>  | (16)     | <b>174</b>    | <b>53</b>     |
| <b>Non-current prepayments and accrued income</b>   |          | <b>4</b>      | <b>-</b>      |
| <b>CURRENT ASSETS</b>   |          | <b>12,429</b> | <b>9,433</b>  |
| <b>Inventories</b>  | (10)     | <b>660</b>    | <b>855</b>    |
| Goods held for resale   |          | 584           | 784           |
| Raw materials and other supplies  |          | 76            | 71            |
| <b>Trade and other receivables</b>  |          | <b>483</b>    | <b>497</b>    |
| Trade receivables for sales and services  |          | 131           | 127           |
| Trade receivables from Group companies and associates                                     | (15)     | 192           | 296           |
| Current tax assets  |          | 76            | -             |
| Other accounts receivable from public authorities   |          | 84            | 74            |
| <b>Current investments in Group companies, jointly controlled entities and associates</b> | (8 & 15) | <b>6,243</b>  | <b>3,899</b>  |
| Loans to companies  |          | 6,243         | 3,899         |
| <b>Current financial assets</b>   | (8)      | <b>5</b>      | <b>9</b>      |
| Derivatives   |          | 5             | 9             |
| <b>Current prepayments and accrued income</b>   |          | <b>12</b>     | <b>14</b>     |
| <b>Cash and cash equivalents</b>  | (9)      | <b>5,026</b>  | <b>4,159</b>  |
| Cash  |          | 5,026         | 4,159         |
| <b>TOTAL ASSETS</b>   |          | <b>23,174</b> | <b>15,220</b> |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the balance sheet as at 31 January 2020.

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## BALANCE SHEET AS AT 31 JANUARY 2020 AND 2019

| (Amounts in millions of euros)   | Notes | 31/01/2020    | 31/01/2019    |
|--|-------|---------------|---------------|
| <b>EQUITY AND LIABILITIES</b>  |       |               |               |
| <b>EQUITY</b>  |       | <b>19,903</b> | <b>12,162</b> |
| <b>SHAREHOLDERS' EQUITY</b>  | (11)  | <b>19,905</b> | <b>12,167</b> |
| <b>Share capital</b>   |       | <b>94</b>     | <b>94</b>     |
| Share capital  |       | 94            | 94            |
| <b>Share premium</b>   |       | <b>20</b>     | <b>20</b>     |
| <b>Reserves</b>  |       | <b>9,433</b>  | <b>1,749</b>  |
| Legal and bylaw reserves   |       | 19            | 19            |
| Other reserves   |       | 9,414         | 1,730         |
| <b>Treasury shares</b>   |       | <b>(60)</b>   | <b>(77)</b>   |
| <b>Profit for the year</b>   |       | <b>10,418</b> | <b>10,381</b> |
| <b>VALUATION ADJUSTMENTS</b>   |       | <b>(3)</b>    | <b>(6)</b>    |
| Hedges   |       | (3)           | (6)           |
| <b>GRANTS, DONATIONS AND BEQUESTS RECEIVED</b>   |       | <b>1</b>      | <b>1</b>      |
| <b>NON-CURRENT LIABILITIES</b>   |       | <b>523</b>    | <b>655</b>    |
| <b>Long-term provisions</b>  | (12)  | <b>4</b>      | <b>14</b>     |
| Other provisions   |       | 4             | 14            |
| <b>Non-current payables</b>  | (14)  | <b>6</b>      | <b>5</b>      |
| Obligations under finance leases   |       | 6             | 5             |
| <b>Non-current payables to Group companies, jointly controlled entities and associates</b> | (15)  | <b>6</b>      | <b>6</b>      |
| <b>Deferred tax liabilities</b>  | (16)  | <b>7</b>      | <b>12</b>     |
| <b>Non-current accruals and deferred income</b>  | (13)  | <b>500</b>    | <b>618</b>    |
| <b>CURRENT LIABILITIES</b>   |       | <b>2,748</b>  | <b>2,403</b>  |
| <b>Current payables</b>  | (14)  | <b>44</b>     | <b>56</b>     |
| Obligations under finance leases   |       | 6             | 3             |
| Derivatives  | (8)   | 5             | 12            |
| Other financial liabilities  |       | 33            | 41            |
| <b>Current payables to Group companies, jointly controlled entities and associates</b>     | (15)  | <b>698</b>    | <b>513</b>    |
| <b>Trade and other payables</b>  |       | <b>1,882</b>  | <b>1,711</b>  |
| Payable to suppliers   |       | 494           | 546           |
| Payable to suppliers - Group companies and associates                                      | (15)  | 1,125         | 928           |
| Sundry accounts payable  |       | 164           | 145           |
| Remuneration payable   |       | 71            | 62            |
| Other accounts payable to public authorities   |       | 28            | 30            |
| <b>Current accruals and deferred income</b>  | (13)  | <b>124</b>    | <b>123</b>    |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |       | <b>23,174</b> | <b>15,220</b> |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the balance sheet as at 31 January 2020.

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## INCOME STATEMENT FOR THE YEARS ENDED 31 JANUARY 2020 AND 2019

| (Amounts in millions of euros)   | Notes        | 2019           | 2018           |
|--|--------------|----------------|----------------|
| <b>CONTINUING OPERATIONS</b>   |              |                |                |
| <b>Revenue</b>   | (18.1)       | <b>18,261</b>  | <b>16,692</b>  |
| Sales  |              | 9,208          | 8,470          |
| Services   |              | 58             | 52             |
| Dividends  | (15)         | 8,995          | 8,170          |
| <b>In-house work on non-current assets</b>   |              | <b>7</b>       | <b>7</b>       |
| <b>Procurements</b>  | (18.2)       | <b>(7,349)</b> | <b>(6,616)</b> |
| Cost of goods held for resale sold   |              | (6,640)        | (5,973)        |
| Cost of raw materials and other consumables used                                   |              | (609)          | (554)          |
| Work performed by other companies  |              | (100)          | (89)           |
| <b>Other operating income</b>  |              | <b>238</b>     | <b>231</b>     |
| Non-core and other current operating income  | (7, 13 & 15) | 237            | 230            |
| Income-related grants transferred to profit or loss                                |              | 1              | 1              |
| <b>Personnel expenses</b>  |              | <b>(271)</b>   | <b>(259)</b>   |
| Wages, salaries and similar expenses   |              | (234)          | (226)          |
| Employee benefits  | (18.3)       | (37)           | (33)           |
| <b>Other operating expenses</b>  |              | <b>(1,559)</b> | <b>(1,392)</b> |
| Outsourced services  | (18.4)       | (1,541)        | (1,380)        |
| Taxes other than income tax  |              | (9)            | (3)            |
| Other current operating expenses   |              | (9)            | (9)            |
| <b>Amortisation and depreciation of non-current assets and investment property</b> | (5, 6 & 7)   | <b>(115)</b>   | <b>(92)</b>    |
| <b>Impairment and gains or losses on disposals of fixed assets</b>                 |              | <b>(2)</b>     | <b>(3)</b>     |
| <b>Impairment and gains or losses on disposals of Group investments</b>            | (8)          | <b>1,173</b>   | <b>1,902</b>   |
| <b>Other gains and losses</b>  |              | <b>6</b>       | <b>1</b>       |
| <b>INCOME FROM OPERATIONS</b>  |              | <b>10,389</b>  | <b>10,471</b>  |
| <b>Finance income</b>  |              | <b>15</b>      | <b>7</b>       |
| From marketable securities and other financial instruments                         |              | 15             | 7              |
| Group companies and associates   | (15)         | 4              | -              |
| Third parties  |              | 11             | 7              |
| <b>Finance costs</b>   |              | <b>(2)</b>     | <b>(3)</b>     |
| On debts to Group companies and associates   | (15)         | (2)            | (3)            |
| <b>Exchange differences</b>  |              | <b>2</b>       | <b>(9)</b>     |
| <b>FINANCIAL RESULTS</b>   |              | <b>15</b>      | <b>(5)</b>     |
| <b>INCOME BEFORE TAXES</b>   |              | <b>10,404</b>  | <b>10,466</b>  |
| Income tax   | (16)         | 14             | (85)           |
| <b>INCOME FOR THE YEAR</b>   |              | <b>10,418</b>  | <b>10,381</b>  |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the income statement for the year ended 31 January 2020.

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 JANUARY 2020 AND 2019

## A) STATEMENT OF RECOGNISED INCOME AND EXPENSE

| <b>(Amounts in millions of euros)</b>                              | <b>2019</b>   | <b>2018</b>   |
|--|---------------|---------------|
| <b>PROFIT PER STATEMENT OF PROFIT OR LOSS (I)</b>                  | <b>10,418</b> | <b>10,381</b> |
| <b>Income and expense recognised directly in equity</b>            |               |               |
| Cash flow hedges (Note 8)  | (4)           | (8)           |
| Tax effect (Note 16)   | 1             | 2             |
| <b>TOTAL INCOME AND EXPENSE RECOGNISED DIRECTLY IN EQUITY (II)</b> | <b>(3)</b>    | <b>(6)</b>    |
| <b>Transfers to profit or loss</b>                                 |               |               |
| Cash flow hedges (Note 8)  | 8             | 19            |
| Tax effect (Note 16)   | (2)           | (5)           |
| <b>TOTAL TRANSFERS TO PROFIT OR LOSS (III)</b>                     | <b>6</b>      | <b>14</b>     |
| <b>TOTAL RECOGNISED INCOME AND EXPENSE (I+II+III)</b>              | <b>10,421</b> | <b>10,389</b> |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the statement of recognised income and expense for the year ended 31 January 2020.

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 JANUARY 2020 AND 2019

## B) STATEMENT OF CHANGES IN TOTAL EQUITY

**(Amounts in millions of euros)**

|   | Share capital | Share premium | Reserves     | Treasury shares | Profit for the year | Valuation adjustments | Grants, donations and bequests received | Total          |
|---|---------------|---------------|--------------|-----------------|---------------------|-----------------------|---|----------------|
| <b>2018 ADJUSTED OPENING BALANCE</b>            | <b>94</b>     | <b>20</b>     | <b>1,543</b> | <b>(77)</b>     | <b>2,375</b>        | <b>(14)</b>           | <b>1</b>                                | <b>3,942</b>   |
| <b>Total recognised income and expense</b>      | -             | -             | -            | -               | 10,381              | 8                     | -                                       | <b>10,389</b>  |
| <b>Transactions with shareholders or owners</b> |               |               |              |                 |                     |                       |   |                |
| Transfers                                       | -             | -             | 40           | -               | (40)                | -                     | -                                       | -              |
| Dividends paid                                  | -             | -             | -            | -               | (2,335)             | -                     | -                                       | <b>(2,335)</b> |
| Other changes                                   | -             | -             | 166          | -               | -                   | -                     | -                                       | <b>166</b>     |
| <b>2018 CLOSING BALANCE</b>                     | <b>94</b>     | <b>20</b>     | <b>1,749</b> | <b>(77)</b>     | <b>10,381</b>       | <b>(6)</b>            | <b>1</b>                                | <b>12,162</b>  |
| <b>2019 ADJUSTED OPENING BALANCE</b>            | <b>94</b>     | <b>20</b>     | <b>1,749</b> | <b>(77)</b>     | <b>10,381</b>       | <b>(6)</b>            | <b>1</b>                                | <b>12,162</b>  |
| <b>Total recognised income and expense</b>      | -             | -             | -            | -               | 10,418              | 3                     | -                                       | <b>10,421</b>  |
| <b>Transactions with shareholders or owners</b> |               |               |              |                 |                     |                       |   |                |
| Transfers                                       | -             | -             | 7,640        | -               | (7,640)             | -                     | -                                       | -              |
| Dividends paid                                  | -             | -             | -            | -               | (2,741)             | -                     | -                                       | <b>(2,741)</b> |
| Other changes                                   | -             | -             | 44           | -               | -                   | -                     | -                                       | <b>44</b>      |
| Treasury shares                                 | -             | -             | -            | 17              | -                   | -                     | -                                       | <b>17</b>      |
| <b>2019 CLOSING BALANCE</b>                     | <b>94</b>     | <b>20</b>     | <b>9,433</b> | <b>(60)</b>     | <b>10,418</b>       | <b>(3)</b>            | <b>1</b>                                | <b>19,903</b>  |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the statement of changes in total equity for the year ended 31 January 2020.

**INDUSTRIA DE DISEÑO TEXTIL, S.A.**

## STATEMENT OF CASH FLOWS FOR THE YEARS ENDED 31 JANUARY 2020 AND 2019

| (Amounts in millions of euros)  | Notes      | 2019           | 2018           |
|---|------------|----------------|----------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES (I)</b>                             |            |                |                |
| <b>INCOME BEFORE TAXES</b>  |            | <b>10,404</b>  | <b>10,466</b>  |
| <b>Adjustments to profit</b>  |            |                |                |
| Amortisation and depreciation   | (5, 6 & 7) | 115            | 92             |
| Impairment losses   | (8)        | 22             | (8)            |
| Changes in provisions   |            | 19             | 20             |
| Gains/Losses on derecognition and disposal of fixed assets                  | (5, 6 & 7) | 2              | 3              |
| Gains/Losses on derecognition and disposal of financial instruments         | (8)        | (1,183)        | (1,894)        |
| Finance income  |            | (15)           | (7)            |
| Finance costs   |            | 2              | 3              |
| Exchange differences  |            | 2              | 18             |
| Other income and expenses   |            | (107)          | (106)          |
| Dividends from investments in equity instruments of Group companies         | (15)       | (8,995)        | (8,170)        |
| <b>Changes in working capital</b>   |            |                |                |
| Inventories   |            | 195            | (15)           |
| Trade and other receivables   |            | (293)          | (437)          |
| Trade and other payables  |            | 259            | 270            |
| Other current liabilities   |            | (9)            | (44)           |
| <b>Other cash flows from operating activities</b>                           |            |                |                |
| Interest paid   |            | (2)            | (3)            |
| Dividends received  |            | 8,981          | 8,181          |
| Interest received   |            | 15             | 7              |
| Income tax paid   |            | (120)          | (105)          |
| Other collections (payments)  |            | (3)            | 7              |
| <b>TOTAL CASH FLOWS FROM OPERATING ACTIVITIES</b>                           |            | <b>9,289</b>   | <b>8,278</b>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES (II)</b>                            |            |                |                |
| <b>Payments relating to investment</b>                                      |            |                |                |
| Group companies and associates  |            | (6,107)        | (2,449)        |
| Intangible assets   | (5)        | (66)           | (53)           |
| Property, plant and equipment   | (6)        | (69)           | (197)          |
| Investment property   | (7)        | (10)           | (10)           |
| <b>Collections relating to divestments</b>                                  |            |                |                |
| Group companies and associates  |            | 395            | -              |
| Property, plant and equipment   |            | -              | 6              |
| Other financial assets  | (8)        | -              | 13             |
| <b>TOTAL CASH FLOWS FROM INVESTING ACTIVITIES</b>                           |            | <b>(5,857)</b> | <b>(2,690)</b> |
| <b>Collections and payments relating to financial liability instruments</b> |            |                |                |
| Repayment of borrowings from Group companies and associates                 |            | 176            | (950)          |
| Repayment of other borrowings   |            | -              | (1)            |
| <b>Dividends and returns on other equity instruments paid</b>               |            |                |                |
| Dividends   |            | (2,741)        | (2,335)        |
| <b>TOTAL CASH FLOWS FROM FINANCING ACTIVITIES</b>                           |            | <b>(2,565)</b> | <b>(3,286)</b> |
| <b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (I+II+III)</b>        |            | <b>867</b>     | <b>2,302</b>   |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>                       |            | <b>4,159</b>   | <b>1,857</b>   |
| <b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>                             |            | <b>5,026</b>   | <b>4,159</b>   |

The accompanying Notes 1 to 21 and Annex I and II are an integral part of the statement of cash flows for the year ended 31 January 2020.



*Translation of annual accounts originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 21). In the event of a discrepancy, the Spanish-language version prevails.*

## **INDUSTRIA DE DISEÑO TEXTIL, S.A.**

### **NOTES TO THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 JANUARY 2020**

#### **1 Activity and description of the Company**

Industria de Diseño Textil, S.A. ("Inditex" or "the Company") was incorporated as a public limited liability company on 12 June 1985. Its current registered office is located at Avenida Diputación, s/n "Edificio Inditex", in Arteixo, A Coruña.

Industria de Diseño Textil, S.A. is the parent of a group of companies, whose main activity is the distribution of fashion items, particularly clothing, footwear, accessories and household textile products. The Group carries out its activity through various retail concepts such as Zara, Pull & Bear, Massimo Dutti, Bershka, Stradivarius, Oysho, Zara Home and Uterqüe. Inditex is listed on all four Spanish stock exchanges and, together with its subsidiary companies, comprises the Inditex Group.

Each concept is carried out through a store and online integrated model, managed directly by companies over which Inditex exercises control through the ownership of the majority of the share capital and of the voting rights, with the exception of certain countries where, for various reasons, the activity is performed through franchises. Certain franchise agreements entered into by the Group include purchase options which, if exercised, would essentially enable the Group to have access to the lease rights over the premises in which the franchised stores operate and the assets associated with these stores. These options may be exercised after a certain period of time has elapsed from the signing of the franchise agreement.

The information relating to Inditex's ownership interests in Group companies and jointly controlled entities is detailed in Annex I hereto.

The Company engages mainly in:

- a. The purchase and procurement of fashion items, particularly clothing and accessories, and the distribution and sale thereof to the companies that market the ZARA concept. Part of this activity is carried out through a permanent establishment in the Netherlands.
- b. The provision of corporate services to the other Group companies.
- c. Management of the ownership interests in its subsidiaries, from which it receives income in the form of dividends.

Pursuant to corporate law, the Company's Directors prepared separately consolidated annual accounts in accordance with International Financial Reporting Standards as adopted by the European Union, which reflected a consolidated profit attributable to the Parent of EUR 3,639 million (2018: EUR 3,444 million) and consolidated equity attributable to the Parent of EUR 14,913 million (2018: EUR 14,653 million).

The Group's consolidated annual accounts for 2018 were prepared by the Directors of Industria de Diseño Textil, S.A. at the Board of Directors meeting held on 12 March 2019 and were filed at the A Coruña Mercantile Registry, while the consolidated annual accounts of the Inditex Group for 2019 were prepared on 17 March 2020.

As indicated in Note 15, a significant portion of the Company's operations are carried on with companies in the Group to which it belongs.

The Company, together with other companies, belongs to a group which, in turn, is controlled by the same individual, who has control over other companies. The company with the most assets in this group of companies, Pontegadea Inversiones, S.L., files its annual accounts at the A Coruña Mercantile Registry. Industria de Diseño Textil, S.A. and Pontegadea Inversiones, S.L. are managed independently.

## **2 Basis of presentation of the annual accounts**

### **a) Regulatory financial reporting framework applicable to the Company**

These annual accounts were formally prepared by the Directors in accordance with the regulatory financial reporting framework applicable to the Company, which consists of:

- a. The Spanish Commercial Code and all other Spanish Corporate Law.
- b. The Consolidated Spanish Companies Act.
- c. The General Accounting Plan (*approved by Royal Decree 1514/2007, of 16 November*) and its subsequent amendments.
- d. The mandatory rules approved by the Spanish Accounting and Auditing Institute in order to implement the General Accounting Plan and the relevant secondary legislation.
- e. All other applicable Spanish accounting legislation.

### **b) Fair presentation**

The annual accounts for the year ended 31 January 2020 ("2019"), which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein (see Note 2-a) and, accordingly, present fairly the Company's equity, financial position, results of operations and cash flows for 2019.

These annual accounts, which were formally prepared by the Company's Directors, will be submitted for approval by the Annual General Shareholders' Meeting, and it is considered that they will be approved without any changes. The annual accounts for the year ended 31 January 2019 ("2018") were approved by the Annual General Shareholders' Meeting held on 16 July 2019.

Unless otherwise stated, the amounts shown in these annual accounts are expressed in millions of euros.

### **c) Accounting principles**

The Company's Directors formally prepared these annual accounts taking into account all the obligatory accounting principles and standards. In particular, the annual accounts for 2019 were prepared using the "*going concern basis of accounting*". All obligatory accounting principles were applied.

### **d) Key issues in relation to the measurement and estimation of uncertainty**

In preparing the accompanying annual accounts estimates were occasionally made in order to quantify certain of the assets, liabilities, income, expenses and obligations reported herein. These estimates relate basically to the following:

- a. The assessment of possible impairment losses on certain assets.
- b. The consideration of the online business in the model of the non-current asset impairment test.

- c. The determination of inventory costs and its net realizable value.
- d. The useful life of the property, plant and equipment, intangible assets and investment property.
- e. The determination of the fair value of certain financial instruments.
- f. The calculation of the provisions required for contingencies relating to litigation in progress and doubtful debts.
- g. The recovery of deferred tax assets.

These estimates were made using the best information available at the time of preparation of this annual accounts. However, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively, recognising the effects of the change in estimates in the income statements for the years affected.

**e) Comparative information**

The information relating to 2018 included in these notes to the annual accounts is presented solely for comparison purposes with that relating to 2019.

**f) Grouping of items**

Certain items in the balance sheet, income statement, statement of changes in equity and statement of cash flows are grouped together to facilitate their understanding; however, whenever the amounts involved are material, the information is broken down in the related notes to the annual accounts.

**g) Correction of errors**

In preparing these annual accounts no significant errors were detected that would have made it necessary to restate the amounts included in the annual accounts for 2018.

**h) Changes in accounting policies**

In the year ended 31 January 2020 there were no significant changes in accounting policies with respect to those applied in 2018.

**i) Materiality**

In preparing these annual accounts the Company omitted any information or disclosure which, not requiring disclosure due to their qualitative importance, was considered not to be material.

**3 Distribution of profit**

The proposed allocation of the Company's profit for 2019, prepared by its directors, which will be submitted for approval by the shareholders at the Annual General Shareholders' Meeting, amounts to 10,418 million euros, which is the maximum amount to be distributed.

The Board of Directors of Inditex, following the proposal of the Audit and Compliance Committee, in view of the current uncertain situation due to the Covid-19 pandemic, considers that it is not the right moment to take the appropriate decision on the dividend, within the framework of the proposal for the application of the 2019 profits and it has decided to submit at a later Board Meeting prior to the Annual General Shareholders' Meeting which will take place in July, the final proposal on dividends.

Consequently, the profits will be allocated to reserves (to voluntary reserves amounting to 10,228 million euros and to the capitalisation reserve amounting to 190 million euros).

At 31 January 2020 the restricted reserves amounted to EUR 83 million (2018: EUR 19 million).

#### 4 Accounting policies

The principal accounting policies used by the Company in preparing these annual accounts for 2019 were as follows:

##### a) *Intangible assets*

Intangible assets are recognised initially at acquisition or production cost and this initial measurement is subsequently adjusted for any accumulated amortisation and any accumulated impairment losses on the assets. Whenever there are signs of impairment, the Company tests the intangible assets for impairment (see Note 4-d) to determine whether the recoverable amount of the assets has been reduced to below their carrying amount. Recoverable amount is the higher of fair value less costs to sell and value in use.

In-house work performed by the Company to develop certain items of computer software that is capitalised to intangible assets is measured at accumulated cost (external costs plus in-house costs and, as the case may be, in-house personnel costs incurred in the development of this software).

Intangible assets with finite useful lives are amortised systematically over the years of useful life of the assets, as follows:

|                                 | Useful life (years) |
|---------------------------------|---------------------|
| Patents and similar intangibles | 10                  |
| Computer software               | 5                   |

##### b) *Property, plant and equipment*

Property, plant and equipment are initially recognised at acquisition or production cost revalued pursuant to various laws (including Law 16/2012, of 27 December) (see Notes 6, 7 and 11) and this initial measurement is subsequently adjusted for any accumulated depreciation and any accumulated impairment losses on the assets. Whenever there are signs of impairment, the Company tests the property, plant and equipment for impairment (see Note 4-d) to determine whether the recoverable amount of the assets has been reduced to below their carrying amount.

Periodic maintenance, upkeep and repair expenses are recognised in profit or loss as they are incurred. However, the costs of expansion, modernisation or improvements leading to a lengthening of the useful lives of the assets are capitalised.

The balances of assets retired as a result of modernisation or for any other reason are derecognised from the related cost, accumulated depreciation and, if appropriate, impairment loss accounts.

The Company transfers items of property, plant and equipment in the course of construction to property, plant and equipment in use when they are ready for their intended use, at which time they start to be depreciated.

The property, plant and equipment in use is depreciated using the straight-line method, on the basis of the acquisition or production cost (revalued, if appropriate) of the assets less their residual value; the land on which the buildings and other structures stand has an indefinite useful life and, accordingly, is not depreciated.

The annual depreciation charge on property, plant and equipment is recognised under “Amortisation and Depreciation of Assets and Investment Property” in the income statement, based on the years of estimated useful life of the assets, except in the case of leased assets, in which case it is based on the shorter of the useful life of the asset and the lease term. The annual depreciation rates used correspond to the following years of estimated useful life:

|  | <b>Useful life (years)</b> |
|--|----------------------------|
| Buildings                                    | 25 to 50                   |
| Plant and machinery                          | 7 to 20                    |
| Other fixtures, tools and furniture          | 10 to 20                   |
| Other items of property, plant and equipment | 5 to 10                    |

### **c) Investment property**

The assets included under “Investment Property” in the balance sheet correspond to assets leased, mainly, to Group companies. This investment property is measured as described in Note 4-b on “Property, Plant and Equipment”.

### **d) Impairment of non-current assets**

The Company periodically assesses whether there are any indications that its non-current assets might have become impaired, for the purpose of determining whether their recoverable amount is lower than their carrying amount (impairment loss).

In this regard, whenever there are signs of impairment on intangible assets, property, plant and equipment and investment property, the Company tests these assets for impairment to determine whether the recoverable amount of the assets has been reduced to below their carrying amount. Recoverable amount is the higher of fair value less costs to sell and value in use.

Similarly, if there is an indication of a recovery in the value of an impaired item of property, plant and equipment, the Company recognises the reversal of the impairment loss recognised in prior periods, with a credit to the income statement, and adjusts the future depreciation charges accordingly. In no circumstances the reversal of an impairment loss on an asset may raise its carrying amount above that which it would have if no impairment losses had been recognised in prior years.

Also, the Company has developed a general, systematic procedure for carrying out these impairment tests, based on the monitoring of certain events or circumstances which indicate that the value of an asset may not be recovered in full. Non-current investments in Group companies and associates and non-current financial assets are reviewed at least once a year.

#### *Calculation of the recoverable amount*

The recoverable amount of assets is the higher of fair value less costs to sell and value in use. Value in use is established on the basis of the expected future cash flows for the period in which these assets are expected to generate revenue, expectations about possible variations in the amount or timing of those future cash flows, the time value of money, the price for bearing the uncertainty inherent in the asset, and other factors that market participants would consider in pricing the future cash flows to be derived from the asset.

Recoverable amount is determined for each individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs.

In the case of investments in Group companies, the Company has defined each of the investees as basic cash-generating units. The cash flows were based on the budgets and business plans of the various companies, which generally cover a three-year period. The key assumptions on which the budgets and business plans are based are estimated sales growth and the evolution of the operating expenses and gross profit of each of the cash-generating units, based on experience and knowledge of the trends in each of the markets in which the Company operates and on the macroeconomic indicators that reflect the current and foreseeable economic situation for each market.

The estimated cash flows are extrapolated for the period not covered by the plan using a steady growth rate and an expense structure that is similar to that of the last year of the business plan. Where the growth rates exceed the industry or country rates, the latter reflect the Company's best estimates regarding the business performance, based on its understanding of each market.

The discount rate applied is usually a pre-tax measure based on the risk-free rate for ten-year bonds issued by the governments in the relevant markets (or similar bonds, if there are no ten-year bonds), adjusted to reflect the risk increase. The average discount rate applied to calculate the present value of the estimated cash flows was 5.15% for 2019 (2018: 5.39%).

Also, the Company analysed the sensitivity of the result of the impairment test to the following changes in assumptions:

- Increase of 100 basis points in the discount rate.
- 5% reduction in future cash flows.

These sensitivity analyses, performed separately for each of the aforementioned assumptions, did not disclose the potential existence of any additional impairment of the assets.

#### e) Leases

Leases are classified as "*finance leases*", whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as "*operating leases*".

##### *Finance leases*

At the commencement of the lease term, the Company recognises an asset and a liability for the lower of the fair value of the leased asset or the present value of the minimum lease payments, including the price of the purchase option when it is reasonably certain that it will be exercised. The initial direct costs are added to the amount recognised as an asset. The minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability.

Contingent rents are recognised as an expense when it is probable that they will be incurred.

The accounting policies applied to the assets used by the Company under finance leases are the same as those described in Note 4-b (property, plant and equipment). However, if there is no reasonable certainty that the Company will obtain ownership of the assets at the end of the lease term, they are amortised over the shorter of their useful life and the lease term.

##### *Operating leases*

In operating leases, the ownership of the leased asset and substantially all the risks and rewards relating to the leased asset remain with the lessor.

Both when the Company acts as the lessor and when it acts as the lessee, lease income and expenses are recognised in the income statement in the year in which they accrue.

Fixed quotas derived from operating leases are recognised as an expense on a straight-line basis over the lease term. The effect of the difference between the recognition of the lease expense on a straight-line basis during the duration of the contracts and the lease payments made, is recognised in the balance in long-term and short-term accrual accounts.

#### **f) Financial instruments**

A *“financial instrument”* -is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

An *“equity instrument”* -is a contract that evidences a residual interest in the assets of the issuing entity after deducting all of its liabilities.

A *“financial derivative”* -is a financial instrument whose value changes in response to the change in an observable market variable (*such as an interest rate, financial instrument price or market index*), whose initial investment is very small compared with other financial instruments with a similar response to changes in market factors, and which is generally settled at a future date.

##### *Financial assets*

The financial assets held by the Company are classified in the following categories:

1. *“Loans, receivables and other financial assets”*. These comprise financial assets arising from the sale of goods or the rendering of services in the ordinary course of the Company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives, have fixed or determinable payments and are not traded in an active market.

These financial assets are measured at their nominal value since they do not have an established interest rate and are expected to be collected in the short term.

The Company recognises the appropriate impairment losses on receivables if there is a reduction or delay in the estimated future cash flows as a result of debtor insolvency. The amount of the impairment loss is the difference between the carrying amount of the financial asset and the present value of the estimated future cash flows.

2. *“Equity investments in Group companies and jointly controlled entities”*. *“Group companies”* are defined as companies over which the Company has the capacity to exercise control; control is, in general but not exclusively, presumed to exist when the Company directly or indirectly owns half or more of the voting power of the investee or, even if this percentage is lower or zero, when, as in the case of agreements with shareholders of the investee, the Company is granted control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Jointly controlled entities include companies over which, by virtue of an agreement, the Company exercises joint control with one or more other venturers.

Investments in Group companies and jointly controlled entities are measured at acquisition cost net, where appropriate, of any accumulated impairment losses. These losses are calculated as the difference between the carrying amount of the investments and their recoverable amount. Recoverable amount is the higher of fair value less costs to sell and the present value of the future cash flows from the investment. Unless there is better evidence, the recoverable amount of the investment is taken to be the value of the equity of the investee, adjusted by the amount of the unrealised gains existing at the date of measurement (*including any goodwill*). Impairment losses recognised and reversed are charged and credited, respectively, to the income statement.

The Company derecognises a financial asset when the rights to the cash flows from the financial asset expire or have been transferred and substantially all the risks and rewards of ownership of the financial asset have also been transferred.

### *Financial liabilities*

Financial liabilities include those debits and accounts payable that have arisen from the purchase of goods or services in the normal course of the Company's business and those which, not having commercial substance, cannot be classified as derivative financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost using the "effective interest method", as described above. However, the financial liabilities with no set interest rate, and those which mature or are expected to be received in the short term, where the effect of discounting is not material, are measured at nominal value.

The Company derecognises financial liabilities when the obligations giving rise to them cease to exist.

### *Equity instruments*

Equity instruments issued by the Company are recognised in "Equity" in the balance sheet at the proceeds received, net of issue costs.

Treasury shares acquired by the Company are presented separately at cost as a reduction of shareholders' equity in the balance sheet. No gain or loss is recognised in the income statement on treasury share transactions.

The related transaction costs are recognised as a reduction of reserves, after consideration of any tax effect.

### *Derivative financial instruments*

Financial instruments acquired by the Company to hedge forecast transactions in foreign currencies are recognised at fair value.

Foreign currency hedges relating to forecast transactions are treated as cash flow hedges, and therefore any gains or losses derived from measuring the hedging instrument at fair value which correspond to the effective portion of the hedge are recognised in equity. The ineffective portion is charged to finance costs or credited to finance income, as appropriate.

Amounts recognised in equity are taken to income when the forecast transaction takes place with a charge or credit to the income statement in which it was recognised. Also, gains or losses recognised in equity are reclassified to finance income or costs when the forecast transaction is no longer expected to occur. The fair value of the hedges is recognised, depending on whether it is positive or negative, under "Current Financial Assets" or "Current Payables" in the accompanying balance sheet.

In order for these financial instruments to qualify for hedge accounting, they are initially designated as hedging instruments and the hedging relationship is documented. Also, the Company verifies, both at inception and periodically over the term of the hedge, using "effectiveness tests", that the hedging relationship is effective, i.e. that it is prospectively foreseeable that the changes in the fair value or cash flows of the hedged item (attributable to the hedged risk) will be almost fully offset by those of the hedging instrument. In addition, the ineffective portion of the hedging instrument is recognised immediately in the income statement.

The fair value of the hedging instruments was calculated using valuation techniques based on the spot exchange rate and yield curves according to the fair value hierarchy shown below:

- Level 1: fair value is calculated on the basis of quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2: fair value is calculated on the basis of inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.



- Level 3: Unobservable inputs for the asset or liability.

The measurement methodology, based on the aforementioned hierarchy, is as follows:

#### Level 2 instruments

The Company assigns the assets and liabilities associated with its OTC derivative positions to this level and measures them using observable market inputs.

The Company does not have financial instruments included in Level 1 or 3.

Accordingly, the fair value of the hedging instruments arranged by the Company is calculated as follows:

#### Foreign currency forwards

Foreign currency forwards are basically measured by comparing the contract strike price (agreed delivery price) with the market forward rate for the maturity of the contract. Once the estimated future settlement of the contract has been obtained based on the aforementioned comparison (in euros), the settlement is discounted using the risk-free zero coupon yield curve (or the interbank yield curve). This risk-free valuation is subsequently adjusted to include each parties' credit risk, both the risk corresponding to the counterparty (Credit Value Adjustment ("CVA") or counterparty default risk) and own risk (Debit Value Adjustment ("DVA") or own default risk).

The CVA and the DVA are calculated by multiplying the estimated exposure by the probability of default and the loss severity (which measures the loss given default). Where possible, the probability of default and the assumed recoverable amount in the event of default are obtained from quoted CDSs or from other observable market inputs. The CVA and the DVA calculations are netted for each counterparty with which the entity has a netting agreement for the derivative positions in the event of default.

#### Options purchased

The determination of the fair value of the (plain vanilla) options is based on a modified version of the Black-Scholes formula (Garman-Kohlhagen). Fair value is a function of the price of the underlying, the strike price, the time to maturity and the volatility of the underlying. The credit adjustment is carried out by direct discounting with credit spread method curves.

### **g) Inventories**

Inventories are measured at the lower of acquisition cost and net realisable value.

The cost of inventories comprises all costs of purchase and costs of conversion, as well as design, logistics and transport costs and any directly allocable costs incurred in bringing the inventories to their present location and condition.

Cost is calculated on a FIFO basis.

The cost of inventories is adjusted through "Cost of Goods Held for Resale Sold" in the income statement when cost exceeds net realisable value. Net realisable value is understood to be:

- Raw materials and other supplies: replacement cost. However, raw materials and other supplies are not written down below cost if the finished goods in which they will be incorporated are expected to be disposed of at or above production cost.
- Finished goods for sale: estimated selling price in the normal course of business.

#### ***h) Grants, donations and bequests received***

Grants, donations and bequests received are recognised as income in equity when they are officially granted, as the case may be, and when the conditions attached to them have been complied with and there is reasonable assurance that they will be received.

Grants related to assets are recognised in profit or loss in proportion to the depreciation taken on the assets financed with them or, where applicable, when the assets are disposed of, derecognised or an impairment loss is recognised.

#### ***i) Provisions and contingent liabilities***

Provisions are recognised when the Company has a present obligation (legal, contractual, constructive or tacit) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are quantified on the basis of the best information available at the date of preparation of the annual accounts and are reviewed at the end of each reporting period.

If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, provisions are reversed.

There are no risks that might give rise to significant future contingencies affecting the Company that have not already been taken into account in these annual accounts.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the Company's control. Unlike provisions, contingent liabilities are not recognised in the balance sheet, but are disclosed in the accompanying Notes to the annual accounts, unless the possibility of an outflow in settlement is considered to be remote.

#### ***j) Employee benefits***

The provisions for long-term incentives are recognised at year-end at the present value of the estimated future payments to be made in order to meet the obligations acquired (see Note 20). The expense accrued during the year is determined based on the best estimate of the degree to which the conditions giving entitlement to payment have been met, with a charge to personnel costs and finance costs. Any change in the estimates made are recognised with a charge or credit to the income statement for the year, based on their nature.

#### ***k) Income tax***

The Company files consolidated income tax returns as part of a tax group of which it is the parent.

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).

The current income tax expense is the amount payable by the Company as a result of income tax settlements for a given year. Tax credits and other tax benefits, excluding tax withholdings and pre-payments, and tax loss carryforwards from prior years effectively offset in the current year reduce the current income tax expense. These tax benefits are measured at face value unless the period for recovery is more than one year, in which case they are measured at present value, provided that this differs significantly from face value.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences measured at the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax bases, and tax loss and tax credit carryforwards. These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except for those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that is not a business combination and affects neither accounting profit (loss) nor taxable profit (tax loss).

Deferred tax assets are recognised to the extent that it is considered probable that the Company will have taxable profits in the future against which the deferred tax assets can be utilised, provided that they will be utilised within a maximum of ten years, unless there is clear evidence that they will be recovered within a period of more than ten years or there are deferred tax liabilities with an identical period of reversal.

Deferred tax assets and liabilities arising from transactions charged or credited directly to equity are also recognised in equity.

The deferred tax assets recognised are reassessed at the end of each reporting period and the appropriate adjustments are made to the extent that there are doubts as to their future recoverability. Also, unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that they will be recovered through future taxable profits.

As required by the Spanish Accounting and Auditing Institute, the Group's policies establish that for each of the companies that belongs to the consolidated tax group, the income tax expense or benefit for the year is calculated on the basis of accounting profit before tax, increased or decreased, as appropriate, by the permanent differences from the taxable profit, net of the tax relief and tax credits corresponding to each company in the tax group under the consolidated tax regime.

#### ***l) Revenue and expense recognition***

Revenue and expenses are recognised when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises.

Revenue from sales is recognised when the commitment obligations with the customer have been satisfied and which, in general, occurs when the goods are given to the customer and the customer pays for them. Revenue is recognised for the value of the consideration received. Refunds of sales, whether actual or forecast, are considered part of the total price of each sales transaction.

Sales to franchises are recognised following the same criteria.

Revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the end of the reporting period, provided the outcome of the transaction can be estimated reliably.

Interest income from financial assets is recognised using the effective interest method and dividend income, which is recognised under "Revenue" since it forms part of the ordinary business of the Company, is recognised when the shareholders' right to receive payment has been established. Interest and dividends from financial assets accrued after the date of acquisition are recognised as income.

#### ***m) Current / non-current classification***

The Company classifies assets and liabilities as current and non-current items in the balance sheet. Assets and liabilities are classified as current when they are expected to be realised or settled within twelve months of the balance sheet date, and are otherwise classified as non-current liabilities.

**n) Foreign currency transactions**

The Company's functional currency is the euro. Assets whose acquisition cost is denominated in a foreign currency are translated to euros at the exchange rate prevailing at the date of each acquisition or at the date on which the related items are included in assets.

Accounts receivable and payable denominated in foreign currency are translated to euros at the exchange rates prevailing at the transaction date and are subsequently translated at the end of the reporting period using the closing exchange rates. Any resulting gains or losses are recognised directly in profit or loss in the year in which they arise.

**o) Related party transactions**

The Company performs its transactions with Group companies and related parties on an arm's length basis. Also, the transfer pricings are adequately supported and, therefore, the Company's Directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

**p) Statement of cash flows**

The following terms are used in the statement of cash flows:

- a. Cash flows: inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.
- b. Operating activities: the principal revenue-producing activities of the Company and other activities that are not investing or financing activities.
- c. Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- d. Financing activities: activities that result in changes in the size and composition of the equity and borrowings of the Company that are not operating activities.

**q) Statement of changes in equity**

The statement of changes in equity presented in these annual accounts shows the total changes in equity in the year. This information is in turn presented in two statements: the statement of recognised income and expense and the statement of changes in total equity. The main characteristics of the information contained in the two parts of the statement are explained below:

***Statement of recognised income and expense***

This part of the statement of changes in equity presents the income and expenses generated by the Company as a result of its business activity in the year, and a distinction is made between the income and expenses recognised in the income statement for the year and the other income and expenses recognised, in accordance with current regulations, directly in equity.

Accordingly, this statement presents:

- a. Profit for the year.
- b. The net amount of income and expenses recognised directly in equity (*the income, net of the expenses arising during the year, recognised directly in equity, which remains under this line item even if in the same year it is transferred to profit or loss, to the initial carrying amount of other assets or liabilities, or is reclassified to another line item*).
- c. The amount transferred to profit or loss from equity (*the amount of the revaluation gains and losses and the asset-related grants previously recognised in equity, albeit in the same year, which are recognised in the income statement*).
- d. The total recognised income and expense, calculated as the sum of a) to c) above.

The amounts of these items are presented gross and the related tax effect is recognised under "Tax Effect" in this statement.

*Statement of changes in total equity*

This part of the statement of changes in equity presents all the changes in equity, including those arising from changes in accounting policies and from the correction of misstatements. Accordingly, this statement presents a reconciliation of the carrying amount at the beginning and end of the year of all the equity items, and the changes are grouped together on the basis of their nature into the following items:

- a. Adjustments due to changes in accounting policies and to errors: include the changes in equity arising as a result of the retrospective restatement of the balances in the annual accounts due to changes in accounting policies or to the correction of misstatements.
- b. Income and expense recognised in the year: includes, in aggregate form, the total of the aforementioned items recognised in the statement of recognised income and expense.
- c. Other changes in equity: includes the remaining items recognised in equity, including, inter alia, increases and decreases in the Company's share capital, distribution of profit, transactions involving own equity instruments, share-based payments, transfers between equity items and any other increases or decreases in equity.

**r) Permanent establishment**

As indicated in Note 1, the Company carries out part of its business through a Permanent Establishment in the Netherlands.

The annual accounts include the effects of the integration of said Permanent Establishment, through the integration in the balance sheet and in the profit and loss account of the balances of the balance sheet items and the profit and loss account of the same. Said integration has been carried out eliminating the transactions carried out between the Company and the Permanent Establishment, as well as the reciprocal asset and liability balances.

The main effect revealed in 2019 by the integration of the Permanent Establishment has been the integration of assets amounting to EUR 91 million.

## 5 Intangible assets

The changes in 2019 and 2018 in the intangible asset accounts and in the related accumulated amortisation were as follows:

2019

|  | Opening balance | Additions (charge for the year) | Disposals   | Transfers | Closing balance |
|--|-----------------|---------------------------------|-------------|-----------|-----------------|
| Patents and similar items intangibles      | 15              | -                               | -           | -         | 15              |
| Computer software                          | 201             | 60                              | (12)        | 15        | 264             |
| Intangible assets in progress and advances | 22              | 14                              | -           | (15)      | 21              |
| <b>Cost</b>                                | <b>238</b>      | <b>74</b>                       | <b>(12)</b> | <b>-</b>  | <b>300</b>      |
| Patents and similar items intangibles      | (11)            | -                               | -           | -         | (11)            |
| Computer software                          | (91)            | (40)                            | 12          | -         | (119)           |
| <b>Accumulated amortisation</b>            | <b>(102)</b>    | <b>(40)</b>                     | <b>12</b>   | <b>-</b>  | <b>(130)</b>    |
| <b>Net carrying amount</b>                 | <b>136</b>      |                                 |             |           | <b>170</b>      |

2018

|  | Opening balance | Additions (charge for the year) | Disposals  | Transfers | Closing balance |
|--|-----------------|---------------------------------|------------|-----------|-----------------|
| Patents and similar items intangibles      | 14              | 1                               | -          | -         | 15              |
| Computer software                          | 137             | 42                              | (1)        | 23        | 201             |
| Intangible assets in progress and advances | 28              | 17                              | -          | (23)      | 22              |
| <b>Cost</b>                                | <b>179</b>      | <b>60</b>                       | <b>(1)</b> | <b>-</b>  | <b>238</b>      |
| Patents and similar items intangibles      | (10)            | (1)                             | -          | -         | (11)            |
| Computer software                          | (65)            | (27)                            | 1          | -         | (91)            |
| <b>Accumulated amortisation</b>            | <b>(75)</b>     | <b>(28)</b>                     | <b>1</b>   | <b>-</b>  | <b>(102)</b>    |
| <b>Net carrying amount</b>                 | <b>104</b>      |                                 |            |           | <b>136</b>      |

### Additions

The main additions in 2019 and in 2018 relate to the amount paid for the investment in new IT developments, which was recognised under "Computer Software" and "Intangible Assets in Progress and Advances".

### Fully amortised intangible assets

The Company's intangible assets include certain items which had been fully amortised at 31 January 2020 and 2019, the total cost and accumulated amortisation of which were as follows:

|                                       | 31/01/2020 | 31/01/2019 |
|---------------------------------------|------------|------------|
| Patents and similar items intangibles | 7          | 6          |
| Computer software                     | 33         | 19         |
| <b>Total</b>                          | <b>40</b>  | <b>25</b>  |

### 6 Property, plant and equipment

The changes in 2019 and 2018 in the property, plant and equipment accounts and in the related accumulated depreciation were as follows:

2019

|  | Opening balance | Additions (charge for the year) | Disposals   | Transfers (Note 7) | Closing balance |
|--|-----------------|---------------------------------|-------------|--------------------|-----------------|
| Land   | 23              | -                               | -           | 4                  | 27              |
| Buildings  | 199             | 5                               | (5)         | 2                  | 201             |
| Plant and machinery  | 162             | 4                               | (2)         | 5                  | 169             |
| Other fixtures, tools and furniture                                      | 45              | 2                               | -           | -                  | 47              |
| Other items of property, plant and equipment                             | 216             | 31                              | (23)        | 1                  | 225             |
| Property, plant and equipment in the course of construction and advances | 38              | 35                              | -           | (15)               | 58              |
| <b>Cost</b>  | <b>683</b>      | <b>77</b>                       | <b>(30)</b> | <b>(3)</b>         | <b>727</b>      |
| Buildings  | (23)            | (5)                             | -           | -                  | (28)            |
| Plant and machinery  | (58)            | (13)                            | 1           | -                  | (70)            |
| Other fixtures, tools and furniture                                      | (26)            | (3)                             | -           | -                  | (29)            |
| Other items of property, plant and equipment                             | (79)            | (27)                            | 22          | -                  | (84)            |
| <b>Accumulated depreciation</b>  | <b>(186)</b>    | <b>(48)</b>                     | <b>23</b>   | <b>-</b>           | <b>(211)</b>    |
| <b>Net carrying amount</b>   | <b>497</b>      |                                 |             |                    | <b>516</b>      |

2018

|  | Opening balance | Additions (charge for the year) | Disposals   | Transfers (Note 7) | Closing balance |
|--|-----------------|---------------------------------|-------------|--------------------|-----------------|
| Land   | 11              | -                               | (1)         | 13                 | 23              |
| Buildings  | 84              | 57                              | (4)         | 62                 | 199             |
| Plant and machinery  | 94              | 37                              | (2)         | 33                 | 162             |
| Other fixtures, tools and furniture                                      | 41              | 5                               | (1)         | -                  | 45              |
| Other items of property, plant and equipment                             | 200             | 19                              | (8)         | 5                  | 216             |
| Property, plant and equipment in the course of construction and advances | 132             | 23                              | -           | (117)              | 38              |
| <b>Cost</b>  | <b>562</b>      | <b>141</b>                      | <b>(16)</b> | <b>(4)</b>         | <b>683</b>      |
| Buildings  | (21)            | (3)                             | 1           | -                  | (23)            |
| Plant and machinery  | (49)            | (9)                             | -           | -                  | (58)            |
| Other fixtures, tools and furniture                                      | (25)            | (2)                             | 1           | -                  | (26)            |
| Other items of property, plant and equipment                             | (62)            | (23)                            | 6           | -                  | (79)            |
| <b>Accumulated depreciation</b>  | <b>(157)</b>    | <b>(37)</b>                     | <b>8</b>    | <b>-</b>           | <b>(186)</b>    |
| <b>Net carrying amount</b>   | <b>405</b>      |                                 |             |                    | <b>497</b>      |

### Additions

The additions in 2019 relate mainly to expansion projects carried out at the Company's head office in Arteixo (A Coruña)

The additions in 2018 relate mainly to expansion projects carried out at the Company's head office in Arteixo (A Coruña) and with the new logistics centre in A Laracha (A Coruña).

### Asset revaluation

On 1 February 2013, the items of investment property were revalued pursuant to Law 16/2012, of 27 December; this had an effect on equity, net of tax, of EUR 9 million. The impact of this revaluation on the depreciation charge for 2019 and 2018 was EUR 0.2 million in both years.

### Fully depreciated property, plan and equipment

At 31 January 2020 and 2019, the property, plant and equipment and the investment property described in Note 7 included certain fully depreciated assets still in operation, the total cost and accumulated depreciation of which were as follows:



|  | 31/01/2020 | 31/01/2019 |
|--|------------|------------|
| Buildings                                    | 110        | 95         |
| Plant and machinery                          | 26         | 25         |
| Other fixtures, tools and furniture          | 11         | 11         |
| Other items of property, plant and equipment | 19         | 26         |
| <b>Total</b>                                 | <b>166</b> | <b>157</b> |

### Property, plant and equipment acquired from the Group

The detail of the property, plant and equipment and investment property acquired from Group companies at 31 January 2020 and 2019 is as follows:

At 31 January 2020

|  | Cost         | Accumulated depreciation | Total      |
|--|--------------|--------------------------|------------|
| Land and buildings                           | 899          | (305)                    | 594        |
| Plant and machinery                          | 157          | (55)                     | 102        |
| Other items of property, plant and equipment | 7            | (5)                      | 2          |
| <b>Total</b>                                 | <b>1,063</b> | <b>(365)</b>             | <b>698</b> |

At 31 January 2019

|  | Cost       | Accumulated depreciation | Total      |
|--|------------|--------------------------|------------|
| Land and buildings                           | 826        | (262)                    | 564        |
| Plant and machinery                          | 140        | (43)                     | 97         |
| Other items of property, plant and equipment | 7          | (4)                      | 3          |
| <b>Total</b>                                 | <b>973</b> | <b>(309)</b>             | <b>664</b> |

### Insurance

The Company takes out insurance policies to cover the possible risks to which its property, plant and equipment are exposed. The Company's Directors consider that the policies arranged at 31 January 2020 are sufficient to cover the risks inherent to its business activities.

## 7 Investment property

The changes in 2019 and 2018 in "Investment Property" were as follows:

2019

|                                 | Opening balance | Additions (charge for the year) | Transfers (Note 6) | Closing balance |
|---------------------------------|-----------------|---------------------------------|--------------------|-----------------|
| Land                            | 101             | -                               | -                  | 101             |
| Buildings                       | 756             | 10                              | 3                  | 769             |
| <b>Cost</b>                     | <b>857</b>      | <b>10</b>                       | <b>3</b>           | <b>870</b>      |
| Buildings                       | (305)           | (27)                            | -                  | (332)           |
| <b>Accumulated depreciation</b> | <b>(305)</b>    | <b>(27)</b>                     | <b>-</b>           | <b>(332)</b>    |
| <b>Net carrying amount</b>      | <b>552</b>      |                                 |                    | <b>538</b>      |

2018

|                                 | Opening balance | Additions (charge for the year) | Disposals  | Transfers (Note 6) | Closing balance |
|---------------------------------|-----------------|---------------------------------|------------|--------------------|-----------------|
| Land                            | 102             | -                               | (1)        | -                  | 101             |
| Buildings                       | 744             | 10                              | (2)        | 4                  | 756             |
| <b>Cost</b>                     | <b>846</b>      | <b>10</b>                       | <b>(3)</b> | <b>4</b>           | <b>857</b>      |
| Buildings                       | (280)           | (27)                            | 2          | -                  | (305)           |
| <b>Accumulated depreciation</b> | <b>(280)</b>    | <b>(27)</b>                     | <b>2</b>   | <b>-</b>           | <b>(305)</b>    |
| <b>Net carrying amount</b>      | <b>566</b>      |                                 |            |                    | <b>552</b>      |

Investment property relates mainly to land and buildings leased by the Company to Group companies whose corporate purpose is the provision of logistics services.

Revenues from leasing the Company's property investments for the financial year 2019 amounted to EUR 39 million (EUR 38 million in 2018) and are recorded under the heading "Other Operating Income - Non-Core and Other Current Operating Income" in the attached profit and loss account (see Note 15).

Operating expenses related to the investment properties owned by the Company amounted to EUR 2 million in 2019 and 2018.

### Additions

The additions for the year correspond mainly to expansion and improvement projects carried out in the different logistics centres that the Company has in Arteixo (A Coruña).

The additions in 2018 correspond mainly to expansion projects carried out at the Narón (A Coruña) and Zaragoza logistics centres.

## Asset revaluation

On 1 February 2013, the items of investment property were revalued pursuant to Law 16/2012, of 27 December; this had an effect on equity, net of tax, of 35 million. The impact of this revaluation on the depreciation charge for 2019 and 2018 was EUR 1 million in both years.

## Insurance

The Company takes out insurance policies to cover the possible risks to which its investment property is exposed. The Company's Directors consider that the insurance coverage arranged is adequate.

## 8 Investments in Group companies and financial assets (current and non-current)

The detail of investments in Group companies and financial assets (current and non-current) at 31 January 2020 and 2019 is as follows:

|   | 31/01/2020   | 31/01/2019   |
|---|--------------|--------------|
| <b>Non-current investments in Group companies, jointly controlled entities and associates</b>       |              |              |
| Equity investments  | 9,268        | 4,035        |
| Impairment losses   | (88)         | (78)         |
| Loans to companies (Note 15)  | -            | 395          |
| <b>Total</b>  | <b>9,180</b> | <b>4,352</b> |
| <b>Non-current financial assets</b>   |              |              |
| Equity instruments  |              |              |
| Cost  | 14           | 14           |
| Impairment losses   | (12)         | (12)         |
| Other financial assets  | 161          | 195          |
| <b>Total</b>  | <b>163</b>   | <b>197</b>   |
| <b>Current investments in Group companies, jointly controlled entities and associates (Note 15)</b> |              |              |
| Loans to companies  | 6,243        | 3,899        |
| <b>Total</b>  | <b>6,243</b> | <b>3,899</b> |
| <b>Current financial assets</b>   |              |              |
| Derivatives   | 5            | 9            |
| <b>Total</b>  | <b>5</b>     | <b>9</b>     |

### Non-current investments in Group companies, jointly controlled entities and associates Equity instruments

The most significant information in relation to Group companies, jointly controlled entities and associates at 31 January 2020 is detailed in Annex I.

The main changes in investments in equity instruments correspond to the decisions taken by Group management regarding the management of operations. Thus, during the 2019 financial year, the Group's company acquisitions and capital increases in the amount of EUR 5,122 million (EUR 1,895 million in 2018), cash and non-cash contributions in the amount of EUR 183 million (EUR 352 million in 2018), capital reductions in the amount of EUR 4 million, returns of contributions amounting to EUR

6 million (EUR 215 million in 2018), and sales to other subsidiaries of certain investments in Group companies whose acquisition cost amounted to EUR 62 million (EUR 387 million in 2018). The impact of these transactions has led to a credit amounting to EUR 51 million (EUR 137 million in 2018) under the heading "Other Reserves" in the balance sheet, and a positive result of EUR 1,183 million (EUR 1,894 million in 2018) registered under the heading "Impairment and results from disposals of financial instruments of group companies and associates" of the profit and loss account.

Impairment losses totalling EUR 10 million based on the criteria detailed in Note 4-d, which were recognised under the same heading (2018: EUR 8 million were reversed).

None of the investees of Industria de Diseño Textil, S.A. are listed on the stock exchange.

### **Current investments in Group companies, jointly controlled entities and associates Loans to companies and other financial assets**

At the close of 2019 the loans to Group companies recognised under non-current assets in the balance sheet relate to the financing of their activities and the purchase of property, plant and equipment. These loans accrue a market rate of interest.

In order to optimise the financial resources generated, the Company has implemented a centralised cash system among certain Group companies by setting up current accounts, the balances of which can be receivable or payable, depending on the particular circumstances of each company and which, in practice, are settled depending on each company's needs. These balances bear interest at a market rate which is settled on an annual basis. In this connection, the balances receivable included under "Current Investments in Group Companies, Jointly Controlled Entities and Associates" correspond to these current accounts. When the related balances are payable, they are recognised under "Current Payables to Group Companies, Jointly Controlled Entities and Associates" (see Note 15).

The balances arising on tax consolidation are also recognised under this heading (see Notes 15 and 16).

### **Non-current financial assets**

At 31 January 2020, the balance of "Non-Current Financial Assets - Other Financial Assets" included mainly advances made as a result of future payment obligations.

### **Derivative financial instruments**

Merchandise and goods for resale are acquired partly through orders placed with foreign suppliers in US dollars. The Company, in accordance with prevailing foreign currency risk management policies established by the Inditex Group, uses derivative financial instruments (basically forwards) to hedge fluctuations in the cash flows related to these transactions and associated with the exchange rate.

The maturity dates of the hedging instruments were negotiated so that they coincide with those of the hedged items. In this connection, in 2019 and 2018 there were no highly probable forecast transactions to which hedge accounting was applied that did not ultimately occur.

At 31 January 2020 and 2019, the Company had open derivative positions (basically forward US dollar purchases), which are shown under "Current Financial Assets" or "Current Payables" in the accompanying balance sheet, depending on their balance. The detail of the fair value of these hedging instruments for 2019 and 2018 is as follows:

## 2019

| CURRENT FINANCIAL ASSETS  |       |                                 |                                |  |                           |
|---------------------------|-------|---------------------------------|--------------------------------|--|---------------------------|
| Description               | Level | Fair value at beginning of year | Amount taken to profit or loss | Gain or loss recognised directly in equity | Fair value at end of year |
| Foreign currency forwards | 2     | 9                               | (5)                            | 1  | 5                         |
| <b>Total</b>              |       | <b>9</b>                        | <b>(5)</b>                     | <b>1</b>                                   | <b>5</b>                  |

| CURRENT PAYABLES          |       |                                 |                                |  |  |                           |
|---------------------------|-------|---------------------------------|--------------------------------|--|--|---------------------------|
| Description               | Level | Fair value at beginning of year | Amount taken to profit or loss | Amount transferred to profit or loss from equity | Gain or loss recognised directly in equity | Fair value at end of year |
| Foreign currency forwards | 2     | 12                              | (4)                            | (8)  | -  | -                         |
| Options                   | 2     | -                               | -                              | -  | 5  | 5                         |
| <b>Total</b>              |       | <b>12</b>                       | <b>(4)</b>                     | <b>(8)</b>                                       | <b>5</b>                                   | <b>5</b>                  |

## 2018

| CURRENT FINANCIAL ASSETS  |       |                                 |                                |  |                           |
|---------------------------|-------|---------------------------------|--------------------------------|--|---------------------------|
| Description               | Level | Fair value at beginning of year | Amount taken to profit or loss | Amount transferred to profit or loss from equity | Fair value at end of year |
| Foreign currency forwards | 2     | -                               | 17                             | (8)  | 9                         |
| <b>Total</b>              |       | <b>-</b>                        | <b>17</b>                      | <b>(8)</b>                                       | <b>9</b>                  |

| CURRENT PAYABLES          |       |                                 |                                |  |                           |
|---------------------------|-------|---------------------------------|--------------------------------|--|---------------------------|
| Description               | Level | Fair value at beginning of year | Amount taken to profit or loss | Gain or loss recognised directly in equity | Fair value at end of year |
| Foreign currency forwards | 2     | 57                              | (26)                           | (19)                                       | 12                        |
| <b>Total</b>              |       | <b>57</b>                       | <b>(26)</b>                    | <b>(19)</b>                                | <b>12</b>                 |

There have been no transfers between the different levels.

The changes in the fair value of the hedging instruments detailed depend mainly on the changes in the US dollar contract rate and the changes in the short-term yield curves.

## 9 Cash and cash equivalents

The cash balances include cash in hand and demand deposits at banks.

All the balances under these line items are unrestricted as to their use and there are no guarantees or pledges attached to them.

## 10 Inventories

The detail of this line item at 31 January 2020 and 2019 is as follows:

|                                  | 31/01/2020 | 31/01/2019 |
|----------------------------------|------------|------------|
| Goods held for resale            | 584        | 784        |
| Raw materials and other supplies | 76         | 71         |
| <b>Total</b>                     | <b>660</b> | <b>855</b> |

The Company takes out insurance policies to cover the possible risks to which its inventories are exposed. The Company's Directors consider that the insurance coverage arranged is adequate.

Based on current information Inditex has booked an inventory provision of EUR 172 million to account for the impact that the Covid-19 pandemic might have on the net realisable value of the Spring/Summer inventory position at 31 January 2020.

## 11 Equity

### Shareholders' equity

#### Share capital

At 31 January 2020 and 2019, the Company's share capital was represented by 3,116,652,000 fully subscribed and paid-up shares of EUR 0.03 par value each, which confer identical voting rights upon their holders, and which are represented by book entries.

INDITEX shares are listed on the four Spanish stock exchanges. Although its shares are represented by book entries, pursuant to Article 497 of the Spanish Companies Act, Inditex has hired to Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) its services related to the provision of the daily share ownership notification.

As per the Company's Shareholder Register, as well as the public registers of the Spanish National Securities Market Commission (CNMV), the Company's significant shareholders at 31 January 2020 and 2019 were as follows:

| Shareholder                                      | 31/01/2020           |                         | 31/01/2019           |                         |
|--|----------------------|-------------------------|----------------------|-------------------------|
|  | Number of shares     | Percentage of ownership | Number of shares     | Percentage of ownership |
| Pontegadea Inversiones, S.L.                     | 1,558,637,990        | 50.01%                  | 1,558,637,990        | 50.01%                  |
| Partler 2006, S.L.                               | 289,362,325          | 9.28%                   | 289,362,325          | 9.28%                   |
| Rosp Corunna Participaciones Empresariales, S.L. | 157,474,030          | 5.05%                   | 157,474,030          | 5.05%                   |
| <b>Total</b>                                     | <b>2,005,474,345</b> | <b>64.34%</b>           | <b>2,005,474,345</b> | <b>64.34%</b>           |

At 31 January 2020 and 2019, the members of the Board of Directors or their related companies controlled approximately 59.371% and 59.364%, respectively, of the Company's share capital, as detailed in Annex II.

**Legal reserve**

Under the Spanish Companies Act, the Company must transfer 10% of net profit for each year to the legal reserve until the balance of this reserve reaches at least 20% of the share capital. At 31 January 2020 and 2019, the legal reserve had reached the legally required minimum.

The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

**Revaluation reserve**

Pursuant to Law 16/2012, of 27 December, in 2013 the Company revalued its property, plant and equipment and investment property assets. The amount of the revaluation, net of the 5% tax charge, was EUR 44 million (see Notes 6 and 7).

**Dividends**

The dividends paid by the Company in 2019 and 2018 amounted to EUR 2,741 million and EUR 2,335 million, respectively. These amounts correspond to payments of EUR 0.88 per share in 2019 and EUR 0.75 per share in 2018. The distribution of profit for 2019 proposed by the Board of Directors is shown in Note 3.

**Treasury shares**

The Annual General Shareholder' Meeting held on 19 July 2016 approved the 2016-2020 Long-Term Incentive Plan (see Note 20) and authorised the Board of Directors to derivatively acquire treasury shares to cater for this Plan. Likewise, the General Shareholders' Meeting, at its meeting held on 16 July 2019, approved a Long-Term Incentive Plan 2019-2023 and authorised the Board of Directors to derivatively acquire treasury shares, aimed at covering such plans, leaving the previous authorisation without effect.

At 31 January 2019, the Company owned 2,950,143 treasury shares, representing 0.095% of the share capital.

Subsequently, during the financial year 2019, the first cycle (2016-2019) of the Long-Term Incentive Plan 2016-2020 took place, and the corresponding actions were handed over to the beneficiaries of the aforementioned first cycle of the Plan. As of 31 January 2020, the Company held a total of 2,125,384 own shares, representing 0.068% of the share capital.

**12 Long-term provisions**

The detail of "Long-Term Provisions" at 31 January 2020 and 2019 and of the changes therein in 2019 is as follows:

|   | Balances at<br>31/01/2019 | Charge for the year and<br>transfers to short term | Balances at<br>31/01/2020 |
|---|---------------------------|--|---------------------------|
| <b>Long-term provisions</b>                                 |                           |  |                           |
| Other provisions  |                           |  |                           |
| Provisions for third-party liability                        | 1                         | 1  | 2                         |
| Provision for pensions and similar obligations to personnel | 13                        | (11)   | 2                         |
| <b>Total</b>  | <b>14</b>                 | <b>(10)</b>  | <b>4</b>                  |

**Provisions for third-party liability**

The balances of this line item relate to provisions recognised to cover any risks that might arise for the Company in the performance of its ordinary activities. An analysis is performed each year of the portion that will foreseeably have to be settled the following year, and the related amount is reclassified to current liabilities.

In estimating the amounts provisioned at year-end, the Company used the following hypotheses and assumptions:

- Maximum amount of the contingency
- Foreseeable evolution and factors on which the contingency depends

The Company's Directors consider that the provisions recognised in the balance sheet adequately cover the risks relating to litigation, arbitration and other contingencies and do not expect any liabilities additional to those recognised to arise therefrom.

**Provision for pensions and similar obligations to personnel**

The Company has undertaken to settle specific obligations to personnel. The Company has recorded a provision to cover the liability corresponding to the estimated vested portion of these obligations at 31 January 2020. The estimated average payment period for the amounts provisioned is three years.

**13 Non-current and current accruals and deferred income**

These line items include mainly the amount not yet recognised in profit or loss of the income arising from transfers of assets between Group companies, which were paid in full in 2013. The amount transferred to profit or loss in 2019 and 2018 in this connection was EUR 123 million, which was recognised under "Other Operating Income - Non-Core and Other Current Operating Income" (See Note 15).

**14 Non-current and current liabilities**

The breakdown of the balances of "Non-Current Payables" and "Current Payables" in the accompanying balance sheets as at 31 January 2020 and 2019 is as follows:

|  | 31/01/2020          |                         |           | 31/01/2019          |                         |           |
|--|---------------------|-------------------------|-----------|---------------------|-------------------------|-----------|
|  | Current liabilities | Non-current liabilities | Total     | Current liabilities | Non-current liabilities | Total     |
| Obligations under finance leases       | 6                   | 6                       | 12        | 3                   | 5                       | 8         |
| Derivatives (Note 8)                   | 5                   | -                       | 5         | 12                  | -                       | 12        |
| Other financial liabilities            |                     |                         |           |                     |                         |           |
| Payable to non-current asset suppliers | 4                   | -                       | 4         | 5                   | -                       | 5         |
| Other payables                         | 29                  | -                       | 29        | 36                  | -                       | 36        |
| <b>Total</b>                           | <b>44</b>           | <b>6</b>                | <b>50</b> | <b>56</b>           | <b>5</b>                | <b>61</b> |

"Other Payables" includes mainly deposits received from franchises and other counterparties to secure the payment for the supply of finished goods and other transactions, as well as the debts recognised as a result of the existence of cross call and put options between the Company and the owners of some of the shares of certain of the subsidiaries, since these cross options are considered to be a deferred acquisition of the shares constituting the underlying. The variations in the option prices are due basically



to the fact that the prices are linked to the number of stores operated and to the shareholders' equity and the profit or loss of these subsidiaries.

Following is a description of the main cross put and call options on those investments:

a) Subsidiary domiciled in Mexico

The Company holds a call option on 5% of the share capital of Zara México, S.A. de C.V. owned by a non-controlling shareholder. The strike price is set on the basis of the non-controlling shareholders' share of the equity of the investee when the call option is exercised.

b) Subsidiary domiciled in South Korea

The Company holds a call option on 20% of the share capital of Zara Retail Korea, Ltd. This ownership interest is held by Lotte Shopping Co., Ltd., which in turn holds an option to sell the full amount of this holding to Industria de Diseño Textil, S.A. The strike price is set on the basis of the non-controlling shareholders' share of the equity of the investee when the call option is exercised.

The Company had been granted credit facilities with a limit of EUR 721 million at 31 January 2020 (31 January 2019: EUR 698 million). At 31 January 2020 and 2019, no balances had been drawn down.

## 15 Balances and transactions with Group and related companies

### Balances

The detail of the Company's balances with Group entities, jointly controlled entities and related companies at 31 January 2020 and 2019 is as follows:

|  | 31/01/2020   |           |              | 31/01/2019   |            |              |
|--|--------------|-----------|--------------|--------------|------------|--------------|
|  | Short term   | Long term | Total        | Short term   | Long term  | Total        |
| Trade receivables  | 192          | -         | 192          | 296          | -          | 296          |
| Loans (Note 8)   | 6,001        | -         | 6,001        | 3,675        | 395        | 4,070        |
| Receivables arising from filing of consolidated tax returns (Notes 8 & 16) | 242          | -         | 242          | 224          | -          | 224          |
| <b>Total</b>   | <b>6,435</b> | <b>-</b>  | <b>6,435</b> | <b>4,195</b> | <b>395</b> | <b>4,590</b> |
| Payables to suppliers  | 1,125        | -         | 1,125        | 928          | -          | 928          |
| Payables   | 693          | 6         | 699          | 509          | 6          | 515          |
| Payables arising from filing of consolidated tax returns (Note 16)         | 5            | -         | 5            | 4            | -          | 4            |
| <b>Total</b>   | <b>1,823</b> | <b>6</b>  | <b>1,829</b> | <b>1,441</b> | <b>6</b>   | <b>1,447</b> |

## Transactions

The detail of the transactions with Group and related companies in 2019 and 2018 is as follows:

2019

|   | Group Companies | Jointly controlled entities | Other related parties | Total         |
|---|-----------------|-----------------------------|-----------------------|---------------|
| <b>Expenses and Incomes</b>             |                 |                             |                       |               |
| Purchases                               | 5,103           | 1                           | -                     | 5,104         |
| Other expenses                          | 1,082           | -                           | -                     | 1,082         |
| Finance costs                           | 2               | -                           | -                     | 2             |
| <b>Total Expenses</b>                   | <b>6,187</b>    | <b>1</b>                    | <b>-</b>              | <b>6,188</b>  |
| Sales                                   | 8,140           | -                           | -                     | 8,140         |
| Dividends                               | 8,935           | 60                          | -                     | 8,995         |
| Operating lease income (Note 7)         | 39              | -                           | -                     | 39            |
| Other income                            | 193             | 2                           | 7                     | 202           |
| Finance and other income                | 4               | -                           | -                     | 4             |
| <b>Total Income</b>                     | <b>17,311</b>   | <b>62</b>                   | <b>7</b>              | <b>17,380</b> |
| <b>Other Transactions</b>               |                 |                             |                       |               |
| Disposals of Group investments (Note 8) | 1,245           | -                           | -                     | 1,245         |

2018

|  | Group Companies | Jointly controlled entities | Other related parties | Total         |
|--|-----------------|-----------------------------|-----------------------|---------------|
| <b>Expenses and Incomes</b>                |                 |                             |                       |               |
| Purchases                                  | 4,318           | 1                           | -                     | 4,319         |
| Other expenses                             | 980             | -                           | -                     | 980           |
| Finance costs                              | 2               | 1                           | -                     | 3             |
| <b>Total Expenses</b>                      | <b>5,300</b>    | <b>2</b>                    | <b>-</b>              | <b>5,302</b>  |
| Sales                                      | 7,436           | -                           | -                     | 7,436         |
| Dividends                                  | 8,150           | 20                          | -                     | 8,170         |
| Operating lease income (Note 7)            | 38              | -                           | -                     | 38            |
| Other income                               | 180             | 18                          | -                     | 198           |
| <b>Total Income</b>                        | <b>15,804</b>   | <b>38</b>                   | <b>-</b>              | <b>15,842</b> |
| <b>Other Transactions</b>                  |                 |                             |                       |               |
| Disposals of Group investments (Note 8)    | 2,281           | -                           | -                     | 2,281         |
| Disposals of property, plant and equipment | 5               | -                           | 1                     | 6             |

The main transactions relate to the sales of products to subsidiaries worldwide and the services provided thereto, such as those relating to franchise fees or rentals and the transfer of assets (see Note 13) -all of which are performed through the agreements entered into by the Company with the companies in its Group in order to carry on the activities described in Note 1, as well as the dividends

received from subsidiaries and the sale of shares described in Note 8. "Other Expenses" includes mainly logistics and design services provided by Group companies. The finance costs and finance income arise from the financial balances held by the Company with the Group companies described above.

## 16 Taxes

### Income tax

Industria de Diseño Textil, S.A. files consolidated tax returns as the parent of a tax group formed by the following subsidiaries:

|                                    |                               |                                 |                           |
|------------------------------------|-------------------------------|---------------------------------|---------------------------|
| Bershka BSK España, S.A.           | Hampton, S.A.                 | Oysho España, S.A.              | Tordera Logística, S.L.   |
| Bershka Diseño, S.L.               | Indipunt, S.L.                | Oysho Logística, S.A.           | Trisko, S.A.              |
| Bershka Logística, S.A.            | Inditex, S.A.                 | Plataforma Cabanillas, S.A.     | Uterque Diseño, S.L.      |
| Born, S.A.                         | Inditex Logística, S.A.       | Plataforma Europa, S.A.         | Uterque España, S.A.      |
| Choolet, S.A.                      | Invercarpro, S.A.             | Plataforma Logística León, S.A. | Uterque Logística, S.A.   |
| Comditel, S.A.                     | Kiddy's Class España, S.A.    | Plataforma Logística Meco, S.A. | Uterque, S.A.             |
| Confecciones Fíos, S.A.            | Lefties España, S.A.          | Pull & Bear Diseño, S.L.        | Zara Diseño, S.L.         |
| Confecciones Goa, S.A.             | Lefties Logística, S.A.       | Pull & Bear España, S.A.        | Zara España, S.A.         |
| Denllo, S.A.                       | Massimo Dutti Diseño, S.L.    | Pull & Bear Logística, S.A.     | Zara Home Diseño, S.L.    |
| Fashion Logistics Forwarders, S.A. | Massimo Dutti Logística, S.A. | Samlor, S.A.                    | Zara Home España, S.A.    |
| Fashion Retail, S.A.               | Massimo Dutti, S.A.           | Stear, S.A.                     | Zara Home Logística, S.A. |
| Fibracolor, S.A.                   | Nikole, S.A.                  | Stradivarius Diseño, S.L.       | Zara Logística, S.A.      |
| Glencare, S.A.                     | Nikole Diseño, S.L.           | Stradivarius España, S.A.       | Zara, S.A.                |
| Goa-Invest, S.A.                   | Oysho Diseño, S.L.            | Stradivarius Logística, S.A.    | Zintura, S.A.             |
| Grupo Massimo Dutti, S.A.          |                               |                                 |                           |

The reconciliation of the accounting profit for 2019 and 2018 to the taxable profit for income tax purposes is as follows:

### 2019

|  | Increase | Decrease | Total      |
|--|----------|----------|------------|
| Income and expense for the year                  | -        | -        | 10,418     |
| Income tax                                       | -        | -        | (14)       |
| Profit before taxes                              | -        | -        | 10,404     |
| Permanent differences                            |          |          |            |
| Individual company                               | 173      | (9,966)  | (9,794)    |
| Temporary differences                            |          |          |            |
| Of the individual company arising in the year    | 206      | -        | 206        |
| Of the individual company arising in prior years | 18       | (44)     | (26)       |
| <b>Taxable profit</b>                            |          |          | <b>790</b> |

2018

|  | Increase | Decrease | Total      |
|--|----------|----------|------------|
| Income and expense for the year                  |          |          | 10,381     |
| Income tax                                       |          |          | 85         |
| Profit before taxes                              |          |          | 10,466     |
| Permanent differences                            |          |          |            |
| Individual company                               | 19       | (10,071) | (10,052)   |
| Temporary differences                            |          |          |            |
| Of the individual company arising in the year    | 37       | -        | 37         |
| Of the individual company arising in prior years | 15       | (22)     | (7)        |
| Consolidation adjustments                        | 15       | (16)     | (1)        |
| <b>Taxable profit</b>                            |          |          | <b>443</b> |

The most significant permanent differences correspond to expenses which are not considered as tax deductible amounting to EUR 26 million of which EUR 16 million are donations (EUR 19 million in 2018), EUR 3,572 million due to the application of the exemption from international double taxation on dividends and capital gains (EUR 6,784 million in 2018), EUR 6,265 million due to the application of the exemption from internal double taxation on dividends, including that relating to dividends of companies in the tax group (EUR 3,280 million in 2018), EUR 128 million due to the application of the capitalization reserve and EUR 145 million due to the inclusion in the Spanish taxable income of the foreign Corporate Income Taxes corresponding to the profits which give rise to certain dividends distributed by the subsidiaries.

### Income tax expense

The calculation of the income tax expense for 2019 and 2018 is as follows:

2019

|   | Profit or loss |
|---|----------------|
| Income and expense for the year before income tax             | 10,404         |
| Tax charge at 25%   | 2,601          |
| Non-deductible expenses                                       | 7              |
| Exemption from double taxation on dividends and capital gains | (2,553)        |
| Other reductions in taxable income                            | (32)           |
| Tax relief and tax credits in the current year                | (4)            |
| Other adjustments   | (33)           |
| <b>Income tax expense</b>                                     | <b>(14)</b>    |

2018

|   | <b>Profit or loss</b> |
|---|-----------------------|
| Income and expense for the year before income tax         | 10,466                |
| Tax charge at 25%   | 2,617                 |
| Non-deductible expenses                                   | 5                     |
| Exemption from international double taxation on dividends | (2,516)               |
| Tax relief and tax credits in the current year            | (6)                   |
| Other adjustments   | (15)                  |
| <b>Income tax expense</b>                                 | <b>85</b>             |

**Deferred taxes**

The detail of deferred tax assets and of the changes therein at 31 January 2020 and 2019 is as follows:

2019

|   | <b>31/01/2019</b> | <b>Profit or loss</b> | <b>Equity</b> | <b>31/01/2020</b> |
|---|-------------------|-----------------------|---------------|-------------------|
| Valuation adjustments   | 5                 | -                     | -             | 5                 |
| Assets tax group  | 27                | 56                    | -             | 83                |
| Provisions for obligations to personnel   | 15                | (7)                   | -             | 8                 |
| Limitation on deductibility of depreciation and amortisation - Law 16/2012      | 3                 | (1)                   | -             | 2                 |
| Tax credits pending to be applied   | -                 | 28                    | -             | 28                |
| Provisions for long-term assets   | -                 | 3                     | -             | 3                 |
| Other provisions  | -                 | 43                    | -             | 43                |
| Unused tax credits relating to the reversal of temporary measures - Law 16/2012 | 1                 | -                     | -             | 1                 |
| Foreign currency hedges   | 2                 | -                     | (1)           | 1                 |
| <b>Total</b>  | <b>53</b>         | <b>122</b>            | <b>(1)</b>    | <b>174</b>        |

2018

|   | <b>31/01/2018</b> | <b>Profit or loss</b> | <b>Equity</b> | <b>31/01/2019</b> |
|---|-------------------|-----------------------|---------------|-------------------|
| Valuation adjustments   | 5                 | -                     | -             | 5                 |
| Assets tax group  | -                 | 27                    | -             | 27                |
| Provisions for obligations to personnel   | 12                | 3                     | -             | 15                |
| Limitation on deductibility of depreciation and amortisation - Law 16/2012      | 3                 | -                     | -             | 3                 |
| Unused tax credits relating to the reversal of temporary measures - Law 16/2012 | 1                 | -                     | -             | 1                 |
| Foreign currency hedges   | 5                 | -                     | (3)           | 2                 |
| <b>Total</b>  | <b>26</b>         | <b>30</b>             | <b>(3)</b>    | <b>53</b>         |

The detail of deferred tax liabilities and of the changes therein at 31 January 2020 and 2019 is as follows:

2019

|   | 31/01/2019  | Profit or loss | 31/01/2020 |
|---|-------------|----------------|------------|
| Valuation adjustments                     | (8)         | 5              | (3)        |
| Inventories of companies in the tax group | (4)         | -              | (4)        |
| <b>Total</b>                              | <b>(12)</b> | <b>5</b>       | <b>(7)</b> |

2018

|   | 31/01/2018  | Profit or loss | 31/01/2019  |
|---|-------------|----------------|-------------|
| Valuation adjustments                     | (11)        | 3              | (8)         |
| Inventories of companies in the tax group | (4)         | -              | (4)         |
| <b>Total</b>                              | <b>(15)</b> | <b>3</b>       | <b>(12)</b> |

The deferred tax liabilities include those corresponding to intra-Group transactions, as a result of the application of the consolidated tax regime.

Of the change in the net balance of deferred tax assets and liabilities, EUR 1 million were recognised with a debit to equity (EUR 3 million debited to equity in 2018) and EUR 127 million were credited to profit or loss (EUR 33 million credited to profit and loss in 2018).

Industria de Diseño Textil, S.A. generated tax credits amounting to EUR 4 million in relation to donations (EUR 6 million in 2018).

The income tax expense for the year includes withholdings borne abroad and not deducted in the Spanish taxable income relating to income received from foreign subsidiaries, amounting to EUR 14 million (EUR 15 million in 2018). Such income tax expense also includes the application of Spanish tax credits arisen from the international juridical double taxation (EUR 9 million) and the international economic double taxation (EUR 86 million).

As a result of the transactions described, the breakdown of the income tax expense for 2019 and 2018 is as follows:

|                                 | 2019        | 2018      |
|---------------------------------|-------------|-----------|
| Current tax                     | 113         | 118       |
| Deferred tax                    | (127)       | (33)      |
| <b>Total income tax expense</b> | <b>(14)</b> | <b>85</b> |

### Other tax disclosures

Pursuant to Transitional Provision 16 of Spanish Income Tax Law 27/2014, as amended by Royal Decree-Law 3/2016, the Company made a positive adjustment of EUR 24 million to the accounting profit in relation to the reversal of the impairment losses on certain investees. The impairment losses pending of reversal at 31 January 2020 amount to EUR 18 million.

Currently, there is a tax audit open in relation to the Corporate Income Tax of the tax group of which Inditex is the parent company for the fiscal years 2013, 2014, 2015 and 2016. The company does not

expect that significant additional liabilities may arise as a result of such tax audit or other tax audits it has to face in the future.

At the date of preparation of the annual accounts, the statute-of-limitations period for Corporate Income Tax of 2013 and subsequent years had not expired, and neither had the other tax obligations relating to 2016 and subsequent tax periods.

## 17 Guarantee commitments to third parties

At 31 January 2020 and 2019, the Company had provided third parties with certain guarantees to various public authorities and entities, for the following amounts drawn down:

|                              | 31/01/2020 | 31/01/2019 |
|------------------------------|------------|------------|
| Customs authorities          | 30         | 30         |
| Other public administrations | 18         | 10         |
| Other entities               | 5          | 18         |
| <b>Total</b>                 | <b>53</b>  | <b>58</b>  |

The Company's Directors consider that any losses or liabilities not foreseen at 31 January 2020 that might arise from the aforementioned guarantees provided would not in any event be material.

## 18 Income and expenses

### 18.1 Revenue

The breakdown, by geographical markets, of the Company's revenue for 2019 and 2018 is as follows:

|   | 2019          | 2018          |
|---|---------------|---------------|
| <b>Revenue from the sale of goods</b>         |               |               |
| Spain   | 1,476         | 1,398         |
| Rest of Europe                                | 4,296         | 3,854         |
| Americas                                      | 1,334         | 1,224         |
| Asia and Rest of the world                    | 2,102         | 1,994         |
| <b>Revenue from the rendering of services</b> |               |               |
| Spain   | 28            | 25            |
| Rest of Europe                                | 30            | 27            |
| <b>Dividends and other income</b>             |               |               |
| Spain   | 6,254         | 3,280         |
| Rest of Europe                                | 2,614         | 4,821         |
| Americas                                      | 66            | 23            |
| Asia and Rest of the world                    | 61            | 46            |
| <b>Total</b>                                  | <b>18,261</b> | <b>16,692</b> |

## 18.2 Procurements

The detail of "Procurements" in the accompanying Income Statements for 2019 and 2018 is as follows:

|   | 2019         | 2018         |
|---|--------------|--------------|
| Purchases of goods held for resale, raw materials and other supplies              | 7,053        | 6,539        |
| Changes in inventories of raw materials, goods held for resale and other supplies | 24           | (1)          |
| Changes in provisions   | 172          | (11)         |
| Work performed by other companies   | 100          | 89           |
| <b>Total</b>  | <b>7,349</b> | <b>6,616</b> |

The detail of the purchases made by the Company in 2019 and 2018 based on the geographical location of suppliers, is as follows:

|   | 2019         | 2018         |
|---|--------------|--------------|
| <b>Purchases of goods held for resale</b> |              |              |
| Spain                                     | 1,837        | 1,808        |
| Rest of Europe                            | 4,518        | 3,907        |
| Rest of the world                         | 83           | 257          |
| <b>Purchases of raw materials</b>         |              |              |
| Spain                                     | 207          | 213          |
| Rest of Europe                            | 338          | 308          |
| Rest of the world                         | 70           | 46           |
| <b>Total</b>                              | <b>7,053</b> | <b>6,539</b> |

## 18.3 Employee benefits

The detail of "Employee Benefits" in the statements of profit or loss for 2019 and 2018 is as follows:

|                                | 2019      | 2018      |
|--------------------------------|-----------|-----------|
| Employer social security costs | 31        | 26        |
| Other employee benefit costs   | 6         | 7         |
| <b>Total</b>                   | <b>37</b> | <b>33</b> |



The number of employees at 31 January 2020 and 2019, by professional category and gender, was as follows:

2019

|                             | Gender       |              | Total        |
|-----------------------------|--------------|--------------|--------------|
|                             | Men          | Women        |              |
| Corporate central services  | 428          | 527          | 955          |
| Commercial central services | 579          | 713          | 1,292        |
| <b>Total</b>                | <b>1,007</b> | <b>1,240</b> | <b>2,247</b> |

2018

|                             | Gender     |              | Total        |
|-----------------------------|------------|--------------|--------------|
|                             | Men        | Women        |              |
| Corporate central services  | 423        | 542          | 965          |
| Commercial central services | 489        | 625          | 1,114        |
| <b>Total</b>                | <b>912</b> | <b>1,167</b> | <b>2,079</b> |

In 2019 the average number of employees at the Company was 946 in corporate central services and 1,231 in commercial central services. In 2018 the average number of employees was 948 in corporate central services and 1,054 in commercial central services.

At 31 January 2020 there were 25 employees with a disability greater than or equal to thirty three percent (2018: 15 such employees). The average number of such employees in 2019 was 22 (2018: 21 employees).

For its part, the Board of Directors has been formed during the 2019 financial year and on 31 January 2020, by 7 men and 4 women (6 men and 3 women in the 2018 financial year and on 31 January 2019).

#### 18.4 Outsourced services

“Other Operating Expenses - Outsourced Services” includes mainly logistics and design services provided by other Group companies amounting to EUR 789 million (2018: EUR 692 million), and other indirect selling costs incurred on services provided by third parties amounting to EUR 544 million (2018: EUR 487 million). This line item also includes all the audit and consultancy services received, insurance premiums, travel expenses and utilities.

#### 18.5 Foreign currency balances and transactions

The Company's revenue includes EUR 4,022 million (2018: EUR 3,777 million) relating mainly to sales in currencies other than the euro, including the US dollar, the pound sterling, the Japanese yen, the Mexican peso and other foreign currencies. “Procurements” includes purchases made mainly in US dollars amounting to EUR 2,155 million (2018: EUR 1,707 million). As a result of these transactions, the Company's balance sheet includes accounts receivable in currencies other than the euro, mainly in US dollars, amounting to EUR 97 million at 31 January 2020 (31 January 2019: EUR 60 million), and accounts payable amounting to EUR 712 million at 31 January 2020, mainly in US dollars (31 January 2019: EUR 415 million).

## 19 Information on the nature and level of risk

The Company's activities are exposed to various financial risks: market risk (including foreign currency risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's risk management focuses on uncertainty in the financial markets and aims to minimise the potential adverse effects on the profitability of its business.

This note provides information on the Company's exposure to each of the aforementioned risks, the Company's objectives, policies and processes for managing risk, the methods used to measure these risks, any changes from the previous year and the financial instruments used to mitigate the risks.

### Foreign currency risk

The Company operates in an international environment and, accordingly, is exposed to foreign currency risk on transactions in currencies, in particular the US dollar and, to a lesser extent, the Mexican peso, Russian rouble, the Chinese yuan, the Japanese yen and the UK pound sterling. Foreign currency risk arises on future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign currency risk is managed in line with the corporate risk management model guidelines, which establish the ongoing monitoring of exchange rate fluctuations and other measures designed to mitigate this risk, mainly through the optimisation of the Group's operations in order to minimise the impact, using natural hedges, the benefits of diversification and the arrangement of financial hedges.

Merchandise and goods for resale are acquired partly through orders placed with foreign suppliers in US dollars. In accordance with prevailing foreign currency risk management policies, the Company's management arranges derivatives, mainly foreign currency forwards (see Note 8), to hedge fluctuations in cash flows relating to the EUR-USD exchange rate. Occasionally the Company also uses non-derivative financial instruments as hedges (e.g. deposits held in currencies other than the euro).

The Company supplies its subsidiaries with goods for sale to the end customers. With a view to reducing the fluctuations in value of the expected foreign currency cash flows arising from these intercompany transactions (denominated in currencies other than the euro), the Company uses financial derivatives such as purchased options and, occasionally, foreign currency forwards.

As described in Note 4-f, the Company applies hedge accounting to mitigate the volatility that would arise in the income statement as a result of the existence of significant foreign currency transactions. Hedge accounting has been used because the Company complies with the requirements detailed in Note 4-f on accounting policies in order to be able to classify financial instruments as hedges for accounting purposes.

The Company applies the hedge accounting rules established in the applicable accounting standards. As a result, certain financial instruments were formally designated as hedging instruments and the Company verified that the hedges are highly effective. The maturity dates of the hedging instruments were negotiated so that they coincide with those of the hedged items. In 2019, using hedge accounting, no significant amounts were recognised in profit or loss either as a result of transactions that ultimately did not occur or as a result of the ineffectiveness of the hedges.

Approximately 70% of the cash flows associated with hedges in US dollars are expected to occur in the six months subsequent to the year-end, while the remaining 30% are expected to fall due between six months and one year. Also, the impact on the income statement will foreseeably occur in those periods. The derivatives hedging the cash flows from intra-Group transactions to supply goods for sale to end customers have short-term time horizons aligned with the expected cash flows.

The fair value of the hedging instruments was calculated as described in Note 4-f.

As part of its financial risk management policy, the Group to which the Company belongs uses the Cash-Flow-at-Risk (CFaR) methodology to estimate the potential impact of exchange rate changes on

profit before tax and, if applicable, determine the relevant mitigation strategies. CFaR is methodology widely used in risk management. It is an evolution of the Value-at-Risk (VaR) method focused on the possible loss related to future cash flows. Given a portfolio, exposed to one or more risks, the CFaR represents the maximum expected loss for a defined time horizon with a given confidence interval. The CFaR measures risk in aggregate terms, considering the potential diversification benefit resulting from the correlations between the components of the portfolio of exposures.

The underlying portfolio used in the CFaR calculation comprises future flows denominated in currencies other than the euro up to a period of one year. It is estimated that this portfolio represents substantially all of the Company's exposure to foreign currency risk and that the possible adverse changes in exchange rates would affect the profit of the following year. The main parameters and assumptions used in the CFaR calculation relate to the horizon of the estimated flows, the scenario simulation technique and the selected confidence interval. The cash flows considered have a duration of up to one year, taking as a time horizon the maturity date of each cash flow. Distributions are simulated using the Monte Carlo method by generating random scenarios based on market changes over the previous three years. A 95% confidence interval is selected.

As regards the limitations of the calculation, it should be noted that the actual maximum loss could be higher than the estimated loss, since when opting for a 95% confidence level there are 5% of scenarios in which the expected loss is higher. In addition, future market changes do not necessarily coincide with the behaviour of the previous three years. It may also be the case that the estimated flows, i.e. the portfolio used for the calculation, differ from the actual flows. In addition, the Company uses the Value-at-Risk (VaR) method to manage foreign exchange risk in relation to the most relevant accounting items.

It is estimated that the resulting negative impact on the 12-month expected cash flows, attributable to an adverse change in the exchange rate resulting from the CFaR calculation, could be EUR 160 million at 31 January 2020 (31 January 2019: EUR 140 million).

### **Credit risk**

The Company's main financial assets are trade and other receivables and loans to Group companies, which represent the Company's principal exposure to credit risk.

At 31 January 2020, the accounts receivable from franchises were secured by deposits and by guarantees provided by banks of recognised solvency of which Industria de Diseño Textil, S.A. is the beneficiary.

The Company adopts prudent criteria in its investment policy the main objectives of which are to mitigate the credit risk associated with investment products and the counterparty risk associated with banks by establishing highly detailed analysis criteria.

The rating of investment vehicles is done by considering credit assessments issued by the main rating agencies, solvency, liquidity, asset quality and prudence in the management of financial institutions. In addition, the Company uses value at risk methodologies to assess the credit risk of its investment portfolio.

A rigorous analysis of the counterparty does not completely eliminate credit risk and, therefore, these limits seek to guarantee a broad diversification of the banks used by the Company. This principle of diversification is also applied to the jurisdiction in which assets are held and the range of financial products used for investing purposes. In the specific case of short-term money market funds, the credit analysis and diversification principles are satisfied by the requisite fulfilment by the investment vehicle of domestic and regulatory requirements.

The credit risk resulting from the arrangement of financial derivatives is mitigated by the requirement that such instruments be subject to an ISDA master agreement. Occasionally, where deemed necessary, the Company requests that additional security be provided in the form of pledged collateral.

In relation to credit risk arising from commercial transactions, impairment losses are recognised for trade receivables when objective evidence exists that the Company will be unable to recover all the outstanding amounts in accordance with the original contractual conditions of the receivables. The amount of the impairment loss is the difference between the carrying amount of the asset and the present value of the estimated cash flows, discounted at the effective interest rate. The amount of the impairment loss is recognised in the income statement. In 2019 there were no significant additions to or applications in this connection.

At 31 January 2020 and 2019, there were no material past-due balances. Furthermore, based on available historical data, the Company's Directors did not consider it necessary to make valuation adjustments to receivables.

### **Liquidity risk**

The Company is not exposed to significant liquidity risk, as it maintains sufficient cash and cash equivalents to meet the outflows required in its normal operations. If the Company has a specific financing requirement, either in euros or in other currencies, it resorts to loans, credit facilities or other types of financial instruments (see Note 14).

Note 14 contains a detail of the financial liabilities, along with their scheduled maturities.

### **Interest rate risk**

The Company's exposure to interest rate risk, which in no case is significant, arises principally in relation to the following items:

- Cash and cash equivalents: given the Company's investment policy, any changes in interest rates at year-end would not significantly affect profits.
- Financial debt: given the amount of the Company's external financing, any change in interest rates at year-end would not significantly affect profits.
- Discount rates: used in the calculation of the impairment losses on non-current assets (property, plant and equipment, intangible assets and equity instruments) (see Note 4-d).
- Derivatives: given the type of hedging instruments arranged, the interest rate risk is not material.

The Company does not have any financial assets or liabilities designated as at fair value through profit or loss. A potential change in the fair value would not have a significant impact.

### **Country risk**

The international presence of the Company's subsidiaries and permanent establishments exposes it to the country risk of numerous geographical regions, mainly in its supply activities. The Company adapts its administrative and business processes in order to minimise country risk and take advantage of the benefits of geographical diversification.

One of the most significant manifestations of country risk is foreign currency risk and the possibility of exposure to limits or controls on the free circulation of cash flows due to a lack of currency convertibility, in current or capital account terms, or to unexpected restrictions on the movement of capital. The Company manages cash at corporate level based on a highly active repatriation policy aimed at reducing the aforementioned risks to a minimum.

At 31 January 2020, there was no significant risk in relation to the repatriation of funds or any material cash surpluses not available for use by the Company or its subsidiaries. Similarly, there are no significant restrictions on the Company's ability to access the assets and settle the liabilities of its subsidiaries.

### *Brexit-related Risks*

Although the result of the elections of 12 December 2019 has provided certainty about the United Kingdom's departure from the European Union on 31 January 2020, uncertainty remains about the future relationship of the two parties resulting from the negotiation process that should end on 31 December 2020. During this transitional period, which could possibly extend beyond the time frame, no significant changes are expected in the UK-EU regulatory and commercial environment that could affect the Group's current operations. However, it cannot be ruled out that the course of the negotiations will produce episodes of volatility during 2020.

The group has an action plan that is ready to be executed in the event of a no-deal Brexit. This plan was developed during 2018 and is the result of a comprehensive process of analysis, evaluation and design of the mitigation measures required to minimise the potential impact on the Group's business in general and on the UK market in particular. On the other hand, the business processes have been updated, as far as possible, in anticipation of the expected disruptions in the supply of services and goods, as well as in the country's labour market, which are necessary for the maintenance of the Group's multi-concept commercial proposal in the British market. The degree of divergence between EU and UK regulations following the conclusion of the negotiations will determine the level of disruption to the Group's business in that market. As described in the previous year's economic and financial report, the contingency plan is based on the extreme scenario of a no-deal Brexit, so in principle it should be able to mitigate the potential impacts of different scenarios resulting from the future status between the EU and the UK. As was already evident last year, the residual risk after the implementation of the action plan, even in the most extreme case of a no-deal Brexit, would not be significant for the Group.

### **Capital management**

The Company's capital management objectives are to safeguard its ability to continue operating as a going concern, so that it can continue to generate returns for shareholders and benefit other stakeholders, and to maintain an optimum capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments thereto in response to changes in economic conditions. The current capital management policy is based on self-financing through funds generated by operations.

There were no significant changes to capital management in the year.

## **20 Other disclosures**

### **2016-2020 Long-Term Incentive Plan**

The Annual General Shareholders' Meeting held on 19 July 2016 approved the 2016-2020 Long-Term Incentive Plan for members of the management team and other personnel of Inditex and its Group of Companies (hereinafter referred to as the "2016-2020 Plan"). Under this Plan, each of the beneficiaries will be entitled, provided the terms and conditions established therein are fulfilled, to receive up to a maximum amount of the incentive allocated.

The 2016-2020 Plan combines a multi-year cash bonus and a promise to deliver free share which, after a specified period of time and verified compliance with the specific objectives, will be paid to the Plan beneficiaries, either in full or at the percentage applicable in each case.

The 2016-2020 Plan has a total duration of four years and is structured into two mutually independent time cycles. Both cycles have ended. The first cycle of the 2016-2020 Plan ran from 1 February 2016 to 31 January 2019. The second cycle ran from 1 February 2017 to 31 January 2020, although the liquidation of this second cycle will take place during the first half of the year 2020.

The 2016-2020 Plan is linked to critical business targets and the creation of shareholder value.

The 2016-2020 Plan does not expose the Company to any material risks.

The liability relating to the cash-settled component of the 2016-2020 Plan is recognised under “Remuneration payable” item in the balance sheet, and its annual allocation is included in the “Personnel expenses” item in the profit and loss account. The impact of these obligations on the income statement and the balance sheet is not significant.

The amount relating to the equity-settled component of the 2016-2020 Plan is recognised under “Net Equity” in the balance sheet and the related period charge is reflected under “Personnel Costs” in the income statement. The impact of these obligations on the income statement and the balance sheet is not significant.

To cater for this 2016-2020 Plan, the Company has, as a plan asset, a sufficient number of treasury shares to be able to settle the future obligations (see Note 11).

The incentive to be received will be calculated as provided for in the resolution seventh of the Annual General Shareholders' Meeting held on 19 July 2016.

### **2019-2023 Long-Term Incentive Plan**

The Annual General Shareholders' Meeting held on 16 July 2019 approved the 2019-2023 Long-Term Incentive Plan for members of the management team and other personnel of Inditex and its Group of Companies (hereinafter referred to as the “2019-2023 Plan”). Under this Plan, each of the beneficiaries will be entitled, provided the terms and conditions established therein are fulfilled, to receive up to a maximum amount of the incentive allocated.

The 2019-2023 Plan combines a multi-year cash bonus and a promise to deliver free share which, after a specified period of time and verified compliance with the specific objectives, will be paid to the Plan beneficiaries, either in full or at the percentage applicable in each case.

The 2019-2023 Plan has a total duration of four years and is structured into two mutually independent time cycles. The first cycle of the 2019-2023 Plan runs from February 1, 2019 to January 31, 2022. The second cycle spans the period from 1 February 2020 to 31 January 2023.

The 2019-2023 Plan is linked to critical business targets and the creation of shareholder value. As a more significant innovation, the 2019-2023 Plan also links long-term variable remuneration to objectives related to sustainability and the environment, with this index having a maximum weight of 10% over the whole.

The 2019-2023 Plan does not expose the Company to any material risks.

The liability related to the 2019-2023 Plan in cash is shown registered in the “Provisions” item of the balance sheet, and its annual allocation is included in the “Personnel expenses” item in the profit and loss account. The impact of these obligations on the income statement and the balance sheet is not significant.

The amount relating to the equity-settled component of the 2019-2023 Plan is recognised under “Net Equity” in the balance sheet and the related period charge is reflected under “Personnel Costs” in the income statement. The impact of these obligations on the income statement and the balance sheet is not significant.

To cater for this 2019-2023 Plan, the Company has, as a plan asset, a sufficient number of treasury shares to be able to settle the future obligations (see Note 11). And this, without prejudice to the possibility that the Company may proceed at a later time, and by virtue of the authorisation granted by the General Shareholders' Meeting of 16 July 2019, to derivatively acquire a greater volume of treasury shares to cover said 2019-2023 Plan.

The incentive to be received will be calculated as provided for in the resolution ninth of the Annual General Shareholders' Meeting held on 16 July 2019.

## Annual Bonus

In response to the Group's development, Inditex approved in 2017 a plan for employee participation in the growth of the Company's profits for the 2017 and 2018 financial years, with characteristics similar to the previous one, that remained in force in 2015 and 2016 financial years.

In 2019, the part corresponding to 2018 was paid, following the criteria set out in Note 20 of the 2018 Notes to the annual accounts.

Following the completion of the aforementioned plan for the financial years 2017 and 2018, the Board of Directors of the Company approved, on 12 March 2019, a new plan for the participation of employees in the growth of the company's profits, with a unique and exclusive application for the year 2019, and also with features similar to the above. This plan is aimed at all Group employees, chains and subsidiaries worldwide, with more than two years of seniority as of 31 January 2020.

The plan is linked to the fulfilment of specific objectives and establishes a maximum incentive to pay for the Group, which corresponds to the average received in each country during the last four years under the previous plan for employee participation in the growth of the Inditex Group profit.

To determine the specific incentive to pay the beneficiaries of the plan, after the established time period, two types of groups are distinguished, store and non-store (offices, factories and logistics), and some metrics and achievement scales defined for each one of the above groups.

During fiscal year 2020, the incentive corresponding to fiscal year 2019 will be settled.

The liability related to this is shown recorded in the "Remuneration payable" item in the balance sheet, and its annual allocation is included in the "Personnel expenses" item in the profit and loss account. The impact of these obligations on the income statement and the balance sheet is not significant.

## Remuneration and other benefits paid to the Company's Directors and Senior Management

The amounts included in the following tables and paragraphs are expressed in thousands of euros.

The total remuneration earned by the Directors and Senior Management of Inditex in 2019 was as follows:

| Thousands of euros   |              |                   |
|----------------------|--------------|-------------------|
|                      | Directors    | Senior Management |
| Remuneration         | 9,458        | 16,229            |
| Termination benefits | -            | -                 |
| <b>Total</b>         | <b>9,458</b> | <b>16,229</b>     |

The total remuneration earned by the Directors and Senior Management of Inditex in 2018 was as follows:

| Thousands of euros   |               |                   |
|----------------------|---------------|-------------------|
|                      | Directors     | Senior Management |
| Remuneration         | 11,419        | 22,682            |
| Termination benefits | -             | -                 |
| <b>Total</b>         | <b>11,419</b> | <b>22,682</b>     |

According to the public registers of the Spanish National Securities Market Commission (CNMV), at 31 January 2020 the members of the Board of Directors held the direct and indirect ownership interests in the share capital of Inditex detailed in Annex II.

Remuneration for 2019 includes fixed remuneration, short-term variable remuneration and long-term variable remuneration accrued by Senior Management. Remuneration of Directors for 2019 includes fixed items of remuneration of Directors in their status as such, as well as fixed salary, short-term variable remuneration and long-term variable remuneration of Executive Directors.

With regard to the annual variable remuneration, taking into account the exceptional situation due to the global Covid-19 pandemic, the Board of Directors has resolved, following the proposal of the Remuneration Committee, that the annual variable remunerations of the Executive Chairman, the CEO and the Senior Management be halved.

Meanwhile, long-term variable remuneration includes the amount accrued for the second cycle (2017-2020) of the 2016-2020 Long-term Plan. The amount accrued in 2019 by the Executive Directors in terms of this incentive is EUR 1,483 thousand (EUR 1,412 thousand by the Executive Chairman and EUR 71 thousand by the CEO). In turn, the sum of EUR 4,452 thousand was accrued by Senior Management. This incentive materialised as follows:

- Executive Directors: (i) an incentive in cash in the gross amount of EUR 769 thousand for the Executive Chairman and EUR 46 thousand for the CEO; and, (ii) an incentive in shares materialised in 31,888 shares for the Executive Chairman, equivalent to the gross amount of EUR 643 thousand, and 1,259 shares for the CEO, equivalent to the gross amount of EUR 25 thousand.
- Senior Management (i) an incentive in cash in the gross amount of EUR 2,880 thousand and, (ii) an incentive in shares materialised in 77,948 shares, equivalent to the gross amount of EUR 1,572 thousand.

For such purposes, it should be noted that in order to quantify the part of the incentive that will materialise in shares, Inditex's closing share price as of the date of the meeting of the Remuneration Committee where the level of achievement of the objectives of the second cycle of the 2016-2020 Plan was evaluated (i.e. 16 March 2020) has been taken into account.

The incentive in cash and in shares will be delivered within the month following the publication of the annual accounts for 2019.

Remuneration for 2018 includes fixed remuneration, short-term variable remuneration and long-term variable remuneration accrued by Senior Management. Remuneration of Directors for 2018 includes fixed items of remuneration of Directors in their status as such, as well as fixed salary, short-term variable remuneration and long-term variable remuneration of the Executive Chairman.

Long-term variable remuneration includes the amount accrued in 2018 for the first cycle (2016-2019) of the 2016-2020 Long-term Plan, which was paid within the first half of 2019. The amount accrued in 2018 by the Executive Chairman in terms of this incentive was EUR 3,052 thousand and by Senior Management EUR 9,260 thousand. This incentive materialized as follows: (i) an incentive in cash in the gross amount of EUR 1,348 thousand for the Executive Chairman and EUR 5,064 thousand for the Senior Management; and, (ii) an incentive in shares materialised in 69,985 shares, equivalent to the gross amount of EUR 1,704 thousand for the Executive Chairman, and 172,322 shares, equivalent to the gross amount of EUR 4,196 thousand for the Senior Management.

The incentive in shares accrued by the Executive Chairman and the Senior Management regarding the first cycle (2016-2019) of the 2016-2020 Plan for 2018, shown in Note 20, has been adjusted in accordance with the share price as at the date of delivery of the above referred shares.

In 2019 and 2018 no contributions were made to the defined contribution benefit Plan.



The Company has taken out a third-party civil liability insurance policy that covers its Directors, Senior Management and other Officers and employees. The insurance premium for 2019 amounted to EUR 176 thousand in 2019 and 2018, respectively.

In 2019 and 2018 the Company did not pay any remuneration to natural persons representing it on the managing bodies of any other companies.

#### **Disclosures required pursuant to Article 229 of Legislative Royal Decree 1/2010, of 2 July, approving the Consolidated Text of the Spanish Companies Act**

As established in Article 229 of the Spanish Companies Act, amended by Law 31/2014, of 3 December, reforming that Law in order to improve corporate governance, it is hereby disclosed that the Directors did not report any situation of direct or indirect conflict of interest that they or persons related to them might have with the Company.

Notwithstanding the foregoing, Mr Rodrigo Echenique Gordillo, Mr Emilio Saracho Rodriguez de Torres and Ms Pilar López Álvarez hold positions on the boards of directors of Banco Santander, International Consolidated Airlines Group and Microsoft Iberica, respectively, and perform their functions as independent directors, without prejudice to the commercial relationships that Inditex has had with these companies for years. In any case, the Board of Directors ensures, through the Audit and Compliance Committee that transactions with directors and/or significant shareholders, or with the respective related persons, are carried out under arm's length conditions and with respect to the principle of equal treatment of shareholders.

When the Board of Directors deliberated on the appointment or re-election of a director, on the acknowledgment and acceptance of his/her resignation, on the placement of his/her office at the disposal of the Board, on remuneration or on any other resolution involving a director or a person or company related to a director, the person concerned left the meeting room during the deliberation of and voting on the corresponding resolution.

#### **Disclosures on the average period of payment to suppliers**

Set out below are the disclosures required by Additional Provision Three of Law 15/2010, of 5 July (amended by Final Provision Two of Law 31/2014, of 3 December), prepared in accordance with the Spanish Accounting and Auditing Institute (ICAC) Resolution of 29 January 2016 on the disclosures to be included in notes to annual accounts in relation to the average period of payment to suppliers in commercial transactions.

|  | 2019          | 2018  |
|--|---------------|-------|
|  | <b>Days</b>   |       |
| Average period of payment to suppliers | 48.43         | 46.76 |
| Ratio of transactions settled          | 49.45         | 47.30 |
| Ratio of transactions not yet settled  | 38.17         | 40.61 |
|  | <b>Amount</b> |       |
| Total payments made                    | 1,134         | 1,012 |
| Total payments outstanding             | 113           | 88    |

These balances relate to suppliers that because of their nature are trade creditors for the supply of goods and services and, therefore, they include the figures relating to "Payable to Suppliers", "Payable to Suppliers - Group Companies and Associates" and "Sundry Accounts Payable" under "Current Liabilities" in the accompanying balance sheet at 31 January 2020 and 2019.

“Average period of payment to suppliers” is taken to be the period that elapses from the delivery of the goods or the provision of the services by the supplier to the effective payment of the transaction.

In addition, if for any reason the quality of the goods or services once received is lower than expected or agreed upon, it is the Company's policy not to make payments until the situation is rectified.

### **Fees paid to auditors**

In 2019 and 2018 the fees for financial audit services provided by the auditor of the Company's annual accounts, or by any firms related to this auditor as a result of a relationship of control, common ownership or common management, amounted to EUR 0.3 million.

In addition, the auditor billed the Company for other services amounting to EUR 0.07 million in 2019 (2018: EUR 0.05 million).

### **Information on environmental activities**

Inditex has developed a flexible and integrated business model, with a strong customer orientation and a clear sustainable approach. In this regard, Inditex's environmental strategy is reflected in its Environmental Sustainability Policy. Includes environmental commitments, of cross-cutting application in all its business areas and throughout its supply chain.

At the end of the fiscal year, Inditex has no environmental liabilities, expenses, assets, provisions or contingencies that could be significant in relation to the equity, the financial position and the results thereof.

Section V of the Group's Non-Financial Information Statement includes information on Inditex's commitment to the Environment through its Environmental Sustainability Policy.

### **Events after the reporting period**

Coronavirus (COVID-19) was first reported in China in January 2020 and has since then largely spread around the world. As a result of this, the World Health Organization declared the coronavirus outbreak a pandemic on 11 March 2020.

Taking into account the potential impact of the above described situation on the financial information of Inditex as of 31 January 2020, Directors and Management have assessed the situation based upon the best information available to date, and have booked a provision in the amount of 172 million euros, in the “Procurements – cost of goods held for resale sold” line of the income statement, to adjust the estimated net realizable value of inventories for the Spring/Summer campaign as of 31 January 2020 further to the COVID-19 pandemic impact.

## **21 Explanation added for translation to English**

These annual accounts are presented on the basis of the regulatory financial reporting framework applicable to the Company in Spain (see Note 2-a). Certain accounting practices applied by the Company that conform with that regulatory framework may not conform with other generally accepted accounting principles and rules.

## Annex I

## List of Company of investments in Group companies at 31 January 2020.

| Company                                  | Effective % of ownership | Location                  | Reporting date | Line of business      | Shareholders' equity | Net investment |
|--|--------------------------|---------------------------|----------------|-----------------------|----------------------|----------------|
| Comditel, S.A.                           | 100.00%                  | Barcelona - Spain         | 31-jan         | Buyer                 | 1                    | 1              |
| Zara Asia, Ltd.                          | 100.00%                  | Hong Kong SAR             | 31-jan         | Retail sales          | 100                  | -              |
| Choolet, S.A.                            | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 1                    | 1              |
| Confecciones Fíos, S.A.                  | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 4                    | 2              |
| Confecciones Goa, S.A.                   | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 4                    | 4              |
| Denllo, S.A.                             | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 3                    | -              |
| Hampton, S.A.                            | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 1                    | -              |
| Nikole, S.A.                             | 100.00%                  | A Coruña - Spain          | 31-jan         | Buyer                 | 3                    | 1              |
| Samlor, S.A.                             | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 1                    | 5              |
| Stear, S.A.                              | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 2                    | -              |
| Trisko, S.A.                             | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 2                    | 1              |
| Zintura, S.A.                            | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 1                    | -              |
| Glencare, S.A.                           | 100.00%                  | A Coruña - Spain          | 31-jan         | Textile Manufacturing | 2                    | -              |
| Indipunt, S.L.                           | 100.00%                  | A Coruña - Spain          | 31-jan         | Logistics             | 4                    | 26             |
| Zara España, S.A.                        | 100.00%                  | A Coruña - Spain          | 31-jan         | Retail sales          | 59                   | 89             |
| Zara Argentina, S.A.                     | 100.00%                  | Buenos Aires - Argentina  | 31-jan         | Retail sales          | 37                   | 95             |
| Zara Belgique, S.A.                      | 100.00%                  | Brussels - Belgium        | 31-jan         | Retail sales          | 30                   | 66             |
| Zara Chile, S.A.                         | 100.00%                  | Santiago de Chile - Chile | 31-dec         | Retail sales          | 22                   | 2              |
| Zara USA, Inc.                           | 100.00%                  | New York - USA            | 31-jan         | Retail sales          | 824                  | -              |
| Zara France, S.A.R.L.                    | 100.00%                  | Paris - France            | 31-jan         | Retail sales          | 245                  | 230            |
| Zara UK, Ltd.                            | 100.00%                  | London - UK               | 31-jan         | Retail sales          | 43                   | -              |
| Zara Mexico, B.V.                        | 100.00%                  | Amsterdam - Netherlands   | 31-jan         | Holding company       | 1,498                | -              |
| Zara Hellas, S.A.                        | 100.00%                  | Athens - Greece           | 31-jan         | Retail sales          | 42                   | -              |
| Zara México, S.A. de C.V.                | 95.00%                   | Mexico City - Mexico      | 31-dec         | Retail sales          | 15                   | -              |
| Zara Portugal- Confeçções, S.A.          | 100.00%                  | Lisbon - Portugal         | 31-jan         | Retail sales          | 540                  | -              |
| G.Zara Uruguay, S.A.                     | 100.00%                  | Montevideo - Uruguay      | 31-jan         | Retail sales          | 13                   | 10             |
| Zara Financiën B.V. Ireland              | 100.00%                  | Dublin - Ireland          | 31-jan         | Dormant               | -                    | -              |
| Zara Brasil, LTDA.                       | 100.00%                  | Sao Paulo - Brazil        | 31-dec         | Retail sales          | 91                   | 84             |
| Zara Nederland, B.V.                     | 100.00%                  | Amsterdam - Netherlands   | 31-jan         | Retail sales          | 17                   | 17             |
| Zara Österreich Clothing, GmbH           | 100.00%                  | Vienna - Austria          | 31-jan         | Retail sales          | 11                   | 8              |
| Zara Danmark, AS.                        | 100.00%                  | Copenhaguen - Denmark     | 31-jan         | Retail sales          | 11                   | 31             |
| Zara Sverige, AB.                        | 100.00%                  | Stockholm - Sweden        | 31-jan         | Retail sales          | 7                    | 34             |
| Zara Norge, AS.                          | 100.00%                  | Oslo - Norway             | 31-jan         | Retail sales          | 8                    | 7              |
| Zara Canada, Inc.                        | 100.00%                  | Montreal - Canada         | 31-jan         | Retail sales          | 34                   | -              |
| Zara Suisse, S.A.R.L.                    | 100.00%                  | Fribourg - Switzerland    | 31-jan         | Retail sales          | 34                   | 6              |
| Zara Luxembourg, S.A.                    | 100.00%                  | Luxembourg - Luxembourg   | 31-jan         | Retail sales          | 2                    | 1              |
| Za Giyim İthalat İhracat Ve Ticaret Ltd. | 100.00%                  | Istanbul - Turkey         | 31-jan         | Retail sales          | 25                   | 44             |
| Zara Italia, S.R.L.                      | 100.00%                  | Milan - Italy             | 31-jan         | Retail sales          | 381                  | -              |
| Zara Japan Corp.                         | 100.00%                  | Tokyo - Japan             | 31-jan         | Retail sales          | 146                  | -              |
| Zara Česká Republika, S.R.O.             | 100.00%                  | Prague - Czech Republic   | 31-jan         | Retail sales          | 6                    | 13             |
| Zara Puerto Rico, Inc.                   | 100.00%                  | San Juan - Puerto Rico    | 31-jan         | Retail sales          | 8                    | 3              |
| Za Clothing Ireland, Ltd.                | 100.00%                  | Dublin - Ireland          | 31-jan         | Retail sales          | 15                   | 15             |
| Zara Magyarorszag, KFT.                  | 100.00%                  | Budapest - Hungary        | 31-jan         | Retail sales          | 10                   | 7              |
| Zara Holding, B.V.                       | 100.00%                  | Amsterdam - Netherlands   | 31-jan         | Holding company       | 4,526                | 3,682          |
| Zara Monaco, SAM                         | 100.00%                  | Monte Carlo - Monaco      | 31-jan         | Retail sales          | 18                   | -              |
| Zara Commercial (Shanghai), Co Ltd.      | 100.00%                  | Shanghai - China          | 31-dec         | Retail sales          | 114                  | 26             |
| Zara Commercial (Beijing), Co Ltd.       | 100.00%                  | Beijing - China           | 31-dec         | Retail sales          | 24                   | 8              |
| Zara Macau, Ltd.                         | 100.00%                  | Macao SAR                 | 31-dec         | Retail sales          | 17                   | -              |
| Zara Polska, Sp. Zo.o.                   | 100.00%                  | Warsaw - Poland           | 31-jan         | Retail sales          | 2                    | 40             |
| JSC "Zara CIS"                           | 100.00%                  | Moscow - Russia           | 31-dec         | Retail sales          | 51                   | 4              |
| Zara Deutschland, GmbH                   | 100.00%                  | Hamburg - Germany         | 31-jan         | Holding company       | 120                  | 114            |
| Zara Bucuresti, Srl                      | 100.00%                  | Bucharest - Romania       | 31-dec         | Retail sales          | 38                   | 7              |
| Zara Ukraine LLC                         | 100.00%                  | Kiev - Ukraine            | 31-dec         | Retail sales          | 17                   | -              |
| Zara Slovakia, S.R.O.                    | 100.00%                  | Bratislava - Slovakia     | 31-jan         | Retail sales          | 5                    | 4              |
| ITX Taiwan B.V. Zara - Taiwan Branch     | 100.00%                  | Taipei - Taiwan           | 31-jan         | Retail sales          | 14                   | -              |
| Zara Croatia, Ltd.                       | 100.00%                  | Zagreb - Croatia          | 31-jan         | Retail sales          | 11                   | 9              |
| Zara Retail Korea, Co Ltd.               | 80.00%                   | Seoul - South Korea       | 31-jan         | Retail sales          | 121                  | 45             |
| Zara Bulgaria Ltd                        | 100.00%                  | Sofia - Bulgaria          | 31-dec         | Retail sales          | 7                    | 3              |
| Zara Immobiliare Italia SRL              | 100.00%                  | Milan - Italy             | 31-jan         | Real estate           | 1                    | -              |

| Company   | Effective % of ownership | Location                      | Reporting date | Line of business   | Shareholders' equity | Net investment |
|---|--------------------------|-------------------------------|----------------|--------------------|----------------------|----------------|
| Zara Diseño, S.L.                               | 100.00%                  | A Coruña - Spain              | 31-jan         | Design             | 50                   | -              |
| Zara Management, B.V.                           | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Holding company    | -                    | -              |
| Zara Retail NZ Limited                          | 100.00%                  | Auckland - New Zealand        | 31-jan         | Retail sales       | 4                    | -              |
| KG ZARA Deutschland B.V. & Co.                  | 100.00%                  | Hamburg - Germany             | 31-jan         | Retail sales       | 121                  | -              |
| Zara Retail South Africa (Proprietary), LTD.    | 90.00%                   | Johannesburg - South Africa   | 31-jan         | Retail sales       | 7                    | -              |
| Group Zara Australia Pty. Ltd.                  | 100.00%                  | Sydney - Australia            | 31-jan         | Retail sales       | 31                   | -              |
| Limited Liability Company "ZARA BLR"            | 100.00%                  | Minsk - Belarus               | 31-dec         | Retail sales       | 2                    | -              |
| Zara S, TRGOVSKO PODJETJE D.O.O.                | 100.00%                  | Ljubljana - Slovenia          | 31-jan         | Retail sales       | 2                    | -              |
| ITX Financien, B.V.                             | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Financial services | 262                  | -              |
| ITX Taiwan, B.V.                                | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Holding company    | 5                    | -              |
| Zara Vittorio 11 Italia S.R.L.                  | 100.00%                  | Milan - Italy                 | 31-jan         | Real estate        | 7                    | -              |
| Zara BH, D.O.O.                                 | 100.00%                  | Sarajevo - Bosnia Herzegovina | 31-dec         | Retail sales       | 6                    | 3              |
| Zara Serbia, D.O.O. Belgrade                    | 100.00%                  | Belgrade - Serbia             | 31-jan         | Retail sales       | 4                    | 6              |
| Nikole Diseño, S.L.                             | 100.00%                  | A Coruña - Spain              | 31-jan         | Design             | 2                    | 44             |
| Inditex Montenegro, D.O.O. Podgorica            | 100.00%                  | Podgorica - Montenegro        | 31-dec         | Retail sales       | 3                    | -              |
| Inditex Vastgoed Korea, Ltd.                    | 100.00%                  | Seoul - South Korea           | 31-jan         | Real estate        | 1                    | 1              |
| Inditex Trent Retail India Private Ltd          | 51.00%                   | Gurgaon - India               | 31-mar         | Retail sales       | 69                   | 5              |
| Kiddy's Class España, S.A.                      | 100.00%                  | A Coruña - Spain              | 31-jan         | Retail sales       | 6                    | 1              |
| Fibracolor, S.A.                                | 100.00%                  | Barcelona - Spain             | 31-jan         | Dormant            | -                    | -              |
| Zara Finland, OY                                | 100.00%                  | Helsinki - Finland            | 31-jan         | Retail sales       | 3                    | -              |
| Retail Group Kazakhstan, LLP                    | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales       | 13                   | -              |
| ITX Financien III, B.V.                         | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Financial services | 536                  | -              |
| ITX Albania SHPK                                | 100.00%                  | Tirana - Albania              | 31-dec         | Retail sales       | 9                    | -              |
| Zara Fashion (Shanghai) CO., Ltd.               | 100.00%                  | Shanghai - China              | 31-dec         | Retail sales       | 3                    | -              |
| Oysho España, S.A.                              | 100.00%                  | Barcelona - Spain             | 31-jan         | Retail sales       | 48                   | 30             |
| Oysho Portugal - Confecções, S.A.               | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales       | 5                    | -              |
| Oysho Mexico, S.A. de C.V.                      | 100.00%                  | Mexico City - Mexico          | 31-dec         | Retail sales       | 13                   | -              |
| Oysho Italia, S.R.L.                            | 100.00%                  | Milan - Italy                 | 31-jan         | Retail sales       | 14                   | -              |
| Oysho Hellas, S.A.                              | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales       | 5                    | -              |
| Oysho Giyim Ithalat Ihracat Ve Ticaret Ltd.     | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales       | 6                    | 36             |
| Oysho Polska, Sp zo.o                           | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales       | 4                    | 23             |
| Oysho CIS, Ltd.                                 | 100.00%                  | Moscow - Russia               | 31-dec         | Retail sales       | 7                    | 17             |
| Oysho France, S.A.R.L.                          | 100.00%                  | Paris - France                | 31-jan         | Retail sales       | 5                    | -              |
| Oysho MAGYARORSZAG, KFT                         | 100.00%                  | Budapest - Hungary            | 31-jan         | Retail sales       | 1                    | 7              |
| Oysho Ro, Srl                                   | 100.00%                  | Bucharest - Romania           | 31-dec         | Retail sales       | 2                    | 28             |
| Oysho Ukraine, Llc                              | 100.00%                  | Kiev - Ukraine                | 31-dec         | Retail sales       | 2                    | -              |
| Oysho Diseño, S.L.                              | 100.00%                  | Barcelona - Spain             | 31-jan         | Design             | 2                    | 41             |
| Oysho Bulgaria, Ltd                             | 100.00%                  | Sofia - Bulgaria              | 31-dec         | Retail sales       | 1                    | 16             |
| Oysho Commercial & Trading (Shanghai) Co., Ltd. | 100.00%                  | Shanghai - China              | 31-dec         | Retail sales       | 14                   | -              |
| Oysho Korea, Ltd                                | 100.00%                  | Seoul - South Korea           | 31-jan         | Retail sales       | 2                    | -              |
| Oysho Croacia, Ltd                              | 100.00%                  | Zagreb - Croatia              | 31-jan         | Retail sales       | -                    | 5              |
| Oysho Serbia, D.O.O. Belgrade                   | 100.00%                  | Belgrade - Serbia             | 31-jan         | Retail sales       | -                    | 3              |
| Oysho Macau, Ltd                                | 100.00%                  | Macao SAR                     | 31-dec         | Retail sales       | 2                    | -              |
| Oysho Kazakhstan, LLP                           | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales       | 2                    | -              |
| Oysho Hong Kong Ltd                             | 100.00%                  | Hong Kong SAR                 | 31-jan         | Retail sales       | (1)                  | -              |
| Oysho Belgique, S.A.                            | 100.00%                  | Brussels - Belgium            | 31-jan         | Retail sales       | 1                    | 10             |
| Limited Liability Company "OYSHO BLR"           | 100.00%                  | Minsk - Belarus               | 31-dec         | Retail sales       | -                    | -              |
| Oysho Suisse SÄRL                               | 100.00%                  | Fribourg - Switzerland        | 31-jan         | Retail sales       | 1                    | 7              |
| Oysho Ceska Republica, SRO                      | 100.00%                  | Prague - Czech Republic       | 31-jan         | Retail sales       | -                    | 1              |
| Grupo Massimo Dutti, S.A.                       | 100.00%                  | Barcelona - Spain             | 31-jan         | Retail sales       | 112                  | 59             |
| Massimo Dutti Hellas, S.A.                      | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales       | 8                    | -              |
| Massimo Dutti Giyim Ithalat Ih.Ve.Tic. Ltd.     | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales       | 4                    | 28             |
| Massimo Dutti France, S.A.R.L.                  | 100.00%                  | Paris - France                | 31-jan         | Retail sales       | 35                   | -              |
| Massimo Dutti UK, Ltd.                          | 100.00%                  | London - UK                   | 31-jan         | Retail sales       | 12                   | -              |
| Massimo Dutti Suisse, S.A.R.L.                  | 100.00%                  | Fribourg - Switzerland        | 31-jan         | Retail sales       | 4                    | 7              |
| Massimo Dutti Sverige, AB                       | 100.00%                  | Stockholm - Sweden            | 31-jan         | Retail sales       | 3                    | 4              |
| Massimo Dutti Norge, AS.                        | 100.00%                  | Oslo - Norway                 | 31-jan         | Retail sales       | 3                    | 4              |
| Massimo Dutti Italia, S.R.L.                    | 100.00%                  | Milan - Italy                 | 31-jan         | Retail sales       | 26                   | -              |
| Massimo Dutti Ireland., Ltd.                    | 100.00%                  | Dublin - Ireland              | 31-jan         | Retail sales       | 2                    | 7              |
| Massimo Dutti USA, INC.                         | 100.00%                  | New York - USA                | 31-jan         | Retail sales       | -                    | -              |
| Massimo Dutti Danmark AS                        | 100.00%                  | Copenhagen - Denmark          | 31-jan         | Retail sales       | 1                    | 2              |
| LLC Massimo Dutti                               | 100.00%                  | Moscow - Russia               | 31-dec         | Retail sales       | 30                   | 45             |
| Massimo Dutti Deutschland, GmbH                 | 100.00%                  | Hamburg - Germany             | 31-jan         | Holding company    | 12                   | 65             |

| Company                                       | Effective % of ownership | Location                      | Reporting date | Line of business | Shareholders' equity | Net investment |
|---|--------------------------|-------------------------------|----------------|------------------|----------------------|----------------|
| Massimo Dutti Mexico, S.A. de C.V.            | 100.00%                  | Mexico City - Mexico          | 31-dec         | Retail sales     | 40                   | -              |
| Massimo Dutti, S.A.                           | 100.00%                  | A Coruña - Spain              | 31-jan         | Dormant          | 1                    | -              |
| Massimo Dutti Hong Kong, Ltd.                 | 100.00%                  | Hong Kong SAR                 | 31-jan         | Retail sales     | 2                    | -              |
| Massimo Dutti Polska, Sp z.o.o.               | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales     | 5                    | 57             |
| Massimo Dutti Ro, Srl                         | 100.00%                  | Bucharest - Romania           | 31-dec         | Retail sales     | 6                    | 74             |
| Massimo Dutti Macau Ltd.                      | 100.00%                  | Macao SAR                     | 31-dec         | Retail sales     | 4                    | -              |
| Massimo Dutti Ukraine, Llc                    | 100.00%                  | Kiev - Ukraine                | 31-dec         | Retail sales     | 5                    | -              |
| Massimo Dutti Česká Republika, s.r.o.         | 100.00%                  | Prague - Czech Republic       | 31-jan         | Retail sales     | -                    | 2              |
| Massimo Dutti Commercial Beijing Co, Ltd.     | 100.00%                  | Beijing - China               | 31-dec         | Retail sales     | 6                    | -              |
| Massimo Dutti Bulgaria, Ltd                   | 100.00%                  | Sofia - Bulgaria              | 31-dec         | Retail sales     | 2                    | 32             |
| Massimo Dutti Croatia, Ltd                    | 100.00%                  | Zagreb - Croatia              | 31-jan         | Retail sales     | 1                    | 23             |
| Massimo Dutti Korea, Ltd                      | 100.00%                  | Seoul - South Korea           | 31-jan         | Retail sales     | 6                    | -              |
| Massimo Dutti Diseño, S.L.                    | 100.00%                  | Barcelona - Spain             | 31-jan         | Design           | 6                    | 199            |
| Massimo Dutti Commercial Shangai CO, Ltd      | 100.00%                  | Shanghai - China              | 31-dec         | Retail sales     | 22                   | -              |
| Massimo Dutti Österreich Clothing, GMBH       | 100.00%                  | Vienna - Austria              | 31-jan         | Retail sales     | -                    | -              |
| Massimo Dutti Nederland, B.V.                 | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Retail sales     | 1                    | 29             |
| Massimo Dutti Canada, INC.                    | 100.00%                  | Montreal - Canada             | 31-jan         | Retail sales     | (1)                  | -              |
| Massimo Dutti Finland OY                      | 100.00%                  | Helsinki - Finland            | 31-jan         | Retail sales     | 2                    | -              |
| Limited Liability Company "MASSIMO DUTTI BLR" | 100.00%                  | Minsk - Belarus               | 31-dec         | Retail sales     | 1                    | -              |
| Massimo Dutti S, TRGOVSKO PODJETJE D.O.O.     | 100.00%                  | Ljubljana - Slovenia          | 31-jan         | Retail sales     | 1                    | -              |
| ITX Taiwan B.V. Massimo Dutti Taiwan Branch   | 100.00%                  | Taipei - Taiwan               | 31-jan         | Retail sales     | 1                    | -              |
| MD Benelux, SA                                | 100.00%                  | Bruges - Belgium              | 31-jan         | Retail sales     | 8                    | 31             |
| Italco Moda Italiana, SA                      | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales     | 9                    | -              |
| KG Massimo Dutti Deutschland, B.V. & CO.      | 100.00%                  | Hamburg - Germany             | 31-jan         | Retail sales     | 3                    | -              |
| Massimo Dutti Serbia, D.O.O. Belgrade         | 100.00%                  | Belgrade - Serbia             | 31-jan         | Retail sales     | 2                    | 18             |
| Massimo Dutti Magyarországn KFT               | 100.00%                  | Budapest - Hungary            | 31-jan         | Retail sales     | 1                    | 12             |
| Master Retail Kazakhstan, LLP                 | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales     | 5                    | -              |
| Massimo Dutti BH, D.O.O                       | 100.00%                  | Sarajevo - Bosnia Herzegovina | 31-dec         | Retail sales     | 1                    | 6              |
| Massimo Dutti India Private Ltd               | 51.00%                   | Gurgaon - India               | 31-mar         | Retail sales     | 4                    | -              |
| Pull & Bear España, S.A.                      | 100.00%                  | A Coruña - Spain              | 31-jan         | Retail sales     | 101                  | 15             |
| Pull & Bear Hellas, S.A.                      | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales     | 12                   | -              |
| Pull & Bear Portugal Conf. SA                 | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales     | 10                   | -              |
| Pull & Bear Gıyım İth. İhrac.Ve Tic. Ltd.     | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales     | 4                    | 27             |
| Pull & Bear Mexico, S.A. de C.V.              | 100.00%                  | Mexico City - Mexico          | 31-dec         | Retail sales     | 26                   | -              |
| Pull & Bear Belgique, S.A.                    | 100.00%                  | Brussels - Belgium            | 31-jan         | Retail sales     | 5                    | 22             |
| Pull & Bear France, S.A.R.L.                  | 100.00%                  | Paris - France                | 31-jan         | Retail sales     | 23                   | -              |
| Pull & Bear Italia, S.R.L.                    | 100.00%                  | Milan - Italy                 | 31-jan         | Retail sales     | 43                   | -              |
| Pull & Bear Ceska Republika, S.R.O.           | 100.00%                  | Prague - Czech Republic       | 31-jan         | Retail sales     | -                    | 7              |
| Pull & Bear Ireland, Ltd.                     | 100.00%                  | Dublin - Ireland              | 31-jan         | Retail sales     | 6                    | 14             |
| Pull & Bear Magyarországn Kft.                | 100.00%                  | Budapest - Hungary            | 31-jan         | Retail sales     | 4                    | 41             |
| Pull & Bear Polska, Sp zo.o                   | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales     | 6                    | 67             |
| Pull & Bear CIS, Ltd.                         | 100.00%                  | Moscow - Russia               | 31-dec         | Retail sales     | 5                    | 19             |
| Pull & Bear Uk Limited                        | 100.00%                  | London - UK                   | 31-jan         | Retail sales     | 5                    | -              |
| Pull & Bear Ro, Srl                           | 100.00%                  | Bucharest - Romania           | 31-dec         | Retail sales     | 10                   | 140            |
| Pull & Bear Ukraine, Llc                      | 100.00%                  | Kiev - Ukraine                | 31-dec         | Retail sales     | 6                    | -              |
| Pull & Bear Slovakia, S.R.O.                  | 100.00%                  | Bratislava - Slovakia         | 31-jan         | Retail sales     | 1                    | 13             |
| Pull & Bear Croatia, Ltd                      | 100.00%                  | Zagreb - Croatia              | 31-jan         | Retail sales     | 2                    | 23             |
| Pull & Bear Commercial Beijing Co, Ltd.       | 100.00%                  | Beijing - China               | 31-dec         | Retail sales     | 26                   | -              |
| Pull & Bear Bulgaria, Ltd                     | 100.00%                  | Sofia - Bulgaria              | 31-dec         | Retail sales     | 2                    | 12             |
| Pull & Bear Hong Kong Ltd                     | 100.00%                  | Hong Kong SAR                 | 31-jan         | Retail sales     | 2                    | -              |
| Pull & Bear Diseño, S.L.                      | 100.00%                  | A Coruña - Spain              | 31-jan         | Design           | 6                    | 284            |
| Pull & Bear Macau, Ltd                        | 100.00%                  | Macao SAR                     | 31-dec         | Retail sales     | 3                    | -              |
| Pull & Bear Nederland, B.V.                   | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Retail sales     | 5                    | 47             |
| Pull & Bear Österreich Clothing, Gmbh         | 100.00%                  | Vienna - Austria              | 31-jan         | Retail sales     | 1                    | 1              |
| Pull & Bear Korea, Ltd                        | 100.00%                  | Seoul - South Korea           | 31-jan         | Retail sales     | -                    | -              |
| Pull & Bear Serbia, D.O.O. Belgrade           | 100.00%                  | Belgrade - Serbia             | 31-jan         | Retail sales     | 1                    | 9              |
| Pull & Bear BH, D.O.O.                        | 100.00%                  | Sarajevo - Bosnia Herzegovina | 31-dec         | Retail sales     | 1                    | 12             |
| Limited Liability Company "PULL AND BEAR BLR" | 100.00%                  | Minsk - Belarus               | 31-dec         | Retail sales     | 1                    | -              |
| Pull&Bear S, TRGOVSKO PODJETJE D.O.O.         | 100.00%                  | Ljubljana - Slovenia          | 31-jan         | Retail sales     | 1                    | -              |
| ITX Taiwan B.V. Pull & Bear Taiwan Branch     | 100.00%                  | Taipei - Taiwan               | 31-jan         | Retail sales     | 1                    | -              |
| Plataforma Cabanillas, S.A.                   | 100.00%                  | A Coruña - Spain              | 31-jan         | Logistics        | 1                    | -              |

| Company   | Effective % of ownership | Location                      | Reporting date | Line of business   | Shareholders' equity | Net investment |
|---|--------------------------|-------------------------------|----------------|--------------------|----------------------|----------------|
| P&B Gmbh  | 100.00%                  | Hamburg - Germany             | 31-jan         | Holding company    | 5                    | 26             |
| Pull & Bear Deutschland BV& CO                    | 100.00%                  | Hamburg - Germany             | 31-jan         | Retail sales       | 4                    | -              |
| Pro Retail Kazakhstan, LLP                        | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales       | 1                    | -              |
| Pull & Bear Sverige, AB                           | 100.00%                  | Stockholm - Sweden            | 31-jan         | Retail sales       | 1                    | 5              |
| Pull & Bear Suisse, SÄRL                          | 100.00%                  | Fribourg - Switzerland        | 31-jan         | Retail sales       | 4                    | 32             |
| Uterqüe, S.A.                                     | 100.00%                  | A Coruña - Spain              | 31-jan         | Buyer              | 29                   | 46             |
| Uterqüe España, S.A.                              | 100.00%                  | A Coruña - Spain              | 31-jan         | Retail sales       | 18                   | -              |
| Uterqüe Hellas                                    | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales       | -                    | -              |
| Grupiterqüe Portugal Conf. SA                     | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales       | 3                    | -              |
| Uterqüe Cis, Ltd                                  | 100.00%                  | Moscow - Russia               | 31-dec         | Retail sales       | 3                    | 2              |
| Uterqüe Giyim Limited                             | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales       | -                    | -              |
| Uterqüe México S.A. de C.V.                       | 100.00%                  | Mexico City - Mexico          | 31-dec         | Retail sales       | 7                    | -              |
| Uterqüe Diseño, S.L.                              | 100.00%                  | A Coruña - Spain              | 31-jan         | Design             | -                    | 1              |
| "ITX KOSOVO" L.L.C.                               | 100.00%                  | Pristina                      | 31-dec         | Retail sales       | 3                    | -              |
| ITX Italia, Srl.                                  | 100.00%                  | Milan - Italy                 | 31-jan         | Retail sales       | 1                    | -              |
| ITX Finance Asia, LTD                             | 100.00%                  | Hong Kong SAR                 | 31-jan         | Financial services | (1)                  | -              |
| Inditex USA, LLC                                  | 100.00%                  | New York - USA                | 31-jan         | Holding company    | 572                  | 542            |
| Uterqüe Commercial & Trading (Shanghai) Co., Ltd. | 100.00%                  | Shanghai - China              | 31-dec         | Retail sales       | (1)                  | -              |
| Uterqüe Polska SP. Z O.O.                         | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales       | 1                    | 1              |
| Uterqüe Kazakhstan LLP                            | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales       | -                    | -              |
| Uterqüe Ukraine, LLC                              | 100.00%                  | Kiev - Ukraine                | 31-jan         | Retail sales       | -                    | -              |
| Bershka BSK España, S.A.                          | 100.00%                  | Barcelona - Spain             | 31-jan         | Retail sales       | 88                   | 47             |
| Bershka Portugal Conf. Soc. Unip. SA              | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales       | 9                    | -              |
| Bershka Hellas, S.A.                              | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales       | 13                   | -              |
| Bershka Mexico, S.A. de CV                        | 100.00%                  | Mexico City - Mexico          | 31-dec         | Retail sales       | 24                   | -              |
| Bershka Giyim Ithalat Ihracat Ve Tic.Ltd.         | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales       | 4                    | 36             |
| Bershka Belgique, S.A.                            | 100.00%                  | Brussels - Belgium            | 31-jan         | Retail sales       | 11                   | 34             |
| Bershka France, S.A.R.L.                          | 100.00%                  | Paris - France                | 31-jan         | Retail sales       | 51                   | -              |
| Bershka Suisse, S.A.R.L.                          | 100.00%                  | Fribourg - Switzerland        | 31-jan         | Retail sales       | 4                    | 30             |
| Bershka Nederland, B.V.                           | 100.00%                  | Amsterdam - Netherlands       | 31-jan         | Retail sales       | 11                   | 73             |
| Bershka Italia, S.R.L.                            | 100.00%                  | Milan - Italy                 | 31-jan         | Retail sales       | 48                   | -              |
| Bershka U.K., Ltd.                                | 100.00%                  | London - UK                   | 31-jan         | Retail sales       | 5                    | -              |
| Bershka Ireland, Ltd.                             | 100.00%                  | Dublin - Ireland              | 31-jan         | Retail sales       | 7                    | 20             |
| Bershka Ceska Republica, S.R.O.                   | 100.00%                  | Prague - Czech Republic       | 31-jan         | Retail sales       | 1                    | 15             |
| Bershka Croatia, Ltd.                             | 100.00%                  | Zagreb - Croatia              | 31-jan         | Retail sales       | 2                    | 17             |
| Bershka Polska Sp Z O.O.                          | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales       | 10                   | 94             |
| Bershka Slovakia, S.R.O.                          | 100.00%                  | Bratislava - Slovakia         | 31-jan         | Retail sales       | 2                    | 9              |
| Bershka Carpati, Srl                              | 100.00%                  | Bucharest - Romania           | 31-dec         | Retail sales       | 8                    | 121            |
| Bershka Ukraine, Llc                              | 100.00%                  | Kiev - Ukraine                | 31-dec         | Retail sales       | 6                    | -              |
| Bershka Magyarorszag Kft.                         | 100.00%                  | Budapest - Hungary            | 31-jan         | Retail sales       | 3                    | 26             |
| Bershka Cis, Ltd                                  | 100.00%                  | Moscow - Russia               | 31-dec         | Retail sales       | 18                   | 26             |
| Bershka Osterreich Clothing GmbH                  | 100.00%                  | Vienna - Austria              | 31-jan         | Retail sales       | 1                    | 5              |
| Bershka Hong Kong Limited                         | 100.00%                  | Hong Kong SAR                 | 31-jan         | Retail sales       | (2)                  | -              |
| Bershka Commercial Beijing Co, Ltd                | 100.00%                  | Beijing - China               | 31-dec         | Retail sales       | 22                   | -              |
| Bershka Bulgaria, Ltd                             | 100.00%                  | Sofia - Bulgaria              | 31-dec         | Retail sales       | 2                    | 18             |
| Bershka Korea, Ltd                                | 100.00%                  | Seoul - South Korea           | 31-jan         | Retail sales       | (6)                  | -              |
| Bershka Diseño, S.L.                              | 100.00%                  | Barcelona - Spain             | 31-jan         | Design             | 7                    | 359            |
| Bershka Macau, Ltd                                | 100.00%                  | Macao SAR                     | 31-dec         | Retail sales       | 1                    | -              |
| Bershka Japan, Co                                 | 100.00%                  | Tokyo - Japan                 | 31-jan         | Retail sales       | 13                   | -              |
| BSKE, GMBH  | 100.00%                  | Hamburg - Germany             | 31-jan         | Holding company    | 18                   | 97             |
| Bershka BH, D.O.O.                                | 100.00%                  | Sarajevo - Bosnia Herzegovina | 31-dec         | Retail sales       | 1                    | 12             |
| Bershka Deutschland B.V. & CO. KG                 | 100.00%                  | Hamburg - Germany             | 31-jan         | Retail sales       | 8                    | -              |
| Bershka Serbia, D.O.O. Belgrade                   | 100.00%                  | Belgrade - Serbia             | 31-jan         | Retail sales       | -                    | 5              |
| Best Retail Kazakhstan, LLP                       | 100.00%                  | Almaty - Kazakhstan           | 31-dec         | Retail sales       | 3                    | -              |
| Bershka Commercial (Shanghai) Co, Ltd             | 100.00%                  | Shanghai - China              | 31-dec         | Retail sales       | 2                    | -              |
| Bershka USA INC                                   | 100.00%                  | New York - USA                | 31-jan         | Retail sales       | -                    | -              |
| Limited Liability Company "BK GARMENTS BLR"       | 100.00%                  | Minsk - Belarus               | 31-dec         | Retail sales       | 1                    | -              |
| Bershka S, TRGOVSKO PODJETJE D.O.O.               | 100.00%                  | Ljubljana - Slovenia          | 31-jan         | Retail sales       | -                    | -              |
| ITX Taiwan B.V. Bershka Taiwan Branch             | 100.00%                  | Taipei - Taiwan               | 31-jan         | Retail sales       | -                    | -              |
| Stradivarius España, S.A.                         | 100.00%                  | Barcelona - Spain             | 31-jan         | Retail sales       | 100                  | 120            |
| Stradivarius Hellas, S.A.                         | 100.00%                  | Athens - Greece               | 31-jan         | Retail sales       | 15                   | -              |
| ITX RE DAC  | 100.00%                  | Dublin - Ireland              | 31-jan         | Insurance          | 132                  | -              |
| Stradivarius Portugal, Conf. Unip. SA             | 100.00%                  | Lisbon - Portugal             | 31-jan         | Retail sales       | 14                   | -              |
| Stradivarius Giyim Ithalat Ih. Ve Tic. Ltd.       | 100.00%                  | Istanbul - Turkey             | 31-jan         | Retail sales       | 2                    | 29             |
| Stradivarius Polska, Sp zo.o                      | 100.00%                  | Warsaw - Poland               | 31-jan         | Retail sales       | 6                    | 79             |

| Company  | Effective % of ownership | Location                         | Reporting date | Line of business | Shareholders' equity | Net investment |
|--|--------------------------|----------------------------------|----------------|------------------|----------------------|----------------|
| Stradivarius Ireland Limited                       | 100.00%                  | Dublin - Ireland                 | 31-jan         | Retail sales     | 3                    | 11             |
| Stradivarius Italia SRL                            | 100.00%                  | Milan - Italy                    | 31-jan         | Retail sales     | 37                   | -              |
| Stradivarius CIS, Ltd.                             | 100.00%                  | Moscow - Russia                  | 31-dec         | Retail sales     | 8                    | 10             |
| Stradivarius France, S.A.R.L.                      | 100.00%                  | Paris - France                   | 31-jan         | Retail sales     | 20                   | -              |
| Stradivarius Magyarorszag Kft.                     | 100.00%                  | Budapest - Hungary               | 31-jan         | Retail sales     | 4                    | 17             |
| Stradivarius Croatia, Ltd.                         | 100.00%                  | Zagreb - Croatia                 | 31-jan         | Retail sales     | 3                    | 20             |
| Stradivarius Slovakia, S.R.O.                      | 100.00%                  | Bratislava - Slovakia            | 31-jan         | Retail sales     | 2                    | 9              |
| Stradivarius Ro, Srl                               | 100.00%                  | Bucharest - Romania              | 31-dec         | Retail sales     | 7                    | 53             |
| Stradivarius Ukraine, Llc                          | 100.00%                  | Kiev - Ukraine                   | 31-dec         | Retail sales     | 4                    | -              |
| Stradivarius Česká Republika, s.r.o.               | 100.00%                  | Prague - Czech Republic          | 31-jan         | Retail sales     | -                    | 8              |
| Stradivarius Commercial Shangai CO, Ltd            | 100.00%                  | Shanghai - China                 | 31-dec         | Retail sales     | 20                   | -              |
| Stradivarius Bulgaria, Ltd                         | 100.00%                  | Sofia - Bulgaria                 | 31-dec         | Retail sales     | 1                    | 6              |
| Stradivarius Diseño, S.L.                          | 100.00%                  | Barcelona - Spain                | 31-jan         | Design           | 6                    | 224            |
| Stradivarius Macau, Ltd                            | 100.00%                  | Macao SAR                        | 31-dec         | Retail sales     | 1                    | -              |
| Stradivarius Korea, Ltd                            | 100.00%                  | Seoul - South Korea              | 31-jan         | Retail sales     | -                    | -              |
| Stradivarius Hong Kong, Ltd                        | 100.00%                  | Hong Kong SAR                    | 31-jan         | Retail sales     | (1)                  | -              |
| Stradivarius México, S.A. de C.V.                  | 100.00%                  | Mexico City - Mexico             | 31-dec         | Retail sales     | 25                   | -              |
| Stradivarius BH, D.O.O.                            | 100.00%                  | Sarajevo - Bosnia<br>Herzegovina | 31-dec         | Retail sales     | 1                    | 11             |
| Stradivarius Serbia, D.O.O. Belgrade               | 100.00%                  | Belgrade - Serbia                | 31-jan         | Retail sales     | 1                    | 6              |
| Stradivarius UK LIMITED                            | 100.00%                  | London - UK                      | 31-jan         | Retail sales     | 2                    | -              |
| Stradivarius Nederland, B.V.                       | 100.00%                  | Amsterdam - Netherlands          | 31-jan         | Retail sales     | 1                    | 47             |
| Stradivarius Belgique, S.A.                        | 100.00%                  | Brussels - Belgium               | 31-jan         | Retail sales     | 1                    | 17             |
| Limited Liability Company "STRADIVARIUS BLR"       | 100.00%                  | Minsk - Belarus                  | 31-dec         | Retail sales     | 1                    | -              |
| Stradivarius S, TRGOVSKO PODJETJE D.O.O.           | 100.00%                  | Ljubljana - Slovenia             | 31-jan         | Retail sales     | 1                    | -              |
| Spanish Retail Kazakhstan, LLP                     | 100.00%                  | Almaty - Kazakhstan              | 31-dec         | Retail sales     | -                    | -              |
| Stradivarius Japan Corporation                     | 100.00%                  | Tokyo - Japan                    | 31-jan         | Retail sales     | 3                    | -              |
| ITX Trading, S.A.                                  | 100.00%                  | Fribourg - Switzerland           | 31-jan         | Buyer            | 1,377                | -              |
| Zara Home España, S.A.                             | 100.00%                  | A Coruña - Spain                 | 31-jan         | Retail sales     | 38                   | 34             |
| Zara Home Portugal, Conf. SA                       | 100.00%                  | Lisbon - Portugal                | 31-jan         | Retail sales     | 13                   | -              |
| Zara Home U.K., Ltd.                               | 100.00%                  | London - UK                      | 31-jan         | Retail sales     | 4                    | -              |
| Zara Home Hellas, S.A.                             | 100.00%                  | Athens - Greece                  | 31-jan         | Retail sales     | 4                    | -              |
| Zara Home Nederland, B.V.                          | 100.00%                  | Amsterdam - Netherlands          | 31-jan         | Retail sales     | 2                    | 18             |
| Zara Home Mexico, S.A. de C.V.                     | 100.00%                  | Mexico City - Mexico             | 31-dec         | Retail sales     | 12                   | -              |
| Zara Home Italia, S.R.L.                           | 100.00%                  | Milan - Italy                    | 31-jan         | Retail sales     | 24                   | -              |
| Zara Home Giyim Ithalat Ihracat Ve Ticaret Ltd.    | 100.00%                  | Istanbul - Turkey                | 31-jan         | Retail sales     | 1                    | 16             |
| Zara Home Francia, S.A.R.L.                        | 100.00%                  | Paris - France                   | 31-jan         | Retail sales     | 21                   | -              |
| Zara Home Ro, Srl                                  | 100.00%                  | Bucharest - Romania              | 31-dec         | Retail sales     | 2                    | 20             |
| Zara Home CIS, Ltd.                                | 100.00%                  | Moscow - Russia                  | 31-dec         | Retail sales     | 8                    | 13             |
| Zara Home Ukraine, Llc                             | 100.00%                  | Kiev - Ukraine                   | 31-dec         | Retail sales     | 1                    | -              |
| Zara Home Polska, Sp zo.o                          | 100.00%                  | Warsaw - Poland                  | 31-jan         | Retail sales     | 1                    | 13             |
| Zara Home Diseño, S.L.                             | 100.00%                  | A Coruña - Spain                 | 31-jan         | Design           | 3                    | 43             |
| Zara Home Deutschland B.V. & Co. KG                | 100.00%                  | Hamburg - Germany                | 31-jan         | Retail sales     | 2                    | -              |
| ZHE, Gmbh  | 100.00%                  | Hamburg - Germany                | 31-jan         | Holding company  | 17                   | 16             |
| Zara Home Brasil Produtos para o Lar, Ltda.        | 100.00%                  | Sao Paulo - Brazil               | 31-dec         | Retail sales     | (1)                  | 2              |
| Zara Home Croatia, Ltd                             | 100.00%                  | Zagreb - Croatia                 | 31-jan         | Retail sales     | 1                    | 7              |
| Zara Home Belgique, S.A.                           | 100.00%                  | Brussels - Belgium               | 31-jan         | Retail sales     | 5                    | 18             |
| Zara Home Commercial & Trading (Shangai) Co., Ltd. | 100.00%                  | Shanghai - China                 | 31-dec         | Retail sales     | 9                    | -              |
| Zara Home Japan Corp.                              | 100.00%                  | Tokyo - Japan                    | 31-jan         | Retail sales     | 9                    | -              |
| Zara Home Canada, Inc                              | 100.00%                  | Montreal - Canada                | 31-jan         | Retail sales     | -                    | -              |
| Zara Home Macao SUL                                | 100.00%                  | Macao SAR                        | 31-dec         | Retail sales     | (1)                  | -              |
| Zara Home Sverige AB                               | 100.00%                  | Stockholm - Sweden               | 31-jan         | Retail sales     | 1                    | 4              |
| Zara Home Kazakhstan, LLP                          | 100.00%                  | Almaty - Kazakhstan              | 31-dec         | Retail sales     | 2                    | -              |
| Zara Home Hong Kong Ltd                            | 100.00%                  | Hong Kong SAR                    | 31-jan         | Retail sales     | -                    | -              |
| G. Zara Home Uruguay, S.A.                         | 100.00%                  | Montevideo - Uruguay             | 31-jan         | Retail sales     | 2                    | 8              |
| Zara Home Suisse SÀRL                              | 100.00%                  | Fribourg - Switzerland           | 31-jan         | Retail sales     | 7                    | 8              |
| Zara Home Chile SPA                                | 100.00%                  | Santiago de Chile - Chile        | 31-dec         | Retail sales     | 2                    | -              |
| Zara Home Australia Pty Ltd                        | 100.00%                  | Sydney - Australia               | 31-jan         | Retail sales     | (3)                  | -              |
| Zara Home Magyarorszag KFT.                        | 100.00%                  | Budapest - Hungary               | 31-jan         | Retail sales     | 1                    | 6              |
| Zara Home Korea LIMITED                            | 100.00%                  | Seoul - South Korea              | 31-jan         | Retail sales     | (1)                  | -              |
| Zara Home Danmark A/S                              | 100.00%                  | Copenhagen - Denmark             | 31-jan         | Retail sales     | 1                    | -              |
| Zara Home SRB DOO Beograd                          | 100.00%                  | Belgrade - Serbia                | 31-dec         | Retail sales     | 1                    | 7              |
| Zara Home Bulgaria EOOD                            | 100.00%                  | Sofia - Bulgaria                 | 31-dec         | Retail sales     | 1                    | 11             |
| Zara Home Ireland Limited                          | 100.00%                  | Dublin - Ireland                 | 31-jan         | Dormant          | -                    | -              |
| Limited Liability Company "ZARA HOME BLR"          | 100.00%                  | Minsk - Belarus                  | 31-dec         | Retail sales     | 1                    | -              |
| Zara Home Ceska Republica, SRO                     | 100.00%                  | Prague - Czech Republic          | 31-jan         | Retail sales     | -                    | 5              |
| ITX Taiwan B.V. Zara Home Taiwan Branch            | 100.00%                  | Taipei - Taiwan                  | 31-jan         | Retail sales     | -                    | -              |
| Zara Logística, S.A.                               | 100.00%                  | A Coruña - Spain                 | 31-jan         | Logistics        | 2                    | 1              |

| Company  | Effective % of ownership | Location                    | Reporting date | Line of business              | Shareholders' equity | Net investment |
|--|--------------------------|-----------------------------|----------------|-------------------------------|----------------------|----------------|
| Plataforma Europa, S.A.                          | 100.00%                  | Zaragoza - Spain            | 31-jan         | Logistics                     | 3                    | 2              |
| Plataforma Logística León, S.A.                  | 100.00%                  | León - Spain                | 31-jan         | Logistics                     | 9                    | 6              |
| Plataforma Logística Meco, S.A.                  | 100.00%                  | Madrid - Spain              | 31-jan         | Logistics                     | 2                    | -              |
| Pull & Bear Logística, S.A.                      | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 1                    | 2              |
| Massimo Dutti Logística, S.A.                    | 100.00%                  | Barcelona - Spain           | 31-jan         | Logistics                     | 1                    | 1              |
| Bershka Logística, S.A.                          | 100.00%                  | Barcelona - Spain           | 31-jan         | Logistics                     | 3                    | 4              |
| Oysho Logística, S.A.                            | 100.00%                  | Barcelona - Spain           | 31-jan         | Logistics                     | 1                    | 1              |
| Stradivarius Logística, S.A.                     | 100.00%                  | Barcelona - Spain           | 31-jan         | Logistics                     | 1                    | 1              |
| Zara Home Logística, S.A.                        | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 2                    | 1              |
| Uterque Logística, S.A.                          | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 1                    | 1              |
| Uterque Fashion RO S.R.L.                        | 100.00%                  | Bucharest - Romania         | 31-dec         | Retail sales                  | -                    | 4              |
| Lefties Logística, S.A.                          | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 1                    | 4              |
| Inditex Logística, S.A.                          | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 1                    | -              |
| Tordera Logística, S.L.                          | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | -                    | -              |
| Nueva comercializadora global XXI, S.A. DE C.V.  | 100.00%                  | Mexico City - Mexico        | 31-dec         | Logistics                     | -                    | -              |
| Corporación de Servicios XXI, S.A. de C.V.       | 100.00%                  | Mexico City - Mexico        | 31-dec         | Services                      | 6                    | -              |
| Goa-Invest, S.A.                                 | 100.00%                  | A Coruña - Spain            | 31-jan         | Construction                  | 3                    | 3              |
| Goa-Invest Deutschland GMBH                      | 100.00%                  | Hamburg - Germany           | 31-jan         | Construction                  | 11                   | -              |
| Zara Vastgoed, B.V.                              | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Real estate                   | 70                   | -              |
| ITX Global Solutions LIMITED                     | 100.00%                  | Hong Kong SAR               | 31-jan         | Services                      | 11                   | -              |
| SNC Zara France Immobiliere                      | 100.00%                  | Paris - France              | 31-dec         | Real estate                   | (6)                  | -              |
| SCI Vastgoed Ferreol P03302                      | 100.00%                  | Paris - France              | 31-dec         | Real estate                   | 15                   | -              |
| SCI Vastgoed France P03301                       | 100.00%                  | Paris - France              | 31-dec         | Real estate                   | 61                   | -              |
| SCI Vastgoed General Leclerc P03303              | 100.00%                  | Paris - France              | 31-dec         | Real estate                   | 12                   | -              |
| SCI Vastgoed Nancy P03304                        | 100.00%                  | Paris - France              | 31-dec         | Real estate                   | 10                   | -              |
| Invercarpro, S.A.                                | 100.00%                  | Madrid - Spain              | 31-jan         | Real estate                   | 3                    | -              |
| Robustae Confecciones, S.A                       | 100.00%                  | Lisbon - Portugal           | 31-jan         | Retail sales                  | 23                   | -              |
| Lefties España, S.A,                             | 100.00%                  | A Coruña - Spain            | 31-jan         | Real estate                   | -                    | -              |
| Born, S.A.                                       | 100.00%                  | Palma de Mallorca - Spain   | 31-jan         | Real estate                   | -                    | -              |
| LFT RUS Ltd                                      | 100.00%                  | Moscow - Russia             | 31-dec         | Retail sales                  | 1                    | -              |
| Lelystad Platform, B.V.                          | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Logistics                     | 22                   | -              |
| Robustae Mexico, S.A DE C.V.                     | 100.00%                  | Mexico City - Mexico        | 31-dec         | Retail sales                  | 24                   | -              |
| Inditex Cogeneración, A.I.E.                     | 100.00%                  | A Coruña - Spain            | 31-jan         | Combined heat and power plant | 1                    | 1              |
| Inditex, S.A.                                    | 100.00%                  | A Coruña - Spain            | 31-jan         | Dormant                       | -                    | -              |
| Zara Holding II, B.V                             | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Holding company               | 940                  | -              |
| Zara, S.A.                                       | 100.00%                  | A Coruña - Spain            | 31-jan         | Dormant                       | -                    | -              |
| Zara, S.A.                                       | 100.00%                  | Buenos Aires - Argentina    | 31-jan         | Dormant                       | -                    | -              |
| Fashion Logistic Forwarders, S.A.                | 100.00%                  | A Coruña - Spain            | 31-jan         | Logistics                     | 2                    | -              |
| ITX Asia Pacific Enterprise Management, Co., Ltd | 100.00%                  | Shanghai - China            | 31-dec         | Buyer                         | 130                  | -              |
| FSF New York, LLC                                | 100.00%                  | New York - USA              | 31-jan         | Real estate                   | 260                  | -              |
| FSF Soho, LLC                                    | 100.00%                  | New York - USA              | 31-jan         | Real estate                   | 280                  | -              |
| ITX USA, LLC                                     | 100.00%                  | New York - USA              | 31-jan         | Retail sales                  | 6                    | 4              |
| Fashion Retail , S.A.                            | 100.00%                  | A Coruña - Spain            | 31-jan         | Retail sales                  | 1                    | -              |
| ITXR Macedonia Dooel Skopje                      | 100.00%                  | Skopje - North Macedonia    | 31-dec         | Retail sales                  | 6                    | -              |
| ITX E-commerce (Shanghai) Co. Ltd                | 100.00%                  | Shanghai - China            | 31-dec         | Retail sales                  | 17                   | -              |
| ITX Financien II, B.V.                           | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Financial services            | 2,075                | -              |
| ITX TRYFIN B.V.                                  | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Financial services            | 65                   | -              |
| ITX RUBFIN, B.V.                                 | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Financial services            | 124                  | -              |
| ITX Korea LIMITED                                | 100.00%                  | Seoul - South Korea         | 31-jan         | Retail sales                  | 25                   | -              |
| ITX Services India Private Ltd                   | 100.00%                  | Gurgaon - India             | 31-mar         | Buyer                         | 4                    | -              |
| Inditex France, S.A.R.L.                         | 100.00%                  | Paris - France              | 31-jan         | Dormant                       | -                    | -              |
| ITX Merken, B.V.                                 | 100.00%                  | Amsterdam - Netherlands     | 31-jan         | Services                      | 2,927                | -              |
| Zara Home Österreich Clothing GMBH               | 100.00%                  | Vienna - Austria            | 31-jan         | Retail sales                  | -                    | 2              |
| Massimo Dutti Slovakia, S.R.O.                   | 100.00%                  | Bratislava - Slovakia       | 31-jan         | Retail sales                  | 1                    | 10             |
| ITX LUXEMBOURG S.A.                              | 100.00%                  | Luxembourg - Luxembourg     | 31-jan         | Retail sales                  | 6                    | 30             |
| Zara Vittorio 13 Italia, S.R.L.                  | 100.00%                  | Milan - Italy               | 31-jan         | Real estate                   | 30                   | -              |
| CDC Trading (Shanghai) Co. LTD.                  | 100.00%                  | Shanghai - China            | 31-dec         | Buyer                         | 4                    | -              |
| Oysho Sverige, AB                                | 100.00%                  | Stockholm - Sweden          | 31-jan         | Retail sales                  | -                    | 1              |
| Oysho Slovakia S.R.O.                            | 100.00%                  | Bratislava - Slovakia       | 31-jan         | Retail sales                  | -                    | -              |
| Zara Home Retail South Africa (PTY) LTD.         | 100.00%                  | Johannesburg - South Africa | 31-jan         | Retail sales                  | 1                    | -              |
| FGI Gestión Mex, S.A. de C.V.                    | 100.00%                  | Mexico City - Mexico        | 31-dec         | Construction                  | 3                    | -              |



## List of Company investments in jointly controlled entities at 31 January 2020.

| Company                        | Effective % of ownership | Location               | Reporting date | Line of business      | Shareholders' equity | Net investment |
|--------------------------------|--------------------------|------------------------|----------------|-----------------------|----------------------|----------------|
| Tempe, S.A.                    | 50.00%                   | Alicante - Spain       | 31-jan         | Marketing of footwear | 469                  | -              |
| Tempe México, S.A. de C.V.     | 50.00%                   | Mexico City - Mexico   | 31-dec         | Marketing of footwear | 6                    | -              |
| Tempe Logística, S.A.          | 50.00%                   | Alicante - Spain       | 31-jan         | Logistics             | -                    | -              |
| Tempe Brasil, Ltda.            | 50.00%                   | Sao Paulo - Brazil     | 31-dec         | Dormant               | -                    | -              |
| Tempe Diseño, S.L.             | 50.00%                   | Alicante - Spain       | 31-jan         | Design                | 10                   | -              |
| Tempe Trading                  | 50.00%                   | Fribourg - Switzerland | 31-oct         | Dormant               | 5                    | -              |
| Tempe Trading Asia Limited     | 50.00%                   | Hong Kong SAR          | 31-jan         | Marketing of footwear | 81                   | -              |
| TMP Trading (Shanghai) Co. Ltd | 50.00%                   | Shanghai - China       | 31-dec         | Marketing of footwear | 19                   | -              |
| Tempe Giyim, Ltd.              | 50.00%                   | Istanbul - Turkey      | 31-dec         | Marketing of footwear | -                    | -              |

## Annex II

**Direct and indirect investments of the members of the Board of Directors  
in the share capital of the Company at 31 January 2020**

| Name or business name of the Director        | % Voting rights attributed to the shares |          | % Voting rights through financial instruments |          | % Total voting rights | % Voting rights that can be sold through financial instruments |          |
|--|--|----------|---|----------|-----------------------|--|----------|
|  | Direct                                   | Indirect | Direct  | Indirect |                       | Direct   | Indirect |
| Mr Pablo Isla Álvarez de Tejera <sup>1</sup> | 0.063%                                   | -        | 0.008%  | -        | 0.071%                | -  | -        |
| Mr Amancio Ortega Gaona <sup>2</sup>         | -  | 59.294%  | -   | -        | 59.294%               | -  | -        |
| Mr Carlos Crespo González <sup>3</sup>       | 0.001%                                   | -        | 0.004%  | -        | 0.005%                | -  | -        |
| Mr José Arnau Sierra                         | 0.001%                                   | -        | -   | -        | 0.001%                | -  | -        |
| Pontegadea Inversiones, S.L. <sup>4</sup>    | 50.01%                                   | -        | -   | -        | 50.01%                | -  | -        |
| Bns Denise Patricia Kingsmill                | -  | -        | -   | -        | -                     | -  | -        |
| Ms Anne Lange                                | -  | -        | -   | -        | -                     | -  | -        |
| Ms Pilar López Álvarez                       | 0.0001%                                  | -        | -   | -        | 0.0001%               | -  | -        |
| Mr José Luis Durán Schulz                    | 0.0001%                                  | -        | -   | -        | 0.0001%               | -  | -        |
| Mr Rodrigo Echenique Gordillo                | -  | -        | -   | -        | -                     | -  | -        |
| Mr Emilio Saracho Rodríguez de Torres        | -  | -        | -   | -        | -                     | -  | -        |
| <b>Total</b>                                 |  |          |   |          | <b>59.371%</b>        |  |          |

1 In accordance with the 2016-2020 Long-Term Incentive Plan, the Executive Chairman may receive up to a maximum of 95,651 shares, i.e. 0.003%. In accordance with the 2019-2023 Long-Term Incentive Plan, the Executive Chairman may receive up to a maximum of 161,361 shares, i.e. 0.005%.

2 Through Pontegadea Inversiones, SL and Partler 2006, S.L.

3 In accordance with the 2016-2020 Long-Term Incentive Plan, the CEO may receive up to a maximum of 20,666 shares, i.e. 0.001%. In accordance with the 2019-2023 Long-Term Incentive Plan, the Executive Chairman may receive up to a maximum of 106,752 shares, i.e. 0.003%.

4 Represented by Flora Pérez Marcote

This Annex forms an integral part of Note 11 of the accompanying Notes to the annual accounts, and must be read in conjunction with this.

## **INDUSTRIA DE DISEÑO TEXTIL, S.A.**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 2020**

#### **Company situation and business performance**

Industria de Diseño Textil, S.A. (INDITEX) as parent of the INDITEX Group owns the shareholdings of the main companies of the Group and performs the activities of a holding company, whereby its results derive largely from dividends received from its subsidiaries. Likewise, the company provides different kinds of corporate services to its subsidiaries, both domestic and foreign, and supplies clothing and accessories of the Zara concept to subsequently be responsible for their distribution and sale to other Group companies engaged in retail marketing.

For a detailed analysis of the evolution of the Group's businesses, as well as the forecast for 2020, it is necessary to refer to the Consolidated Directors' Report of the Inditex Group.

#### **Financial risk management policy**

The Company's activities are exposed to various financial risks: market risk (including foreign currency risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's risk management focuses on the uncertainty of financial markets and aims to minimise the potential adverse effects on the Company's profitability, for which purpose it uses certain financial instruments described below.

##### *Foreign currency risk*

The Company operates in an international environment and, accordingly, is exposed to foreign currency on transactions in foreign currencies, in particular the US dollar. The foreign currency risk arises from future commercial transactions and from assets and liabilities recognised in currencies other than the euro.

The Company uses currency forwards to hedge the foreign currency risk. The Company manages the net position in each foreign currency by using external currency forwards or other financial instruments.

##### *Credit risk*

The Company is not exposed to significant concentrations of credit risk as policies are in place to cover sales to franchises.

##### *Liquidity and interest rate risk*

The Company is not exposed to significant liquidity risk, as it maintains sufficient cash and cash equivalents to meet the outflows required in its normal operations. If the Company has a specific financing requirement, either in euros or in other currencies, it resorts to loans, credit facilities or other types of financial instruments.

Interest rate fluctuations change the fair value of assets and liabilities that bear a fixed interest rate and the future flows from assets and liabilities bearing interest at a floating rate. The Company's exposure to this risk is not significant.

##### *Capital management*

The Company's capital management objectives are to safeguard its ability to continue operating as a going concern, so that it can continue to generate returns for shareholders and benefit other stakeholders, and to maintain an optimum capital structure to reduce the cost of capital.

### **Significant events after the reporting period**

Coronavirus (COVID-19) was first reported in China in January 2020 and has since then largely spread around the world. As a result of this, the World Health Organization declared the coronavirus outbreak a pandemic on 11 March 2020.

Taking into account the potential impact of the above described situation on the financial information of Inditex as of 31 January 2020, Directors and Management have assessed the situation based upon the best information available to date, and have booked a provision in the amount of 172 million euros, in the "Procurements – cost of goods held for resale sold" line of the income statement, to adjust the estimated net realizable value of inventories for the Spring/Summer campaign as of 31 January 2020 further to the COVID-19 pandemic impact.

### **R&D activities**

INDITEX carries out research, development and innovation activities in all areas of its activity in order to improve manufacturing and distribution processes and to develop, with its own means or with the help of third parties, technologies that facilitate business management. In particular, it highlights the technology linked to POS terminals, inventory management and management systems, distribution systems in distribution centres, communication with stores, clothing labelling and, lastly, digital transformation of the business.

### **Treasury shares**

The Annual General Shareholder' Meeting held on 19 July 2016 approved the 2016-2020 Long-Term Incentive Plan (see Note 20) and authorised the Board of Directors to derivatively acquire treasury shares to cater for this Plan. Likewise, the General Shareholders' Meeting, at its meeting held on 16 July 2019, approved a Long-Term Incentive Plan 2019-2023 and authorised the Board of Directors to derivatively acquire treasury shares, aimed at covering such plans, leaving the previous authorisation without effect.

As of 31 January 2019, the Company held a total of 2,950,143 own shares, representing 0.095% of the share capital.

Subsequently, during the financial year 2019, the first cycle (2016-2019) of the Long-Term Incentive Plan 2016-2020 took place, and the corresponding actions were handed over to the beneficiaries of the aforementioned first cycle of the Plan. As of 31 January 2020, the Company held a total of 2,125,384 own shares, representing 0.068% of the share capital.

### **Financial instruments**

The Company arranges derivatives, mainly currency derivatives. The derivatives most frequently used by it are forward and option contracts.

### **Dividend policy**

The Board of Directors of Inditex, following the proposal of the Audit and Compliance Committee, in view of the current uncertain situation due to the Covid-19 pandemic, considers that it is not the right moment to take the appropriate decision on the dividend, within the framework of the proposal for the application of the 2019 profits.

Consequently, it has decided to allocate all of these profits to reserves with a view to submitting a final proposal on dividends at a later Board Meeting prior to the Annual General Shareholders' Meeting which will take place in July.

### **Other disclosures**

The Group's general payment policy complies with the periods for payment to trade suppliers set in the late payment legislation in force. The Group is currently implementing measures to try to reduce the payment period in those rare cases in which the established maximum payment period is

exceeded. The aforementioned measures will focus on reducing the length of the processes involved in the receipt, verification, acceptance and accounting of invoices (enhancing use of electronic and technological methods) and improving the procedure for incident resolution in this connection.

### **Annual corporate governance report**

The Annual Corporate Governance Report for 2019 is available at [www.inditex.com](http://www.inditex.com) and was published in the section on Relevant Event Communications of the CNMV (Spanish National Securities Market Commission) website ([www.cnmv.es](http://www.cnmv.es)) on 18 March 2020.

### **Non-financial and diversity information**

Information regarding the Statement of Non-Financial Information of the Company is included in the Consolidated Directors' Report of the Inditex Group whose parents is Industria de Diseño Textil, S.A. and which will be deposited, together with the Consolidated Annual Accounts, with the Mercantile Registry of A Coruña.