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Oggetto : NOTICE OF CALL- SHAREHOLDERS'  
MEETING 14 APRIL 2022

*Testo del comunicato*

Vedi allegato.

## NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The parties authorised to participate in the Shareholders' Meeting and holders of voting rights are invited to attend the Ordinary Shareholders' Meeting at "Villa Sandi", via Erizzo 105, Crocetta del Montello (Treviso), in sole call, on 14 April 2022 at 10:00 am, to resolve on the following

### Agenda

1. Approval of the Financial Statements as of 31 December 2021; presentation of Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2021.
2. Resolutions concerning the allocation of the result of the year.
3. Report on the remuneration policy and remuneration paid pursuant to art. 123-*ter*, paragraph 3-*ter* and 6, of Italian Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for 2022.
4. Report on the remuneration policy and remuneration paid pursuant to art. 123-*ter*, paragraph 3-*ter* and 6, of Italian Legislative Decree no. 58/1998: Section II - Resolution on Section II of the Report on the remuneration paid in 2021.
5. Determination of the number of the members of the Board of Directors;
6. Determination of the duration in office of the Board of Directors.
7. Appointment of the members of the Board of Directors.
8. Appointment of the Chairman of the Board of Directors.
9. Determination of the remuneration payable to the Board Directors, including those entrusted with special assignments.
10. Determination of the remuneration payable to the Board of Statutory Auditors.
11. Appointment of the members of the Board of Statutory Auditors.
12. Appointment of the Chairman of the Board of Statutory Auditors.
13. Authorisation for the purchase and sell of treasury shares, subject to the revocation of the unused part of the prior authorisation. Related and ensuing resolutions.

**Information on the share capital:** It should be noted that the share capital of the Company is currently Euro 25,920,733.10, consisting of 259,207,331 ordinary shares of a nominal value of Euro 0.10 (zero point ten) each, that each ordinary share gives the right to one vote at the Shareholders' Meeting and that the Company, as at this date, holds 3,996,250 treasury shares equal to 1.54% of the share capital. Information on the share capital is available on the web site of the Company [www.geox.biz](http://www.geox.biz), section Governance "Shareholders' Meeting 2022".

**Participation in the Shareholders' Meeting and granting of the proxy to the Designated Representative:** Pursuant to art. 83-*sexies* of Italian Legislative Decree 58/98, as amended (the "TUF" - Italian consolidated law on finance) and art. 12 of the Articles of Association, the right to participate in the Meeting and to vote is granted to those subjects who hold shares on the seventh open market day prior to the date of the Meeting, i.e. on 5 April 2022 ("Record date"), and provided that they have communicated their intent to participate in the Meeting, through the designated intermediary, pursuant to the applicable laws and regulations. The communication must be received by the Company by the end of the third open market day (11 April 2022) prior to the date of the Meeting. The above, notwithstanding the legitimacy to participate and vote if the communication is received by the Company beyond the terms indicated above but still before the commencement of the Meeting. Those who acquire ownership of the shares only after the record date, are not authorised to participate and vote in the Shareholders' Meeting.

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Those with the right to intervene at the Shareholders' Meeting can be represented, through a written proxy pursuant to the legal provisions in force, using the proxy form available on the Company's website at [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2022".

The proxy may be notified to the Company by sending it by post to the Company's registered office or by email to the certified email address [societario@pec.geox.com](mailto:societario@pec.geox.com)

Any advance notice does not exempt the representative, at the time of authorisation for access to the Meeting, from the requirement to demonstrate the conformity of the proxy with the original.

The proxy may be conferred, with the necessary voting instructions regarding the Agenda items, to Computershare S.p.A., registered office in Milan, via Lorenzo Mascheroni no. 19, Postal Code 20145, as the party designated for this purpose by the Company, pursuant to art. 135-*undecies*, of TUF, signing the specific proxy form which can be found, in printable form, on the Company's website at [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2022" or at the aforementioned registered office of Computershare S.p.A.. The proxy with voting instructions must be received by Computershare S.p.A., via Lorenzo Mascheroni no 19, 20145 Milan, by the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e. by 12 April 2022) by the means indicated in the proxy form. The proxy is effective only if voting instructions were provided. The proxy and the voting instructions are revocable within the same term indicated above. It is noted that the communication made to the Company by the intermediary, bearing witness to the legitimate right to intervene in the Shareholders' Meeting and to exercise their voting right, is also necessary in the case of conferring the proxy on the Designated Representative. Pursuant to the law, the shares for which a proxy has been conferred, including a partial proxy, are counted for the purposes of the regular establishment of the Shareholders' Meeting and, should voting instructions have not been conferred, the shares are not counted for the purposes of calculating the majority and the amount of share capital required to approve the resolutions. Information regarding the conferment of the proxy to Computershare S.p.A. (which can be contacted by phone for clarification at +39 02 46776819) is also made available in the aforementioned specific proxy form.

It will be possible to confer the proxy, within the aforementioned deadline of 12 April 2022, also by connecting to a procedure for the online forwarding of the proxy itself which is on the [www.geox.biz](http://www.geox.biz) website, in the Governance section "Shareholders' Meeting 2022".

No means of voting by post or with electronic means are envisaged.

#### **Right to ask questions:**

The shareholders with a right to intervene in the Shareholders' Meeting can ask questions on the subjects on the agenda also before the Shareholders' Meeting by the fifth open market day before the Shareholders' Meeting (7 April 2022), by sending a specific letter by registered post with acknowledgment of receipt to the Company's registered office and/or by email to the following certified email address [societario@pec.geox.com](mailto:societario@pec.geox.com) from a certified email address. It will be replied to at the latest during the Shareholders' Meeting itself. A single answer will be given to questions with the same content.

**Addition of Agenda items and additional resolution proposals on items already on the Agenda:** It should be noted that, pursuant to art. 10 of the Articles of Association and art. 126-*bis* of TUF, the Shareholders who, also jointly, represent at least one fortieth of the share capital may request, in writing, to add to the list of items to be discussed, indicating in their request either the additional items proposed or the additional resolution proposals on items already included on the Agenda.

The requests, in writing, must be signed and received in their original copy at the Company's registered office, Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), or by fax to the number 0423 28 1677, or electronically by certified email sent to [societario@pec.geox.com](mailto:societario@pec.geox.com) (provided that the sender uses its own certified email address) within the tenth day after publication of this notice (i.e. by 14 March 2022, if the notice is published on 4 March 2022). By the same date and with the same delivery methods, a report must be submitted on the additional items proposed for discussion, providing the reasons behind the proposals for additional items to be discussed or the reasons for the additional resolution proposals on the items already included on the agenda. The questions must be accompanied by: (i) identification information of the requesting shareholder (surname and name, place and date of birth; in the case of an entity or company, name and registered office address and tax ID code); and (ii) the communication provided by the intermediary to exercise said right that demonstrates the registration of the shares, at the date when the request is made, on behalf of the requesting shareholder.

Information on additions to the Agenda items or additional resolution proposals on items already on the Agenda is provided according to the same methods set forth for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e., by 30 March 2022). The additional resolution proposals on items already included on the Agenda, prepared by the proposing Shareholders, are made available at the same time of the publication of the submission notice, accompanied by any remarks by the Board of Directors.

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It should also be noted that the additions to the Agenda items are not permitted for items on which the Shareholders' Meeting must resolve, pursuant to the law, based on proposals submitted by the Directors or based on a project or report prepared thereby and other than those stated in article 125-ter, paragraph 1, of TUF.

### **Presentation of resolution proposals by those with voting rights (ex art. 126-bis, paragraph 1, third sentence, of TUF)**

Given the means of intervening at the Shareholders' Meeting indicated above – in reference to the provisions of art. 126-bis, paragraph 1, third sentence, of TUF – those with voting rights can individually present resolution proposals at the Shareholders' Meeting on the points on the Agenda, in accordance with the following means:

- resolution proposals must be sent to the Company, to the certified email address ([societario@pec.geox.com](mailto:societario@pec.geox.com)) by 5 April 2022; the aforementioned proposals must be formulated clearly and fully, together with the information to enable identification of the person presenting them, including – where possible – a phone number.
- the legitimate right to formulate proposals must be attested by the communication made by an intermediary authorised pursuant to the law in force, issued pursuant to art. 83-sexies of TUF, in accordance with the means specified in the previous paragraph "Right to ask questions".

The resolution proposals received will be published on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2022". This will be done without delay and in any case by 12 April 2022, in order to allow people with voting rights to make an informed vote, also taking account of these new proposals, and to allow the Designated Representative to collect any voting instructions on the same proposals.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals in regard to the items on the agenda, the completeness of the proposals and their conformity to the applicable law, as well as the legitimate standing of their proponents.

**Appointment of the Directors:** In reference with points 5, 6, 7, 8 and 9 of the Agenda, it should be noted that pursuant to art. 17 of the Articles of Association, the appointment of the Board of Directors, composed of a minimum of 5 to a maximum of 11 members, shall take place based on lists submitted by the Shareholders, according to the procedures set forth by the applicable laws and regulations, as well as by the Articles of Association.

The lists of candidates to the office of Directors must be filed at the registered office, Direzione Affari legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), during business hours or sent electronically by certified email to [societario@pec.geox.com](mailto:societario@pec.geox.com), by the 25th day prior to the date of the Shareholders' Meeting in sole call, i.e. by Sunday 20 March 2022, pursuant to the methods set forth respectively in art. 17 of the Articles of Association (available on the website, section *Governance* "Shareholders' Meeting 2022") and in the applicable laws.

To this regard, it should be noted that the certifications of the authorised intermediaries pursuant to the applicable legislation, demonstrating the equity investment held at the time of the filing of the list, may be received by the Company also after the filing of the list, provided that it occurs within the term for the publication of the lists by the Company, as set forth in art. 144-sexies, paragraph 4-quater, of the Consob Issuers Regulations (resolution no. 11971/1999 as amended) i.e. at least 21 (twenty one) days before the Shareholders' Meeting date, i.e. by 24 March 2022.

The Shareholders who have the right to submit lists, independently or jointly with other shareholders, must hold a number of shares representing at least 2.5% of the share capital, as set forth in art. 144-quater of the Issuers Regulation, paragraph 1, letter b), in the Resolution endorsed by Consob, no. 60 of 28 January 2022 and art. 17 of the Articles of Association.

Each shareholder, as well as all shareholders belonging to the same group, i.e. the subject, even if not corporate personnel in a controlling position, pursuant to art. 2359 of the Italian Civil Code, and any company controlled thereby, either individually or jointly, all shareholders under the same shareholders agreement, ex art. 122 of Italian Legislative Decree no. 58, of 24 February 1998, or the shareholders who are otherwise associated with each other due to relevant relationships pursuant to the applicable law and/or regulations, may submit individually or jointly with other shareholders, directly or through a third party or through a trust company, only one list of candidates, under penalty of inadmissibility of the list.

The lists shall contain a number of candidates not exceeding the number of members to be elected, listed with progressive numbers, with specific indication of those candidates who meet the independence requirements set forth in the applicable laws and regulations, as well as in the Corporate Governance Code adopted by Borsa Italiana S.p.A.

The composition of each list must comply with the gender balance requirements pursuant to the Articles of Association and to the Corporate Governance Code adopted by the Company. Therefore, the lists with a number of candidates, equal to or exceeding three, must ensure, in the composition of the list, that at least one third of the candidates belong to the

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least represented gender, with rounding off to the higher unit in the case of a fraction in compliance with the applicable *pro-tempore* laws and regulations. Should the application of gender quotas not be reflected in the number of Board members belonging to the least represented gender, this number shall be rounded up to the nearest whole number.

The lists – in which the candidates must be listed with progressive numbers – must be accompanied, under penalty of inadmissibility,

- i) by information on the identity of the shareholders who are submitting them, with the indication of the percentage of the equity investment held in the share capital of the Company and a communication demonstrating the ownership of the investment.
- ii) by comprehensive information on the personal and professional characteristics of the candidates, with indication of their eligibility in terms of independence, pursuant to art. 148, paragraph 3 of TUF and Corporate Governance Code; in this regard, it must be noted that at least one of the members of the Board of Directors if the Board is composed of a number of members up to seven, or two members if the Board is composed of more than seven members, must meet the independence requirements set forth in the law as well as be compliant with the limitations set in terms of plurality of offices held. In this respect, it should be noted that those who hold more than ten offices as Directors or Auditors in other companies listed in regulated markets (including foreign markets) in financial, banking, insurance or large sized companies, may not be appointed to the office of Directors of the Board, and if appointed, they must forfeit the position;
- iii) by statements, provided by the candidates, with acceptance of the candidacy and confirming, under their own responsibility, the non-existence of non-eligibility or incompatibility causes, as provided by the law and the Articles of Association, as well as their capacity to meet the integrity requirements associated with the respective offices, including the office of auditors for listed companies, pursuant to art. 148, paragraph 4 of TUF.

Those who intend to submit a list are invited to read the “Policy on diversity of corporate bodies” adopted by the Company. It must be noted that those who intend to submit a list are required to provide adequate information about the list fulfilling the requirements for gender diversity as explained in the documentation provided for the filing of lists.

Lastly, those who intend to submit lists for the appointments to the offices of Directors of the Board, are advised to comply with the recommendations issued by Consob with communication no. DEM/9017893 of 26 February 2009, to which reference should be made. In this regard, please note that the lists submitted by the shareholders other than those who hold, also jointly, a controlling or a majority investment, must be accompanied by a statement that demonstrates the absence, as regards these shareholders, of relations, pursuant to ex art. 147-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and art. 144-quinquies of the Consob Regulation no. 11971/1999.

The lists will be made available at the registered office and on the authorised storage device “eMarket Storage”, at the address [www.emarketstorage.com](http://www.emarketstorage.com) as well as on the website of the Company [www.geox.biz](http://www.geox.biz), section Governance “Shareholders' Meeting 2022”, at least 21 days prior to the date of the Shareholders' Meeting in sole call (i.e. by 24 March 2022).

**Appointment of the Board of Statutory Auditors:** The Board of Statutory Auditors, as set forth in art. 22 of the Articles of Association, is composed of three Statutory Auditors and 2 Alternate Auditors, who can be re-elected. Assignments, duties and duration of office are those set forth by the law. In this regard, it must be noted in particular, that, pursuant to art. 22 of the Articles of Association, the appointment of the members of the Board of Statutory Auditors is based on lists, in order to ensure that the minority can elect one Statutory Auditor, who will chair the Board, and one Alternate Auditor.

The appointment of the Board of Statutory Auditors shall take place in compliance with the provision of said art. 22 of the Articles of Association, to which reference should be made, highlighting in particular that the Auditors, differentiated as to whether the candidacy is submitted for the office of Statutory Auditor or Alternate Auditor, are appointed by the Shareholders' Meeting in compliance with the applicable *pro-tempore* regulations on gender balance, based on the lists submitted by the Shareholders, where the candidates must be listed with progressive numbers. The shareholders who, independently or jointly with other shareholders are authorised to submit only one list if on the day of submission of the list to the Company, they hold a number of shares representing at least 2.5% of the share capital, pursuant to art. 144-*quater* of the Issuers Regulation, paragraph 1, letter b), to the Resolution no. 60 of 28 January 2022, endorsed by Consob, and to art. 17 of the Articles of Association. Each shareholder, as well as all shareholders belonging to the same group, i.e. the subject, even if not corporate personnel in a controlling position, pursuant to art. 2359 of the Italian Civil Code, and any company controlled thereby, either individually or jointly, all shareholders under the same shareholders agreement, ex art. 122 of Italian Legislative Decree no. 58, of 24 February 1998, or the shareholders who are otherwise associated with each other due to relevant relationships pursuant to the applicable law and/or regulations, may submit individually or jointly with other shareholders, directly or through a third party or through a trust company, only one list of candidates, under penalty of inadmissibility of the list.

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The lists, signed by the Shareholder or the Shareholders submitting them and accompanied by all the documentation required by the Articles of Association and the applicable legislation, must be filed, by the same Shareholders, at the Registered Office of the Company, Direzione Affari legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), during business hours or sent to the certified email address [societario@pec.geox.com](mailto:societario@pec.geox.com), along with the information that allows or the identification of the shareholders submitting the lists as well as the related percentage of shares held, at least 25 (twenty five) days before the day set for the Shareholders' Meeting in sole call and therefore by Sunday 20 March 2022.

To this regard, it should be noted that the certifications of the authorised intermediaries pursuant to the applicable legislation, demonstrating the equity investment held at the time of the filing of the list, may be received by the Company also after the filing of the list, provided that it occurs within the term for the publication of the lists by the Company, as set forth in art. 144-*sexies*, paragraph 4-*quater*, of the Consob Issuers Regulations (resolution no. 11971/1999 as amended) i.e. 21 (twenty one) days before the Shareholders' Meeting date, i.e. by 24 March 2022.

If by the deadline for the submission of lists, no list is filed or only one list is filed, or only shareholders related with one another pursuant to art. 144-*quinquies* of the Consob Issuers Regulations, have submitted a list, this information shall be promptly communicated and the deadline for the submission of lists shall be extended by 3 (three) additional days, therefore the lists may be submitted until 23 March 2022 and the thresholds set for their submission shall be decreased to half, i.e. 1.25% of the share capital.

If only one list is submitted or if no lists are submitted, all candidates of the submitted list shall be appointed as Statutory Auditors and Alternate Auditors, or respectively those voted by the Shareholders' Meeting shall be appointed, provided that they acquire the relative majority of the cast votes and notwithstanding compliance with the *pro tempore* regulations on gender balance.

The candidates for the office of Auditor must meet the professionalism and integrity requirements set forth in the Decree issued by the Minister of Justice no. 162 of 30 March 2000. Pursuant to the provisions of art. 1, paragraph 2, letters b) and c) of this Decree, the topics concerning commercial law, corporate law, business economics, finance and statistics science, as well as all other similar or comparable subject matters, although called differently, are considered to be strictly related to the activities carried out by the Company. In addition, the candidates must meet the independence requirements set forth by the law.

Therefore, those who exceed the limitations of plurality of office set forth in the applicable laws and regulations, may not be appointed as Auditors.

Each shareholder may submit individually or jointly only one list and may vote for only one list.

The lists are divided into two sections: one for the candidates for the office of Standing Auditor and the other for the office of Alternate Auditor. The lists with a total number of candidates equal to or exceeding three must comprise candidates belonging to both genders, ensuring that at least one candidate to the Statutory Auditor offices and one candidate to the Alternate Auditor offices belong to the gender that is least represented in the list. The following shall be filed with each list:

- i) declarations with which the individual candidates accept the candidacy and declare, under their own responsibility, the absence of ineligibility and incompatibility causes, as well as the fulfilment of the necessary independence, professionalism and integrity requirements, as set forth in the applicable laws;
- ii) a declaration, issued by the shareholders, other than the shareholder with a controlling holding, stating the absence of relations with the latter, must be filed together with the lists, pursuant to article 144-*quinquies* of the Consob Issuers regulations;
- iii) the *curriculum vitae* of the candidates, containing comprehensive information on the personal and professional characteristics of each of them, as well as a list of the offices, as Board Directors or Auditors, held in other companies as at the date of submission of the list. However, the candidates are required to report any change in the offices held that may have occurred up to the actual day of the Shareholders' Meeting.

Those who intend to submit lists for the appointments to the offices of Statutory Auditors, are advised to comply with the recommendations issued by Consob with communication no. DEM/9017893 of 26 February 2009, to which reference should be made. In this regard, please note that the lists submitted by the shareholders other than those who hold, also jointly, a controlling or a majority investment, must be accompanied by a statement that demonstrates the absence, as regards these shareholders, of relations, pursuant to ex art. 147-*ter*, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and art. 144-*quinquies* of the Consob Regulation no. 11971/1999.

Those who intend to submit a list are invited to read the "Policy on diversity of corporate bodies" adopted by the Company. It must be noted that those who intend to submit a list are required to provide adequate information about the list fulfilling the requirements for gender diversity as explained in the documentation provided for the filing of lists.

The lists submitted not in compliance with the above provisions shall be considered as not submitted.

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The lists will be made available at the registered office and on the authorized storage device “eMarket Storage”, at the address [www.emarketstorage.com](http://www.emarketstorage.com) as well as on the website of the Company [www.geox.biz](http://www.geox.biz), section Governance “Shareholders' Meeting 2022”, at least 21 days prior to the date of the Shareholders' Meeting in sole call (i.e. by 24 March 2022).

**Documentation:**

The documentation concerning the Agenda items, including the reports prepared by the Board of Directors and related resolution proposals, shall be made available to the public, within the terms and according to the methods set forth in the applicable laws, at the registered office of the Company, via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), in the storage mechanism for regulated information, “eMarket Storage”, available at the address [www.emarketstorage.com](http://www.emarketstorage.com), and on the website of the Company [www.geox.biz](http://www.geox.biz), section Governance “Shareholders' Meeting 2022 (<https://www.geox.biz/it/governance/assemblea-degli-azionisti/assemblea-aprile-2022.html>)”. The Shareholders have the right to access all documents filed at the registered office and to obtain a copy thereof, at their own expense.

More specifically, the documents listed hereinafter, shall be made available according to the time frames indicated below:

- i. as at today, concurrently with the publication of this Notice, the report from the Directors on the Agenda items of the Ordinary Shareholders' Meeting, including the related resolution proposals under, respectively, points 3 and 4 of the Agenda, pursuant to article 125-ter, first paragraph, of Legislative Decree no. 58/98;
- ii. by 23 March 2022, the Annual Financial Report for the year 2021, together with other reports under art. 154-ter of TUF, including the Report on Corporate Governance and the ownership structures for the year 2021, the Consolidate report of a non-financial nature, as well as the Report on Remuneration under art. 123-ter of TUF;
- iii. by 24 March 2022, the lists filed by the Shareholders with the candidacies for the renewal of the Board of Directors and the Board of Statutory Auditors, along with all related documents and information;
- iv. by 30 March 2022, the documentation under art. 77, paragraph 2-bis, of the Consob Issuers Regulation (i.e., documentation related to the Financial Statements of subsidiaries and associates) available only at the registered office at via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV).

The Articles of Association are available on the website of the Company at [www.geox.biz](http://www.geox.biz), section Governance “Articles of Association”.

This entire notice is posted, as at today, on the website [www.geox.biz](http://www.geox.biz), section Governance “Shareholders' Meeting 2022”, and an excerpt of it will be published, by the next day, in the newspaper “Italia Oggi” and also made available in the storage mechanism for regulated information “eMarket Storage” which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com).

**Request for information:** For any additional information on the Shareholders' Meeting and in particular on the methods for exercising the rights held, it is recommended to consult the website of the Company [www.geox.biz](http://www.geox.biz), section Governance “Shareholders' Meeting” or to write to the email address [societario@pec.geox.com](mailto:societario@pec.geox.com).

The Registered Office, located at via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), is open to the public for consultation and/or delivery of the afore mentioned documentation on business days, from Monday to Friday, from 8:30 am to 5:30 pm.

The instructions for participation in the Shareholders' Meeting through online means will be made known by the Company to the Directors and the Auditors, to Computershare S.p.A. as well as to others who have the right to intervene without voting rights.

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Biadene di Montebelluna (TV), 4 March 2022

For the Board of Directors

The Chairman

Mario Moretti Polegato

**GEOX S.P.A.**

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