

# **GEOX**

**REPORT  
ON CORPORATE GOVERNANCE AND  
OWNERSHIP SET-UPS**

pursuant to art. 123-bis of the FCA

**GEOX S.p.A.**

[www.geox.biz](http://www.geox.biz)

**2021 ACCOUNTING PERIOD**

**Approved on: 24 February 2022**

## TABLE OF CONTENTS

1. ISSUER'S PROFILE.....	4
2. INFORMATION ON THE OWNERSHIP SET-UPS AS OF 31 DECEMBER 2021 .....	9
3. COMPLIANCE .....	16
4. BOARD OF DIRECTORS .....	17
5. MANAGEMENT OF CORPORATE INFORMATION .....	52
6. COMMITTEES WITHIN THE BOARD .....	53
7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS – APPOINTMENT COMMITTEE .....	55
8. DIRECTORS' REMUNERATION - APPOINTMENT AND REMUNERATION COMMITTEE .....	60
9. RISK MANAGEMENT AND INTERNAL AUDIT SYSTEM – .....	70
AUDIT AND RISK COMMITTEE .....	70
10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES.....	87
11. BOARD OF STATUTORY AUDITORS.....	91
12. INVESTOR RELATIONS .....	98
13. GENERAL MEETINGS .....	104
14. OTHER CORPORATE GOVERNANCE PRACTICES.....	106
15. CHANGES SINCE THE END OF THE ACCOUNTING PERIOD.....	107
16. CONSIDERATIONS ON THE LETTER FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE.....	107

## GLOSSARY

<b>Corporate Governance Code</b>	The Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee.
<b>Civil Code / c.c.</b>	The Italian Civil Code.
<b>Committee / CG Committee / Corporate Governance Committee</b>	The Italian Corporate Governance Committee of listed companies, promoted by, besides Borsa Italiana S.p.A., also ABI, Ania, Assogestioni, Assonime and Confindustria.
<b>Board</b>	The Issuer's Board of Directors.
<b>Issuer / Company / Geox</b>	GEOX S.p.A.
<b>Accounting period</b>	The fiscal year referring to the period ended on 31 December 2021.
<b>Consob Issuers' Regulations</b>	The Regulations issued by Consob under resolution no. 11971/1999 (as subsequently amended) regarding issuers.
<b>Consob Market Regulations</b>	The Regulations issued by Consob under resolution no. 20249 of 28 December 2017 (as subsequently amended) regarding markets.
<b>Consob RPT Regulations</b>	The Regulations issued by Consob under resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding Related Party Transactions.
<b>Report</b>	This report on corporate governance and ownership set-ups that companies are required to draw up pursuant to art. 123-bis of the FCA.
<b>Remuneration Report</b>	The report on remuneration policy and remuneration paid which companies are required to prepare and publish pursuant to art. 123-ter of the FCA and 84-quater Consob Issuers' Regulations.
<b>FCA / Finance Consolidation Act</b>	Italian Legislative Decree no. 58 of 24 February 1998 (as subsequently amended).

# GEOX

Unless otherwise specified, the definitions of the CG Code must be taken as a reference in relation to: **directors, executive directors** (see Q. Def. (1) and Q. Def. (2)), **independent directors, significant shareholder, chief executive officer (CEO), management body, supervisory body, industrial plan, concentrated ownership company, large company, sustainable success, top management**. The functions of the Chief Executive Officer are undertaken by the *Amministratore Delegato*.

## I. ISSUER'S PROFILE

### MISSION AND VALUES

The footwear and clothing market is extremely competitive.

Geox distinguishes itself from its competitors by allowing its products to “breathe.” The name of the brand Geox derives from the combination of the words “geo” (earth in Greek), on which we all walk, and “x” a letter/element that symbolizes technology, thinking of how to create wellbeing for people through innovation.

Geox is therefore driven by a mindset of respect and care for the environment, society and people.

Everything done in Geox aims to improve the wellbeing of people in their everyday lives, and in the belief that the application of ethical principles, equity and respect, solidarity, protection of the person, sustainability and inclusivity are essential for the lasting development of our Company and of the world in which we live.

The purpose and underlying ambition of Geox is to improve the wellbeing of people in their everyday lives.

**Geox's mission: Geox springs from an innovative idea for a Product offer to create wellbeing for people through innovation.**

The principles of our mission

### INNOVATION

Always open to change and improvement. Through research, we identify the most advanced technologies and trends to be incorporated subsequently into unique products.

### SUSTAINABILITY

# GEOX

Continual attention and absolute respect for people and the environment around us. Ethical conduct, equality, diversity, trust.

## **PASSION**

We put the best of ourselves into what we do. We always back our values.

## **WELLBEING**

We love everything that regards wellbeing and we transfer it to everything we do.

## **EXCELLENCE**

Quality, safety and reliability. Utmost attention to every detail.

## **CUSTOMER CENTRICITY**

Our consumers are our guide and our raison d'être. Satisfying them is our objective.

### **The values of people**

Each day, people working at Geox absorb its fundamental values:

- Working with enthusiasm and dynamically
- Believing in their own ideas and in innovative projects
- Common sense
- Honesty and integrity
- Temperance in conduct (and costs)
- Responsibility towards employees, customers, partners and shareholders
- Acknowledgement of the importance of training
- Observance of the code of conduct
- Awareness on the issue of environmental pollution
- Trust in the management.

It has been proven that compliance with these principles reinforces the value of Geox's corporate culture and our trust in the company's future.

## **SUMMARY DESCRIPTION OF GEOX'S CORPORATE GOVERNANCE SYSTEM**

During 2021, the Company fully abided by the recommendations included in the new Corporate Governance Code.

The Company falls within the definition of SME pursuant to art. 1, paragraph 1, letter w-quater. 1) of the FCA and art. 2-ter of the Consob Issuers' Regulation, since Geox's average capitalisation recorded during 2021 was Euro 260.4 million. Pursuant to art. 120, paragraph 2, of the FCA, the threshold for the purposes of obligations to communicate significant shareholdings is 5%.

The Company intends to provide below complete information on the procedures to implement its corporate governance system and on compliance with the Corporate Governance Code, according to the guidelines contained in the format developed by Borsa Italiana as updated in January 2022, as well as according to art. 123-bis of the FCA.

This Report refers to the Company's Articles of Association, amended on 22 April 2021 (the "**Articles of Association**").

The Shareholders' Meeting of 22 April 2021 approved a change to the Articles of Association aimed at adopting a more general text relating to the inclusion of the regulation on gender quotas in management and supervisory bodies also for the purposes of updating to the new criteria on gender balance introduced pursuant to Law no. 160 of 27 December 2019 ("*Budget Law 2020*").

Geox's corporate bodies are: the Shareholders' Meeting, the Board of Directors, the Executive Committee, the Audit, Risk and Sustainability Committee, the Appointment and Remuneration Committee, the Board of Statutory Auditors and the Supervisory Body pursuant to Italian Legislative Decree 231/2001. The Committees represent the internal structure of the Board of Directors and have been established with the aim of improving the functioning and strategic policy capability of the Board.

In addition, there is an Ethics and Sustainable Development Committee consisting of 4 members: Mario Moretti Polegato, Umberto Paolucci, Renato Alberini, and Nechemia Peres, to direct and promote the Company's sustainable development and ethical conduct.

The Company has approved internal regulations that identify the principles which Geox abides by in order to ensure the transparency and essential and procedural correctness of transactions with related parties, in application and compliance with Consob's RPT Regulations (the "**Regulation governing Related-Party Transactions**") initially approved on 28 October 2010 and last updated on 5 March 2020 on the occasion of the triennial review. The Regulation governing Related-Party Transactions was modified on 25 February 2021 starting from 1 July 2021 in order to transpose the changes made to the Consob RPT Regulations by Consob Resolution no. 21624 of 10 December 2020.

On 25 February 2021, the Company adopted some resolutions aimed at transposing and updating its corporate governance to the Corporate Governance Code. In particular, on that date the Company approved:

- a Policy on engagement with shareholders;
- a Regulation on the operation of the Board of Directors;
- a Regulation for the Executive Committee;
- a Regulation for the Audit, Risk and Sustainability Committee;
- a Regulation for the Appointment and Remuneration Committee;
- a Regulation on the self-assessment process of the Board of Directors;
- a Procedure to define and approve the remuneration policy.

In addition, on 11 November 2021, the Company's Board of Directors passed a resolution on updating the Policy on engagement with shareholders.

The aim of the corporate governance system is to ensure the correct functioning of the Company and the Group, in general, as well as the development on a global scale of the reliability of its products and, as a consequence, its name.

The Company's Board of Directors takes its guidance role seriously, with the aim of achieving sustainable success, by examining and approving the Group's strategic plans which take account of the analysis of the significant issues for value generation in the long term, in consideration also of what may emerge from dialogue with shareholders (regarding the Policy of engagement with shareholders, reference should be made to paragraph 12 of this report). In addition, the Board of Directors sets the guidelines for the risk management and internal audit system in line with the Company's strategies, in order to contribute to the Group's sustainable success (regarding the role of the Board of Directors in the risk management and internal audit system, reference should be made to paragraph 9 of this report). The remuneration policy is also prepared by the Board of Directors with a view to setting up remuneration mechanisms which help achieve sustainable success, among other things, by identifying, for the variable part of remuneration, both medium/long-term share-based plans and short-term plans linked to financial and non-financial objectives (partly connected to sustainability) (regarding the remuneration policy, reference should be made to paragraph 8 of this report).

The Company has published a non-financial statement under Legislative Decree 254/2016 relating to 2020 which is available to the public on the Company's website at [www.geox.biz](http://www.geox.biz), in the "sustainability" section.

The Company falls within the definition of “concentrated ownership company” given by the Corporate Governance Code. In addition, the Company does not fall within the definition of “*large company*” pursuant to this Code. Reference should be made to Section 7 relating to the use of the flexibility options envisaged by the Corporate Governance Code.



## 2. INFORMATION ON THE OWNERSHIP SET-UPS AS OF 31 DECEMBER 2021

Pursuant to art. 123-bis, par. 1, FCA

### a) Share capital structure (pursuant to art. 123-bis, par. 1, letter a), FCA)

The share capital, fully subscribed and paid-in, amounts to Euro 25,920,733.10 and is divided into 259,207,331 ordinary shares, each with a par value of Euro 0.10 (nought point ten).

The Issuer's share capital structure is shown in the table below.

SHARE CAPITAL STRUCTURE				
	No. of shares	% of share capital	Listed (indicate markets) / not listed	Rights and obligations
Ordinary shares	259,207,331	100%	MTA	Each share is entitled to one vote. The rights and obligations of the shareholders are those laid down by art. 2346 et seq. of the Civil Code.
Shares with multiple voting rights	-	-	-	-
Shares with limited voting rights	-	-	-	-
Shares without voting rights	-	-	-	-
Other	-	-	-	-

\*\*\*\*

The extraordinary Shareholders' Meeting held on 16 April 2019 approved a free share capital increase pursuant to art. 2349, paragraph 1, of the Civil Code, divisible, for a maximum par amount of Euro 1,200,000 corresponding to a maximum number of 12,000,000 of the Company's ordinary shares for a par value of Euro 0.10 each, servicing one or more of the Stock Grant Plans, including the 2019-2021 Stock Grant Plan.

On 22 April 2021, the extraordinary Shareholders' Meeting approved a proposal to change the Share Capital Increase resolution in order to extend the deadline of the Capital Increase to 31 December 2025.

The Company had in place a medium-long term incentive plan (LTI) represented by the 2019-2021 Stock Grant Plan, approved by the ordinary Shareholders' Meeting of 16 April 2019, which envisages the assignment to the beneficiaries of the rights to receive shares for free. The impact

of the COVID-19 pandemic prevented the achievement of the 2019-2021 Stock Grant Plan objectives, and therefore this plan ceased to be effective.

On 22 April 2021, the Ordinary Shareholders' Meeting approved a new medium/long-term incentive plan (the "**Equity (Stock Grant) & Cash-Based 2021-2023 Plan**" or the "**2021-2023 Plan**") regarding the free assignment of a maximum of 7,696,250 Company ordinary shares ("**Equity Quota**") in addition to the payment of a monetary element, gross of taxes and social security contributions in the case of overachievement ("**Cash Quota**").

The beneficiaries of the 2021-2023 Plan are the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT, the Strategic Executives and other Executives and Employees who are considered as key for Geox or another company in the Geox Group.

The assignment of the shares occurs at the end of the vesting period, which starts from the date of assignment of the options and ends with the approval by the Geox Shareholders' Meeting of the consolidated financial statements relating to the year ended 31 December 2023.

The assignment of the Equity Quota takes place on the basis of the following conditions and limits:

- a set number of shares equal to 30% of all the assigned rights is allocated provided that the beneficiary maintains their employment/management relationship with the Group at the date of approval by Geox's Board of Directors of the draft financial statements relating to the year ended 31 December 2023 (the "**Continued Service Condition**");
- a number of shares between a minimum of 23% and a maximum of 70% of the rights assigned should the Continued Service Condition be complied with as well as some or all the profitability objectives linked to EBIT for 2022 and EBITDA for 2023 being achieved, the latter as established in the 2021-2024 industrial plan scenarios (the "**Profitability Objectives**");
- should no Profitability Objectives be achieved or should the Profitability Objectives represented by EBITDA for 2023 not be achieved but some objectives are achieved linked to the Group's financial and equity situation, a number of shares will still be allocated equal to 20% of the rights assigned. These objectives are connected to the Group's net profit in 2023, reducing the net financial position of the Geox Group at 31 December 2023 compared to the Group's net financial position recorded at 31 December 2020, and to compliance with the covenants on the net financial position compared to equity, contained

# GEOX

in the loans of the Geox Group outstanding at the date of the Board of Directors approving the 2021-2023 Plan (“**Financial-Equity Objectives**”).

The supply of the Cash Quota is subordinate, besides to compliance with the Continued Service Condition, to achieving 120% of the Target EBITDA 2023 as envisaged by the 2021-2024 industrial plan scenarios (so-called overachievement).

In the case of not achieving all the profitability objectives and failure to achieve the financial-equity objectives, the assignment of shares is not envisaged for the related Equity Quota or the payment of the Cash Quota. Nonetheless, regardless of the type of objectives achieved, part of the assignment of the shares is linked to compliance with the Continued Service Condition.

Additional information on the 2021-2023 Equity (Stock Grant) & Cash-Based Plan is available to the public on the Company’s Website ([www.geox.biz](http://www.geox.biz)) in the Governance section.

\*\*\*\*

Without prejudice to what indicated above in relation to the 2021-2023 Equity (Stock Grant) & Cash-Based Plan, the Company has issued no financial instruments that grant the right to subscribe newly issued shares.

**b) Restrictions on the transfer of securities (pursuant to art. 123-bis, par. 1, letter b), FCA)**

The Company’s ordinary shares are freely transferable and contain no restrictions with regard to their transfer. Moreover, there is no limit on the ownership of securities, nor is there any right of approval by the Company or other holders of securities in relation to the transfer of the aforementioned shares.

**c) Significant equity investments in the share capital (pursuant to art. 123-bis, par. 1, letter c), FCA)**

As of the date of approval of the Report, the parties who invest directly or indirectly, to an extent greater than 5% of the share capital, in accordance with the information emerging from the communication made in accordance with art. 120 of the FCA, are:

<b>SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL</b>			
<b>Party</b>	<b>Direct shareholder</b>	<b>% of ordinary capital</b>	<b>% of voting capital</b>
<b>Mario Moretti Polegato</b>	LIR S.r.l.	71.1004%	71.1004%

**d) Securities with special rights (pursuant to art. 123-bis, par. 1, letter d), FCA)**

The Issuer has issued no securities that grant special control rights.

**e) Shareholding participation of employees: mechanism for the exercise of voting rights (pursuant to art. 123-bis, par. 1, letter e), FCA)**

There is no mechanism providing for the exercise of voting rights by employees.

**f) Restrictions on the right to vote (pursuant to art. 123-bis, par. 1, letter f), FCA)**

There is no restriction on the right of shareholders to vote.

**g) Shareholders' agreements (pursuant to art. 123-bis, par. 1, letter g), FCA)**

To the best of the Company's knowledge, there exist no agreements between the Company's shareholders pursuant to art. 122 of the FCA.

**h) Change of control clauses and provisions of the Articles of Association concerning takeovers (pursuant to art. 123-bis, par. 1, letter h), FCA and provisions of the Articles of Association concerning takeovers pursuant to articles 104, par. 1-ter and 104-bis, par. 1)**

The Group has not concluded significant agreements that will enter into effect, be amended or be extinguished in the event of a change of control within the contracting company.

Geox's Articles of Association do not contain any provisions departing from the provisions on the passivity rule laid down by art. 104, paragraphs 1 and 2, of the FCA nor do they envisage the application of the neutralisation rules laid down in art. 104-bis, paragraphs 2 and 3 of the FCA.

**i) Proxies to increase the share capital and authorisations to purchase treasury shares (pursuant to art. 123-bis, par. 1, letter m), FCA)**

Powers to increase the share capital

As of the date of approval of the Report, the Extraordinary Shareholders' Meeting did not grant the Board of Directors authority to increase the share capital pursuant to articles 2420-ter and 2443 of the Civil Code.

Authorisation to purchase treasury shares

On the date of approval of this Report, the Shareholders' Meeting of the Company on 22 April 2021 authorised to purchase treasury shares in compliance with articles 2357 and 2357-ter of the Civil Code.

In particular, on 22 April 2021 the Shareholders' Meeting authorised, pursuant to articles 2357 and 2357-ter of the Civil Code and art. 132 of the FCA, the purchase, in one or more transactions, of a maximum, on a rotation basis (i.e. the maximum number of treasury shares held in the portfolio from time to time), of 21,924,483 ordinary Geox shares with a par value of Euro 0.10 each and, in any case, within the limits of 10% of the Company's share capital, taking into account for this purpose also any shares which might be held by subsidiaries. The shares may be purchased until the end of the eighteenth month and starting from the date of the authorisation granted by the Shareholders' Meeting of 22 April 2021; the purchase may be made according to one of the methods provided for in the combined provisions of art. 5 of Regulation (EU) 596/2014, Delegated Regulation 2016/1052, art. 132 of the FCA and art. 144-bis, paragraph 1, letters b) and c) of the Consob Issuers' Regulations. The unit payment for the purchase of the shares may be made at a maximum and minimum unitary price equal to the price of the Geox share at closure of the stock exchange recorded in the working day prior to the purchase date, plus or minus 10% respectively for the maximum and the minimum price. However, the consideration may not exceed any limits provided for by applicable legislation or, if recognised, by accepted market practices; the maximum purchase volumes may not exceed 25% of the average daily volumes of the 20 stock market sessions preceding the purchase transaction date. The purchase can be made on regulated markets or multilateral trading systems pursuant to letter b) of art. 144-bis of the Consob Issuers' Regulations, in compliance with the provisions of art. 132 of the FCA, and in accordance with the means envisaged by art. 2.6.7 of the Market Regulations organised and managed by Borsa Italiana S.p.A. and, therefore, in compliance with equal treatment among shareholders; finally, purchases must be made within the limits of distributable profits and available reserves from the most recently approved financial statements. In addition, the Shareholders' Meeting of 22 April 2021 authorised, pursuant to and in application of art. 2357-ter of the Civil Code, the disposal, on one or more occasions, of treasury shares bought, in compliance with the applicable legal and regulatory provisions, including in the authorisation envisaged herein also the disposal and/or use of the shares purchased in implementation of the previous shareholders' meeting resolutions and held by the Company at the date of this resolution, to pursue the aims as set out in the report of the Board of Directors and in the following terms and conditions:

- the shares can be sold or otherwise transferred at any time without any time limits;
- the sale transactions can be carried out also before having completed all purchases and can be made on one or more occasions, with the adoption of any method that may be deemed appropriate in relation to the purposes pursued at the time;

- sales may be made in the ways deemed to be most appropriate in the interest of the Company, including, by means of example, sale on the stock market and/or off the stock market and/or through block trades, with an institutional placement, as consideration for stakes in companies and/or goods and/or assets, to conclude agreements with strategic partners, in the cases of any extraordinary finance transactions that involve treasury shares being made available to be assigned, using them as a pledge in order to obtain financing for the Company and/or the Group, to complete projects or pursue company objectives and, in any case, any other form of sale permitted by applicable legislation;
- the unit price for the sale of the shares may not be lower than 10% of the price of a share of Geox at the end of the Stock Market day recorded on the business day preceding the date of each sale transaction. This consideration limit will not apply in the event of disposals other than a sale (for instance, in cases of exchange, contribution, merger or demerger, issue of convertible bonds, assignment of shares under stock option schemes). In these cases, different criteria can be used, in line with the purposes being pursued and taking account of market practice and the indications of Borsa Italiana S.p.A. and Consob.

The ordinary Shareholders' Meeting on 22 April 2021 noted both that the withdrawal of the previous authorisation could not be implemented, since in the Shareholders' Meeting of 22 April 2020 no authorisation had been approved to buy and dispose of treasury shares and that the authorisation previously granted, dated 16 April 2019, expired on 20 October 2020, considering also that no purchase of treasury shares was made during 2020.

On 24 February 2022, the Board of Directors resolved to call the ordinary Shareholders' Meeting on 14 April 2022 in order to approve a new authorisation to purchase and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Civil Code, and to withdraw the previous Shareholders' Meeting resolution of 22 April 2021.

As at 31 December 2021, the Issuer held 3,996,250 treasury shares.

## **I) Management and coordination activities (pursuant to art. 2497 et seq. of the Civil Code)**

The Company manages and coordinates the companies belonging to the Geox Group, including in matters of governance.

Despite it being controlled by another company, i.e. LIR S.r.l., Geox does not consider itself to be subject to the management and coordination activities of third parties, since the decision-making bodies and the management headquarters of the entire Group are concentrated within Geox's structure.

The company LIR S.r.l. exercises control over the Geox Group since it holds 71.1004% of the share capital and, consequently, includes the Company in its consolidated financial statements. Nonetheless, at 31 December 2021, Geox was not subject to management and coordination (pursuant to art. 2497 and following of the Civil Code) by any subject, including LIR S.r.l.

The presumption as set out in art. 2497-sexies of the Civil Code – by which it is presumed, unless proven otherwise, that management and coordination is exercised by the subject required to consolidate the financial statements – can be rejected in the specific case for the following reasons:

- (i) the Company continues to independently establish its strategy, general and operational guidelines and enjoys autonomous negotiating power in dealings with customers and suppliers;
- (ii) Geox is equipped with an autonomous risk management system and its own financial structure;
- (iii) the Company's Board of Directors consists of directors, the majority of whom are not connected to LIR S.r.l. In addition, Geox has independent directors in such a number as to guarantee that their judgement has a significant weight in the Board's decisions;
- (iv) the Executive Committee, on which are conferred the powers of ordinary and extraordinary administration of the Company, holds its meetings in the presence of and under the supervision of the Board of Statutory Auditors.

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With reference to the information relating to the agreements between the Company and the Directors, which provide for indemnities in the event of resignations or dismissal without just cause or if their employment relationship should cease following a public purchase offer, please refer to the contents of the remuneration report published in compliance with art. 123-ter of the FCA (see section 8 of this Report).

The information relating to the rules applicable to the appointment and replacement of Directors and amendments to the Articles of Association, if other than the additional legislative and regulatory rules applicable on a supplementary basis, are set forth in Section 4.1 of the Report. The information required by art. 123-bis, paragraph 1, letter l), second part, of the FCA relating to the laws applicable to the change in the Articles of Association, other than legislative and regulatory information, is set out in Section 13 of the Report.

### 3. COMPLIANCE

#### Pursuant to art. 123-bis, par. 2, letter a), FCA

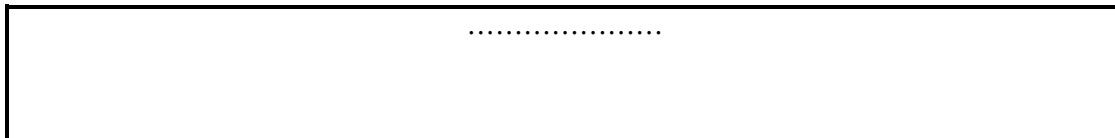
The Company has formally adopted the Corporate Governance Code for listed companies drawn up by Borsa Italiana S.p.A.'s Corporate Governance Committee, as approved on 31 January 2020 by the Board of Directors meeting held on 25 February 2021.

Companies which adopt the Corporate Governance Code apply it as from the first year subsequent to 31 December 2020 (therefore as from 2021) with the obligation to inform the market during 2022 through this Report.

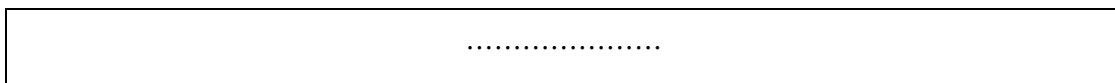
The text of the Corporate Governance Code is available to the public on Borsa Italiana's website (<https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>).

Neither the Issuer nor its strategically significant subsidiaries are subject to the provisions of non-Italian laws that influence the Issuer's corporate governance structure.

Following adoption of the Corporate Governance Code, the sections of this report relating to setting out the concrete means by which the Company has applied the principles of the Corporate Governance Code, are represented with a box with an extra thick line:



The sections relating to the recommendations of the Corporate Governance Code are indicated with a box with a normal line:



The sections relating to the need to “explain” are indicated with the symbol [●].



## 4. BOARD OF DIRECTORS

### 4.1 ROLE OF THE BOARD OF DIRECTORS

The Board of Directors leads the Company, pursuing sustainable success as part of the development of the industrial plans and taking account of the impact on the environment, shareholders, consumers and all stakeholders who are affected by the conduct adopted by the Company and by the Group. In particular, the Board of Directors, in approving the 2022-2024 industrial plan, considered strategic aspects linked to sustainability in various areas including, among others, the product, marketing, the supply chain and human resources. In addition, the Board of Directors, in order to pursue the Company's sustainable success, has drawn up under the Remuneration Policy non-financial objectives to which to connect part of the variable component of short-term pay relating to issues of sustainability and corporate social responsibility and has set up Committee for Ethics and Sustainable Development to support the Board in the implementation of the corporate strategy, monitored also by the Audit, Risks and Sustainability Committee. Regarding the Remuneration Policy, the Audit, Risk and Sustainability Committee, and the Committee for Ethics and Sustainable Development, reference should be made respectively to sections 8, 6 and 14.

The Board of Directors monitors the realisation of strategies to pursue sustainable success through a periodic update relating to the state of implementation of the industrial plan by the various departments responsible.

In order to achieve these objectives, the Board of Directors has confirmed the current corporate governance system since it is considered by the Board as the most suitable model to realise these objectives. Reference should be made to Section 13 for assessment of the corporate governance model.

Regarding the means of dialoguing with shareholders and with the other stakeholders, reference should be made to section 12.

In line with the provisions of the Corporate Governance Code, the Board of Directors:

- (a) examines and approves the industrial plan of the Company and of the Group;
- (b) periodically monitors the implementation of the industrial plan and assesses the general trend in operations, periodically comparing the results achieved with those planned;
- (c) defines the nature and level of risk compatible with the Company's strategic objectives, including in its assessment all the elements which may be important with a view to the Company's sustainable success;
- (d) defines the Company's corporate governance system and the structure of the Group;

- (e) assesses the adequacy of the organisational, administrative and accounting structure of the Company and of the subsidiaries of strategic importance, with particular reference to the risk management and internal audit system (reference should be made for the detail to section 9);
- (f) passes resolutions on operations which are reserved to it by law or by the Articles of Association as well as regarding those operations which are of significant relevance for the Company itself in strategic, economic, equity or financial terms;
- (g) in keeping with point (e) above, assigns and withdraws delegated powers to and from directors, without prejudice to what is reserved to the exclusive competence of the Board of Directors, defining the limits and means of their exercise and establishes the frequency with which the delegated bodies must report to the Board on the work undertaken in exercising the delegated powers conferred on them;
- (h) defines the Company's policy on the remuneration of directors and executives with strategic responsibilities, in compliance with the law in force and with the Corporate Governance Code;
- (i) determines, on proposal by the Remuneration Committee, the economic and regulatory treatment of directors with delegated powers and of the other directors who hold particular roles (having consulted the Board of Statutory Auditors pursuant to art. 2389, paragraph 3 of the Italian Civil Code);
- (j) carries out, at least once a year, an assessment on the operation of the Board itself and its Committees (reference should be made for the detail to section 7); and
- (k) in order to guarantee the correct management of corporate information, adopts, on proposal by the Chairman in agreement with the Chief Executive Officer, a procedure for internal management and external disclosure of documents and information regarding the Company, with particular reference to price-sensitive information (reference should be made for the detail to section 5).

During 2021, the Board of Directors undertook the aforementioned activities as illustrated in detail in the remainder of this report.

During 2021, the Board of Directors did not consider it necessary and opportune to draw up motivated proposals to put to the Shareholders' Meeting to define a new corporate governance system, considering the current governance system as fit for the Company's needs. Regarding the policy for managing dialogue with shareholders, reference should be made for the details to section 12 of this document.

**4.2 APPOINTMENT AND REPLACEMENT (PURSUANT TO ART. 123-BIS, PAR. I, LETTER L),  
FIRST PART, FCA)**

The provisions applicable for the appointment and replacement of Directors, illustrated below, are indicated under art. 17 of the Articles of Association, as amended following the Meeting's resolution of 22 April 2021.

*“The Directors are appointed for the first time in the memorandum of association and subsequently by the ordinary Shareholders’ Meeting. Undertaking of the office of Director is dependent on possession of the requisites established by the law, the Articles of Association and other applicable provisions. Those who hold more than ten offices as director or statutory auditor in other companies listed on regulated markets (also abroad), in financial, banking and insurance companies or companies of a significant size, cannot be appointed as Directors of the Company and, if appointed, their office shall terminate. When the Board of Directors is appointed by the Shareholders’ Meeting, the Directors are appointed by the ordinary Meeting on the basis of lists presented by the Shareholders, in which the candidates will be listed by means of progressive numbers. The lists must be lodged at the registered offices of the company at least twenty-five days before the date established for the Shareholders’ Meeting and must be made available to the public at the registered offices, on the Company’s website and with the other procedures laid down by laws and regulations at least twenty-one days before such a meeting. Each Shareholder may present or contribute towards presenting just one list and each candidate can stand for just one list, on penalty of ineligibility. Each Shareholder, as well as the Shareholders belonging to the same group (i.e. the controlling party, not necessarily a company, in accordance with art. 93 of Italian Legislative Decree 58/1998, as well as the subsidiary and associated companies of the same party), or who comply with a shareholders’ agreement pursuant to art. 122 of Italian Legislative Decree 58/1998, cannot present or contribute towards presenting or vote for – directly, via third parties or trust companies – more than one list. Only the Shareholders who alone or together with other Shareholders represent at least one fortieth of the share capital (or a lower threshold determined in accordance with legislation in force as of the date of the shareholders’ meeting) have the right to present lists. Ownership of the aforesaid minimum shareholding necessary to present the lists is calculated taking into account the shares registered in the shareholders’ name as at the date when the lists are lodged at the Company’s registered office. In order to prove ownership of the number of shares necessary for presentation of the lists, Shareholders who present or contribute to the submission of the lists, must present and/or send to the registered office a copy of the relevant certificate issued by a broker authorised by law, at least twenty-one days before the Shareholders’ Meeting called to deliberate on the appointment of the members of the Board of Directors. The declarations by means of which the individual candidates accept their nomination and declare, at their own liability, the non-existence of any reasons for ineligibility and incompatibility envisaged by the*

law and the Articles of Association, as well as the existence of the requisites which may be laid down by law and the regulations for the respective offices, must be lodged together with each list. Together with the declarations, a curriculum vitae will be lodged for each candidate, including the personal and professional characteristics and, if required, the indication of the suitability for qualifying as independent in accordance with current legislation and in observance of the limit on the accumulation of offices described above. The lists in relation to which these provisions have not been observed will not be considered as presented. At least one of the members of the Board, if the Board of Directors is made up of a number of members ranging up to seven, or two members of the Board if the Board of Directors is made up of more than seven members, must possess the independence requisites described above. Directors with the requisites of independence who, subsequent to appointment, lose the afore-mentioned independence requisites, must inform the Board of Directors immediately and, in any event, fall from office. Periodically, the Board will assess the Directors' independence and integrity requisites. In the event that the independence and integrity requisites do not exist or cease to exist and in the event that the minimum number of independent Directors established in these Articles of Association ceases to exist, the Board declares the forfeiture of the Director lacking said requisite and provides for his/her replacement. Each holder of voting rights can vote for just one list. Each list must include a number of candidates up to the maximum number of members of the Board of Directors indicated in art. 16 and, among these, at least one (if the number of members to be elected is equal to or below seven) or at least two (if the number of members to be elected is over seven) candidates who possess the aforementioned independence requisites and – unless the lists have fewer than three candidates – must guarantee the presence of both genders, so that the number of candidates of the least represented gender is at least equal to the number envisaged by the legal and regulatory provisions applicable, without prejudice to the fact that when the application of the gender balance criterion does not result in a whole number, this number must be rounded in compliance with the provisions of the law – including regulations – applicable and specified in the call notice for the Shareholders' Meeting which must approve resolutions regarding the appointment of the Board of Directors. To elect the directors, the following procedure will be used: a) from the list which obtains most of the votes given by Shareholders eight tenths of the directors to be elected will be taken in the progressive order in which they are included on the list itself, with rounding, in the case of a partial fraction, to the lower number; b) the remaining directors will be taken from the other lists, it being understood that at least one director must come from a list which is not connected in any way, even indirectly, with the shareholders who presented or voted the list as set out in point a) and was first for the number of votes; to this end, the votes obtained by the lists themselves will be successively divided by one, two, three and so on, according to the progressive number of directors to be elected. The quotients thus obtained will be progressively assigned to the candidates in each of these lists, following the

relevant order. The quotients thus attributed to the candidates on the various lists will constitute a single ranking list in a decreasing order. Those who have obtained the highest quotients will be elected. If more than one candidate has obtained the same quotient, the candidate of the list that has not yet elected any Director or that has elected the lower number of Directors shall be elected. In cases where none of these lists have elected a Director yet or all have elected the same number of Directors, the candidate of the list that has obtained the greatest number of votes shall be elected. In the event of a tie in the votes on the list and if they have the same quotient, a new vote will be cast by the entire Shareholders' Meeting and the candidate obtaining the simple majority of the votes will be elected. Should the appointment of candidates according to the above-mentioned proceedings fail to ensure the appointment of a Director meeting the independence requirements referred to above, the last non-independent candidate elected, following the progressive order on the list with the greatest number of votes referred to in previous point a), shall be replaced by the non-elected independent candidate on the same list in accordance with the progressive order. Should the resulting composition of the body fail to respect the gender balance, taking into account the order in which candidates are listed, the last candidates elected in the Majority List of the most represented gender shall fall from office in a number necessary to ensure the fulfilment of the gender balance requirement, and they shall be replaced by the first non-elected candidates of the less represented gender contained in the same list. If the candidates of the less represented gender in the Majority List are not in sufficient number to proceed with the replacement, the Shareholders' Meeting shall appoint other members pursuant to the majorities required by law, thus ensuring that the gender balance requirement is met. For the purposes of the distribution of the Directors to be elected, account must not be taken of the lists that have not obtained a percentage of votes equivalent to at least half of those required by the Articles of Association for their submission. If only one list is presented or if no list at all is presented, the Shareholders' Meeting shall pass resolutions pursuant to the majorities required by law, without complying with the above described procedure, without prejudice to the fact that the minimum number of independent directors established in these Articles of Association must be respected and, in any case, in compliance with the gender balance criterion in compliance with the applicable legal and regulatory provisions. The term of office of the Directors shall be determined by the Shareholders' Meeting at the time of appointment and cannot exceed three financial years. The Directors shall fall from office on the date of the Shareholders' Meeting convened for the approval of the financial statements related to the last accounting year in which they are in office. Without prejudice to the provisions of the next paragraph, if one or more Directors should cease to hold office for any reason during the three-year period, the Board of Directors shall proceed with the relevant replacement pursuant to art. 2386 of the Civil Code. If one or more Directors who have ceased to hold office have been drawn from a list that also contains the names of candidates who have not been elected, the Board of Directors will make the

replacement by appointing, in accordance with the progressive order, people drawn from the same list to which the Director who is no longer holding his or her office belongs, who are still eligible and agree to accept the office in compliance with the division criterion provided for by the applicable legal and regulatory provisions. Should an independent Director cease to hold office, the replacement will occur wherever possible by appointing the first of the non-elected independent Directors on the list from which the Director no longer holding office has been taken; pursuant to art. 2386 of the Civil Code the election of the Directors is carried out by the Shareholders' Meeting, pursuant to the majorities required by law, by appointing the replacements on the basis of the same criteria mentioned in the previous paragraph in compliance with the division criterion provided for by the applicable legal and regulatory provisions and the terms of office of the Directors appointed in this way will expire together with those of the Directors in office when they were appointed. Should it happen that, in the above-mentioned list, there are no more non-elected candidates, or should it happen that the previously-indicated replacement methods do not respect the minimum number of independent directors or the equal balance of genders, or that only one list has been submitted, or that no lists at all have been submitted, the Board of Directors shall replace the ceased Directors pursuant to art. 2386 of the Civil Code without observing the criteria indicated above, as resolved by the Shareholders' Meeting pursuant to the majorities required by law, without prejudice – both for co-optation and for meeting resolution – to the minimum number of independent directors and to the gender balance criterion in compliance with the applicable legal and regulatory provisions; and the directors so appointed shall fall from office along with those in office at the time of their appointment. If during the mandate, the majority of Directors appointed by the Shareholders' Meeting should for any reason cease their offices, the entire Board of Directors will be considered to have ceased the office, and the Shareholders' Meeting must be called urgently by the remaining Directors for the appointment of the new Board of Directors. If during the financial year, one or more Directors cease to hold their office, providing that the majority is still made up of Directors appointed by the Shareholders' Meeting, the Shareholders' Meeting is anyway entitled to reduce the number of the members of the Board of Directors to that of the Directors in office for the remaining term of office, providing that the minimum number of Directors with the requirement of independence mentioned above is respected and provided that there is at least one of the Directors elected from the minority lists (if previously elected) and provided that the gender balance criterion provided for by the applicable legal and regulatory provisions is met. If the number of Directors is lower than the maximum provided for in art. 16 above, the Shareholders' Meeting, even during the term of office of the Board of Directors, will be able to increase this number up to the maximum limit specified in said article. For the appointment of further members of the Board of Directors the procedure is as follows: the additional Directors shall be taken from the list that has obtained the highest number of votes cast by Shareholders on the occasion of the appointment of the members in office at the

time, from among the candidates who can still be elected, and the Shareholders' Meeting shall resolve pursuant to the majorities required by law, by respecting this principle and the gender balance criterion provided for by the applicable legal and regulatory provisions. Conversely, should it happen that, in the above-mentioned list, there are no more non-elected candidates, or that only one list has been submitted, or that no lists at all have been submitted, the Shareholders' Meeting shall proceed with appointment without observing the criteria indicated above, pursuant to the majorities required by law and still in accordance with the gender balance criterion provided for by the applicable legal and regulatory provisions. The Directors thus elected shall cease their office together with those in office at the time of their appointment. The Shareholders' Meeting shall determine the overall remuneration due to the Directors, including those with special offices. After consulting the Board of Statutory Auditors, the Board of Directors shall distribute the overall remuneration determined by the Shareholders' Meeting among its members. The Directors are entitled to be reimbursed for expenses incurred while carrying out their functions".

The Shareholders' Meeting of 22 April 2021 approved the change to the Articles of Association aimed at adopting a more generic text relating to the inclusion of the regulation on gender quotas in management and supervisory bodies also for the purposes of updating to the new criteria on gender division introduced pursuant to Law no. 160 of 27 December 2019 ("Budget Law 2020"). By means of Resolution no. 60 published on 28 January 2022, Consob established, without prejudice to any lower shareholding provided for by the Articles of Association, the shareholding required for presentation of the lists of candidates for the appointment to the management and audit bodies that closed the financial year on 31 December 2021. In particular, the shareholding set for Geox is the following:

CRITERIA FOR THE DETERMINATION OF THE SHAREHOLDING			SHAREHOLDING INTEREST
CATEGORY OF CAPITALISATION	FREE FLOAT > 25%	MAJORITY SHAREHOLDING < 50%	
< = Euro 375 million	Yes	No	2.5%

As for the information relating to the role of the Board of Directors and its committees in the processes of self-assessment, appointment and succession of directors, reference should be made to section 7.

#### 4.3 COMPOSITION (PURSUANT TO ART. 123-BIS, PAR. 2, LETTER D) AND D-BIS), FCA)

The Board of Directors consists of executive and non-executive directors, all with the professional standing and skills suitable for the tasks assigned to them. The number and skills of the non-executive directors are such as to guarantee them a significant weight in taking Board decisions and to guarantee effective monitoring of operations. A significant percentage of the non-executive directors are independent.

Art. 16 of the Articles of Association envisages that the Company is administered by a Board of Directors (hereafter also the “**Board**” or “**BoD**”) consisting of a minimum of five to a maximum of eleven Directors, who can be re-elected, in compliance with the gender balance requirement provided for by the applicable legal and regulatory provisions.

The Shareholders’ Meeting of 16 April 2019 set the number of the members of the Board of Directors at ten and they will serve until the Shareholders’ Meeting to approve the financial statements at 31 December 2021. The ten members of the Board of Directors were appointed by the Shareholders’ Meeting of 16 April 2019 on the basis of two lists:

- (i) a list presented by the majority shareholder LIR S.r.l., holder of 71.1004% of the share capital underwritten and paid-up, consisting of the following candidates: Mario Polegato Moretti, Enrico Polegato Moretti, Matteo Carlo Maria Mascazzini, Claudia Baggio, Lara Livolsi, Alessandro Antonio Giusti, Francesca Meneghel, Livio Libralesso, Francesca Salvi, Marco Badiani; and
- (ii) a list presented by a group of asset management companies and institutional investors, the overall investment of which is 2.65% of the share capital underwritten and paid-up, consisting of the following candidates: Ernesto Albanese, Alessandra Pavolini, Daniela Montemerlo, Michel Serge Klersy.

The list as set out at point (i) was approved by a majority of the Shareholders’ Meeting, with a number of votes in favour representing 89.13% of the share capital with voting rights.

On 16 January 2020, the Company by mutual agreement ended the employment and directorship of the Chief Executive Officer Matteo Carlo Maria Mascazzini and the Board of Directors, noting the resignation of Mr. Mascazzini from the positions of Director and Chief Executive Officer, resolved to confer on the existing director Livio Libralesso the powers of Chief Executive Officer and to appoint him as a member of the Executive Committee. The Board of Directors also resolved not to co-opt a new director in place of Matteo Carlo Maria Mascazzini and subsequently, on 5 March 2020, to propose to the Shareholders’ Meeting called for 22 April 2020 to reset to nine the number of members of the Board of Directors.



The Shareholders' Meeting on 22 April 2020 reset the number of members of the Board of Directors to 9.

It emerges that the structure of the Board of Directors in office as at 31 December 2021, and of the Committee, is as illustrated in Table 2 attached. The personal and professional qualities of the individual Directors are included in their *curriculum vitae* published on the Company's website [www.geox.biz](http://www.geox.biz) in the *Governance - corporate bodies* section.

## **Diversity criteria and policies in the composition of the Board and in the corporate organisation**

The Company has applied diversity and gender criteria in the composition of the Board of Directors, while respecting the priority goal of guaranteeing adequate know-how and professional standing among its members. The Company has applied these criteria by adopting a Diversity Policy as described in detail hereafter.

On 8 November 2017, the Board of Directors adopted the “**Diversity Policy**” for the composition of the administration, management and audit bodies which seeks to guarantee the sound functioning of the corporate bodies, regulating their composition and envisaging that the members of the same possess the personal and professional requirements which determine its highest level of diversity and competence. The Diversity Policy promotes corporate social responsibility covering inclusion, integration and non-discrimination, aimed at enhancing diversity, and helping to remove the economic and social obstacles which limit the individual's freedoms in application of the principle of substantial equality and in respect of individual dignity. Diversity is seen as a strength since it enables the formation of a management body and a supervisory body in which there are different values, viewpoints, skills and ideas, such as to facilitate and enrich debate and mitigate the risk of homogenous collective thinking. The diversity criteria considered by Geox for the purposes of forming the Board of Directors and the Board of Statutory Auditors regard, besides the personal requirements:

- gender diversity, understood as balanced gender representation;
- professional diversity, understood as the diversified contribution of different professional profiles, which guarantees financial know-how regarding important sectors for the Company, international experience, leadership, risk management, planning and realisation of corporate strategies;

- geographical diversity, understood as the different provenance of the members of the Board of Directors and the Board of Statutory Auditors, which enables better understanding of the specific nature of the different markets where the Group operates.

Geox guarantees, through the Appointment and Remuneration Committee, respect of said Policy. In particular, this committee has the task of:

- assessing annually the activities undertaken by the Board of Directors to identify the needs to balance responsibilities and to protect and enhance diversity;
- raising the weaknesses that emerged following the assessments as set out in the previous point;
- express an opinion on candidates to be director, specifying if the lists conform to the recommendations as set out in the previous point.

The selection of the candidates took place taking account of the personal requirements, gender, professional and geographical diversity.

Respect of the gender criteria is also included in the Articles of Association at art. 17 regarding the appointment of directors, as set out in the previous paragraph.

The Company on 31 July 2018 completed the update of the Corporate Governance Code, promoting the principles proposed on diversity.

Before terminating the relationship with Matteo Carlo Maria Mascazzini, the percentage of the least represented gender on the Board of Directors, consisting of ten members, was 40%. As of the date of this Report, the percentage of the least represented gender on the Board of Directors, consisting of nine members, was 44%.

Law no. 160 of 27 December 2019 (Budget Law 2020), modifying art. 147-ter, par. 1-ter, of the FCA, increased the percentage reserved for the least represented gender from “one-third” to at least “two-fifths” of the elected directors. This new criterion must be applied for six consecutive mandates starting from the first renewal of the administrative bodies following the coming into force of this law which occurred on 1 January 2020. As of the date of this Report, the Company is largely compliant with the new gender criterion introduced by the Budget Law 2020, albeit this criterion will be applied only as from the next renewal of the Board of Geox.

The Shareholders’ Meeting of 22 April 2021 approved a change to the Articles of Association aimed at adopting a more generic text in relation to the inclusion of the regulation on gender quotas in management and supervisory bodies also for the purposes of updating to the new criteria on gender balance introduced pursuant to Law no. 160 of 27 December 2019 (“Budget Law 2020”).

The Company has adapted to the Corporate Governance Code and formalised a number of measures to promote equal treatment and opportunities between the sexes within the whole company organisation. The current composition of employees in the company organisation, as indicated also in the consolidated non-financial declaration, conforms to the principles of gender diversity since it consists of 74% women and 26% men.

The above data relates to staff divided by gender and refers to all employees of the Geox Group, net of the employees in North America, for whom data in accordance with these classifications is not available, as envisaged by local practice.

On 23 February 2022 the Board of Directors approved the adoption of a policy to promote gender equality in treatment and opportunity in the whole corporate organisation and monitors its correct implementation. In particular, the Company sets the goal of facilitating and encouraging an inclusive culture to valorise unique characteristics regardless of gender, geographic, cultural or social origin, religion, sexual orientation and skin colour, in order to enable all staff to best express their potential and feel valorised as people and as professionals in an environment which favours equal opportunities in treatment. The definition of the policy involved the company workforce, the Human Resources and Organisation Department, Corporate Services, the Chief Executive Officer and the Board of Directors. To this end, the Company has adopted a plan of specific actions which impact on the development and management of staff: Development plans, a policy of meritocracy, Training and Wellbeing and development of the work environment. The Company also uses a system to appraise skills, know-how, performance and behaviour (Performance and Behaviour Appraisal) based on the classification of organisational roles, which makes it possible to assess the company workforce each year, identify key People and verify the cover of Key Roles. The identification of needs will enable equitable access to development opportunities in terms of growth, training and bonus programs. In particular, access to training is guaranteed to the whole company workforce through a digital platform ("My Training Card") with training programs that are tailored for each employee and linked to the process of Performance and Behaviour Appraisal. In order to monitor the application of the policy, Geox will use market benchmarks as well as being able to use external companies with a focus on diversity.

## Maximum limit on offices held in other companies

The list of offices held by Company's Directors in other companies listed on regulated markets (in Italy and/or abroad), in financial, banking and insurance companies or large corporations is attached to this Report.

By means of resolution dated 22 January 2007, the Board of Directors established to set at 10 the maximum number of appointments as director or statutory auditor that can be held by each Geox's Director in other companies listed on regulated markets (in Italy and/or abroad), in financial, banking or insurance companies or large corporations. This provision has also been included in art. 17 of the Articles of Association.

The current composition of the Board of Directors is in line with this general approach.

## 4.4 OPERATION OF THE BOARD OF DIRECTORS (PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETTER D), FCA)

On 25 February 2021, the Board of Directors - as part of the updating of corporate governance to the Corporate Governance Code – adopted a Regulation for works which defines its operation also in order to guarantee effective management of information by the Board (the “**Regulation of the Board of Directors**”).

The Regulation of the Board of Directors defines the operating rules for the body itself, including the means of minuting meetings and the procedures for managing information to directors. These procedures identify the deadlines for the pre-sending of information and the means of safeguarding the confidentiality of the data and the information provided so as not to prejudice the timeliness and completeness of information flows.

In addition, the Regulation of the Board of Directors defines the means of appointment, the composition of the Board of Directors, the means of minuting Board meetings, the management of information flows to directors as well as the role of the people involved in the works of the Board.

In particular, with reference to the means of minuting meetings, the Regulation envisages that the discussions and deliberations of the Board of Directors are included in the minutes which are prepared in Italian and signed by whoever chaired the meeting and by the Secretary (or in the absence of the latter, by another person called on at the start of the meeting by the Chairman to act as secretary). In the cases envisaged by the applicable law, the minutes are prepared and

signed by a notary. The minutes of meetings set out the process of reaching decisions and the reasons underpinning them, including the contributions of the individual directors and their votes (indication of votes in favour, against and abstained for each resolution, as well as the reasons for votes against and abstentions where provided).

The minutes are – normally – drafted and signed following the end of the meeting, also starting from the guidelines circulated by the Secretary; the directors and auditors can make any observations they have and ask for their contributions to be minuted at and during the Board meeting. Subject to the agreement of the Chairman of the meeting – who must be mentioned in the minutes - the Secretary can arrange to record audio and video of meetings in order to facilitate minuting. The recording is kept at the registered office by the Secretary and must be destroyed by the latter following the transcribing of the minutes into the corporate books and the Secretary signing them, or, while maintaining in any case the confidentiality of the recording, within 12 months following the date of the meeting of the Board of Directors.

The minutes are collected in the specific book of the meetings and resolutions of the Board of Directors which is kept by the Secretary at the registered office. The supporting documentation distributed to the directors is kept by the Secretary in the records of the Board of Directors at the registered office, as are all the attachments to the resolutions which do not need, for specific reasons (e.g. deposits), to be written down

In order to guarantee that the information of each of the directors is effective and timely, as well for the organisation and documentation of the meetings, the Chairman calls on the services of the Secretary.

For every item included in the agenda, guidelines are prepared summarising the issues and a proposed resolution together with the preparatory supporting documentation, in order to allow the directors and auditors to take knowledgeable part in the meetings and to be able to take informed decisions in compliance with art. 2381, paragraph 6, of the Civil Code and in line with the provisions of the Corporate Governance Code.

The Chairman, with the help of the Secretary, ensures that the preparatory documentation relating to the items on the agenda is made known to the directors and auditors well ahead of the date of the Board meeting. The supporting preparatory documentation is made available - normally - within 3 days ahead of the date envisaged for the meeting, without prejudice to particular circumstances or urgently called meetings, for which the documentation is made available as soon as possible and in any case by the date of the meeting. Should it not be possible to provide the necessary information in good time, the Chairman, with the help of the Secretary, makes sure adequate and timely analyses are provided during the Board meeting. In any case

there is no prejudice to the deadlines (where longer) for informing directors as envisaged by the regulations that may be adopted by the Company on transactions with related parties.

The supporting documentation is made available - normally – by email or by giving the directors and standing auditors access to a virtual data room which is for their use alone and specifically created to support the works of the Board.

Where the Chairman – also on the proposal of the Chief Executive Officer – considers it appropriate for proven needs to safeguard the confidentiality of the contents of documents and/or the related resolution, the informative documentation made available to the directors and standing auditors may be subject to restrictions regarding the possibility of reproducing the same on paper and be protected by specific access passwords, or can be supplied directly during the meeting, providing prior information to the directors and standing auditors in the call notice. In the latter case, each director and standing auditor must be guaranteed access to the copy of the informative documentation which must be made available at the registered office or at the place where the meeting will take place, by the Secretary, before the meeting, in the time that is allowed by the circumstances.

Should the documentation made available be voluminous or complex, it may be accompanied as arranged by the Secretary – at the Chairman’s request – by a document which summarises the most significant and relevant points for the purposes of the decisions on the agenda, without prejudice to the fact that this document cannot be considered in any way as a replacement for the complete documentation transmitted to the members of the Board of Directors.

The supporting documentation can also be accompanied, as arranged by the competent divisions, by informational/decision-making sheets which bring together the main elements for assessment which each member of the Board of Directors needs to acquire the due knowledge for the purposes of the related resolution.

The Company staff supporting the Chairman and the Secretary in preparing the documentation for the meetings of the Board of Directors are bound by the same rules of confidentiality as the members of the Board of Directors, without prejudice to the further obligations of confidentiality to which they are subject under the law and under their existing contractual relationship with the Company.

During 2021, the Company complied with the provisions of the Regulation of the Board of Directors. In the year the directors were provided with adequate information regarding the Board in good time, in compliance with the aforementioned Regulation.

During 2021, the Board of Directors, among other things, mainly undertook the: (i) examination of the Group's annual and half-yearly financial reports as well as the interim reports and the Non-Financial Statement; (ii) examination and approval of the budget for 2021 and of the 2022-2024 industrial plan; (iii) approval of the work to update corporate governance to the Corporate Governance Code (including the regulations and procedures listed in Section I of this report); (iv) approval of the update of the guidelines on the Risk Management and Internal Audit System and of the Organisational Model adopted under Legislative Decree 231/2001 as well as examination of the reports of the Head of Internal Audit, the Audit, Risk and Sustainability Committee, the Director appointed to oversee the operation of the Risk Management and Internal Audit System and of the Supervisory Body; (v) approval of the proposal for the Equity (Stock Grant) & Cash-Based 2021-2022 plan and identification of the beneficiaries, the Remuneration Policy and examination of the assignment of the variable element of remuneration to the Chief Executive Officer and to executives with strategic responsibilities. During the year the Board of Directors also appointed a new data protection officer, a new head of anti-corruption and a new Head of Internal Audit. In addition, it identified three new executives with strategic responsibilities.

The Directors ensured adequate time to diligently fulfil the tasks assigned to the Board.

During 2021 the average duration of meetings of the Board of Directors was approximately 3 hours.

The table below indicates the number of meetings held during the year to 31 December 2021 by the Board of Directors, the Executive Committee, the Audit, Risk and Sustainability Committee and the Appointment and Remuneration Committee. A similar number of meetings is expected to be held this year.

The meetings, given the COVID-19 healthcare emergency, were mainly held online.

As of the date of this Report, 2 meetings were held by the Board of Directors in 2022.

	Percentage of participation in all meetings of the Board of Directors
<b>Mario Moretti Polegato</b>	100%
<b>Livio Libralesso</b>	100%

<b>Enrico Moretti Polegato</b>	100%
<b>Ernesto Albanese</b>	100%
<b>Lara Livolsi</b>	100%
<b>Francesca Meneghel</b>	100%
<b>Alessandra Pavolin</b>	100%
<b>Alessandro Antonio Giusti</b>	100%
<b>Claudia Baggio</b>	100%
	<b>Number of Meetings</b>
<b>Board of Directors</b>	9
<b>Executive Committee</b>	14
<b>Audit, Risk and Sustainability Committee</b>	11
<b>Appointment and Remuneration Committee</b>	8



## 4.5 ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman liaises between executive and non-executive directors and ensures the effective operation of the works of the Board with the support of the Secretary. In this regard, the Chairman promotes learning opportunities for both executive and non-executive directors, so that they have adequate knowledge of the sector in which the Company operates, the corporate performance and trend, the principles of correct risk management as well as the relevant legal and self-regulatory framework. In addition, with the support of the Secretary, the Chairman ensures that there are opportunities for debate and an exchange of information among the two groups, also during Board meetings.

During 2021 the Chairman, in compliance with the provisions of the Corporate Governance Code, ensured, with the help of the Secretary:

- (a) that the pre-Board meeting information and the complementary information provided during meetings can enable directors to fulfil their role knowledgeably;
- (b) that the work of the Board's sub-committees which have functions covering preliminary analysis, making proposals and providing consultancy services is coordinated with the work of the Board;
- (c) in agreement with the Chief Executive Officer, that the executives of the company and those of Group companies under the control of the Company, managers of the competent departments depending on the issue, or consultants of proven experience and unquestioned professional competence, take part in Board meetings, also on the request of individual directors, to provide the necessary analyses or clarification on the items on the agenda;
- (d) that all the members of the management and audit bodies can take part, following their appointment and during their mandate, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company operates, corporate performance and trend, also with a view to the Company's sustainable success, as well as the principles of correct risk management and the relevant legal and self-regulatory framework; and
- (a) the adequacy and transparency of the Board's self-assessment process, with the support of the Appointment and Remuneration Committee.

In reference to the activity as set out at point (a), the Chairman of the Board of Directors, with the support of the Secretary, prepares guidelines summarising the issues and a proposed resolution together with preparatory supporting documentation. The preparatory supporting

documentation is made available - normally – within 3 days prior to the date envisaged for the meeting, without prejudice to particular circumstances, usually by email or through a specifically created virtual data room to support the works of the Board. With reference to point (b), during each meeting the Chair of each committee reported to the Board of Directors on the activities undertaken in order to coordinate the works. In relation to point (c), the executives of the Company and those of the Group companies which are under the control of the Company, managers of the competent departments depending on the issue, or consultants of proven experience and unquestioned professional competence are invited, when necessary, to take part in the meetings of the Board of Directors in order to analyse particular points on the agenda. The invitation is sent by the Chairman, in agreement with the Chief Executive Officer, in good time for the meeting so as to enable their effective participation.

As for point (d), the Company has included in the Board of Directors' Regulation board induction sessions to provide information for directors and auditors. These sessions make it possible to offer periodic information on the main legislative and regulatory changes regarding the Company and the corporate bodies, including analysis of particular issues of specific importance, by collecting corporate documents that can help them carry out their mandate. Information sessions are also envisaged regarding issues relating to the business areas of the Company and of the Group. In relation to point (e), the Chairman ensured the adequacy and transparency of the self-assessment process of the Board of Directors with the support of the Secretary, in accordance with the guidelines envisaged in the Regulation on the self-assessment process and setting out their outcomes to the Board.

Following approval of the Engagement Policy by the Board of Directors on 25 February 2021, which was subsequently modified on 11 November 2021, there were no significant opportunities for dialogue with shareholders and therefore the Chairman of the Board of Directors could not inform the Board of any outcomes.

## **Secretary of the Board**

In compliance with the provisions of art. 18 of the Articles of Association, on the proposal of the Chairman, the Board of Directors appoints a Secretary – including from outside the members of the Board of Directors – who is entrusted with organising and secretariat tasks regarding meetings of the Board of Directors as well as with minuting the meetings, with the technical means and support considered most appropriate. In compliance with the provisions of the Corporate Governance Code, the Secretary provides essential support to the work of the Chairman, as well as - impartially – constant assistance and consultancy to the Board of Directors

on all important aspects for the correct operation of the corporate governance system, also in reference to significant legal changes that may occur.

The Secretary is appointed from among people with a master's degree (or equivalent) and proven experience in the corporate affairs of limited companies. Should the Secretary be absent, the Chairman, or their substitute, appoints the replacement for the Secretary from among the directors who have the aforementioned prerequisites.

The Board of Directors of 5 March 2020 appointed Pierluigi Ferro as Secretary of the Board of Directors. The Secretary has impartially provided assistance and consultancy to the Board of Directors on all relevant aspects for the correct operation of the corporate governance system. In addition, the Secretary has organised meetings of the Board and carried out secretariat tasks, including minuting the meetings, with the technical means and support that are considered most appropriate. Finally, in compliance with the Corporate Governance Code, the Secretary has supported the Chairman in coordinating the works of the Board, including the preparation of the pre-Board meeting documentation.

## 4.6 EXECUTIVE DIRECTORS

### Chief Executive Officer

Within the limits of the law and the Articles of Association, in compliance with the powers of the Shareholders' Meeting, the Board of Directors and the Executive Committee and the limits specifically indicated in relation to each power, the Board of Directors granted the Chief Executive Officer the powers of ordinary and extraordinary business illustrated below.

In regard to the statutory limitations on the powers of delegation, it is noted that pursuant to art. 18 of the Articles of Association, the Board of Directors has exclusive competence with regard to the decisions concerning disposal, for any purpose and of any nature, of trademarks, patents and other intellectual property rights belonging to the Company.

The Chief Executive Officer fills the role of *amministratore delegato*, as defined in the Corporate Governance Code, and can be considered as the main person in charge of the managing the company pursuant to Recommendation 4.

On 16 January 2020, the Board of Directors passed a resolution to assign the powers of Chief Executive Officer to the director Livio Libralesso and to appoint him as a member of the Executive Committee.

The Chief Executive Officer, Livio Libralesso, is granted the following powers:

## STRATEGIC GUIDELINES:

The Chief Executive Officer is the person who has the main responsibility for the management of the Company and, in this capacity, he is also responsible for preparing, formalising, explaining the proposals which refer to the strategy and organisation of the Company and the Group that shall be submitted to the competent bodies for approval, as well as for preparing documents relating to matters reserved by law and the Articles of Association to the Chairman and the Board of Directors and those falling within the powers expressly assigned to the Executive Committee. To this end, it regularly reports to the Executive Committee on the Company's operating performance.

Therefore, Mr. Libralesso, in his capacity as Chief Executive Officer of the Company, is hereby vested - within the limits of the law and the Articles of Association and in compliance with the powers of the Shareholders' Meeting, the Board of Directors and the Executive Committee, in relation to the budget and any forecasts approved and within the limits specifically set in relation to each assigned duty - with the following powers of ordinary and extraordinary management:

## GENERAL SERVICES AND BUSINESS ACTIVITIES:

Including the power to sub-delegate

1. act with full decision-making powers and under his own responsibility, oversee the production, technological, commercial and technical-plant sectors, coordinate any aspect of the manufacturing activities of the Company, within the limits of the pre-established production and budget plans; authorise the implementation of all safety measures that are required by the law with regard to safety and accident prevention, also as "Employer" pursuant to Italian Legislative Decree 81/2008 art. 2, paragraph 1, letter b);
2. ensure, also by means of on-going maintenance, repairs and replacements, that the Company's plants are fully compliant with the provisions directed at containing emissions or inflows of fumes, gas, powders, vapours, liquid and solid residues within the limits prescribed by Italian legislation, so that it does not contribute to polluting the atmosphere, the ground, the waterways and does not exceed the limit of normal tolerability for those nearby;

## PURCHASE OF GOODS AND SERVICES:

Including the power to sub-delegate

3. undertake commitments on subjects relating to corporate activities, in particular enter into contracts with suppliers of products, raw materials and processing services, signing the relevant deeds and also granting payment extensions and discounts, agreeing on prices and payment terms and conditions provided that, as far as contracts with suppliers are

concerned, the total amount does not exceed Euro 500,000 (five hundred thousand) per individual contract; as far as the purchase of finished products is concerned, the aforementioned limit is extended to the seasonal budget established by the Executive Committee;

4. enter into contracts for the purchase of machinery, equipment, motor vehicles and other movable assets, even recorded in Public Registers, signing the relevant deeds, agreeing on the relevant prices and payment terms and conditions, granting payment term extensions and discounts, provided that the total amount does not exceed Euro 500,000 (five hundred thousand) per individual contract;
5. purchase services of any type which are required for carrying out corporate operations, with the express power to conclude the relevant contracts and/or the contracts for works or services and/or consulting of any type, agree on prices and payment terms and conditions, provided that the total amount does not exceed Euro 250,000 (two hundred fifty thousand) per individual contract, without prejudice to the fact that consultancy agreements whose duration exceeds 24 (twenty four) months and the overall evaluation of proposals for insurance coverage are under the sole responsibility of the Executive Committee; contracts with public entities are expressly excluded from this point;
6. conclude lease agreements, gratuitous loan agreements (“comodato”), rental agreements and financial lease agreements regarding movable properties necessary for the performance of corporate activities, provided that the overall value does not exceed Euro 500,000 (five hundred thousand) per agreement, it being understood that the agreements regarding the lease of business units are expressly excluded from this point;

#### RETAIL AND WHOLESAL:

Including the power to sub-delegate

7. sell and export the products of the Company and of its group, ensuring the correct management of the receivables due from all the customers of the Company and of the group;
8. sell and export the Company’s stock;
9. prepare price lists for the sale of products offered to customers, grant payment extensions, discounts and allowances to customers, accept returns of products and settle claims and disputes with customers;
10. enter into contracts for the sale of machinery, equipment, motor vehicles and other movable assets, also registered with Public Registers, signing the relevant deeds, agreeing on the relevant prices and payment terms and conditions;

11. oversee the activities connected to retail sales of the Company and the group, including through the execution, amendment and termination of agreements and contracts including (but not limited to) property leasing and renting contracts, commercial associations and/or collaborations, contracts for works or services, purchase and sale agreements, procurement, consultancy and any other agreement that is useful for or functional to the equipment, restructuring, maintenance, operation and implementation of the production capacities of shops and their warehouses, provided that the total amount does not exceed Euro 500,000 (five hundred thousand) per individual contract; agreements regarding the lease of business units and assessments regarding the opening or closing of shops and the related investment, which are under the sole responsibility of the Executive Committee, are expressly excluded from this point;
12. oversee the activities connected to the wholesale of the Company and the group, including through the execution, amendment and termination of agreements and contracts including (but not limited to) contracts, including exclusive contracts, concerning agency, representation, intermediation and new business agreements and contracts for the sale of the Company's products including through Corners, Shops-in-shop and Concessions, provided that the value and/or total expense involved (even when the contracts cover several years) does not exceed a total amount of Euro 250,000 (two hundred and fifty thousand) per individual contract, when the nature of the contract allows for such a quantification. It being understood that, in compliance with the powers of the Board of Directors, licensing and distribution agreements remain under the sole responsibility of the Executive Committee;

#### HUMAN RESOURCES:

Including the power to sub-delegate

13. execute, amend and terminate individual employment contracts of middle-managers, white collars, technicians, workers, by complying with any requirement in relation to hiring, promotion, termination, disciplinary measures, determination of duties and remuneration, transfers and secondments to other companies belonging to the group, including by appointment of special attorneys-in-fact to represent the company in disputes and in the case of the interrogation pursuant to art. 420 of the Italian Code of Civil Procedure with the power to conciliate and settle disputes;
14. as regards executives: carry out all actions relating to the determination of the duties and the remuneration, transfers and secondments to other group companies, except for the individuals concerned by a direct hierarchical relation and without prejudice to individuals

who directly report to the Board of Directors in accordance with the Corporate Governance Code;

15. perform any act and fulfil any task in the field of social welfare, seeing to relations with all the social security welfare and insurance institutes, seeing to the matters required by current provisions regarding labour matters, especially with regard to insurance, contributions, indemnities and taxes;
16. deal with any authority, body, agency regarding labour issues, with trade unions and employers' associations, as well as with employment bureaus and conciliation and arbitration boards, with the power to settle disputes, carry out any other act and accomplish any other task concerning labour issues, considered as appropriate in the Company's interests;

#### CREATIVE AND STYLISTIC DIRECTION:

17. oversee and coordinate the stylistic structures of the Company and of its group, as well as all other activities relating to the study, design and technical and stylistic development of the products of the Company and of the group, including through, and with the right to sub-delegate, the execution, amendment and termination of agreements and contracts including (but not limited to) contracts for works or services, procurement, consultancy contracts (including consultancy contracts with stylists and designers) merchandising, co-branding, contracts for the purchase and concession of rights to use and exploit images and artistic works, provided that the total amount does not exceed Euro 250,000 (two hundred fifty thousand) per individual contract, without prejudice to the fact that consultancy agreements whose duration exceeds 24 (twenty four) months are under the sole responsibility of the Executive Committee;

#### PROMOTIONAL AND MARKETING ACTIVITIES, EVENTS AND COMMUNICATION:

18. oversee the general marketing, promotional, advertising and communication activities of the Company and of its group, including through, and with the right to sub-delegate, the execution, amendment and termination of agreements and contracts including (but not limited to), contracts for works or services, procurement, consultancy, sponsoring, purchase and sale, merchandising, co-branding contracts, contracts for the purchase and licensing of rights to use and exploit artistic and photographic images and works, rents, leases and other contracts the purpose of which is the production and organisation of events, provided that the total amount does not exceed Euro 250,000 (two hundred fifty thousand) per individual contract, without prejudice to the fact that consultancy

agreements whose duration exceeds 24 (twenty four) months are under the sole responsibility of the Executive Committee;

19. oversee the communication and public relations of the Company and the group, including the relations with the media, including press and digital media operators, also with the power to sub-delegate, by executing contracts for work or services, procurement, and consultancy contracts including (but not limited to) contracts for the purchase of pages and advertising space in newspapers and magazines, contracts for the purchase of services and web pages and social media and other on-line services, contracts for collaboration featuring personalities, VIPs and celebrities, provided that the total amount does not exceed Euro 250,000 (two hundred fifty thousand) per individual contract, without prejudice to the fact that consultancy agreements whose duration exceeds 24 (twenty four) months are under the sole responsibility of the Executive Committee;

#### RELATIONS WITH BANKS:

Including the power to sub-delegate

20. execute all necessary transactions to correctly manage the financial relations with companies belonging to the Geox group, including collection and payment transactions, in any way and form, as well as financing of Geox group companies; all this within the limit of Euro 20,000,000.00 (twenty million) per individual transaction by individual signature;
21. request the opening and closing of current accounts;
22. finalise the opening of credit facilities, enter into and terminate bank advances and bank contracts in general;
23. enter into, negotiate, amend and terminate short-term loan contracts with duration of less than 18 months up to Euro 20,000,000.00 (twenty million.00);
24. demand and collect, for any reason, also through endorsement, any sums, receivables, payment orders, guarantee deposits both from the issuer, Cassa Depositi e Prestiti, Treasuries, Railway, Postal and Telegraph offices, and from any public and private office and any party in Italy or abroad, by issuing receipts and discharges;
25. make deposits to current accounts, endorse for discount and collection bank cheques, promissory notes, certificates of credit (fedi di credito), bills of exchange and postal orders, to be paid at credit agencies, post and telegraph offices, and in general with any individual or corporate entity, endorse payment orders, including mandates concerning Treasury offices of State, Regional, Provincial and Municipal authorities and any State Banking Institution, endorse bankers' drafts, always issuing the relevant receipts;



26. make bank deposits, by managing the relevant payments;
  27. make inter-bank transfers within the limit of Euro 20,000,000.00 (twenty million);
  28. make withdrawals and payments in any technical form, including in a foreign currency, in relation to the Company's commitments, including with bank cheques and banker's drafts, using the cash and cash equivalents and the credit lines that have been granted:
    - a. up to the amount of Euro 3,000,000.00 (three million) per individual transaction, by individual signature; it is hereby specified that this limit of Euro 3,000,000.00 (three million) does not apply in the case of payment of taxes, duties and social security contributions owed by the Company pursuant to current regulations;
    - b. in excess of the above amount and up to a maximum of Euro 20,000,000.00 (twenty million) per individual transaction, signed jointly with the Head of Legal and Corporate Affairs, or with the Group's Treasury Manager;
- It is hereby specified that, insofar as withdrawals are concerned, the aforementioned limit is Euro 10,000 (ten thousand), unless otherwise specified by the law;
29. open and/or pay letters of credit:
    - a. up to the amount of Euro 3,000,000.00 (three million) per individual transaction, by individual signature;
    - b. in excess of the above amount and up to a maximum of Euro 20,000,000.00 (twenty million) per individual transaction, signed jointly with the Head of Legal and Corporate Affairs, or with the Group's Treasury Manager;
  30. exclusively for the purpose of, and as long as it is necessary to perform transactions hedging against exchange rate and/or interest rate risks, purchase and sell and in general perform any transaction involving foreign currencies, as well as enter into and terminate contracts on interest and exchange rates pursuant to currency provisions currently in force and that may become effective in the future:
    - a) up to the amount of Euro 10,000,000.00 (ten million) per individual transaction by individual signature;
    - b) up to a maximum of Euro 20,000,000.00 (twenty million) per individual transaction signed jointly with the Head of Legal and Corporate Affairs, or with the Group's Treasury Manager;

**TAX AND CUSTOMS ISSUES:**

Including the power to sub-delegate

31. draft and sign requests, declarations, certifications and communications pursuant to the laws pertaining to taxation, social security, welfare and labour issues;
32. authorise and pay taxes, duties and contributions, as well as sign the relevant statements, declarations and certifications required by the law;
33. carry out any act or formality that is required or useful for obtaining refunds of VAT and/or taxes in general in favour of the Company (and/or subsidiaries), also indirectly, including the request for any bank sureties or other guarantees in favour of the financial administration, up to a maximum amount of Euro 1,500,000 (one million five hundred thousand) per individual transaction;
34. draft and sign requests, declarations, certifications and communications pursuant to the laws pertaining to customs and transactions within the EU, including those which are required for importing and exporting raw materials, finished and semi-finished products;
35. deal with the postal authorities and with railway, maritime, air and land-based transport companies, with the power to draw up any document and application, receive registered and insured letters, envelopes and letters of any other kind, collect reimbursements and sums of any kind, issuing receipt;

#### INSURANCE:

Including the power to sub-delegate

36. enter into, amend and terminate insurance contracts, either directly with insurance companies and/or through insurance brokers, up to Euro 100,000 (one hundred thousand) per individual transaction;
37. collect indemnification and compensation amounts from the insurance companies on behalf of the Company, by issuing the relevant receipts;

#### CREDIT MANAGEMENT:

Including the power to sub-delegate

38. oversee that the Company's receivables are managed correctly, including by (for example, but not limited to) sending warnings, settling pending and/or potential disputes through compromise settlements, mediation and conciliation procedures up to a maximum amount of Euro 1,000,000.00 (one million) per individual transaction;
39. agree on plans for the recovery of receivables and grant payment term extensions;
40. raise protests and serve injunctions, see to preventive and executive measures, if necessary see to the revocation of the same, intervene in bankruptcy proceedings,

agreements with creditors, receivership and further the declaration thereof, make and accept effective offers;

41. lodge claims in bankruptcy proceedings and make claims, represent the company in bankruptcy proceedings (including receiverships and arrangements with creditors);

#### GUARANTEES:

42. issue guarantees up to a maximum overall amount of Euro 250,000 (two hundred and fifty thousand);
43. Apply for the issue of bank sureties in favour of third parties, within the limits of the credit lines granted by the banks, in the following ways:
  - (a) with single signature for amounts of up to Euro 500,000 per individual transaction;
  - (b) for amounts in excess of Euro 500,000 and up to Euro 1,500,000 per individual transaction, signed jointly with the Head of Legal and Corporate Affairs, or with the Group's Treasury Manager;

#### OTHER:

44. manage relations with any and all public and government body, in Italy or abroad, including, for example but not limited to, Chambers of Commerce, Registers of Commercial Concerns and public registers, by drafting any document, application, or receipt in the name of the Company;
45. represent the Company, as a plaintiff or as a defendant, before any Judicial Authority at any level or type of jurisdiction, for all types of litigation or proceedings of any kind, and also before the Tax Commissions at any level, with the power to appoint lawyers, *ad lites* and *ad negotia*, arbitrators, and experts, removing and/or replacing them, in Italy and abroad, with the power to elect domicile, settle disputes and in any event to manage them, and sign the necessary powers of attorney for such purposes;
46. sign the correspondence and documents in general;
47. Appoint the data processor pursuant to art. 29 of Italian Legislative Decree 196/2003, assigning the relative duties and providing the necessary spending powers up to a maximum amount of Euro 250,000.00 (two hundred and fifty thousand) per accounting year;
48. With the obligation to promptly report to the Executive Committee and with the power to sub-delegate, represent the Company in meetings and, in general, at decision-making levels that involve resolving or decision-making bodies of EU or non-EU subsidiaries or

investee companies, with the right to intervene, vote, provide opinions or consent, appeals or claims, and in particular, within the context of these decisions, to appoint, revoke appointments, replace and/or add members of these companies' management and/or audit bodies, with the right to appoint himself as the sole director or a board member of these companies without this being understood as or implying a conflict of interest; to provide or sign, in the name and on behalf of the Company, however in the interest of said subsidiaries or investee companies, declarations, applications, requests and documents which are generally addressed to Public Administrations, Public Registries, Rolls, Archives or private entities providing public services, including in order to obtain registrations, permits, authorizations, clearance and other similar measures; provide a specimen signature as the Chief Executive Officer of the Company;

49. in relation to the issues listed in the previous points, and within the relevant limits, represent the Company in dealings with any third public and/or private party, in the name and on behalf of the Company, by signing any deed and/or document;
50. appoint, within the powers indicated above, *ad acta* or general attorneys-in-fact, providing them with the related powers, and revoke said appointments;
51. oversee the implementation and correct operation of corporate governance rules defined by the Board of Directors.

## **Chairman of the Board of Directors**

The Chairman of the Board of Directors, Mario Moretti Polegato, has a specific role in the development of business strategies of the Group and chairs the Executive Committee. In addition, the Chairman of the Board of Directors is the controlling shareholder of LIR S.r.l., the parent company of Geox, and is the Chairman of the Board of Directors of LIR S.r.l.

The Chairman is not the main person in charge of managing the Issuer (i.e. the Chief Executive Officer).

With the Board of Directors' meeting on 16 April 2019, in addition, on the basis of his proven experience in the area, the Chairman Mario Moretti Polegato was attributed specific powers and responsibilities regarding intellectual property as follows:

- I. file petitions and undertake before any public or private office in Italy and abroad any act necessary for, prior to, useful for or otherwise connected to registering, modifying, maintaining, and extinguishing trademarks, designs and domain names; appoint for this purpose consultants, lawyers, professionals and equivalent roles, in Italy and abroad, giving them the related mandates;

2. file petitions and undertake before any public or private office in Italy and abroad any act necessary for, prior to, useful for or otherwise connected to obtaining, registering, changing, extinguishing and preserving patents; appoint for this purpose consultants, lawyers, professionals and equivalent roles, in Italy and abroad, giving them the related mandates;
  3. undertake any act and make any declaration, in Italy and abroad, and confer and withdraw engagements for consultants, lawyers, professionals and equivalent roles regarding industrial and intellectual property, in Italy and abroad, giving them the related mandates, in order to arrange the deposit, registration, renewal, extinction and protection of all the Company's industrial and intellectual property rights, including (but not limited to) trademarks, patents, drawings and domain names;
  4. confer and withdraw consulting engagements, giving them the related mandates, on consultants, lawyers, professionals and equivalent roles regarding industrial and intellectual property, in Italy and abroad, in order to arrange protection administratively, judicially and extra-judicially, in Italy and abroad, of all the Company's intellectual and industrial title and rights; undertake before public administrations, organisations and offices, both public and private (including customs offices and authorities), in Italy and abroad, all the acts and operations needed to obtain concessions, licences, and authorisations generally.
- The aforementioned delegated powers were assigned to the Chairman of the Board of Directors by the Board of Directors on approving the conferral of delegated powers, since the Chairman was identified as the person most fit to manage and oversee the area of the Group's intellectual and industrial property rights. This competence is seen in the Chairman's proven, high-quality experience and professional standing in the field of footwear and clothing and in particular in relation to the industrial rights deriving from the inventions attributed to him, since he is the person to whom the Group's success is attributable owing to his contribution to patented inventions in the relevant sector. This change is not time-limited. In addition, the aforementioned delegated powers refer only to one limited area of operations, albeit important in the Company. This assignment does not prejudice the undertaking by the Chairman of the Board of Directors, in any case, of a liaison role between the executive and non-executive directors and of ensuring the effective operation of the works of the Board in compliance with the provisions of the Corporate Governance Code.

## Executive Committee

The Executive Committee is assigned all the powers of the Company's ordinary and extraordinary administration, within the limits of the law, the Articles of Association and the powers delegated to the Chief Executive Officer, if appointed. The powers of the Executive Committee also include decisions regarding the stipulation and termination of individual employment contracts for executives, without prejudice to the fact that, as regards executives who report directly to the Chief Executive Officer, the related remuneration policies, MBO and assignment of objectives, on the proposal of the Chief Executive Officer in coordination with the Human Resources Department, are put for assessment and approval to the Executive Committee, or to the Appointment and Remuneration Committee for Executives with strategic responsibilities.

The Committee does not have responsibility for decisions on:

- (a) the matters which cannot be delegated pursuant to art. 2381, paragraph 4 of the Civil Code, or the responsibilities indicated in articles 2420-ter (issue of convertible bonds), 2423 (drafting of financial statements), 2443 (share capital increases), 2446 (reduction in share capital due to losses), 2447 (reduction in share capital below the legal limit), 2501-ter (mergers), 2506-bis (demergers) of the Civil Code;
- (b) the matters reserved for the Board of Directors by the Articles of Association, in particular, the decisions regarding the disposal, for any purpose and of any nature, of trademarks, patents and other intellectual property rights of the Company as well as the growth and policy strategies for corporate management, also on a long-term basis, and the annual business and economic-financial plan (budget) and the long-term forecast plans with the related investment plans, and;
- (c) the following further matters as identified by and reserved to the Board of Directors, taking account of the recommendations of the Corporate Governance Code:
  - (i) the examination and approval of the strategic, industrial and financial plans of the Company and the structure of the group it heads;
  - (ii) the assignment and withdrawal of powers to the directors with delegated powers, as well as the establishment of the limits, means of exercise and frequency, with which the delegated bodies must report to the Board regarding the activity undertaken in the exercise of the powers conferred on them;
  - (iii) the determination (according to legal procedures) of the remuneration of directors with delegated powers and those who hold particular roles, as well as, where not already

arranged by the Shareholders' Meeting, the division of the global pay due to the members of the Executive Committee;

- (iv) the supervision over the general performance of management, with particular attention to conflicts of interest, in consideration, in particular, of the information received from the Executive Committee, Directors with delegated powers and the Audit, Risk and Sustainability Committee as well as the periodic comparison of the results achieved against those planned;
- (v) transactions for the purchase or sale, also by means of subscription and conferral, of equity investments and/or companies and/or business segments, if the total value of the individual transaction is higher than Euro 10,000,000.00 (ten million/00);
- (vi) the granting of loans, if the value of each individual transaction exceeds Euro 5,000,000.00 (five million/00) to third parties, or Euro 20,000,000.00 (twenty million/00) to Geox Group companies;
- (vii) the issue of unsecured and/or secured guarantees, if the value of each individual transaction is higher than Euro 5,000,000.00 (five million/00);
- (viii) the issue of bonds or financial instruments, if the overall value of the individual transaction is higher than Euro 10,000,000.00 (ten million/00);
- (ix) the raising of loans and/or other financial debt transactions, if the overall value of the individual transaction is higher than Euro 40,000,000.00 (forty million/00);
- (x) donations and other gifts, as well as contributions or sponsorship to NGOs if the maximum value per year is above Euro 1,000,000.00 (one million/00);
- (xi) all transactions with related parties outside the Geox Group which are not typical or usual transactions to be conducted at standard conditions (typical or usual transactions means transactions which, in terms of their purpose or nature, are not outside the normal course of the Company's business and do not have particular problems due to their characteristics or the risks inherent in the nature of the counterparty, or in the time when they are completed);
- (xii) checking of the adequacy of the general organizational and administrative set-up of the Company and the Geox Group arranged by the managing directors;
- (xiii) the task of reporting to the Shareholders at the Shareholders' Meeting.

Pursuant to art. 19 of the Articles of Association, the Committee reports promptly, and in any case at least on a quarterly basis, to both the Board of Directors and the Board of Statutory Auditors on the work undertaken, on the general operational performance, on the outlook, as well as on the most significant transactions in terms of their size and characteristics undertaken

by the Company and by its subsidiaries and on atypical and unusual transactions or transactions with related parties.

Pursuant to art. 18 of the Articles of Association, the Committee, within the limits of the powers, including representational powers, assigned to it, may confer on the Company's executives, officers, employees as well as on third parties, appointments and proxies to undertake particular deeds or categories of deeds.

The Committee meets, in Italy or abroad, as often as needed to fulfil its functions, and, in any case, whenever the Chairman of the Committee or other member considers it opportune. The meetings and the related decisions taken are recorded in minutes prepared by the Secretary and signed by the Chairman of the meeting and by the Secretary.

The Chairman, with the help of the Secretary as appointed, coordinates the works of the Executive Committee and calls the Committee by sending a notice or a call communication to all the members of the Committee, the Board of Statutory Auditors and the General Managers, where appointed, by email, registered mail, fax or telegram or by phone, with at least 24 (twenty-four) hours' notice. The Committee can approve an annual calendar of its meetings, it being understood that, also for the meetings which are already scheduled, the Chairman must duly send the call notice in accordance with the means set out in this paragraph.

The Executive Committee consists of the Directors Mario Moretti Polegato (Chairman), Livio Libralesso and Enrico Moretti Polegato.

During 2021, the Executive Committee met 14 times with the regular participation of the Board of Statutory Auditors. The average duration of the meetings was approximately one hour. A similar number of meetings is expected to be held this year. As of the date of this Report, the Executive Committee has already met 2 times in 2022.

The meetings and the related decisions taken are recorded in minutes drawn up by the Secretary and signed by the Chairman of the meeting and by the Secretary. The Chairman of the Committee does not provide detailed information to the Board of Directors on each of the meetings undertaken by the committee itself at the first available meeting of the Board of Directors since this information is given to the Board by the Chief Executive Officer as described below.



## Information for the Board from directors and delegated bodies

The Chief Executive Officer reports at least once a quarter to the Board of Directors regarding the work undertaken in the year by directors and the delegated bodies, including in relation to the meetings held by the Executive Committee.

## Other executive Directors

Besides the members of the Executive Committee, there are no other members who are considered executive.

## 4.7 INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR

### Independent Directors

With the Shareholders' Meeting of 16 April 2019, which renewed the Board of Directors, the number of directors was set at 10, and it was then changed to 9 with the Meeting of 22 April 2020; 4 of them are Independent directors.

The number and the skills of the independent directors are adequate for the Company's needs and for the operation of the Board of Directors as well as for the establishment of the related committees.

The Chairman of the Board of Directors cannot be considered as an independent director.

The Board of Directors of 25 February 2021 - as part of the updating of corporate governance to the Corporate Governance Code – approved an update of the criteria for assessing – for the purposes of examining the circumstances which may compromise a director's independence – relevance as set out in Recommendation 7, letters c) and d) of the Corporate Governance Code, also in place of the criteria adopted with the previous resolution of 20 December 2012, as follows:

1. for commercial, financial or professional dealings with the subjects as set out in Recommendation 7, letter c) of the Corporate Governance Code, should in the three previous years: (i) there have been dealings directly for a gross annual amount equal to or above the fee for the role as director, including the fee envisaged for participation in the committees recommended by the Code or envisaged by the law in force; (ii) there have been relations indirectly for a gross annual amount equal to or over Euro 200,000 in favour of the company or body which the director controls or of which they are an executive director or the professional studio or consulting company of which they are partner
2. for additional pay compared to the set fee for the position, including that envisaged for participation in the committees recommended by the Code or envisaged by the law in

force, an annual fee equal to or above the fee for the role of director, including that envisaged for participation in the committees recommended by the Code or envisaged by the law in force

without prejudice to the occurrence of specific and objective circumstances, which must be considered in concrete terms and which make it possible to consider the director's independence as not compromised and without prejudice to the fact that should the director also be the shareholder/partner in a professional studio or a consulting company, the Board of Directors is called on to assess the relevance of the professional dealings which may have an impact on their position and their role in the studio or consulting company or which, in any case, relate to significant transactions of the company or the group which the company controls, also regardless of the aforementioned quantitative parameters.

The Board of Directors assessed the independence of the aforementioned 4 members subsequent to their appointment, on 16 April 2019, specifying the assessment criteria which were concretely applied and noting the outcome of the assessments as per the press release issued on the same date.

The assessment shall be re-made upon the occurrence of relevant circumstances for the purposes of independence, and in any case on an annual basis. The assessment was successfully last carried out by the Board of Directors on 23 February 2022, also on the basis of declarations signed by the independent Directors, and the requirements of independence were confirmed.

The Board of Directors shall carry out the assessment on the basis of the requirements of independence provided for by law, and also by applying all the criteria of the Corporate Governance Code.

The Board of Directors, in assessing the independence of the directors, has considered all the information available, in particular that supplied by the directors being assessed, evaluating all the circumstances which seem to compromise their independence as identified by the FCA and by the Code and has applied (among others) all the criteria envisaged by the Code in reference to the independence of the directors. In this regard each non-executive director has provided all the elements needed for the Board's assessments.

The Board of Statutory Auditors also ascertained the correct application of the assessment criteria and procedures adopted by the Board for assessing the independence of its members.

During 2021, the independent Directors met once in the absence of the other Directors. As of the date of this Report, no meeting was held in 2022.

It should be noted that independent Directors' meetings are to be understood as separate and different meetings from those of the Board committees, in respect of which information is given in the relevant sections.

Moreover, the independent Directors committed themselves to remaining independent during their term of office and resigning in the case of loss of the requirements of independence.

## **Lead Independent Director**

The Board of Directors that met on 16 April 2019 appointed the independent director Francesca Meneghel as lead independent director. The Lead Independent Director is assigned the task of coordinating the requests and contributions of the non-executive directors and in particular the independent non-executive directors. In particular, the Lead Independent Director:

- (a) calls, autonomously or at the request of other directors, specific meetings of the independent directors alone to discuss the issues which are judged of interest in regard to the operation of the Board or the Company's operations;
- (b) notifies the Chairman of any issues to be put for examination and assessment by the Board.

During the accounting year, Mrs. Meneghel held office as Lead Independent Director, acting as a point of reference and coordination in relation to the needs and contributions of independent directors, collaborating with the Chairman of the Board of Directors in order to ensure that the Directors were informed in an exhaustive and timely manner with regard to all matters of relevance to the Company.

The Lead Independent Director facilitated the participation of the independent directors also in meetings of committees of which they are not part and promoted and coordinated the meetings of the independent directors. In addition, the Lead Independent Director, as envisaged by the Regulation on the self-assessment process of the Board of Directors, took part in the board evaluation process.

## 5. MANAGEMENT OF CORPORATE INFORMATION

In 2006, in line with the Recommendation I, letter f) of the Corporate Governance Code, the Company adopted the “Regulation concerning inside information and the institution of a registry of persons having access thereto”, last updated on 31 July 2018 to take into account the regulatory changes introduced by the MAR, (the “Regulation”) and Consob guidelines concerning the management of inside information published in October 2017, and established the specific register of persons with access to inside information (the “**Registry**”). The other Group companies are also required to comply with the above regulation, ensuring observance thereof, in order to allow coordinated management of the circulation of inside information.

In particular, the Regulation envisages, among other things: the definition of “inside information” and “relevant information”;

- rules of conduct (which essentially refer to confidentiality obligations, the treatment of inside information with due care and the prohibition to disclose inside information unless necessary in the context of one's work, profession or duties carried out and to carry out transactions, directly or indirectly, for one's own account or that of third parties, in the name and/or on behalf of the Company, which involve financial instruments which the inside information refers to and to recommend or lead others to carry out such transactions);
- the roles and responsibilities of the corporate bodies and/or corporate departments and/or managers in regard to the assessment on the relevance of the information and the speed with which price-sensitive information concerning the Company and its subsidiaries is disclosed to the public;
- disclosure of inside information to the public and specific rules to follow in the event of a delay in disclosure to the public pursuant to art. 17 of the MAR;
- rules for press relations and rumours management and for meetings with financial analysts or other market operators;
- limitations on the carrying-out of transactions in the Company's financial instruments;
- a specific flow of information from the subsidiaries to the Company;
- keeping of the Registry.

For further details, the Regulation can be viewed on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section.

The procedure for managing inside information and the Registry has always been respected during 2021.

## 6. COMMITTEES WITHIN THE BOARD

### Pursuant to art. 123-bis, par. 2, letter d), FCA

The Board of Directors has arranged to set up internally committees with functions to do preliminary analysis, make proposals and provide consultancy services and which consist of Directors in accordance with the indications of the Corporate Governance Code. In particular, the Board of Directors set up the Executive Committee, the Appointment and Remuneration Committee and the Audit, Risk and Sustainability Committee, whose functions, activities and composition are described in detail in the following paragraphs.

Regarding the Executive Committee and to the Related Party Transactions Committee, reference should be made respectively to sections 4 and 10.

The functions of the Appointment Committee and the functions of the Remuneration Committee have been grouped in a single Committee. The Appointment and Remuneration Committee groups the duties and responsibilities assigned by the Corporate Governance Code separately to the appointment committee and to the remuneration committee for reasons of operating efficiency, on the basis of a decision taken by the Board on 19 April 2016. Since the single committee consists entirely of non-executive directors, most of whom are independent, and since at least one member has adequate experience in finance or pay policies, the Company believes that the conditions envisaged by the Corporate Governance Code have in any case been respected, also by concentrating the functions of two committees into just one committee.

The Board of Directors has determined the composition of the committees, favouring the knowledge and experience of the related members. The composition has been determined while avoiding excessive concentrations of appointments.

In accordance with Recommendation 17, the chairs of the committees have arranged to provide prompt information at the first possible meeting of the Board of Directors on the works of the committees themselves.

The composition of the committees is indicated below:

#### **a) Appointment and Remuneration Committee**

The Appointment and Remuneration Committee, as of the date of the Report and as from 16 April 2019, is composed of 3 non-executive Directors, the majority of whom are independent, as follows:

- Lara Livolsi (Chairwoman);
- Alessandra Pavolini;
- Alessandro Antonio Giusti.

**b) Audit, Risk and Sustainability Committee**

The Audit, Risk and Sustainability Committee, as of the date of the Report and as from 16 April 2019, is composed exclusively of non-executive Directors, the majority of whom are independent (Recommendation 35):

- Francesca Meneghel (Chairwoman);
- Ernesto Albanese;
- Alessandro Antonio Giusti.

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The Board of Directors has not envisaged a different distribution of committee functions or the reservation of some or all of these functions exclusively to the *plenum* of the Board of Directors.

**Other committees (other than those envisaged by the law or recommended by the Code)**

The Company established an Ethics Committee, which was renamed “Committee for Ethics and Sustainable Development” in 2016 and reappointed on 16 April 2019, in compliance with the new Code of Ethics adopted by the Board on 23 February 2018. As of 31 December 2021, the above-mentioned Committee was composed of Mario Moretti Polegato, Umberto Paolucci, Renato Alberini, and Nechemia Peres, therefore of members who in most cases are not part of the Board of Directors, and its aim is to direct and promote the Company’s sustainable development and ethical conduct.

## **7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS – APPOINTMENT COMMITTEE**

### **7.1 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS**

The Board of Directors, on at least a three-yearly basis, undertakes the self-assessment of the Board of Directors itself and the sub-committees. The self-assessment is regulated by a specific procedure approved by the Board of Directors, in compliance with legal and regulatory provisions and those of the Articles of Association, as well as in line with the recommendations of the Corporate Governance Code. The Board of Directors of 25 February 2021 - as part of the updating of corporate governance to the Corporate Governance Code – approved, besides the Regulation of the works of the Board of Directors, the procedure on the self-assessment process of the Board of Directors.

The Board of Directors, at least on a three-yearly basis, but normally on an annual basis, undertakes the self-assessment of the Board of Directors itself and of the sub-committees. The self-assessment, as indicated previously, is regulated by a specific procedure approved on 25 February 2021 by the Board of Directors, in compliance with the legal and regulatory provisions and those of the Articles of Association, as well as in line with the recommendations of the Corporate Governance Code. Pursuant to the procedure on the self-assessment process of the Board of Directors, having taken account of the outcomes of this assessment, also on the basis of the recommendations or opinions formulated by the Appointment and Remuneration Committee, in its function as Appointment Committee, the Board of Directors may draw up, before appointing the new management body, a guideline opinion for shareholders on the size and composition of the Board of Directors for the subsequent three years.

For 2021, Geox carried out the self-assessment process using the services of Heidrick & Struggles, an independent company which specialises in drawing up corporate governance models. Heidrick & Struggles does not collaborate with the Company and its subsidiaries in other subjects and sectors. The Board evaluation was undertaken by filling out a questionnaire which was suitable for the culture and situation of Geox, followed by individual interviews with the Directors, the General Counsel and the Secretary to the Board, the Director of Human Resources, Organization and Corporate Services, and the Chairwoman of the Board of Statutory Auditors. The evaluation regarded the size, composition and dynamics of the Board and of the Committees as well as the commitment to the issues of Ethics, Sustainability, Compliance, Internal Control and Risk Management. In addition, through the interviews room was found for

the qualitative proposals which the Board of Directors wishes to take on as a commitment for the new year of its term.

The processing of the results was undertaken by Heidrick & Struggles which put them in a formal format for the benefit of the Appointment and Remuneration Committee, in its function as Appointment Committee, and the Board of Directors in a specific meeting for Pre-Board Induction. The results were discussed at the meetings of the Appointment and Remuneration Committee of 15 February and 23 February 2022 and were presented by the Heidrick & Struggles team to the Board of Directors during a specific meeting for Pre-Board Induction held on 17 February 2022. The outcomes of the self-assessment process, which were again discussed by the Appointment and Remuneration Committee on 23 February 2022, were approved at the meeting of the Board of Directors of 23 February 2022.

The outcome of the self-assessment indicates the maturity acquired by the Board of Directors which, in the knowledge of the mission set by its Articles of Association, has made its operation increasingly balanced and incisive - in a positive dialogue with executive departments and with management – and has refined its supervisory role, thus contributing to the drawing up and validation of the new strategic plan and supporting the decision-making process in defining tactical actions.

The Board of Directors is adequately composed, balanced between executive and non-executive directors, respects diversity (in gender, skills and experience) and is genuinely oriented to constantly enhancing and consolidating its skills, in which it is facilitated by a well-tested and effective induction mechanism and by well-developed dialogue with management. As part of the open and constructive discussion which has been a mark of the whole tenure, the Board of Directors has managed to regularly schedule its work, drawing on precise prior analysis by the sub-committees and on effective support from the pre-Board induction meetings; this process, which is now well-tested and works efficiently in summarising and valorising the numerous informative contributions, has increased the capacity for analysis and assessment. This is fully expressed in the Board meetings which are confirmed as the collegiate forum for discussion and decision-making.

The Board of Directors has benefitted from a positive interaction with the Board of Statutory Auditors, which has been diligent in its supervisory role and authoritative in drawing up indications and responses.

There has also been an important contribution from the regular and increasingly in-depth interaction with the management team; a team which was significantly renewed during the year and proved not only effective in its information on market trends, but also forward-thinking and



receptive in the debate on the strategic guidelines and tactical choices, thus taking on board and valorising the mission in terms of the Board of Directors to provide direction, drive and supervision.

In line with the Company's calling on themes of ethics and sustainability, the debate on the Board enabled the preparation of a structured and organic approach to ESG, both in the contribution to drawing up the strategic plan and in defining coherent processes and tactical actions, confirming sustainability as a key element of the forward agenda of the future Board of Directors. Besides a clear attention to aligning to best practice in corporate governance, the Board of Directors focussed on issues of environmental and social sustainability in their numerous facets, following a path to achieve a complete synthesis. The work of the Board's Sub-committees – particularly effective in defining and developing the risk management system and in designing and refining management and development processes – transposed and valorised this approach, reporting back to the Board of Directors their considerations on the ESG issue as well as the outline model for operational and reputational risks.

By virtue of being a concentrated ownership company which is not deemed large, the Board of Directors is not required to envisage mechanisms to express an orientation on its composition or succession plans for its directors. The Company, nonetheless, has a process of board evaluation, the results of which are also set out in this report and which may help shareholders assess the optimal size, division between executive and non-executive members, degree of diversity, and the professional skills of the members of the Board of Directors, as part of the process to appoint directors.

In light of being a concentrated ownership company, the Company is not required to follow the suggestion of Recommendation 23 regarding the formulation of an orientation on the qualitative and quantitative composition of the Board of Directors. Moreover, the recommendation regarding those presenting a list having to provide information on the conformity of the list to the orientation formulated by the Board of Directors is not applied.

In regard to the appointment of Directors, it should be mentioned that the Board of Directors of the Company has not adopted any plan for the succession of executive Directors. The Board of Directors considers it essential to retain the competence and assess, on a case-by-case basis, the need to replace any of the Directors or otherwise regulate the relationship between the

Company and the Directors on an individual basis and taking into account the peculiarities that regard each of them.

The Corporate Governance Code recommends in particular the adoption of succession plans by “large” companies and Geox does not fall under the definition of “large company” pursuant to this Code.

## **7.2 APPOINTMENT COMMITTEE**

The Board of Directors of 16 April 2019 set up an Appointment and Remuneration Committee with functions to undertake preliminary analysis, provide consultancy services and make proposals to the Board of Directors, as recommended by the Corporate Governance Code.

### **Composition and operation of the Appointment Committee (pursuant to art. 123-bis, paragraph 2, letter d), FCA)**

In regard to the composition and operation of the Appointment Committee, reference should be made to section 8.2 of this report which sets out the composition and operation of the Appointment and Remuneration Committee.

### **Functions of the Appointment and Remuneration Committee on appointments**

In reference to the duties and functions on the appointment of directors and the self-assessment of the Board of Directors, the Appointment and Remuneration Committee assists the Board of Directors in carrying out the following activities:

- (a) self-assessment of the Board of Directors and its committees, pursuant to the Regulation on the self-assessment process of the Board of Directors adopted by the Company. In particular, the Committee draws up criteria to assess the prerequisites of professional standing and independence of the Company’s Board directors. With regard to the assessment of the independence of the Company’s directors, pursuant to the Corporate Governance Code, it proposes to the Board of Directors the quantitative and qualitative criteria to be considered in order to assess the relevance (i) of significant commercial, financial or professional dealings pursuant to recommendation 7, letter c) of the Corporate Governance Code, which directors may have, and (ii) any additional significant remuneration pursuant to recommendation 7, letter d) of the Corporate Governance Code earned by the directors from the Company, one of its subsidiaries or the parent company compared to the fixed fee for their position and that earned for participation in the Board committees as recommended by the Corporate Governance Code or envisaged by the law in force. In addition, the

Committee continuously verifies the overall suitability of the Regulation on the self-assessment process of the Board of Directors to ensure achievement of the objectives set by the rules on the self-assessment process which may be in force and, where considered necessary, formulates for the Board of Directors proposals to change and/or supplement the aforementioned Regulation;

- (b) definition of the optimal composition of the Board of Directors and its sub-committees. In particular, it formulates for the Board of Directors, ahead of each renewal of the Board of Directors and taking account of the outcomes of the self-assessment as set out in letter a) above, its opinion regarding the optimal quantitative and qualitative composition of the Board of Directors and of its sub-committees and makes recommendations regarding professional and managerial profiles whose presence on the Board is considered opportune;
- (c) identification of candidates for the position of director in the case of co-opting. In particular, the Committee proposes to the Board of Directors candidates for the position of director to be co-opted, should, during the year, one or more directors cease to fill their office (art. 2386, first paragraph, Civil Code), ensuring compliance with the rules on the minimum number of independent directors and on the quotas reserved to the less represented gender;
- (d) any presentation of a list by the outgoing Board of Directors to be carried out in ways that ensure its transparent formation and presentation;
- (e) preparation, updating and implementation of any plan for the succession of the Chief Executive Officer and of any other executive directors.

In 2021, as part of the main activities undertaken by the Committee, in its role as the Appointment Committee, it

- assessed and put to the Board the presentation of the outcomes of the self-assessment process of the Board of Directors (“Board Evaluation”) relating to 2020 pursuant to the Corporate Governance Code;
- approved the update of the Regulation of the Appointment and Remuneration Committee;
- assessed and put to the Board the Procedure which regulates the self-assessment process of the Board of Directors (“Board Evaluation”) pursuant to the Corporate Governance Code;
- assessed and put to the Board the update of the criteria to determine the prerequisites of independence for directors;
- noted the draft succession plan for the management of the corporate organisation;
- noted the training project launched with Milan Polytechnic University (Politecnico di Milano) which again pursues the principles of corporate responsibility “training” – “ethics” and “sustainability”;

- assessed and put to the Board the proposal to appoint a consulting company for the work on self-assessment of the Board of Directors (“Board Evaluation”);
- assessed and put to the Board the identification of three new Strategic Executives;
- assessed and approved the guidelines of the draft Board Evaluation questionnaire for 2021.

## 8. DIRECTORS’ REMUNERATION - APPOINTMENT AND REMUNERATION COMMITTEE

### 8.1 DIRECTORS’ REMUNERATION

#### Remuneration of executive directors and top management

The Board of Directors of 25 February 2021 approved the procedure formalising the process the Company is following in order to adopt the Remuneration Policy to put to the Shareholders’ Meeting (the “**Procedure for the Remuneration Policy**”). The subjects involved in the **Procedure for the Remuneration Policy** are the Human Resources & Organisation, Corporate Services Department (“**Human Resources Department**”), Legal and Corporate Affairs Department, the Appointment and Remuneration Committee, the Chief Executive Officer, the Board of Directors and the Shareholders’ Meeting of the Company. The corporate governance of the remuneration policies provides that:

- **The Shareholders’ Meeting**
  - shall determine the overall remuneration due to the Directors, including those with special offices, pursuant to the Articles of Association;
  - pursuant to the Articles of Association and art. 2402 of the Civil Code, determines the remuneration of the auditors for the whole duration of their appointment;
  - passes a resolution on Section I of the Report, describing the Remuneration Policy for members of the management and supervisory bodies, general managers, executives with strategic responsibilities and members of the supervisory bodies (without prejudice to the provisions of art. 2402 of the Civil Code), with a binding vote and on Section II of the Report, i.e. on the reporting of fees, with a non-binding vote;
  - passes a resolution on any remuneration plans based on shares or other financial instruments for Directors, employees and collaborators, including executives with strategic responsibilities, pursuant to art. 114-bis, FCA.
- **The Board of Directors**

- sets up internally an Appointment and Remuneration Committee;
- examines and approves the Remuneration Policy and Report (pursuant to art. 123-ter of the FCA) to be submitted every year to the Shareholders' Meeting by providing the latter with adequate feedback;
- on proposal or subject to the opinion of the Appointment and Remuneration Committee, on the basis of the guidelines established by the Remuneration Policy and, in any case, subject to the opinion of the Board of Statutory Auditors, divides among its members the total amount determined by the Shareholders' Meeting;
- implements any remuneration plans based on shares or other financial instruments under delegated power from the Shareholders' Meeting.
- **The Appointment and Remuneration Committee:**
  - assists the Board of Directors in drawing up the Remuneration Policy and formulates for the latter a proposal regarding the Company's Remuneration Policy and in particular for members of the management bodies, general managers, executive with strategic responsibilities and members of the supervisory body;
  - monitors the actual implementation of the Remuneration Policy and verifies, in particular, the effective achievement of performance objectives;
  - assesses on a regular basis the adequacy and overall consistency of the Remuneration Policy;
  - makes proposals regarding any stock option plans in favour of Directors, employees and associates;
  - sets out proposals to the Board of Directors on performance objectives as concerns the CEO's annual monetary incentive (MBO);
  - gives opinions on the issues submitted by the Board of Directors from time to time in relation to remuneration or any other connected or pertinent issue.
- **The Related-Party Transactions Committee** (More Relevant or Less Relevant RPTs) provides its opinion in the event of an exception to the remuneration policy in accordance with the procedural conditions set out in the RPT Regulation adopted by the Company.
- **The CEO** validates the contents of the Company's Remuneration Policy, with particular reference to Strategic Executives, and submits it, delegating the activity to the Human

Resources Department if appropriate, to the Appointment and Remuneration Committee.

As regards the relevant company departments:

- **The Human Resources Department:**
  - draws up a Remuneration Policy plan in reference to Strategic Executives and the General Manager on the basis of the principles of meritocracy, in compliance with market benchmarks, and puts it to the Chief Executive Officer and, at the latter's request, to the Appointment and Remuneration Committee;
  - draws up a Remuneration Policy plan in reference to the Chief Executive Officer on the basis of the principles of meritocracy, in compliance with market benchmarks, and puts it to the Appointment and Remuneration Committee;
  - implements the Remuneration Policy for every single department/employee with reference to the Strategic Executives and the General Manager on the basis of principles of meritocracy.
- **The Legal and Corporate Affairs Department**
  - makes a prior assessment of the Remuneration Policy compliance, in order to assess consistency with the objectives of compliance with the rules, the Articles of Association and the Code of Ethics;
  - supports the Appointment and Remuneration Committee in formulating a proposal in regard to the Company's Remuneration Policy in particular reference to members of the management and supervisory bodies (other than the Chief Executive Officer), to be put to the Board of Directors.

The Procedure for approving the Remuneration Policy for the Chief Executive Officer, the General Manager and the Strategic Executives is broken down into 5 stages. In the first stage the Human Resources Department (drawing on pay benchmarks and ad hoc analyses) draws up a Remuneration Policy plan and the Legal and Corporate Affairs Department verifies the conformity and coherence of the Remuneration Policy to the law, to the Articles of Association and to the Code of Ethics. In the second stage the Human Resources Department puts the Remuneration Policy plan to the Chief Executive Officer. The latter validates the contents of the Remuneration Policy, except for proposals relating to the remuneration policy for the Chief Executive Officer which are put directly to the Appointment and Remuneration Committee. Subsequently, the Chief Executive Officer, or the Head of Human Resources, presents the contents of the Remuneration Policy plan to the Appointment and Remuneration Committee. In the third stage, following the presentation of the contents of the Remuneration Policy plan, the

Appointment and Remuneration Committee formulates the proposal to put to the Board of Directors. In the fourth stage, the Board of Directors examines and approves the Remuneration Policy plan to put to the Shareholders' Meeting. In the fifth and final stage, the Shareholders' Meeting passes a resolution on the Remuneration Policy plan with a binding vote.

The Procedure for approving the Remuneration Policy for members of the Board of Directors is broken down into 4 stages. In the first stage the Appointment and Remuneration Committee (drawing on pay benchmarks and ad hoc analyses) draws up a Remuneration Policy plan. Subsequently, the Legal and Corporate Affairs Department verifies the conformity and coherence of the Remuneration Policy to the laws, to the Articles of Association and to the Code of Ethics. In the second stage the Appointment and Remuneration Committee formulates the proposal to put to the Board of Directors. In the third stage the Board of Directors examines and approves the Remuneration Policy plan to put to the Shareholders' Meeting. In the final stage the Shareholders' Meeting passes a resolution on the Remuneration Policy plan with a binding vote.

The Procedure for approving the Remuneration Policy for the Members of the Board of Statutory Auditors is broken down into 5 stages. In the first stage the Appointment and Remuneration Committee (drawing on pay benchmarks and ad hoc analyses) draws up a Remuneration Policy plan. Subsequently, the Legal and Corporate Affairs Department verifies the conformity and coherence of the Remuneration Policy to the laws, to the Articles of Association and to the Code of Ethics. In the second stage the Appointment and Remuneration Committee formulates the proposal to put to the Board of Directors. In the third stage, the Board of Directors examines and approves the Remuneration Policy plan to put to the Shareholders' Meeting. In the fourth stage, the Shareholders' Meeting passes a resolution on the Remuneration Policy plan with a binding vote. In the fifth and final stage, the Shareholders' Meeting determines the fee for the members of the Board of Statutory Auditors on their appointment and for the whole duration of the engagement.

Regarding the ways in which the Remuneration Policy for directors, auditors and top management helps pursue the Company's sustainable success, reference should be made to the 2022 Remuneration Report, section I, paragraph 2 made available to the public at the Company's registered office as well as on the Company's website ([www.geox.biz](http://www.geox.biz)).

The remuneration of both executive and non-executive directors and auditors is defined in the Company's Remuneration Policy, which takes into account the remuneration practices which are widespread in the relevant sectors and for similar size companies, also considering comparable situations abroad. The Policy is described in the 2022 Remuneration Report to which reference should be made for more details. The Report is made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

### **Remuneration of executive directors and top management**

Regarding the remuneration envisaged for Executive Directors, for the General Manager of Administration, Finance & Control, Corporate Legal & IT and for the Strategic Executives, reference should be made to the description in section I, paragraph 3 and in section II of the 2022 Remuneration Report made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

- In consideration of the current economic context in which it operates, the Company has decided not to adopt for the moment the ex-post correction mechanisms for variable pay. This decision was assessed as part of the resolutions of the Board of Directors approving the short and medium/long-term incentives. This decision, however, achieves the objective underpinning the principles of the Corporate Governance Code and contributes to good corporate governance since the introduction of ex-post correction mechanisms in the current economic context would be disadvantageous, prejudicing the retention principle which the Company wishes to pursue with the Remuneration Policy and which is a feature of good corporate governance, also in consideration of the waiving by the Chief Executive Officer and the General Manager of Administration, Finance and Control, Corporate Legal & IT as well as the Strategic Executives of their variable short-term remuneration in 2020. The Company will assess the possible inclusion of ex-post correction mechanisms in consideration of the trend in the economic situation in the future.



## Share-based remuneration plans

The information on share-based remuneration plans was published in the 2022 Remuneration Report, section I, paragraph 3.2, made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

- The Company, in reference to the share-based remuneration plans for executive directors and top management (in particular the 2021-2023 Equity (Stock Grant) & Cash-based Plan) envisaged a three-year and not five-year vesting period, in order to align the duration of the plan to the three-year performance objectives contained in the business plan in force at the time of adopting the plan. In this sense, the Board of Directors examined and approved the proposal of the Appointment and Remuneration Committee relating to the aforementioned plan, which envisaged a three-year vesting period, with the goal of achieving the loyalty and retention of top management in a particularly complex economic context. This choice, nonetheless, achieves the objective underpinning the principles of the Corporate Governance Code and contributes to good corporate governance since the Company believes that the overall vesting period for the rights of the Plan and the related lock-up period make it possible in general to align the interests of shareholders over a medium/long-term time horizon.

## Remuneration of non-executive directors

The information on the remuneration of non-executive directors was published in the 2022 Remuneration Report, section I, paragraph 5.2, and section II paragraph 1.2. The report is made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

## Vesting and payment of remuneration

The Board of Directors monitors that the remuneration paid and vested is coherent with the principles defined in the policy with the support of the Appointment and Remuneration Committee which assesses the concrete application of the Remuneration Policy and, in particular, the effective achievement of the performance objectives. For more details reference should be made to the 2022 Remuneration Report made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

## **Indemnity due to directors in the event of resignation, dismissal or termination of employment following a takeover bid (pursuant to art. 123-bis, par. I, letter i), FCA)**

The Policy in relation to the indemnity envisaged in the case of ending the appointment or terminating the employment relationship is described in section I, paragraph 4, and in section III of the 2022 Remuneration Report made available to the public at the Company's registered office and on the Company's website ([www.geox.biz](http://www.geox.biz)).

## **8.2. APPOINTMENT AND REMUNERATION COMMITTEE**

The Board of Directors of 16 April 2019 set up an Appointment and Remuneration Committee covering preliminary analysis, providing consultancy services and making proposals for the Board of Directors, as recommended by the Corporate Governance Code.

## **Composition and operation of the Appointment and Remuneration Committee pursuant to art. 123-bis, paragraph 2, letter d), FCA)**

The Committee consists of at least three non-executive directors, the majority of whom are independent and are appointed by the Board of Directors, one of whom acts as Chair and is chosen from among the independent directors. The Chairman of the Board of Directors cannot chair the Committee. At least one member of the Committee possesses adequate knowledge and experience on finance or pay policies, which should be assessed by the Board of Directors on appointment.

The Appointment and Remuneration Committee meets with the frequency needed to fulfil its functions, at the call of the Chair of the Committee itself. The Chair of the Committee plans and coordinates the activities of the Committee, represents it, calls it and chairs and manages its meetings, informing the Board of Directors of the resolutions taken by the Committee at the first available meeting. Should they be absent or prevented from attending, the Chair is replaced by the oldest member of the Committee present.

The Chair of the Committee can invite to individual meetings the Chairman of the Board of Directors, the Chief Executive Officer, the other directors and, by informing the Chief Executive Officer of the same, members of the corporate departments by subject matter and people from outside the Company, in order to provide relevant information and assessments in reference to individual points on the agenda. The meetings of the Committee see the participation of the Chair of the Board of Statutory Auditors or another standing auditor nominated by the latter. Meetings of the Committee can be attended by the other members of the Board of Statutory Auditors. The call notice is sent by the Chair of the Committee by email usually at least three

days before the date set for the meeting, or, in an emergency, at least one day before this date, to all the members of the Committee, to the Board of Statutory Auditors, and to any other manager who may be entitled to intervene on the issues under examination and to identify the actions needed to address potentially critical situations. The notice contains an indication of the date and place of the meeting, as well as the items to be addressed. In any case the meeting of the Committee is understood as validly called, albeit without a formal call within the deadlines and with the means specified above, should all the members of the Committee be present or the majority of them are present and those absent have notified in writing that they are aware of the meeting and have no objection to the fact that the meeting will be held in their absence. The Committee may meet using audio/video conferencing provided that all the participants can be identified and it is possible for them to follow the discussion and to intervene in real time in the handling of the issues addressed. The meeting is considered held in the place where the Chair of the Committee is located. The Committee shall be validly established with the majority of members in office present and shall resolve with an absolute majority of those voting.

Any member of the Committee must abstain from voting if he or she should find himself or herself in conflict of interest concerning a specific item on the agenda. Should this obligation not be respected, the resolution should be considered as not validly adopted if the vote of the member who should have abstained was decisive in obtaining the necessary majority. It is understood that no director takes part in the meetings of the Committee in which proposals are made regarding their remuneration.

Information concerning the Committee's operation and activities is also detailed in the Remuneration Report.

The meetings and the related resolutions passed are recorded in specific minutes drawn up by the Secretary, if appointed, or should a secretary not have been appointed, by the members of the Committee, and signed by all the members who took part and by the secretary, if appointed. The Chair provides information on this at the first available Board of Directors.

In 2021, the Appointment and Remuneration Committee consisted of non-executive directors, the majority of whom were independent, with the Chair chosen from among the independent directors. In addition, at least one member of the Committee has knowledge and experience on finance or pay policies.

During 2021, the Appointment and Remuneration Committee met 8 times. The average duration of the meetings was approximately one hour.

As of the date of this Report, the Appointment and Remuneration Committee has already met 2 times in 2022.

In all the meetings in which people who are not members of the Committee took part, participation occurred on the invitation of the Chair of the Committee itself and, when people from the competent company departments took part, the Chief Executive Officer was informed. Members of the Board of Statutory Auditors were able to attend the meetings.

## Functions of the Appointment and Remuneration Committee on remuneration

In reference to the duties and functions of the Committee on the remuneration of directors, General Managers, auditors and Executives with strategic responsibilities, the Committee undertakes the following activities:

- (a) assisting the Board of Directors in defining the remuneration policy and the remuneration paid (in compliance with the provisions of art. 123-ter of Legislative Decree no. 58 of 24 February 1998, "FCA");
- (b) making proposals or expressing opinions on the remuneration of executive directors and other directors who hold particular offices, as well as setting performance objectives linked to the variable component of such remuneration;
- (c) monitoring the actual implementation of the remuneration policy and verifying, in particular, the effective achievement of performance objectives;
- (d) assessing on a regular basis the adequacy and overall consistency of the policy for the remuneration of directors and top management.

In particular, for 2021, the Appointment and Remuneration Committee mainly undertook the following activities:

- noted the resignation as Chief Executive Officer of Matteo Carlo Maria Mascazzini and examined the proposed agreement for consensual termination of the existing employment and managerial relationship with the Company;
- examination and assessment of the proposal with regard to the “pay package” for the Chief Executive Officer Livio Libralesso, also in his role as General Manager of Administration, Finance and Control, Corporate Legal & IT;
- Remuneration policy in accordance with art. 123-ter of Italian Legislative Decree 58/1998;
- “Report on Remuneration Policy and on Remuneration Paid” drawn up pursuant to art. 123-ter of Legislative Decree 58/1998 (as subsequently modified) and pursuant to art. 84-quater and Annex 3A, model 7-bis of Consob Regulation 11971/1999 (as subsequently modified). The Committee also highlighted the changes made pursuant to Legislative Decree 49/2019 which transposed into Italian law Directive (EU) 2017/828 (“Shareholder Rights Directive II”

- SHRD 2”) setting out the new laws introduced to guarantee more transparency and more involvement of shareholders in the remuneration of Directors;
- variable short-term pay 2020 (MBO) for the Chief Executive Officer and Strategic Executives;
- variable short-term pay 2019 (MBO) for the Chief Executive Officer and Strategic Executives: notes the failure to achieve the corporate performance objectives;
- proposal regarding the determination and division of the remuneration of Directors, including those vested with particular responsibilities, following reconfirmation of the overall pay by the Shareholders’ Meeting of 22 April 2020;
- noted the communications by the Chief Executive Officer and the Strategic Executives waiving adhesion to the new 2020 plan envisaged for recognition of the variable short-term remuneration (“MBO”), in consideration of the very serious economic and financial crisis caused by the Covid-19 healthcare emergency;
- examination and assessment of a Stability pact in favour of a Strategic Executive;
- half-year financial report of the Appointment and Remuneration Committee on the remuneration policy.

For further information relating to the functions of the Appointment and Remuneration Committee, reference should be made to the description in the report on remuneration, prepared pursuant to art. 123-ter of the Finance Consolidation Act and available on the Company’s website in the Governance section (the “**Report on Remuneration**”).

Whilst carrying out its functions, the Committee was able to access the information and corporate functions necessary for the performance of its tasks, as well as avail itself of outside consultants. In meeting any expenses, the Committee made use of financial resources within the limits established by the Board of Directors.

## 9. RISK MANAGEMENT AND INTERNAL AUDIT SYSTEM – AUDIT AND RISK COMMITTEE

The Board of Directors defined, in accordance with Company strategies, the guidelines of the Risk Management and Internal Audit System (hereinafter also “RM-IAS”) through the coordination of the dedicated internal bodies and the assessment of their periodical reports, so that the main risks regarding the Company and its subsidiaries are correctly identified, and adequately measured, handled and monitored, in order to contribute to the Company’s sustainable success.

The Board of Directors formulates its strategies and adopts the related decisions on the basis of a corporate risk management process which is inspired by leading international practices, but also taking into due consideration the national guidelines issued by organisations active in the sectors in which Geox operates. This risk management process is put in place in order to identify potential events which may influence the corporate activity, to manage risk within the limits of acceptable risk and to provide reasonable certainty on the achievement of the corporate objectives in strategic, operational, reporting and compliance terms.

Annually the Board of Directors, subject to the opinion of the Audit, Risk and Sustainability Committee, reviews and, if necessary, redefines the guidelines on the RM-IAS, including the Enterprise Risk Management (“ERM”) process, so that the main risks regarding the issuer and its subsidiaries are correctly identified, as well as adequately measured, managed and monitored.

In addition, the Board of Directors defines, on the basis of the strategic objectives and the corporate business plan, the level of compatibility of the risks in relation to management of the Company which is coherent with the strategic objectives identified.

### **Main features of the Risk Management and Internal Audit System**

#### *Background*

The Risk Management and Internal Audit System is a process implemented by the Board of Directors, by the management and by other Company departments; it consists of the set of rules, procedures and organisational structures aimed at enabling the identification, measurement, management and monitoring of the main risks and taking informed decisions; it contributes to conducting business consistently with the Company's objectives, with a view to medium and long-term sustainability of the Company's activities and helps to ensure the protection of the Company's assets, as well as the efficiency and effectiveness of corporate processes; it is used to develop strategies throughout the organisation and is devised to identify potential events that

may impact on the Company's business, to manage risk within the limits of the acceptable risk and provide reasonable certainty on the achievement of business objectives, including the reliability, accuracy, truthfulness and timeliness of information provided to corporate bodies and the market, compliance with laws and regulations as well as with the Articles of Association and internal procedures.

The organisation of the Risk Management and Internal Audit System involves, each for their own areas of responsibility:

- the Board of Directors, which is responsible for steering and assessing the adequacy of the system;
- the Chief Executive Officer, who is responsible for setting up and maintaining the Risk Management and Internal Audit System;
- the Audit, Risk and Sustainability Committee, which is set up under the Board of Directors, with the task of supporting the assessments and decisions of the management body relating to the Risk Management and Internal Audit System and to approval of the periodic financial and non-financial reports;
- the head of the Internal Audit Department who is responsible for verifying that the Risk Management and Internal Audit System is functioning, suitable and coherent with the guidelines defined by the Board of Directors;
- the other corporate functions involved in the controls (such as the departments for risk management and overseeing legal risk and non-compliance), which are broken down in relation to the size, sector, complexity and risk profile of the company;
- the Board of Statutory Auditors, which oversees the efficiency of the Risk Management and Internal Audit System.

- In consideration of the extraordinary context that emerged following the COVID-19 pandemic, the Board of Directors temporarily maintained, by way of exception to the recommendation of the Corporate Governance Code, the independent director Alessandro Antonio Giusti as the person responsible for setting up and maintaining the Risk Management and Internal Audit System until the end of his mandate (i.e. until approval of the financial statements at 31 December 2021). This exception was adopted due to the need to ensure continuity in the role in a context of an emergency, taking account also of the expiry of the mandate of the Board of Directors with the approval of the financial statements at 31 December 2021. This decision seeks to protect the principles set out by the Corporate Governance Code to guarantee effective and efficient identification, measurement,

management and monitoring of the main risks in an emergency, to which is added the expiry of the mandate of the Board of Directors.

Furthermore, since the entry into force of Law 262/2005, Geox has implemented procedures aimed at increasing the transparency of corporate reporting and making the internal control system more effective, especially controls relating to financial reporting, of which they are part. In particular, Geox's Risk Management and Internal Audit System was created on the basis of the CoSO Report - Enterprise Risk Management Integrated Framework, issued by the Committee of Sponsoring Organisation of the Treadway Commission, whilst taking into due account the national guidelines issued by the organisations operating in the same sectors as Geox's.

In exercising its activity of managing and coordinating subsidiary companies, Geox establishes the general principles concerning the operations of the Risk Management and Internal Audit System for the whole Group. It is understood that each subsidiary implements these principles in line with local regulations and through organisational structures and operating procedures that are appropriate to the specific context.

#### *Enterprise Risk Management*

During 2019 the Company started, with the support of the Audit, Risk and Sustainability Committee, a thorough revision of the mapping of the risks and of the structure of Enterprise Risk Management (ERM) in line with best international practices.

During 2021 Geox, in light of the revision of the corporate strategy and of the new 2022-24 Business Plan, continued to implement the structured process of Enterprise Risk Management, identifying the guidelines on the basis of which it will develop the work to renew ERM in line with leading international practice and with the current level of maturity of the risk management processes implemented by the Geox Group.

The maintenance of an effective and efficient internal audit system will also make it possible to identify, assess and manage the corporate risks as well as:

- a) enabling responsible risk governance;
- b) clearly identifying responsibilities in the management of risks;
- c) integrating the assessment of objectives with the assessment of the risks inherent therein;
- d) orienting risk reduction priorities.



In addition, the ERM developed over the previous years was assessed with a view to its continuous refinement and improvement, identifying specific suggestions relating to the Risk Management Policy, to the centrality of the objectives in identifying risks, to risk appetite, to reporting, etc.

*Description of the main features of the existing Risk Management and Internal Audit System in relation to the financial reporting process*

a) Phases of the existing Risk Management and Internal Audit System in relation to the financial reporting process

*Risk identification*

The Chief Executive Officer and the Manager in Charge, consistently with the operating principles of the Risk Management and Internal Audit System related to the financial reporting process, shall prudently and accurately identify on an annual basis the main risks connected to that activity (so-called scoping activity). The risk identification process involves identification of the Group companies and the operating flows liable to material errors or fraud, in relation to the economic values presented in the items of Geox's financial statements and/or the consolidated financial statements.

The result of the scoping activity is the definition of a set of Company Processes/Legal Entities, in consideration of the typical risks incurred in the preparation of financial information intended for the public.

The companies and processes considered to be significant with reference to the financial reporting process shall be identified through quantitative and qualitative analyses.

By referring to national and international market best practices, the quantitative selection of companies shall be made on the basis of consolidated data, taking into account the contribution of the single companies to the formation of such data.

The companies not relevant from a quantitative viewpoint shall be subject to qualitative analysis to verify whether or not their characteristics are such as to make it necessary to include them in the analysis of the Internal Audit System.

Some of the factors, among others, considered in the analysis are indicated below:

- presence of specific risks in connection with certain sections of the financial statements, likely to result in relevant mistakes in the Group's financial reporting;
- extraordinary transactions (mergers / demergers / acquisitions) that could result in a relevant mistake in the financial statements;
- non-recurrent transactions with related parties of a considerable amount;

- presence of local factors that impact on the performance of activities (for example, country with a high level of corruption / fraud risk);
- company subject to special tax rules or residing in countries included in black lists.

For each relevant company, the main classes of transactions (or significant processes) that lead to the formation of the related financial statements shall be identified.

The identification of significant processes includes, first of all, the identification of significant accounts, i.e. of those accounts that exceed, in relation to the amounts appearing in the last statement of assets and liability and profit and loss account, a threshold of materiality identified on an annual basis.

In the context of each process so identified, events that may compromise the objectives of the financial reporting process shall be pinpointed.

#### *Assessment of the Risks on financial reporting*

For each risk, the management shall define the limits of tolerance in the likelihood of occurrence and in the impact that such risks may produce.

Risks shall be identified by classifying them on the basis of the main sources of risk identified on a regular basis by the Director in charge of the Risk Management and Internal Audit System.

The assessment consequent to the identification of the events of risk must be made in relation to the two aspects of risk analysis, namely, the likelihood of occurrence and the potential impact on objectives.

The importance of the risk shall be assessed both for the purpose of determining the relevant risk and for the assessment of the residual risk, in order to enable the correct interpretation of the degree of exposure to risk and the redefinition, if any, of the risk management strategy.

As a matter of fact, the risk management strategy must be re-considered on the basis of the actual reduction of the likelihood of occurrence, of the impact or of both these elements on the part of the defined reactions.

This involves that the reaction to risk may be identified for the first time – or changed, if already defined – further to the assessment of the overall development and adequacy of the Risk Management and Internal Audit System.

#### *Assessment of relevant issues in relation to non-financial reporting and diversity*

For the purposes of preparing the consolidated non-financial statement, Geox has identified the issues considered important for the purposes of reporting in the statements, considering both the viewpoint of its own organisation (through workshops and in-house interviews) and the

results that emerged from the benchmarking work undertaken using as reference points the main competitors of the Geox Group which operate in the fashion sector as well as studies linked to the world of sustainability. Each key issue was then associated with one or more indicators from among those envisaged by the main global reference parameters on non-financial reporting issued by the international organisation, the Global Reporting Initiative (the GRI-Standards Guidelines). The draft of the consolidated non-financial statement relating to 2021 was then prepared in compliance with the regulation set out by Legislative Decree 254/2016 and on the basis of the results that emerged and represented in the materiality analysis. The Company also started a program of stakeholder engagement through which the materiality analysis will be updated. For the purposes of the consolidated non-financial statement, which is prepared in compliance with the regulation set out by Legislative Decree 254/2016, the Board of Directors, on 8 November 2017, entrusted the independent audit of the non-financial statements to BDO Italia S.p.A. starting from 2017, subsequently reconfirmed up to 2021.

#### *Assessment regarding regulatory compliance*

Since 2018 the Company has adopted the Global Compliance Program, a document prepared in order to oversee issues relating to the Group's compliance in the countries where it operates. In addition, in line with the control systems described previously, Geox positively completed the process to obtain ISO 37001 certification on policies to combat active and passive corruption.

#### *Identification of controls in view of identified risks*

Control activities include the policies and procedures that ensure to the management the correct implementation of risk management measures. Control activities shall be implemented throughout the company organisation, at all functional and management levels.

Such activities are represented by a set of diversified transactions such as, by way of example, without limitation, approvals, authorisations, comparisons, reconciliations, protection measures, separation of tasks, etc.

Control activities may operate with ex-ante effects (so-called preventive activities) or ex-post effects (so-called detective activities) and they may be performed manually by the person in charge of controls or be integrated in the Company's automated computer systems.

#### *Assessment of controls in view of identified risks*

Controls are generally assessable in relation to many characteristics, but within the financial reporting process, they must ensure the correct implementation of at least two characteristics:

1. traceability: a control must leave traces of its execution;
2. effectiveness: a control must effectively mitigate, alone or jointly with other controls, the associated risk by acting alternatively or jointly on the likelihood of occurrence and impact of the risk.

Controls shall be assessed by analysing the correct aims of control activities and their actual and effective application over time.

In relation to the financial reporting process, control activities shall be assessed in two half-yearly sessions, possibly followed by equally regular follow-up phases, should some problematic aspects emerge.

### *Whistleblowing*

During 2018 Geox implemented a whistleblowing system with the aim of promptly investigating and scrupulously managing any illicit behaviour and/or violations regarding suspect conduct that does not confirm to what is established by the Group's Code of Ethics. The Code is the pillar of the whistleblowing system, but this must be read and interpreted together with the documents which are considered essential for the development and dissemination of the fundamental values for Geox, such as: the Organisation, Management and Control Model adopted by the Company, the Code of Conduct for Suppliers, the policies, procedures, guidelines, and the regulation which is in any case applicable to Geox.

The internal whistleblowing process, also in compliance with the recent law on the matter, has been structured through a dedicated channel managed by a specialist third party, EQS Group AG, which includes a web multilingual platform in order to manage potential notifications in compliance with the relevant law.

### b) Roles and functions involved

Without prejudice to the responsibility of every company manager as described in point a), the main players in the Risk Management and Internal Audit System in the financial reporting process are:

- the Board of Directors, which is responsible for steering and assessing the adequacy of the Risk Management and Internal Audit System;
- the Chief Executive Officer and the Manager in Charge pursuant to art. 154-bis of the FCA, who are in charge of defining and evaluating specific control procedures aimed at protecting against risks when drawing up the accounting documents;

- the Director in charge of the Risk Management and Internal Audit System, as person primarily responsible for the initiatives regarding the assessment and management of business risks;
- the Audit, Risk and Sustainability Committee, which, in order to support the Board of Directors, analyses the results of audit activities on the Risk Management and Internal Audit System to identify the actions to be taken, if any;
- the Internal Audit department, which, remaining objective and independent, provides methodological advices in the assessment of the adequacy and effective application of the control procedures defined by the Manager in Charge. In this scope of activity, the Internal Auditing shall also report any relevant circumstance of which it becomes aware to the Audit, Risk and Sustainability Committee and to the Manager in Charge;
- the Board of Statutory Auditors which, in order to support the Board of Directors, oversees compliance with the law and the Articles of Association, compliance with the principles of correct administration, the adequacy of the organisational structure (for aspects under its responsibility), the Risk Management and Internal Audit System as well as the administrative-accounting system and the reliability of the latter to correctly represent operations;
- the Supervisory Body pursuant to Legislative Decree 231/2001, which acts within the scope of its supervisory activities for corporate crimes envisaged by Legislative Decree 231/2001, identifying risk scenarios and verifying at first hand compliance with the control systems. Furthermore, the Supervisory Authority monitors compliance with and application of the group's Code of Ethics.

The Board of Directors on 23 February 2022, having taken account of the indications provided by the Audit, Risk and Sustainability Committee and by the subject responsible for the Risk Management and Internal Audit System, as well as the work of the head of the Internal Audit department, expressed, for 2021, a positive assessment on the adequacy, effectiveness and the effective functioning of the risk management and internal audit system.

## **9.1 CHIEF EXECUTIVE OFFICER**

For the reasons set out above, by way of exception to the recommendations of the Corporate Governance Code, the Board of Directors entrusted the Director Alessandro Antonio Giusti with the task of setting up and maintaining the Risk Management and Internal Audit System until the end of his mandate (i.e. until approval of the financial statements at 31 December 2021). This choice sought, among other things, to allow the Chief Executive Officer to maintain as much focus as possible in managing the business in such an exceptional moment.

Therefore, Mr Giusti during 2021 saw to the identification of the main company risks, taking into account the characteristics of the activities performed by the Company and by its subsidiaries, submitting them periodically to the Board's evaluation. He also implemented the guidelines defined by the Board of Directors, aimed at an on-going adjustment of the internal audit system and its management, by designing, implementing and directing the risk management and internal audit system and constantly verifying its overall adequacy and efficiency.

Moreover, Mr Giusti of the Risk Management and Internal Audit System handled adapting this system to the trend in the operating conditions and the legislative and regulatory panorama and entrusted the Internal Audit department with verifications on specific operational areas and on the compliance with the internal procedural rules governing the performance of company transactions, giving immediate notice thereof to the Chairman of the Board of Directors, the Chair of the Audit, Risk and Sustainability Committee and to the Chair of the Board of Statutory Auditors.

His activity has been carried out in coordination with the Audit, Risk and Sustainability Committee.

## **9.2 AUDIT AND RISK COMMITTEE**

The Board of Directors has set up an Audit, Risk and Sustainability Committee.

During 2021, the Audit, Risk and Sustainability Committee met 11 times. The same number of meetings is expected to be held this year. As of the date of this Report, the Committee has already met 2 times in 2022.

The meetings, which lasted an hour and a half on average, were coordinated by a chair and were duly recorded in minutes. Some meetings were attended by individuals who are not members of the Audit, Risk and Sustainability Committee and their participation took place upon the invitation of the Chair of the Committee and with regard to specific items on the agenda

informing the Chief Executive Officer of the same should people from the company departments responsible for a specific issue take part.

The Committee consists of at least three non-executive directors, the majority of whom are independent and are appointed by the Board of Directors, one of whom acts as Chair and is chosen from among the independent directors. The Chairman of the Board of Directors cannot chair the Committee. The Committee overall has adequate knowledge of the business sector in which the Company operates in order to assess the related risks. One of the members, Alessandro Antonio Giusti, is a qualified accountant and has acknowledged accounting and financial experience, which was considered adequate by the Board of Directors on his appointment, and he also holds the office of Director in charge of the Risk Management and Internal Audit System.

The Chair of the Committee can invite to individual meetings the Chairman of the Board of Directors, the Chief Executive Officer, the other directors and, by informing the Chief Executive Officer of the same, members of the corporate departments by subject matter.

The meetings of the Committee see the participation of the Chair of the Board of Statutory Auditors (or another standing auditor nominated by the latter) and the head of the Company's Internal Audit Department. The meetings of the Committee can be attended by the other members of the Board of Statutory Auditors.

This Committee has been assigned the tasks as set out in Recommendation 33 and in particular the Committee supports the Board of Directors in carrying out the duties relating to the Risk Management and Internal Audit System, and in particular:

- in the definition of the guidelines of the Risk Management and Internal Audit System in coherence with the Company's strategies;
- in the assessment, on at least an annual basis, regarding the adequacy of the risk management and internal audit system in regard to the characteristics of the business and the risk profile taken on, as well as in regard to its effectiveness;
- in the appointment and termination of the head of the Internal Audit Department and in all the related activities in accordance with the provisions of the Corporate Governance Code. Should the Board of Directors decide to entrust the Internal Audit Department, overall or for parts of its operations, to a subject from outside the Company, the Committee supports the Board in guaranteeing that the person has suitable prerequisites of professional standing, independence and organisation, without prejudice to the fact that the Board of Directors must provide adequate motivation for this choice in the report on corporate governance;

- in the approval, at least on an annual basis, of the work plan prepared by the head of the Internal Audit Department, having consulted the Board of Statutory Auditors and the Chief Executive Officer;
- in the assessment of the opportunity to adopt measures to guarantee the effectiveness and impartiality of the other company departments indicated in Recommendation 32, letter e), of the Corporate Governance Code, verifying that they have adequate professional standing and resources;
- in the attribution to the audit body, or to a specifically created body, of supervisory functions under art. 6, paragraph 1, of Legislative Decree 231/2001;
- in the assessment, having consulted the Board of Statutory Auditors, of the results set out by the independent auditor in its letter of suggestion, if any, and in the supplementary report sent to the audit body;
- in the description of the main characteristics of the Risk Management and Internal Audit System in the report on corporate governance and the means of coordination among the subjects involved in it, indicating the key national and international models and best practice and the overall assessment of the adequacy of the system itself.

The Audit, Risk and Sustainability Committee, in addition, in conformity with Recommendation 35 of the Corporate Governance Code, in helping the Board of Directors:

- assesses, having consulted the manager in charge of corporate financial reporting and the independent auditor and the Board of Statutory Auditors, the correct use of the accounting standards and their homogeneity for the purposes of drafting the consolidated financial statements;
- assesses the suitability of periodic financial and non-financial information in correctly representing the Company's business model, strategies, the impact of its business and the performance achieved, in coordination with the Appointment and Remuneration Committee;
- examines the contents of the periodic non-financial information which is relevant for the purposes of the Risk Management and Internal Audit System;
- expresses opinions on specific aspects regarding the identification of the main corporate risks and supports the assessments and decisions of the Board of Directors relating to the management of risks arising from prejudicial facts of which the latter has become aware;
- examines the periodic reports and those of particular importance prepared by the Internal Audit Department;
- monitors the autonomy, adequacy, effectiveness and efficiency of the Internal Audit department;



- tasks the Internal Audit Department – wherever it deems it necessary – with checks on specific operating areas, simultaneously informing the Chair of the Board of Statutory Auditors;
- reports to the Board of Directors, at least on approval of the annual and half-year reports, on the work undertaken and on the adequacy of the risk management and internal audit system;

In addition, the Committee, in its role as the Committee for sustainability, undertakes preliminary analyses, makes proposals and provides consultancy to the Board of Directors on the sustainability of corporate policies, in particular:

- oversees the sustainability policies connected to carrying out its business and its work on stakeholder engagement;
- examines the guidelines of the strategic sustainability plan proposed by the Chief Executive Officer and monitors progress in the activities and projects contained in the plan;
- examines the consolidated non-financial statement in compliance with the Consob Regulation adopted with resolution 20267/2018;
- expresses, at the request of the Board of Directors or of the Chief Executive Officer, opinions on sustainability issues.

In addition, the Company's Audit, Risk and Sustainability Committee can undertake, provided that it has the prerequisites in terms of composition envisaged by the applicable legal and regulatory provisions, the functions attributed to the committees responsible for related party transactions (RPT) (Committee for Less Significant RPTs) envisaged by the Regulation to govern related-party transactions approved by the Board of Directors with its resolution of 28 October 2010 in conformity with the Consob RPT Regulation and subsequently modified by the Board of Directors, lastly on 25 February 2021.

In 2021, as part of the main activities undertaken by the Audit, Risk and Sustainability Committee, the latter:

- supported the Board in carrying out the tasks entrusted to the latter by the Code on risk management and internal audit;
- monitored the work to verify the audit protocols envisaged by the Organisation and Management Model under Legislative Decree 231/2001, which was last updated during 2021 and approved by the Board of Directors on 13 May 2021. In addition, the Committee was constantly updated by the Supervisory Body in reference to the general audit work, preceded by the undertaking of a risk assessment, of the Company's Model 231 and the updating of the same to tax crimes, as well as to the new crimes introduced by Legislative Decree

75.2020 (1) (Directive (EU) 2017/1371, the so-called “PIF Directive”) as well as the revision of the Special Part relating to Crimes against the Public Administration and the preparation of a new Special Part relating to Tax Crimes, having assessed, after consulting the manager in charge of corporate reporting, the independent auditor and the Board of Statutory Auditors, the correct use of accounting standards and their homogeneity for the purposes of drawing up the consolidated financial statements;

- assessed the suitability of the periodic financial and non-financial information, to correctly represent the Company’s business model, strategies, the impact of its business and the performance achieved, in coordination with the Appointment and Remuneration Committee;
- examined the contents of the periodic non-financial information which is relevant for the purposes of the Risk Management and Internal Audit System;
- expressed its view on specific aspects regarding the identification of the main company risks and supported the assessments and decisions of the Board of Directors relating to the management of risks deriving from prejudicial acts which the latter has become aware of;
- examined the periodic reports and those of particular importance prepared by the Internal Audit Department;
- monitored the independence, adequacy, effectiveness and efficiency of the Internal Audit department; the Committee evaluated the state of implementation of the internal procedures defined and disclosed so far;
- regularly reported to the Board of Directors, at least half-yearly, on the activities performed and on the adequacy of the Risk Management and Internal Audit System.

In addition, during 2021, the Audit, Risk and Sustainability Committee, among other things:

- updated and approved the Regulation of the Audit, Risk and Sustainability Committee in line with the provisions of the recent Corporate Governance Code;
- acted as the Committee for Less Significant Related Parties on a number of occasions and in 2021 expressed a positive opinion on the revision of the Regulation covering related parties;
- monitored continuously, with the help of the Head of Sustainability, the work undertaken by the Company on ESG, assessing it positively;
- noted the reassignment of roles and responsibilities following the resignation of the Head of Internal Audit Francesco Allegra.

Pursuant to Directive 95/2014 on the disclosure of non-financial information and of information on diversity, which was transposed in Italy with Legislative Decree 254/2016, the Company, as all the other subjects concerned, is required to report regarding non-financial information and

diversity. This information concerns environmental and social issues, employee-related issues, respect for human rights, anti-corruption, diversity on the Board of Directors and other aspects concerning sustainability.

When carrying out its functions, the Audit, Risk and Sustainability Committee is entitled to access the information and corporate departments necessary for the performance of its tasks, as well as avail itself of outside consultants. When covering any expenses, the Committee may make use of monies allocated for contingent requirements.

The Board of Directors of 25 February 2021 - as part of the updating of corporate governance to the Corporate Governance Code – approved the Regulation of the Audit, Risk and Sustainability Committee.

### 9.3 HEAD OF INTERNAL AUDIT

The Board of Directors of 28 October 2021 approved the appointment of Gabriele Lizzio as the Head of Internal Audit. In the previous part of the year, this role was held by Francesco Allegra. In reference to 2021, the Board of Directors engaged the Head of the Internal Audit Department to verify that the Risk Management and Internal Audit System was functioning, adequate and coherent with the guidelines defined by the Board of Directors itself.

The Board of Directors also guaranteed that the Head of Internal Audit has adequate prerequisites of professional standing, independence and organisation.

The Board also set the remuneration of the Head of Internal Audit in line with company policies and guaranteed that they have adequate resources to carry out their responsibilities.

The Head of Internal Audit appointed is not responsible for any operational area of the Company and reports directly to the Board itself. In addition, during the year 2021, the Head of Internal Audit has performed his duties in line with and within the limits of an official mandate which provides him with free and direct access to all the information considered useful for the performance of his tasks.

The Board of Directors of 25 February 2021, having consulted the Board of Statutory Auditors, the Chief Executive Officer and Alessandro Antonio Giusti, approved the work plan prepared by the Head of Internal Audit.

During the year, the Head of the Internal Audit Department:

- verified, on an on-going basis and in relation to specific needs and in compliance with international standards, the operations and adequacy of the Risk Management and Internal Audit System, through an audit plan approved by the Board of Directors and

based on a structured process of analysis and prioritization of the main risks (Recommendation 36, letter a);

- prepared periodic reports containing adequate information on its activity, on the means in which risk management is handled as well as on compliance with the plans defined to contain such risks. The periodic reports contain an assessment on the suitability of the Risk Management and Internal Audit System (Recommendation 36, letter b);
- promptly prepared, also at the request of the Board of Statutory Auditors, reports on events of particular importance (Recommendation 36, letter c);
- verified, as part of the audit plan, the reliability of the information systems, including the accounting systems (Recommendation 36, letter g).

In addition, the Head of Internal Audit sent the Chairs of the Board of Statutory Auditors, of the Audit, Risk and Sustainability Committee and of the Board of Directors as well as the Chief Executive Officer, limited to the cases in which the subject of the report did not involve any of these people, the reports as set out in Recommendation 36, letters b) and c) above.

#### **9.4 ORGANISATION MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001**

For some time now, the Group has adopted its Model for Organisation, Management and Control in compliance with Legislative Decree no. 231/2001, available in the Governance section of the website [www.geox.biz](http://www.geox.biz).

In 2015, a complete review was undertaken of the Model 231 following a risk assessment process which led to the identification of the processes which are sensitive in terms of the decree and to the inclusion of the final types of crime introduced by the law. In addition, among the main elements subject to review were: a) the review of the system of sanctions and b) the formalisation of the periodic information flows to the Supervisory Body.

Following the aforementioned amendments, the new Model 231 was approved by the Board of Directors on 12 November 2015.

The Model 231 was subsequently updated during 2018 following the introduction of the law on whistleblowing. This amendment was approved by the Board of Directors on 17 April 2018.

Finally, the Model 231 was updated recently and approved by the Board of Directors of 13 May 2021, with particular reference to the introduction of tax crimes, as well as to the new crimes introduced by Legislative Decree 75/2020 (transposition in Italy of Directive (EU) 2017/1371, the so-called “PIF Directive”), with the revision of the Special Part of Model 231 relating to crimes against the Public Administration (including the new crimes introduced by the transposition of the PIF Directive) and the preparation of a new Special Part relating to Tax Crimes.

During this revision a careful study and thorough risk assessment were carried out through document analysis and multiple interviews with key officers and the importance of this overall risk assessment was noted, with the goal of guaranteeing the Company greater and timely protection, since these are important controls and exemptions in the case of a crime.

In order to oversee the correct functioning of the Model, on 16 April 2019, the Board of Directors renewed the appointment of the Supervisory Body in the persons of Marco Dell'Antonia (Chairman), Renato Alberini and Fabrizio Colombo, the latter is also a member of the Board of Statutory Auditors, in order to guarantee coordination among the subjects involved in the risk management system. Every year, the Supervisory Body, which can rely on a specific budget, implements its own audit plan aimed at detecting compliance with audit protocols in relation to offence risks, taking advantage also of the Internal Audit department in the performance of its activities.

## **9.5 INDEPENDENT AUDITING FIRM**

The Shareholders' Meeting held on 17 April 2013 granted the appointment for the auditing of the accounts to the firm Deloitte & Touche S.p.A., for the accounting periods as from 31 December 2013 until 31 December 2021.

The Shareholders' Meeting held on 22 April 2021 granted the appointment for the auditing of the accounts to the firm KPMG S.p.A. for the accounting periods as from 31 December 2022 until 31 December 2030.

The Board of Directors of 13 May 2021, taking account of the indications provided by the Board of Statutory Auditors, assessed the results set out by the independent auditor in the letter of recommendations received and in the supplementary report addressed to the Board of Statutory Auditors.

## **9.6 MANAGER IN CHARGE OF CORPORATE FINANCIAL REPORTING AND OTHER CORPORATE ROLES AND FUNCTIONS**

Massimo Nai, Geox Group's Financial Accounting Manager, was appointed as manager in charge of corporate financial reporting by the Board of Directors, upon the proposal of the Chief Executive Officer and in agreement with the Chairman, subject to the opinion of the Board of Statutory Auditors on 5 March 2020.

Art. 18 bis of the Articles of Association envisages that the manager in question is chosen from among the executives who have carried out, for a suitable period of time, administration,

management or auditing activities and who are in possession of the honourability requisites envisaged by current legislation.

For the performance of his duties, the manager is provided with an annual expenditure budget and, subject to the agreement of the Company, may avail himself of the advice of the Internal Audit department.

Following the resignation of Francesco Allegra, some of the functions that were previously attributed to the Head of Internal Audit were redistributed. In particular, the Board of Directors of 29 July 2021 appointed as the Head of Anti-Corruption Pierluigi Ferro who, among other things, oversees the application of and compliance with the criteria to maintain ISO:37001 certification.

## **9.7 COORDINATION BETWEEN THOSE INVOLVED IN THE RISK MANAGEMENT AND INTERNAL AUDIT SYSTEM**

The Board of Directors defined the coordination and information flows among the aforementioned subjects who are involved in the Risk Management and Internal Audit System, in order to maximise the efficiency of the system itself, reduce the duplication of work and guarantee effective undertaking of the Board of Statutory Auditors' own duties. For the concrete means of implementation, reference should be made to the paragraph below.

In order to maximise the efficiency of the Risk Management and Internal Audit System and to reduce the duplication of work, the meetings of the Committee see the participation of both the Chair of the Board of Statutory Auditors (or another standing auditor nominated by the latter) and the Head of the Company's Internal Audit Department. Other members of the Board of Statutory Auditors can also attend the meetings of the Committee.

The Audit, Risk and Sustainability Committee and the Board of Statutory Auditors promptly exchange relevant information for the carrying out of their respective duties. Therefore, also the members of the Board of Statutory Auditors must always be invited to these meetings.

The person responsible for the risk management and internal audit system and the Head of Internal Audit shall meet on a monthly basis in such a way as to inform each other of their activities and define less relevant interventions, if any, of which it is reckoned that the Board of Directors need not be informed.

The Audit, Risk and Sustainability Committee shall meet the Manager in charge and the Head of Internal Audit on a six-monthly basis, to analyse the specific results of the audit regarding the management of the financial reporting process.

## 10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

Pursuant to art. 2391-bis of the Civil Code, and the Consob RPT Regulations, the Board of Directors of 28 October 2010 approved the Regulation governing Related-Party Transactions concerning the governance of related-party transactions, in force since 1 January 2011, and last amended - subject to the favourable opinion of a committee composed exclusively of independent Directors - by the Board of Directors with its resolution of 5 March 2020 on the occasion of the triennial review, and published on the Company's website [www.geox.biz](http://www.geox.biz) in the Governance section.

On 25 February 2021, the Board of Directors approved a revision to the Regulation governing Related-Party Transactions, which came into force on 1 July 2021 in order to transpose the changes made to the Consob RPT Regulations by Consob Resolution no. 21624 of 10 December 2020.

The Regulation governing Related-Party Transactions identifies the principles which Geox abides by in order to ensure the transparency and essential and procedural correctness of transactions with related parties, in application and compliance with Consob RPT Regulations.

The Regulation governing Related-Party Transactions defines, among other things, the "material" transactions that require approval by the Board of Directors in advance, upon the documented and binding opinion (without prejudice to the provisions of the Articles of Association concerning Shareholders' meeting authorisation) of a committee composed exclusively of independent, unrelated Directors ("**Committee for More Significant RPTs**"); an information report related to such transactions must be disclosed to the public.

Other transactions, unless they fall within the categories of exclusion or exemption pursuant to art. 6 of the Regulation governing Related-Party Transactions, are defined as "Less significant RPTs" and may be approved by the Board of Directors or by any other delegated body, subject to the motivated and non-binding opinion of a committee composed of three non-executive, unrelated and mostly independent directors ("**Committee for Less Significant RPTs**").

Pursuant to the Regulation governing Related-Party Transactions, the functions assigned to the Committee for Less Significant RPTs or to the Committee for More Significant RPTs may be performed by the Audit, Risk and Sustainability Committee, provided that the latter meets the

composition requirements set out in the applicable laws and regulations. Based on the composition of the Audit, Risk and Sustainability Committee as of the date of this Report, only the functions of the Committee for Less Significant RPTs may be attributed to it.

The Audit, Risk and Sustainability Committee met as the Committee for Less Significant Related-Party Transactions 6 times, to examine and express its opinion on transactions relating to leases and subleases and patent and trademark licences with the Company's related parties, on an exceptional exemption to the Remuneration Policy (as better described in the 2022 Report on Remuneration Policy) and on the acquisition of a company (currently inactive) by a related party of the Company.

The Regulation governing Related-Party Transactions identifies the cases in which the procedures can be excluded or which are exempted from them, including, among other things, transactions involving a low amount (i.e. transactions with a value lower than Euro 100,000 for natural persons and with a value lower than Euro 200,000 for legal persons), ordinary transactions concluded under standard or market conditions, transactions with or between subsidiaries and those with associated companies, provided that parties related to the Company do not have significant interests in them, certain transactions, approved by the companies and addressed to all shareholders on equal terms (capital increase under option and free capital increase pursuant to art. 2442 of the Civil Code; total or partial demerger in the strict sense, with proportional share allocation criteria; share capital reduction through reimbursement to shareholders pursuant to art. 2445 of the Civil Code), some transactions relating to the remuneration of Directors and executives with strategic responsibilities, as well as urgent transactions carried out under specific conditions.

Pursuant to Consob Resolution no. 21624 of 10 December 2020, the Regulation governing Related-Party Transactions, which came into force on 1 July 2021, also envisaged the obligation for directors to abstain who have an interest on their own account or for third parties in the transaction, which is in conflict with the interest of the Company (the "directors involved"). In particular, the "directors involved" in the related-party transaction must abstain from voting at the Board of Directors in relation to the transaction both for minor transactions and for major transactions.

The provisions of the Articles of Association governing transactions with related parties were adapted to the Consob RPT Regulations. In particular, with a resolution of the Extraordinary Shareholders' Meeting of 28 October 2010, a new section was included in the Articles of Association, titled "Related-party transactions" (with the consequent re-numbering of the articles of the Articles of Association in force), containing the three articles indicated below:



- Art. 24 of the Articles of Association, which is an introductory article and provides that the Company must approve the transactions with related parties in compliance with current legal and regulatory provisions, as well as with its own Articles of Association requirements and relevant procedures adopted by the Company.
- Art. 25 of the Articles of Association, which allows the Regulation governing Related-Party Transactions to envisage approval by the Board of Directors of the more relevant RPTs despite the adverse opinion of the independent directors, as long as implementation of such transactions is authorised by the Shareholders' Meeting, pursuant to art. 2364, paragraph 1, number 5) of the Civil Code. In this case and also if a proposed resolution to be submitted to the Shareholders' Meeting concerning a material RPT is approved despite the independent directors' adverse opinion, the Shareholders' Meeting resolves with legally established majorities, as long as – if the unrelated shareholders present at the Shareholders' Meeting account for at least 10% of voting share capital – the aforesaid legal majorities are achieved with the favourable vote of the majority of the unrelated shareholders voting at the Shareholders' Meeting.
- Art. 26 of the Articles of Association, which allows the Regulation governing Related-Party Transactions to exclude urgent transactions from their area of application, even if pertaining to the Shareholders' Meeting, within the limits that are allowed by applicable laws and regulations.

In regard to the procedure for the approval of the proposed resolution to the Shareholders' Meeting concerning the aforementioned amendments to the Articles of Association on RPTs (or which are connected to the introduction of the provisions on this issue), it is noted that on 22 September 2010 the Board of Directors met to discuss the adoption of procedures for RPTs provided for by the Consob Regulation and, within this examination and discussion, resolved to propose to the Shareholders' Meeting the above-mentioned amendments to the Articles of Association, subject to the prior favourable opinion of the specifically established committee, composed by independent Directors.

In addition to governing, in the Related-Party Transactions Regulation, possible RPTs which can include situations in which a director has a personal interest or an interest exercised on behalf of others, the Board of Directors assessed and adopted with the Code of Ethics operating solutions designed to make it easier to identify and manage adequately situations in which a director has a personal interest or an interest exercised on behalf of others.

In particular, the Board of Directors in its meeting of 13 May 2005 approved a Code of Ethics, which was fully replaced by the Board of Directors on 31 July 2012 and last amended on 23

February 2018. The new Code of Ethics, like the previous ones, is addressed to corporate bodies and their members, staff, temporary employees, consultants and associates of any type, agents, attorneys and any other entity acting for or on behalf of Geox and, in general, all those with whom Geox and other Group companies come into contact while carrying out their activities. This Code of Ethics, which, moreover, is a fundamental element of the organisational model provided for by Legislative Decree 231/2001 and of the Group's Risk Management and Internal Audit System, emphasizes, in particular, the prevention and management of the situations of conflict of interests. In particular, art. 2 of the Code establishes that *"3. Any situation of conflict between personal interests and Geox's interest must be necessarily avoided or, if this is not possible, must be communicated in advance according to the channels provided"*. Pursuant to art. 19 of the Code of Ethics, specific penalties are provided for in the event of failure to comply with the principles contained in the Code of Ethics (including those involving the prevention and disclosure of conflicts of interest): *"With regard to Directors and Statutory Auditors, breach of the Code's provisions may involve the adoption, by the Board of Directors or the Board of Statutory Auditors respectively, of measures proportionate to the seriousness or repetition or degree of guilt, up to removal from office for just cause, to be proposed to the Shareholders' Meeting"*.

## II. BOARD OF STATUTORY AUDITORS

### II.1 APPOINTMENT AND REPLACEMENT

The provisions applicable to the appointment and replacement of Statutory Auditors are envisaged by the current art. 22 of the Articles of Association and presented below.

*“The Board of Statutory Auditors consists of three standing auditors and two alternate auditors, in compliance with gender balance pursuant to the applicable legal and regulatory provisions. The members of the Board of Statutory Auditors may be reappointed. The Board of Statutory oversees compliance with the law and the Articles of Association, compliance with the principles of correct administration, the adequacy of the organisational structure of the Company for aspects under responsibility of the Internal Audit System as well as the administrative-accounting system and the reliability of the latter to correctly represent operations. The Board of Statutory Auditors also oversees the adequacy of the instructions issued by the Company to its subsidiaries. For the entire duration of their office, the Auditors must meet, under the penalty of forfeiture, the requirements set forth by the law. For the purpose of the provisions of art. 1 paragraph II letters b) and c) of the Decree by the Ministry of Justice no. 162 of 30 March 2000, it must be noted that the topics and the activity sectors strictly related to those of the Company are: clothing, footwear, technologies applied to the above sectors, technologies in general and research. When the Auditors are appointed and before they accept the office, the administration and control tasks carried out by them in other companies are made known to the Shareholders’ Meeting. Persons holding office as standing Statutory Auditors in more than seven companies issuing securities listed in regulated markets cannot be appointed as the Company’s Statutory Auditors (without prejudice to the application of more restrictive limits that may be introduced pursuant to art. 148-bis of Legislative Decree 58/1998). Statutory Auditors are appointed for the first time in the memorandum of association and thereafter by the ordinary Shareholders’ Meeting, which also appoints from among them the Chair of the Board of Statutory Auditors, according to the procedures indicated hereunder. Before appointing the Auditors, the Meeting shall determine the remuneration for the Auditors for the entire duration of their office. Statutory Auditors are appointed on the basis of lists presented by Shareholders, in which candidates must be listed in progressive order. The lists must be divided into two sections, one relating to the Standing Auditors and one relating to the Alternate Auditors, should – considering both sections – they contain a number of candidates equal to or over three, they must guarantee the presence of both genders, so that the number of the less represented gender is at least equal to the number envisaged by the applicable legal and regulatory provisions, without prejudice to the fact that should there not be a whole number from the application of the gender-split criterion, this number must be rounded in compliance with the provisions of the law – including regulations – applicable and specified in the call notice for the*

*Shareholders' Meeting called on to pass resolutions regarding the appointment of the members of the Board of Statutory Auditors. Each Shareholder can present or take part in the presentation of just one list. Only those Shareholders who, alone or together with other Shareholders presenting the same list, account for at least a fortieth of the share capital (or any other lower limit provided by the law in force at the date of the Shareholders' Meeting) can present or take part in presentation of the lists. The minimum shareholding necessary to submit the lists is calculated taking into account the shares registered in the Shareholder's name at the date when the lists are deposited at the Company's registered office. In order to prove ownership of the number of shares necessary to present the lists, the Shareholders who present, or contribute to the presentation of, the lists must present and/or deliver to the Company's registered office, a copy of the specific certification issued by a legally qualified intermediary by the deadline established for publication of the lists. Each Shareholder, as well as the Shareholders belonging to the same group (i.e. the controlling party, not necessarily a company, in accordance with art. 93 of Italian Legislative Decree 58/1998, as well as the subsidiary and associated companies of the same party), or who comply with a shareholders' agreement pursuant to art. 122 of Italian Legislative Decree 58/1998, cannot present or contribute towards presenting or vote for – directly, via third parties or trust companies – more than one list. Each list shows a number of candidates not exceeding the maximum number of members of the Board of Statutory Auditors. The lists presented by Shareholders must be lodged at the Company's registered office at least twenty-five days before the date fixed for the Shareholders' Meeting convened to appoint the Statutory Auditors and are made available to the public at the Company's registered office, on its website and in the other ways envisaged by applicable legal and regulatory requirements, at least 21 days before the meeting. The lists must be accompanied (i) by the information relating to the identity of the shareholders who have presented the lists, with indication of the equity investment held in total, and certification which bears witness to the ownership of said equity investment and (ii) a declaration of the shareholders other than those who hold, also jointly, a related controlling or majority investment, bearing witness to the absence of the relationships envisaged by art. 144-quinquies of the Consob Issuers' Regulations. Each candidate can appear on one list only, under penalty of ineligibility. The declarations by means of which the individual candidates accept their candidature and declare, at their own liability, the inexistence of the causes of ineligibility and incompatibility, as well as the existence of the requisites prescribed by applicable legislation and the Articles of Association, including therein the limit on the accumulation of offices described previously, must be deposited at the same time as the list at the registered offices. Together with these declarations a curriculum vitae is lodged for each candidate concerning the latter's personal and professional characteristics as well as the indication of the suitability to qualify as independent. When just one single list is presented within the above mentioned twenty-five days' term, or if only lists from shareholders*

subject to the relations provided by art. 144-quinquies of the Consob Issuers' Regulations are presented, other lists can be presented up to the fifth day after that date. In this case, the minimum investment threshold in the share capital by the shareholders who present the lists is reduced by half. Lists for which the previous requirements are not observed are not considered to have been presented. Each holder of voting rights can vote for just one list. From the list that has obtained the majority of Shareholders' votes, two Standing Auditors and one Alternate Auditor shall be taken in the progressive order with which they are listed. The remaining Standing Auditors and Alternate Auditors shall be taken from the lists having obtained the second highest number of votes. In the case of a tie vote between two or more lists obtaining the majority of votes, the youngest candidates (in terms of age) will be elected as standing and alternate auditors up to the number of offices to be assigned, in any case ensuring that standing auditors are taken from at least two different lists; all this, however, in compliance with the rules related to the balance of genders in the bodies of listed companies provided for by the applicable legal and regulatory provisions. Should the resulting composition of the collective body or of the category of alternate Statutory Auditors fail to respect the balance of genders, taking into account the order in which they are listed in the respective section, the last elected candidates of the Majority List of the most represented gender shall fall from office in the number necessary to ensure the compliance with the required quota, and they shall be replaced by the first non-elected candidates of the same list and of the same section of the less represented gender. If there are no candidates of the less represented gender in the relevant section of the Majority List in a sufficient number to proceed with replacement, the Shareholders' Meeting shall appoint the missing standing or alternate Statutory Auditors pursuant to the majorities required by law, thus ensuring that the required quota is met. For the purpose of implementing the provisions of this article, the lists presented by minority shareholders that are directly or indirectly connected with shareholders that have presented or voted for the list that has obtained the highest number of votes shall not be included. The Chairship of the Board of Statutory Auditors goes to the standing Auditor indicated as the first candidate on the list which during the shareholders' meeting received the greatest number of votes after the first. The above-mentioned provisions for the appointment of the Board of Statutory Auditors are not applicable to Shareholders' Meetings appointing the Board of Statutory Auditors following replacement or cease of office of members of the Board, in compliance with legal requirements, or to Shareholders' Meetings appointing Statutory Auditors whom, for any reason whatsoever, including non-presentation of several lists, it was not possible to elect using the list vote approach. In such cases, the Shareholders' Meeting shall resolve in compliance with the majorities required by law, in any case pursuant to the division criterion capable of ensuring the gender balance provided for by the applicable legal and regulatory provisions. Statutory Auditors hold office for three financial years and cease their office on the date of the Shareholders' Meeting convened to approve the financial statements for the last

financial year of their term of office. Statutory Auditors' ceasing of office takes effect when the Board of Statutory Auditors has been re-elected. If a standing Statutory Auditor ceases his/her office for any reason, the alternate auditor belonging to the same list as the auditor leaving office takes his/her place. The new Statutory Auditors shall remain in office until the following Shareholders' Meeting, which shall replace the missing members of the Board of Statutory Auditors according to the legal provisions and in compliance with the division criterion capable of ensuring the gender balance by provided for by the applicable legal and regulatory provisions. The Board of Statutory Auditors must meet at least every ninety days. The Board of Statutory Auditors is regularly constituted with the presence of the majority of the Auditors and passes resolutions with an absolute majority of those present. Intervention during Meetings by means of telecommunications facilities is permitted, via methods which allow the identification of all the participants and permit the latter to follow the discussion and intervene in real time in the discussion on the business dealt with".

Besides the provisions of the FCA, the Issuer is not subject to further laws (in particular sector-specific laws) on the composition of the Board of Statutory Auditors.

The Shareholders' Meeting of 22 April 2021 approved a change to the Articles of Association aimed at adopting a more generic text in relation to the inclusion of the regulation on gender quotas in management and supervisory bodies also for the purposes of updating to the new criteria on gender division introduced pursuant to Law no. 160 of 27 December 2019 ("Budget Law 2020").

By means of Resolution no. 60 published on 28 January 2022, Consob established, without prejudice to any lower shareholding provided for by the Articles of Association, the shareholding required for presentation of the lists of candidates for the appointment to the management and audit bodies that closed the financial year on 31 December 2021. In particular, the shareholding set for Geox is the following:

CRITERIA FOR THE DETERMINATION OF THE SHAREHOLDING			SHAREHOLDING INTEREST
CATEGORY OF CAPITALISATION	FREE FLOAT >25%	MAJORITY SHAREHOLDING <50%	
< = Euro 375 million	YES	NO	2.5%

**11.2 COMPOSITION AND OPERATION (PURSUANT TO ART. 123-BIS, PAR. 2, LETTER D) AND D-BIS), FCA)**

Pursuant to art. 22 of the Articles of Association, the Board of Statutory Auditors shall be composed by three standing and two alternate members, respecting the gender balance pursuant to the applicable legal and regulatory provisions of the article.

The Auditors currently in office were appointed by Shareholders during the Shareholders' Meeting held on 16 April 2019, and will remain in office until the meeting for the approval of the financial statements as of 31 December 2021, on the basis of the lists presented, respectively (i) by the majority shareholder LIR S.r.l. – holder of 71.1004% of the share capital underwritten and paid-up – and (ii) by a group of asset management companies and institutional investors – the overall participation of which is equal to 2.65% of the share capital underwritten and paid-up. The list as set out at point (i) was approved on a majority basis by the Shareholders' Meeting equal to 89.13% of the voting share capital.

During 2021, the Board of Statutory Auditors held 14 meetings, which lasted an average of 2 and a half hours. For the current accounting period, a precise number of meetings has not been established. As of the date of this Report, 2 meetings of the Board of Statutory Auditors had already been held in 2022.

The structure of the Board of Statutory Auditors as of 31 December 2021 is set out in Table 4 attached.

The list of management and audit offices held by the Company's Auditors in the companies listed in Book V, Title V, Chapters V, VI and VII of the Civil Code, is attached to this Report. The complete list of offices is published by Consob on its website in accordance with art. 144-quinquiesdecies of the Consob Issuers' Regulations. The personal and professional characteristics of each Statutory Auditor are reported in their respective *curriculum vitae* published on the website [www.geox.biz](http://www.geox.biz) in the Governance section.

On 8 November 2017, the Board of Directors adopted the Diversity Policy for the composition of the administration, management and audit bodies which seeks to guarantee the sound functioning of the corporate bodies, regulating their composition and envisaging that the members of the same possess the personal and professional requirements which determine its highest level of diversity and competence. For the details, reference should be made to Section 4.2 of this report.

Pursuant to Recommendation 12, letter b) of the Corporate Governance Code, the Chairman of the Board of Directors shall make sure that the Statutory Auditors adequately know the

sector of activity in which the Company operates, the company dynamics and their development, also with a view to the Company's sustainable success, as well as the applicable legal framework, and they shall take specific initiatives intended for this purpose, encouraging Statutory Auditors to join such initiatives.

Responsibility for promptly and thoroughly informing the other Auditors and the Chair of the Board of Statutory Auditors of any interests in a specific Company transaction, specifying the nature, terms, origin and purport, is left to the initiative of each Statutory Auditor.

When performing its activities, the Board of Statutory Auditors co-ordinated with the Internal Audit department and with the Audit, Risk and Sustainability Committee, by means of the periodic participation in meetings providing updates on internal audit matters.

The Board of Statutory Auditors, in order to verify the correct and effective functioning of the body and its adequate composition, undertakes an annual self-assessment (as envisaged by the new Conduct Provision Q.I.I of the Conduct Standards of the Board of Statutory Auditors of listed companies, approved by the Italian Board of Accountants and Accounting Experts). The self-assessment process also includes the check of the prerequisites of independence for the Auditors.

### **Diversity policy and criteria**

The Company applies to the Board of Statutory Auditors the Policy on Diversity approved on 8 November 2017 by the Board of Directors. The policy seeks to guarantee the sound functioning of the corporate bodies, regulating their composition and envisaging that the members of the same possess the personal and professional requirements which determine its highest level of diversity and competence. Reference should be made to the description in section 4.3 for detailed information regarding the aforementioned Policy. The Board of Statutory Auditors consists for a third of the less represented gender.

### **Independence**

Observance of the criteria of independence was verified at the time of appointment, both in compliance with art. 148, paragraph 3 of the FCA and with art. 8.C.I of the Corporate Governance Code (currently in force).

In addition, the Board of Statutory Auditors assesses the continuation of the prerequisites of independence of its members on the occurrence of relevant circumstances for the purposes of independence and in any case on an annual basis. The Board of Statutory Auditors assessed



positively the existence of the prerequisites of independence of its members most recently on 23 February 2022, also on the basis of the statements signed by the members of the Board of Statutory Auditors with confirmation of the prerequisites of independence, assessing all the circumstances which seem to compromise independence as identified by the FCA and by the Code and applied all the criteria envisaged by the Code in reference to the independence of the directors.

The Board of Statutory Auditors which will be appointed by the Shareholders' Meeting which will approve the annual financial report with reference to the year ended on 31 December 2021, will define, in compliance with the provisions of the new recommendations of the Corporate Governance Code, the quantitative and qualitative criteria in order to assess the importance of the relevant circumstances pursuant to the Code for the purposes of assessing the independence of the auditors.

## **Remuneration**

Pursuant to art. 22 of the Articles of Association, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting. Among the determination criteria, the Company takes account of the parameters contained in Ministerial Decree no. 140 of 20 July 2012 regarding court-ordered liquidation of professional fees or packages established by professional orders, taking into consideration, if relevant for the adequacy of the fee, the commitment required to carry out the role. The Shareholders' Meeting of 16 April 2019 passed a resolution that the remuneration due to the Board of Statutory Auditors, for the whole duration of the engagement, be established at Euro 175,000.00, of which Euro 75,000.00 for the Chair and Euro 50,000.00 for each standing Auditor, an amount including the possible function as the supervisory body under Legislative Decree 231/2001.

## **Management of interests**

Responsibility for promptly and thoroughly informing the other Auditors and the Chair of the Board of Statutory Auditors of any interests in a specific Company transaction, specifying the nature, terms, origin and purport, is left to the initiative of each Statutory Auditor.

## 12. INVESTOR RELATIONS

### Access to information

The Company provides relevant information for shareholders, with particular reference to the procedures for participation and exercise of voting rights in the shareholders' meeting, as well as the documentation relating to the items on the agenda in the Governance section of the website [www.geox.biz](http://www.geox.biz).

The function of investor relations is undertaken by Mr Libralesso and Mr Maggi.

### Dialogue with shareholders

The Board of Directors of 25 February 2021, at the proposal of the Chairman of the Board of Directors formulated in agreement with the Chief Executive Officer, adopted a policy for managing dialogue with shareholders (the “**Policy of Engagement**”). The Policy of Engagement was most recently updated on 11 November 2021 to make some changes mainly regarding the corporate bodies involved and responsibilities. The Policy of Engagement can be consulted on [www.geox.biz](http://www.geox.biz) in the “Governance” section.

The aforementioned policy contains the principles and general rules relating to the Company effectively and reciprocally engaging with current shareholders, in particular with institutional investors and asset managers, through procedures regarding the definition of the means of organising and conducting dialogue or other interactions with such subjects.

The main objective of the Policy of Engagement is therefore to facilitate the creation of open, direct and effective communication channels with shareholders, and in particular with institutional investors and asset managers, and to assist better understanding of the reciprocal perspectives, to the benefit of both parties. All this is on the basis that these practices bring numerous benefits to issuers, including for example:

- (a) the possibility of setting out and explaining its internal processes, the approach followed and the reasons for its choices, with particular regard to specific governance issues and decisions of interest to shareholders;
- (b) the possibility of creating, also proactively, direct and open channels for significant and productive communication in order to be able to have a constructive discussion on important issues for the Company and its Shareholders, so as to provide information on the business context in which the Company operates as well as to illustrate significant

decisions adopted by the corporate bodies or, especially during a corporate crisis, to seek the support of qualified investors;

- (c) the possibility of getting to know and understanding the perspective of shareholders on business and governance issues, how the work of the Board and the related strategic decisions are perceived by the market, as well as acquiring information on the wishes of qualified investors in reference, for example, to the prerequisites and responsibilities of the members of the management body.

The Policy of Engagement formalises the Company's approach to managing Shareholder-Director Engagement ("S-D Engagement"), in particular for the aspects which entail the involvement of members of the Company's senior bodies, supplementing the Company's corporate governance system in accordance with the provisions of Recommendation 3 of the Corporate Governance Code.

The targets of the policy are the Company's current shareholders who hold on an individual basis a stake of at least 0.25% of the voting rights that can be exercised at the Shareholders' Meeting, in particular institutional investors and asset managers, who have an interest in obtaining information and/or dialoguing with the Company and in regard to whom this interaction is also of interest to the Company itself. The forms of dialogue considered are so-called one-way forms, i.e. those in which it is only the qualified investors who set out their vision on specific issues to the directors, and so-called two-way forms, where there is an effective reciprocal exchange of information between the targets and the Company.

The Company has a general interest in proposing or accepting S-D Engagement requests in reference to the following issues, without this in any case entailing any obligation to accept any engagement on these matters:

- (a) transparency and corporate communication towards the market;
- (b) the Company's corporate governance system in general;
- (c) the composition of the management body, also in terms of size, prerequisites of professional standing, integrity and/or independence, and diversity;
- (d) the establishment and/or composition of sub-committees;
- (e) the Remuneration Policy for directors and executives with strategic responsibilities;
- (f) the succession plan for the Chief Executive Officer and the other executive directors;
- (g) the Risk Management and Internal Audit System in particular in relation to the financial reporting process;
- (h) environmental, sustainability and governance (ESG) issues;

- (i) extraordinary and/or very important events which may have a significant impact on the Company's prospects and/or on its reputation;
- (j) proposals for changes to the Articles of Association.

The S-D Engagement work involves, in accordance with the responsibilities envisaged in the policy, the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, and a secretary. In addition, the Board of Directors can entrust to a sub-committee, including one that is specifically created provided that it consists mainly of independent directors, the undertaking of relevant initial analyses and consultancy work.

In assessing whether to formulate a proposal or accept an S-D Engagement request, the Company's competent bodies should take account of the following criteria to be considered in regard to the targets:

- (a) the importance, in quantitative terms but not only, in the context of the Company's shareholding structure, of the shareholder or shareholders who are the counterparty in the S-D Engagement initiative, as well as the nature and strategy of their investment, also in order to balance the costs and opportunities of each initiative;
- (b) compliance with any legal, regulatory and/or self-disciplinary limits, in particular as regards the law on handling price-sensitive information and on market soundings, as well as the law on shareholding structure and on collaboration in regulating public offers;
- (c) the pertinence of the issues which are in concrete terms covered by an S-D Engagement request in regard to the Subjects of Engagement, the level of gravity and importance of the issues;
- (d) the potential interest of the issue to be addressed for a large number of qualified investors or for qualified investors of a certain importance and/or with particular characteristics and/or for the market, if necessary defining the related identification criteria, taking account also of the number of requests received, including in the past, on the same issue;
- (e) the real relevance of the S-D Engagement and its foreseeable usefulness, also with a view to long-term value creation, taking account of previous engagement experiences;
- (f) the conduct of the Target in previous voting at Shareholders' Meetings and, more generally, the qualified investor's approach to investments and corporate governance, also outside the context of the specific relationship with the Company (i.e. its track record on the market);

- (g) the foreseeable approach of the Targets as regards the subjects covered by S-D Engagement, also having taken account of the engagement policies adopted by institutional investors and asset managers.

The Company defines and indicates on its website [www.geox.biz](http://www.geox.biz), in the Governance/Regulations and Procedures section, the initial contact to receive S-D Engagement requests. The monitoring and the sorting of the requests received, the publication of responses and the organisation of meetings with shareholders, as well as the management of all other practical aspects relating to facilitating each S-D Engagement initiative, falls to the Secretary of the Board (the “Engagement Manager”), with support if necessary from the Investor Relator.

The S-D Engagement process starts and is carried out in accordance with the following means:

- (i) the targets who intend to undertake S-D Engagement activity through meetings with the Company’s directors send their requests to the Engagement Manager by email at the address [societario@geox.com](mailto:societario@geox.com), specifying at least the following: (a) the reasons why they intend to start a dialogue with the directors; (b) what the subject of the dialogue is and what specific issues they intend to address; (c) the means with which they intend to establish this dialogue; and (d) the indicative time frames, without prejudice to the fact that the Company may leave a meeting when the subject of the meeting is not in line with what was originally indicated by the shareholders, as well as when continuation of the meeting raises compliance risks, in the judgment of the directors present, in regard to the applicable law;
- (ii) the Engagement Manager, if necessary in coordination with the Investor Relator, undertakes preliminary monitoring of the engagement requests received, also in relation to the possible importance of Sensitive Information with reference to the subject and the themes of the dialogue (if necessary making use of the consulting services of the Legal and Corporate Affairs Department, where deemed appropriate), ensures timely flows of information to the Chairman and the Chief Executive Officer regarding the S-D Engagement requests made by shareholders;
- (iii) the Chairman assesses, with the involvement of the Chief Executive Officer, if it is the case for the Board of Directors sitting together to verify the S-D Engagement request, in particular so that this body may:
  - (a) assess the coherence of the S-D Engagement with the Company’s interests;
  - (b) establish whether the S-D Engagement must be done in one-way or two-way mode;
  - (c) identify the participants in the meetings with the qualified investors on behalf of the Company (also assessing the possibility that in any case the Chairman or the Secretary take part);

- (d) assess the best means to hold the meetings with the qualified investors (in person, by phone or video conference, and in which locations), also taking account of the requests made in this regard by the qualified investors;
- (e) assess the possible adoption of measures to guarantee the non-transmission or the confidentiality of Sensitive, Key or Inside information (for example, the request to shareholders to take on confidentiality commitments), it remaining understood that the Chairman's assessment regarding the referral or otherwise of the decision to the Board of Directors must take account, among other things, of the need to guarantee quick and efficient proceedings in the evaluation of the S-D Engagement requests, on the one hand, and, on the other, of the need to ensure that the Company's interest in relation to these initiatives is adequately weighted (especially in consideration of the relevance of the issues covered by the dialogue);
- (iv) where instead, in the Chairman's assessment, the S-D Engagement request is considered positively and further assessment by the Board of Directors is not considered necessary, the above aspects are defined by the Chairman, if necessary making use of the support of the competent departments (for example, the Head of Legal and Corporate Affairs as regards the assessment of the nature of the information covered by the dialogue);
- (v) the Chairman, in agreement with the Chief Executive Officer, promptly provides feedback – through the Engagement Manager, in coordination with the Investor Relator for the technical execution of the communications – to shareholders regarding their S-D Engagement requests. In addition, the Chairman, giving prior notice to the Chief Executive Officer, coordinates – helped by the Secretary in coordination with the Investor Relator – the information flows and the collection from the competent corporate structures of the information needed to adequately prepare the meetings with shareholders should they take place in two-way mode;
- (vi) the directors engaged to take part in the meetings with the targets draw up written summaries of these meetings and, generally, transmit to the Chairman and the Secretary adequate and prompt reports so that the latter can provide subsequent and complete information to the Board of Directors (including information regarding: issues raised by the Targets, the responses provided by the Company's representatives, and any proposals and/or initiatives put forward by shareholders);
- (vii) the Board of Directors, on the basis of the information received on the engagement activity, evaluates whether to make public all or some of the contents of the discussions and/or the initiatives undertaken in relation to each S-D Engagement initiative, or whether to mention its own SD-Engagement activities in its annual reports.

Should the Company wish to proactively put forward to one or more targets an S-D Engagement request, the Chairman, the Chief Executive Officer or the Board of Directors, depending on the situation, will decide in advance on the case for this initiative with the means and in accordance with the criteria as set out above. The request will then be presented by the Secretary, in coordination with the Investor Relator, to the target's competent structures, on the basis of the various forms of organisations and, if necessary, taking account of past engagement experience with the target.

## 13. GENERAL MEETINGS

Art. 12 of the Articles of Association provides that parties qualifying as owners of shares on the seventh open market day prior to the Shareholders' Meeting date shall be entitled to intervene and to vote, provided they have announced their wish to intervene in the Shareholders' Meeting through a duly authorised intermediary, pursuant to the provisions of the law and applicable regulations.

Those who are entitled to vote may exercise this right electronically via certified email (PEC) pursuant to the laws, regulatory provisions on this issue and the provisions within the shareholders' meeting regulations. This provision of the Articles of Association shall enter into effect as from the shareholders' meeting resolution that approves the amendments to the shareholders' meeting regulations which govern the ways in which a vote can be placed electronically.

Individuals who are entitled to participate and vote in the Shareholders' Meeting may be represented by another natural or legal person, including non-shareholders, via a written authorisation in the cases and within the limits set by the applicable law and regulatory provisions. The proxy may be sent electronically via certified email and through any other methods provided for in the notice of meeting, according to the procedures allowed by the applicable provisions of law and regulations.

Pursuant to art. 127-ter of the FCA, shareholders can ask questions about the items on the agenda even prior to the Shareholders' Meeting, by registered mail with return receipt to be addressed to Geox, Direzione Affari Legali e Societari, via Feltrina Centro 16, 31044 Biadene di Montebelluna (TV), Italy or by certified email to: [societario@pec.geox.com](mailto:societario@pec.geox.com). These questions will be answered at the latest during the Meeting, while the Company is entitled to provide a joint response to questions having the same content.

Pursuant to art. 10 of the Articles of Association, the shareholders who, even jointly, represent at least one fortieth of the share capital may request, within 10 days of the publication of the notice to convene the Shareholders' Meeting (unless the law provides for other time limits), additions to the lists of the items on the agenda, indicating in their request the additional items they propose, or submit proposals for resolution on items already on the Agenda, within the limits and subject to the methods provided for by the applicable legal provisions and regulations, through a signed original letter to be sent to the Legal and Corporate Affairs Department of Geox, along with a report on the items proposed for discussion. Addition is not allowed for issues that the shareholders' meeting deliberates about, pursuant to the law, upon the proposal of Directors or based on a project or report prepared by them. Any list of additional issues to



be discussed at the shareholders' meeting will be published following the same terms and conditions as for this notice, at least fifteen days prior to the Shareholders' Meeting.

The course of the Meeting is disciplined by specific regulations for general Shareholders' Meeting business, available in the Governance section, Shareholders' Meeting, of the website [www.geox.biz](http://www.geox.biz).

Art. 6 of the Shareholders' Meeting Regulations envisages the possibility for each shareholder to request the floor on any of the matters being discussed, requesting information and making any proposals.

During the general Shareholders' Meeting held on 22 April 2021, attended by the majority of the Directors of the Company, the Board reported on the activities carried out and scheduled and took action so as to ensure the shareholders adequate disclosure regarding the elements necessary in order that they may adopt, in full awareness of the facts, decisions which are the responsibility of the meeting.

During 2021 the Board of Directors did not draw up proposals to put to the Shareholders' Meeting and did not present in the meeting one or more proposals regarding (i) the choice of the corporate model; (ii) the size, composition and appointment of the Board and its duration; (iii) breakdown of the administrative rights of the shares; (iv) percentages for exercise of the prerogatives in place to protect minority shareholders (iv) shares with increased voting rights.

## **14. OTHER CORPORATE GOVERNANCE PRACTICES** **(pursuant to art. 123-bis, par. 2, letter a), second part, FCA)**

As illustrated above in section 6, the Company established an Ethics Committee, which was renamed “Committee for Ethics and Sustainable Development” in 2016, and was subsequently reappointed on 16 April 2019, in compliance with the new Code of Ethics adopted by the Board on 23 February 2018. As of 31 December 2021, the above-mentioned Committee was composed of Mario Moretti Polegato, Umberto Paolucci, Renato Alberini and Nechemia Peres, therefore by members which in most cases are not part of the Board of Directors, and its purpose is to direct and promote the Company’s commitment and ethical conduct.

## 15. CHANGES SINCE THE END OF THE ACCOUNTING PERIOD

As of the closing date, no changes in the corporate governance structure took place in respect to those indicated in the specific sections.

## 16. CONSIDERATIONS ON THE LETTER FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE

The Board of Directors, on 24 February 2022, noted the recommendations received from the Chairwoman of the Corporate Governance Committee, Lucia Calvosa, with her letter of 3 December 2021 and previously notified to the directors and to the Board of Statutory Auditors (the “**Recommendations**”) and observed with reference to the areas for improvement indicated in the recommendations for 2022 that:

- 1) the Company has ensured that in the corporate governance report adequate and concise information is provided on the means adopted to pursue sustainable success and on the approach adopted on the promotion of dialogue with relevant stakeholders. The corporate governance report also includes concise information on the Policy of Engagement with all shareholders which is published in full on the Company’s website [www.geox.biz](http://www.geox.biz).
- 2) the Company considers that it is aligned with the proportionality criterion which concentrated ownership companies which are not large, such as Geox, benefit from. The Company has made use of the means of simplification envisaged for companies which are not “large” and of “concentrated ownership” mainly in reference to expression by the Board of an orientation, in view of its renewal, on the qualitative and quantitative composition which is considered optimal and the preparation of a succession plan as part of the process of appointing the management body.
- 3) the Company believes that it is largely aligned to the recommendations on the application of the independence criteria established by the Code. The Company monitors the existence of these criteria at the time of appointment, on the occurrence of exceptional circumstances and, in any case, each year. The assessment was last carried out by the Board of Directors on 23 February 2022, also on the basis of statements signed by the independent Directors confirming the prerequisites of independence, and no independent Director at the Company is in so-called “at-risk” situations. In addition, the Company has approved specific criteria to assess – for the purposes of examining

the circumstances which may compromise a director's independence – importance, as set out in Recommendation 7, letters c) and d) of the Corporate Governance Code.

- 4) the Company believes that it is substantially aligned with the recommendations regarding pre-Board information, having adopted a regulation for the operation of the Board of Directors and of the committees, which explicitly set the time frames considered suitable for sending documentation and regulate the needs for confidentiality as possible exceptions to compliance with these time frames. In addition, the Company adequately set out in the corporate governance report compliance with these time frames.
- 5) with reference to the appointment and succession of directors, the Company has made use of the simplified means envisaged for companies which are “not large” and of “concentrated ownership”.
- 6) the Board of Directors at the meeting of 23 February 2022 approved a diversity policy applicable inside the whole corporate organisation, in order to promote gender equality in treatment and in opportunity, which was fully set out in the corporate governance report.
- 7) with reference to the issue of remuneration policies, the Company believes that its Remuneration Policy provides clear and measurable rules to pay the variable component as well as for the assignment of leaving indemnities. In addition, the parameters identified for variable remuneration are in line with the strategic objectives of the business and the pursuit of sustainable success. The Remuneration Policy envisages the inclusion of non-financial performance objectives relating to sustainability issues and corporate social responsibility, connected to the short-term variable component (MBO). The Company is assessing, in reference to the environmental and social objectives, how to identify in coming years set and measurable parameters to which to connect these objectives.

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Montebelluna (Province of Treviso), 24 February 2022

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For the Board of Directors

The Chairman

*Mario Moretti Polegato*

Attachment A to the Annual Corporate Governance Report for 2021

**List of offices held by Geox’s Directors in other companies listed on regulated markets (in Italy and/or abroad), in financial, banking and insurance companies or large corporations; List of offices held by the Statutory Auditors in other companies.**

**Board of Directors as of 31.12.2021**

Name	Office	Other offices
Mario Moretti Polegato	Chairman	Chairman of the Board of Directors of: <ul style="list-style-type: none"> <li>• LIR S.r.l., parent company of Geox S.p.A.</li> </ul> Director of: <ul style="list-style-type: none"> <li>• R.C.S. Edizioni Locali srl</li> </ul> Regent of the: <ul style="list-style-type: none"> <li>• Bank of Italy at the Office in Venice.</li> </ul> Member of the Governing Board of: <ul style="list-style-type: none"> <li>• CONFINDUSTRIA</li> </ul>
Livio Libralesso	Chief Executive Officer	No
Enrico Moretti Polegato	Deputy Chairman	Director of: <ul style="list-style-type: none"> <li>• LIR S.r.l., parent company of Geox S.p.A.</li> </ul> Chairman of the Board of Directors: <ul style="list-style-type: none"> <li>• DIADORA S.p.A.</li> </ul> Member of the Governing Board of: <ul style="list-style-type: none"> <li>• ASSINDUSTRIA VENETO CENTRO IMPRENDITORI PADOVA TREVISO (former UNINDUSTRIA TREVISO)</li> </ul>

		<p>Regional Advisory Boards:</p> <ul style="list-style-type: none"> <li>• NORTH-EAST REGION - ADVISORY BOARD TERRITORIALE UNICREDIT SPA</li> </ul>
Alessandro Antonio Giusti	Non-Independent Director responsible for overseeing the Risk Management and Internal Audit System	<p>Chairman of the Board of Statutory Auditors of:</p> <ul style="list-style-type: none"> <li>• X CAPITAL SPA</li> <li>• NEXT HOLDING SPA</li> <li>• INTERPORTO DELLA TOSCANA CENTRALE SPA</li> </ul> <p>Standing Auditor of:</p> <ul style="list-style-type: none"> <li>• ENEGAN SPA</li> <li>• QTI SRL</li> </ul> <p>Liquidator of:</p> <ul style="list-style-type: none"> <li>• O.G. SPA in liquidazione</li> <li>• C.F. SPA in liquidazione</li> </ul>
Lara Livolsi	Independent Director	<p>Director of:</p> <ul style="list-style-type: none"> <li>• ALBA SERVIZI AEROTRASPORTI SPA</li> <li>• FININVEST RES S.p.A.</li> <li>• IL TEATRO MANZONI S.p.A.</li> </ul>
Claudia Baggio	Director	<p>Director of:</p> <ul style="list-style-type: none"> <li>• DIADORA SPA</li> </ul>
Francesca Meneghel	Independent Director <i>Lead Independent Director</i>	<p>Chairwoman of the Board of Statutory Auditors:</p> <ul style="list-style-type: none"> <li>• AVON COSMETICS SRL</li> <li>• DIGITALIA 08 SRL</li> <li>• MEDIOLANUM GESTIONE FONDI SGR SPA</li> <li>• MEDIOLANUM FIDUCIARIA SPA</li> <li>• MEDIAMOND SPA</li> </ul> <p>Standing Auditor of:</p>

		<ul style="list-style-type: none"> <li>• MEDIASET SPA</li> <li>• DIRECT CHANNEL SPA</li> <li>• FLOWE SPA</li> <li>• IMMOBILIARE IDRA SPA</li> <li>• MEDIOLANUM COMUNICAZIONE SPA</li> <li>• ELETTRONICA INDUSTRIALE SPA</li> <li>• PIRELLI &amp; C. SPA</li> </ul>
Alessandra Pavolini	Independent Director	<p>Independent Director of:</p> <ul style="list-style-type: none"> <li>• IW BANK, FIDEURAM. SUPERVISORY BODY AND CORPORATE GOVERNANCE COMMITTEE MEMBER.</li> </ul>
Ernesto Albanese	Independent Director	<p>Independent Director of:</p> <ul style="list-style-type: none"> <li>• AUTOGRILL SPA</li> </ul> <p>Director of:</p> <ul style="list-style-type: none"> <li>• FERROLI SPA</li> <li>• UNIFRUTTI INTERNATIONAL HOLDINGS LIMITED</li> </ul>

**Board of Statutory Auditors as of 31.12.2021**

Name	Office	Other offices
Sonia Ferrero	Chairwoman	<p>Standing Auditor of:</p> <ul style="list-style-type: none"> <li>• IREN SPA</li> <li>• ATLANTIA SPA</li> <li>• VALVITALIA SPA</li> <li>• VALVITALIA FINANZIARIA S.P.A.</li> <li>• GENS AUREA S.P.A.</li> <li>• AUREA PRESTITI SPA</li> <li>• TINABA SPA</li> <li>• AUGUSTO IN LIQUIDAZIONE SPA</li> <li>• SIENA AMBIENTE SPA</li> <li>• PROFILO REAL ESTATE S.R.L.</li> </ul>
Francesco Gianni	Standing Auditor	<p>Director and Chairman of the Board of Directors of:</p> <ul style="list-style-type: none"> <li>• OPPIDUM SRL</li> <li>• CALTAGIRONE EDITORE SPA</li> <li>• ASE SPA</li> <li>• INNOVA CLUBI SPA</li> </ul> <p>Director, Chairman of the Board of Directors and responsible director of:</p> <ul style="list-style-type: none"> <li>• PROPERTIES ITALIA S.R.L.</li> </ul> <p>Director and Vice Chairman of the Board of Directors of:</p> <ul style="list-style-type: none"> <li>• LA CASSA DI RAVENNA SRL</li> </ul> <p>Director of:</p> <ul style="list-style-type: none"> <li>• PRELIOS SOCIETA' DI GESTIONE DEL RISPARMIO S.P.A.</li> <li>• PANTHEON.IT SRL</li> <li>• VALVITALIA SPA</li> <li>• VALVITALIA FINANZIARIA S.P.A.</li> <li>• MAGGIOLI SPA</li> </ul>



		<ul style="list-style-type: none"> <li>• INNOVA ITALY PARTNERS S.R.L.</li> <li>• MARCO SIMONE GOLF &amp; COUNTRY CLUB SPA</li> <li>• RED MOON SOCIETA' DI GESTIONE DEL RISPARMIO SPA</li> <li>• FINANCE FOR FOOD SRL</li> <li>• MAHINDRA EUROPE SRL</li> </ul> <p>Sole Director of:</p> <ul style="list-style-type: none"> <li>• FULL SERVICES S.R.L.</li> </ul>
Fabrizio Colombo	Standing Auditor	<p>Chairwoman of the Board of Statutory Auditors:</p> <ul style="list-style-type: none"> <li>• MITTEL SPA</li> <li>• SARLUX SRL</li> </ul> <p>Standing Auditor of:</p> <ul style="list-style-type: none"> <li>• PUBLITALIA '80 S.P.A.</li> <li>• ACCIAIERIA ARVEDI S.P.A.</li> <li>• FINARVEDI SPA</li> <li>• SISTEMI INFORMATIVI SRL</li> <li>• VALUE TRANSFORMATION SERVICES SPA</li> <li>• SARAS SPA</li> </ul>

## TABLES

CORPORATE GOVERNANCE REPORT FORMAT

**TABLE 1: INFORMATION ON THE OWNERSHIP SET-UPS AS OF 31/12/2021**

SHARE CAPITAL STRUCTURE				
	No. of shares	No. of voting rights	Listed (indicate markets) / not listed	Rights and obligations
Ordinary shares <small>(specifying whether the possibility of an increase in voting rights is envisaged)</small>	259,207,331	100%	MTA	Each share is entitled to one vote. The rights and obligations of the shareholders are those laid down by articles 2346 and following of the Italian Civil Code.
Preferred shares				
Shares with multiple voting rights				
Other classes of voting shares				
Savings share				
Convertible savings shares				
Other non-voting share classes				
Other				

OTHER FINANCIAL INSTRUMENTS (granting the right to subscribe to newly issued shares)				
	Listed (indicate markets) / not listed	No. of outstanding instruments	Category of shares available for conversion/financial year	No. of shares available for conversion/ financial year
Convertible bonds				
Warrants				

## CORPORATE GOVERNANCE REPORT FORMAT

SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL			
Party	Direct shareholder	% of ordinary share capital	% of voting capital
Mario Moretti Polegato	LIR S.r.l.	71.1004%	71.1004%

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors													
Office	Members	Year of birth	First appointment date*	In office since	In office until	List (Shareholders submitting it) (**)	List (M/m) (***)	Exec.	Non-exec.	Indep. Code	Indep. TUF	No. other offices (****)	Equity investments (*****)
<b>Chairman</b>	Mario Moretti Polegato	1952	20.05.2002 (1)	16.04.2019	Approval of the financial statements as of 31/12/2021	Shareholders	M	X				4	9/9
<b>CEO</b>	Livio Libralesso	1965	17.04.2018	16.04.2019 (2)	Approval of the financial statements as of 31/12/2021	Shareholders	M	X				-	9/9
<b>Deputy Chairman</b>	Enrico Moretti Polegato	1981	27.07.2004 (1)	16.04.2019	Approval of the financial statements as of 31/12/2021	Shareholders	M	X				4	9/9
<b>Director -</b>	Alessandro Antonio Giusti	1950	20.10.2004 (3)	16.04.2019	Approval of the financial statements as of 31/12/2021	Shareholders	M		X			7	9/9
<b>Director</b>	Claudia Baggio	1981	08.11.2012	16.04.2019	Approval of the financial statements as of 31/12/2021	Shareholders	M		X			1	9/9
<b>Director</b>	Lara Livolsi	1974	17.04.2013	16.04.2019	Approval of the financial statements as of 31/12/2021	Shareholders	M		X	X	X	3	9/9

Director <sup>o</sup>	Francesca Meneghel	1961	19.04.2016 (4)	16.04.2019	Approval of the financial statements as at 31/12/2021	Shareholders	M		X	X	X	12	9/9
Director	Alessandra Pavolini	1965	16.04.2019	16.04.2019	Approval of the financial statements as at 31/12/2021	Shareholders	m		X	X	X	1	9/9
Director	Ernesto Albanese	1964	19.04.2016	16.04.2019	Approval of the financial statements as at 31/12/2021	Shareholders	m		X	X	X	3	9/9
-----DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR-----													
Director	Name and Surname												

Indicate the number of meetings held during the Financial year: 9

Indicate the quorum required for the submission of lists by minorities for the appointment of one or more members (pursuant to art. 147-ter of the TUF): 2.5%

#### NOTES

The following symbols must be inserted in the "Office" column:

• This symbol indicates the director in charge of the Risk Management and Internal Audit System.

o This symbol indicates the Lead Independent Director (LID).

\* Date of first appointment of each director means the date on which the director was appointed for the first time (in absolute terms) to the Board of the issuer.

(\*\*) This column indicates whether the list from which each director was appointed was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").

(\*\*\*) This column indicates whether the list from which each director has been appointed is a "majority list" (indicating "M") or a "minority list" (indicating "m").

(\*\*\*\*) This column shows the number of directorships or statutory auditor appointments held by the person concerned in other listed or large corporations. In the Corporate Governance Report the offices are indicated in full.

(\*\*\*\*\*) This column indicates the participation by directors in the meetings of the Board of Directors (indicate the number of meetings attended compared to the overall number of meetings which could have been attended, e.g., 6/8; 8/8 etc.).

#### Company notes:

- (1) Appointment prior to listing of Company on 1 December 2004.
- (2) Served as director from 16.04.2019 and as Chief Executive Officer from 16.01.2020.
- (3) Date of first appointment, start of first position 1 December 2004.
- (4) Date of first appointment as director. Previously standing Auditor from 18.12.2008 to 19.04.2016.

**TABLE 3: STRUCTURE OF THE BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR**

Board of Directors		Executive Committee		RPTs Committee (2)		Audit and Risk Committee		Remuneration Committee		Appointment Committee (1)		Other Committee		Other Committee	
Office/Position	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Executive non-independent Chairman of the Board of Directors	Mario Moretti Polegato	14/14	C												
Executive non-independent Chief Executive Officer	Livio Libralesso	14/14	M												
Executive non-independent Deputy Chairman	Enrico Moretti Polegato	12/14	M												
Non-executive non-independent Director	Alessandro Antonio Giusti			6/6	M	11/11	M	8/8	M						
Non-executive Director - independent pursuant to TUF and the Code of Conduct	Lara Livolsi							8/8	C						
Non-executive Director - independent pursuant to TUF and the Code of Conduct	Francesca Meneghel			6/6	C	11/11	C								
Non-executive Director - independent pursuant to TUF and the Code of Conduct	Alessandra Pavolini							8/8	M						
Non-executive Director - independent pursuant to TUF and the Code of Conduct	Ernesto Albanese			6/6	M	11/11	M								
<b>-----DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR-----</b>															
Executive/non-executive Director - independent pursuant to TUF and the Code of Conduct/ non-independent	Name and Surname														
<b>-----ANY NON-DIRECTOR MEMBERS-----</b>															
Executives of the listed issuer/Other	Name and Surname														
<b>No. of meetings held during the financial year:</b>		14		6		11		8							

**NOTES**

This column indicates the participation by directors in the meetings of the committees (indicate the number of meetings attended compared to the overall number of meetings which could have been attended, e.g., 6/8; 8/8 etc.).  
This column indicates the role of the director on the Committee: "C": chairman; "M": member.

## Company notes:

- (1) On 19 April 2016 the Appointment Committee was incorporated into the Remuneration Committee, which was renamed the "Appointment and Remuneration Committee".
- (2) The functions of the Committee for Less Significant RPTs are carried out by the Audit, Risk and Sustainability Committee.
- (3) Since 2018, the Company has established a Sustainability Committee, assigning its functions to the Audit and Risk Committee, which has been renamed the "Audit, Risk and Sustainability Committee".



**TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR**

Board of Statutory Auditors									
Office	Members	Year of birth	First appointment date*	In office since	In office until	List (M/m) (**)	Indep. Code	Participation in Board's meetings (***)	No. other offices (****)
Chairwoman	Sonia Ferrero	1971	19.04.2016	16.04.2019	Approval of the financial statements as of 31/12/2021	m	X	14/14	10
Standing Auditor	Francesco Gianni	1951	17.04.2013 (1)	16.04.2019	Approval of the financial statements as of 31/12/2021	M	X	11/14	17 <sup>(4)</sup>
Standing Auditor	Fabrizio Colombo	1968	19.04.2016 (2)	16.04.2019	Approval of the financial statements as of 31/12/2021	M	X	13/14	8
Alternate Auditor	Filippo Antonio Vittore Caravati	1974	16.04.2019	16.04.2019	Approval of the financial statements as of 31/12/2021	m			
Alternate Auditor	Giulia Massari	1967	20.10.2004 (3)	16.04.2019	Approval of the financial statements as of 31/12/2021	M			
-----AUDITORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR-----									
	Name and Surname								

Indicate the number of meetings held during the financial year 14

Indicate the quorum required for the submission of lists by minorities for the appointment of one or more members (pursuant to art. 148 of the TUF): 2.5%

**NOTES**

\* Date of first appointment of each auditor means the date on which the auditor was appointed for the first time (in absolute terms) to the Board of Statutory Auditors of the issuer.

(\*\*) This column indicates whether the list from which each auditor has been appointed is "majority list" (indicating "M") or a "minority list" (indicating "m").

(\*\*\*) This column indicates the participation by auditors in the meetings of the Board of Statutory Auditors (indicate the number of meetings attended compared to the overall number of meetings which could have been attended, e.g., 6/8; 8/8 etc.).

(\*\*\*\*) This column indicates the number of offices as director or auditor held by the person concerned pursuant to art. 148-bis of the TUF and the related implementing provisions contained in the Consob Issuers' Regulations. The complete list of offices is published by Consob on its own website pursuant to Article 144-quinquiesdecies of Consob Issuers' Regulations.

## Company notes:

- (1) Date of first appointment as member and Chairman of the Board of Statutory Auditors. Previously director of the Company from 01.12.2004 (appointed on 20.01.2004) until 17.04.2013.
- (2) Previously director of the Company from 17.04.2013 to 19.04.2016 and Chairman of the Board of Statutory Auditors from 20.10.2004 to 17.04.2013.
- (3) Served as alternate auditor from 20.10.2004 to 19.04.2016
- (4) \* As of the date of the report, articles 144-terdecies, para. 2, and 144-quaterdecies of the Issuers' Regulation (implementing art. 148-bis of the TUF) do not apply to the auditor in question since he holds the position of member of the audit board in only one issuer.

