

# Bit Market Services

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Societa' : GEOX

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Regolamentata

Nome utilizzatore : GEOXN04 - Candito

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Data/Ora Ricezione : 10 Marzo 2016 17:55:43

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Diffusione presunta

Oggetto : Notice of call of the Ordinary Shareholders'  
meeting of Geox S.p.A.

*Testo del comunicato*

Vedi allegato.

## ORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL

Those with the right to participate in the Shareholders' Meeting and with voting rights are called to an Ordinary Shareholders' Meeting at "Villa Sandi", in via Erizzo no. 105, Crocetta del Montello (Treviso), Italy, with a single call for 19 April 2016, at 10:00 am, to resolve on the following

### Agenda

1. Approval of the Financial Statements as of 31 December 2015; presentation of the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of 31 December 2015. Resolutions relative to the results for the year.
  - 1.1. Approval of the Financial Statements as of 31 December 2015; presentation of the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of 31 December 2015.
  - 1.2. Allocation of the results for the year.
2. Remuneration Report; resolutions referring to the first section pursuant to article 123-ter, paragraph 6 of Legislative Decree no.58/1998.
3. Appointment of the Board of Directors.
  - 3.1. Determination of the number of the members of the Board of Directors.
  - 3.2. Determination of the term in office.
  - 3.3. Appointment of members of the Board of Directors.
  - 3.4. Appointment of the Chairman of the Board of Directors.
  - 3.5. Determination of the fees paid to Directors, including those invested with particular responsibilities.
4. Appointment of the Board of Statutory Auditors.
  - 4.1. Appointment of the members of the Board of Statutory Auditors
  - 4.2. Appointment of the Chairman of the Board of Statutory Auditors
  - 4.3. Determination of the relative annual remuneration.
5. Approval of a new stock option plan, "*Stock Option Plan 2016-2018*"; related and consequent resolutions.

**Share capital information:** The Company's share capital is currently equal to € 25,920,733.10, subdivided into 259,207,331 ordinary shares, with a nominal value of € 0.10 (zero point ten cents) each. Each ordinary share gives the right to one vote in the Shareholders' Meeting. At the present date, the Company does not hold any treasury shares. Information about share capital is available on the Company's website, [www.geox.biz](http://www.geox.biz), under the Governance Section, "2016 Shareholders' Meeting".

**Participation in the Shareholders' Meeting:** pursuant to article 83-*sexies* of Legislative Decree 58/98, as amended, (the "**Consolidated Law on Finance**" or "**TUF**") and to article 12 of the Bylaws, those subjects that hold shares the seventh open market day prior to the date of the Shareholders' Meeting, specifically 8 April 2016 (the "*record date*"), and which have communicated their desire to participate in the Shareholders' Meeting through the appointed representative, pursuant to the applicable legal and regulatory provisions, have the right to participate and vote in the Shareholders' Meeting. The Company must receive the communication by the end of the third open market day prior (14 April 2016) prior to the date set for the Shareholders' Meeting. Nonetheless, if the Company receives the communication after said deadline, but prior to the start of the Shareholders' Meeting, participation and voting is still legitimate. Those who begin to hold shares only after the *record date* do not have the right to participate and vote in the Shareholders' Meeting.

Pursuant to article 135-*novies* of the TUF and to article 12 of the Bylaws, subjects with the right to participate and vote in the Shareholders' Meeting may choose to be represented through a proxy, using the forms available at Geox headquarters at Geox S.p.A., Direzione Affari Legali e Societari, via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), Italy and on the Company's website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2016 Shareholders' Meeting". The form is also available through the appointed representatives. The proxy can be sent to the Company by post, with a registered letter with return receipt sent to company headquarters, by fax to the number +39 0423 28 1677, or by sending an email to the certified email [societario@pec.geox.com](mailto:societario@pec.geox.com). Preventive notification of the proxy does not exempt the proxy from the obligation of certifying that the copy sent complies with the original and the identity of the delegating party when accessing the Shareholders' Meeting.

The proxy can be granted, with voting instructions for all or some of the proposed resolutions in regards to the agenda, to Computershare S.p.A., with registered office in Milan, Italy, in via Lorenzo Mascheroni, no. 19, 20145, designated for this purpose by the Company, pursuant to article 135-*undecies*, Legislative Decree no. 58/1998. To that end, the specific

### GEOX S.p.A.

Via Feltrina Centro, 16 - 31044 Biadene di Montebelluna - Treviso - Italy  
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Share capital € 25,920,733.10 fully paid up

proxy form must be used, prepared by the same appointed representative, in accordance with the Company, available on the website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2016 Shareholders' Meeting". The proxy given to the appointed representative, together with the voting instructions, must be sent in its original copy to Computershare S.p.A., via Lorenzo Mascheroni, no. 19, 20145, Milan, Italy. If desired, a copy can be sent beforehand by fax, to +39 02.46776850, with a declaration stating its compliance with the original, or by attaching it to an email message sent to: [ufficiomilano@pecserviziitoli.it](mailto:ufficiomilano@pecserviziitoli.it), by the end of the second open market day prior to the date set for the single call of the Shareholders' Meeting (specifically by 15 April 2016). The proxy provided in this way is effective solely for the proposals for which voting instructions have been provided. The proxy and the voting instructions can be revoked with the same deadline indicated above.

The proxy form, with the relative instructions for completion and transmission, is available at the company headquarters and on the website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2016 Shareholders' Meeting".

Preventive notification does not exempt the proxy from the obligation of certifying that the copy sent complies with the original and the identity of the delegating party when accessing the Shareholders' Meeting.

Article 12 of the Bylaws envisages that those with voting rights may exercise said voting right via certified mail or PEC in compliance with the law, the regulatory provisions on the subject, and any provisions contained in the regulations for the Shareholders' Meeting. While awaiting the relative amendments to the Shareholders' Meeting regulations, to which the efficacy of the aforementioned provision is subordinated, as foreseen in article 12 of the Bylaws, the expression of votes electronically is not allowed in relation to the Shareholders' Meeting called with the present notice.

**Right to ask questions:** pursuant to article 127-ter of the TUF, those with voting rights may ask questions on the issues on the agenda, also prior to the Shareholders' Meeting, by the deadline of 16 April 2016, through registered letter with return receipt to be sent to Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), Italy, or by fax to the number +39 0423 28 1677, or via certified email sent to [societario@pec.geox.com](mailto:societario@pec.geox.com). In order to make use of this right, the Company must receive the appropriate communication issued by the intermediaries with whom the shares owned by the Shareholder are deposited. These questions will be responded to later during the Shareholders' Meeting, with the Company having the right to provide a single response to questions with the same content.

**Integration of the Agenda and presentation of new proposed resolutions relative to issues already on the Agenda:** recall that, pursuant to article 10 of the Bylaws and to article 126-bis of the TUF, Shareholders who, individually or jointly, account for at least one fortieth of the share capital may request, in writing, to integrate the list of issues to be discussed, indicating in the request the further items proposed, or presenting further proposed resolutions relative to issues already on the Agenda.

The requests must arrive, in writing, in the original copy and signed, either hand-delivered or via registered letter with return receipt, to the Company's headquarters, Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044, Biadene di Montebelluna (TV), within the tenth day after publication of this notice (that is by 20 March 2016). By the same date, a report must be presented on the matters proposed for discussion, sent in the same way, that provides the reasons behind the proposals for discussion of new issues or the reasons for the additional proposed resolutions on the issues already on the agenda. The requests/questions must be accompanied by: (i) the identifying information of the requesting shareholder (surname and name, location and date of birth; in the case of an entity or company, company name and location and tax ID code); and (ii) the communication made by the intermediary to exercise said right certifying the registration of the shares, the date the request was made, in the name of the requesting shareholder.

Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda are communicated with the same methods foreseen for publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (specifically 4 April 2016). Additional proposed resolutions on items already on the agenda are made available at the same time the news of the presentation is published, accompanied by any observations made by the Board of Directors.

Also recall that integration of the items on the agenda is not allowed for issues for which the Shareholders' Meeting resolves, under the law, based on a proposal made by the Directors, or on the basis of a project or report prepared by the same, other than for those indicated in article 125-ter, paragraph 1 of the TUF.

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**Investment quota for the presentation of lists:** Shareholders which, alone or with other shareholders, hold shares with total voting rights representing at least 1.0% of the share capital with voting rights with the Ordinary Shareholders' Meeting have the right to present lists (here in consideration of that determined by Consob in Resolution no. 19499 of 28 January 2016).

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Ownership of the aforementioned minimum quota necessary for presentation of the lists is determined in reference to the shares registered in favour of the Shareholder(s) on the day in which said lists are filed at the Company's offices. In order to demonstrate ownership of the number of shares necessary to present lists, the Shareholder(s) that present or participate in the presentation of lists must simultaneously present and/or deliver to the company headquarters a copy of the communication issued by the intermediary enabled pursuant to the law, at least twenty one days prior to the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors or Board of Statutory Auditors (specifically, by 29/03/2016).

Note that pursuant to the current legislative provisions and Bylaws, the appointment of the Board of Directors and Board of Statutory Auditors is carried out on the basis of lists presented by Shareholders, in which candidates must be listed in sequential numbers. To that end, reference is made to the full content of the provisions under articles 17 and 22 of the Bylaws, available on the website [www.geox.biz](http://www.geox.biz), in the Governance Section, "Bylaws".

In particular, note that the lists must be filed through delivery, during office hours, to company headquarters at Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), Italy, or through certified email sent to [societario@pec.geox.com](mailto:societario@pec.geox.com), together with the additional documentation required under the current law and regulations, at least twenty five days prior to the date set for the Shareholders' Meeting (specifically, by 25 March 2016), and made available to the public through company headquarters, company website and with the other methods foreseen in the legal and regulatory provisions, at least twenty one days prior to the Shareholders' Meeting (specifically, by 29 March 2016).

Each Shareholder may present or participate in the presentation of only one list, and each candidate may be listed on only one list, on penalty of illegibility. Any Shareholder, as well as Shareholders belonging to the same group (by which meaning the subject, also not corporate, which holds control pursuant to article 93 of the TUF, as well as subsidiaries and companies associated with the same subject), or that participate in shareholders' agreements pursuant to article 122 of the TUF, may not present or participate in the presentation of, nor vote, directly, by proxy, or through a trust company, for more than one list.

Recall that Consob Recommendation no. DEM/9017893 of 26 February 2009 suggests that Shareholders who present a minority list to file, together with the list, a declaration certifying the lack of relations of connection, also indirect, as foreseen under article 144-quinquies of Consob Regulation no. 19971/1999.

In particular, in regards to **the appointment of the members of the Board of Directors:**

- every list must include 11 candidates and, among these, at least two candidates which hold the independence requirements established under the regulations in effect;
- those who hold more than ten Board of Directors or Board of Statutory Auditor roles in other companies listed on regulated markets (also abroad), in financial, banking, insurance companies, or of large dimensions cannot be appointed as a Director of the Company and, if appointed, shall forfeit the role;
- declarations must be filed, together with each list, by which the individual candidates accept their candidacy and declare, under their own responsibility, the non-existence of reasons for illegibility or incompatibility as established under the law and the Bylaws, as well as the existence of the requirements for the respective roles, as prescribed under the law and the regulations. With these declarations, a curriculum vitae shall also be filed for each candidate, indicating their personal and professional characteristics and indication of their suitability to be qualified as independent, if relevant, pursuant to the regulations in effect and respect for the limits on the total number of roles described above.

In particular, in regards to **the appointment of the Board of Statutory Auditors:**

- every list must be divided into two sections, one relative to Standing Auditors and one relative to Alternative Auditors;
- those who hold the same role in more than five issuing companies cannot be appointed as auditors, as defined under article 144-duodecies, paragraph 1, letter d) of Consob Regulation no. 19971/1999;
- the lists must be accompanied by (i) information relative to the identity of the shareholders who presented the lists, indicating the total equity investment percentage held and a certification which indicates ownership of the equity investment and (ii) a declaration of the shareholders other than those who hold, even jointly, a controlling equity investment or relative majority, certifying the lack of relations of connection, foreseen under article 144-quinquies of Consob Regulation no. 19971/1999 with the latter;
- declarations must be filed together with each list, by which the individual candidates accept their candidacy and declare, under their own responsibility, the non-existence of reasons for illegibility or incompatibility as established under the law and the Bylaws, including the limit on the total number of roles described above. Together with these declarations, a curriculum vitae shall be filed for each candidate, describing their personal and professional characteristics and indicating their suitability for qualification as independent;
- in the case that as of the deadline of twenty five days pursuant to the above only one list is filed, or only lists presented by shareholders who are connected to each other pursuant to article 144-quinquies of Consob

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Regulation no. 19971/1999, lists may be presented up to 12:00 pm of Tuesday, 29 March 2016, considering that the third day after the deadline for filing lists is the Monday after Easter, 28 March 2016.

In this case, the minimum threshold for equity investment in the share capital by shareholders presenting a list is reduced by half (that is, to 0.50%).

Lists for which the above provisions are not respected will not be considered as having been presented.

Pursuant to articles 17 and 22 of the Bylaws and the regulations in effect, the renewal of the Board of Directors and the Board of Statutory Auditors must occur in respect of the regulations regarding gender balance pursuant to Law no. 120 of 12 July 2011. Therefore, it is required, (i) pursuant to article 17 of the Bylaws, that if Shareholders intend to present a list for the renewal of the Board of Directors which contains a number of candidates that is no less than three, these lists must ensure the presence of both genders, so that the candidates of the less-represented gender represent at least 1/3 of the total (rounding up, in the case of a fraction, to the higher number); (ii) pursuant to article 22 of the Bylaws, that if Shareholders intend to present a list for the renewal of the Board of Statutory Auditors containing a number of candidates equal to or greater than three - considering both the section relative to Standing Auditors and that relative to Alternative Auditors - these lists must ensure the presence of both genders, so that the candidates of the less-represented gender represent at least 1/3 of the total (rounding up, in the case of a fraction, to the higher number).

**Documentation:** the explanatory reports issued by the Board of Directors relative to the items on the agenda and the proposals for resolution contained therein, as well as the documentation relative to the issues on the agenda, foreseen under the regulations in effect, are made available to the public at the company's headquarters, on the website [www.geox.biz](http://www.geox.biz), in the Governance section, "2016 Shareholders' Meeting", and through the authorised filing service, eMarket Storage, at [www.emarketstorage.it](http://www.emarketstorage.it), under the terms of the law. Any other useful documentation for the Shareholders' Meeting will be published in accordance with the law. Shareholders have the right to obtain a copy of documentation filed.

More specifically, the Directors' Reports on items 1, 2, 3 and 4 on the agenda will be made available at least 40 days prior to the date of the Shareholders' Meeting in a single call, that is by 10 March 2016, while the documentation relative to point 5 on the agenda will be made available at least 30 days prior to the date of the Shareholders' Meeting in a single call, by 20 March 2016.

Also recall that, pursuant to article 125-*quater* of the TUF, the following documents and information is available on the Company website [www.geox.biz](http://www.geox.biz): (i) the documents that will be submitted to the Shareholders' Meeting; (ii) the forms that the Shareholders have the right to use for proxy voting with the relative instructions; (iii) information on the Company's share capital with the indication of the number and categories of shares into which it is divided.

**Request for information:** for any further information relative to the Shareholders' Meeting and in particular the methods of exercising voting rights, please consult the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "Shareholders' Meetings", or write to [societario@pec.geox.com](mailto:societario@pec.geox.com).

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The notice of call will be published today on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "2016 Shareholders' Meeting", and will also be available through the authorised filing service, eMarket Storage, at [www.emarketstorage.it](http://www.emarketstorage.it). It will also be published in the newspaper "Italia Oggi" on the same date.

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Shareholders are asked to please arrive appropriately in advance with respect to the planned start time for the Shareholders' Meeting, in order to carry out registration.

Biadene di Montebelluna (TV), 10 March 2016

For the Board of Directors

The Chairman

Mario Moretti Polegato

**GEOX S.p.A.**

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Fine Comunicato n.0742-12

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