



## 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 20 April 2017, at 10:00 am, to resolve on the following

### Agenda

1. Approval of the Financial Statements as at 31 December 2016; presentation of the Board of Directors' Report on Operations, of the Board of Statutory Auditors' Report and of the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2016. Resolutions relative to the results for the year.
  - 1.1. Approval of the Financial Statements as at 31 December 2016; presentation of the Board of Directors' Report on Operations, of the Board of Statutory Auditors' Report and of the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2016.
  - 1.2. Allocation of the results for the year.
2. Remuneration Report; resolutions referring to the first section of the Remuneration Report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
3. Appointment of a Director under article 2386, paragraph 1, of the Italian Civil Code.
4. Decisions under article 2390 of the Italian Civil Code.
5. Authorisation to the purchase and disposal of own shares. Resolutions relating thereto and resulting therefrom.

**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, "2017 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 7 April 2017 (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 (13 April 2017) 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, "2017 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 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, "2017 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, or by attaching it to an email message sent to: [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.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 18 April 2017). 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, "2017 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 17 April 2017, 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 31 March 2017). 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 5 April 2017). 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.

#### **Appointment of a member of the board of directors**

We remind you that the appointment of a member of the Board of Directors pursuant to article 2386 of the Italian Civil Code will be resolved by the Shareholders' Meeting with the majorities required by law, without list voting. For further information on the appointment of a member of the Board of Directors, please refer to the provisions of Article 17 of the Articles of Association.

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**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, "2017 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 the items of the Agenda will be made available on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "2017 Shareholders' Meeting", and will also be available through the authorised filing service, eMarket Storage, at [www.emarketstorage.it](http://www.emarketstorage.it), at the time of publication of this notice, at least 30 days before the date of the shareholders' meeting in single call, i.e. on 21 March 2017.

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, "2017 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" by the following 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), 21 March 2017

On behalf of the Board of Directors

The Chairman

Mario Moretti Polegato

Fine Comunicato n.0742-9

Numero di Pagine: 5