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Diffusione presunta

Oggetto : NOTICE OF ORDINARY AND
EXTRAORDINARY SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato.

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The parties authorised to participate in the Shareholders' Meeting and holders of voting rights are invited to attend the Ordinary and Extraordinary Shareholders' Meeting at "Villa Sandi", via Erizzo 105, Crocetta del Montello (Treviso), in sole call, on 16 April 2019 at 10:00 am, to resolve on the following

Agenda

Ordinary session:

1. Approval of the Financial Statements as of 31 December 2018; presentation of: Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2018. Resolutions concerning the result of the year.
 - 1.1. Approval of the Financial Statements as of 31 December 2018; presentation of: Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2018.
 - 1.2. Allocation of the result for the year.
2. Report on Remuneration; resolutions concerning the first section, pursuant to art. 123-*ter*, paragraph 6, of Italian Legislative Decree no. 58/1998.
3. Appointment of the Board of Directors.
 - 3.1. Determination of the number of members;
 - 3.2. Determination of the term of office;
 - 3.3. Appointment of the members of the Board of Directors;
 - 3.4. Appointment of the Chairman of the Board of Directors;
 - 3.5. Determination of the remuneration payable to the Board Directors, including those entrusted with special assignments.
4. Appointment of the Board of Statutory Auditors.
 - 4.1. Determination of the remuneration payable to the Board of Statutory Auditors;
 - 4.2. Appointment of the members of the Board of Statutory Auditors;
 - 4.3. Appointment of the Chairman of the Board of Statutory Auditors.
5. Approval pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998 of a new incentive plan based on financial instruments "Stock Grant Plan 2019-2021" about the granting for free of ordinary shares of the Company to the recipients of the plan; related and ensuing resolutions.
6. Set up of a specific income provision, bound to a free share capital increase, for the purpose of backing one or more stock grant plans; related and ensuing resolutions.
7. Authorisation for the purchase and placement of own shares. Related and ensuing resolutions.

Extraordinary session:

1. Revocation of the capital increase against payment resolution aimed at the implementation of the stock option plans approved by the Shareholders' Meeting of 18 December 2008; subsequent amendments to art. 5 of the Articles of Association.
2. Addition of the Article of Association provision regarding free capital increase pursuant to art. 2349 of the Italian Civil Code; subsequent amendments to art. 7 of the Articles of Association.
3. Free capital increase pursuant to art. 2349, paragraph 1 of the Italian Civil Code, in indivisible form, up to a maximum nominal amount of Euro 1,200,000 corresponding to a maximum number of 12,000,000 ordinary shares of the Company, with a nominal value of Euro 0.10 each, for the purpose of backing one or more stock grant plans, including, inter alia, the Stock Grant Plan 2019-2021, through the use of a specific income provision, as resolved on by the Ordinary Shareholders' Meeting under point 6 of the Agenda of the ordinary session; granting of powers to the Board of Directors related to the issuing of new shares of the Company, following amendments to art. 5 of the Articles of Association.

Information on the share capital: It should be noted that the share capital of the Company is currently Euro 25,920,733.10, consisting of 259,207,331 ordinary shares of a nominal value of Euro 0.10 (zero point ten) each, that each ordinary share gives the right to one vote at the Shareholders' Meeting and that the Company, as at this date, does not hold any shares. Information on the share capital is available on the web site of the Company www.geox.biz, section *Governance* "Shareholders' Meeting 2019".

GEOX S.P.A.

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Participation in the Shareholders' Meeting: Pursuant to art. 83-*sexies* of Italian Legislative Decree 58/98, as amended (“**Consolidated Finance Act**” or “**TUF**”) and art. 12 of the Articles of Association, the right to participate in the Meeting and to vote is granted to those subjects who hold shares on the seventh open market day prior to the date of the Meeting, i.e. on 5 April 2019 (“Record date”), and provided that they have communicated their intent to participate in the Meeting, through the designated intermediary, pursuant to the applicable laws and regulations. The communication must be received by the Company by the end of the third open market day (11 April 2019) prior to the date of the Meeting. The above, notwithstanding the legitimacy to participate and vote if the communication is received by the Company beyond the terms indicated above but still before the commencement of the Meeting. Those who acquire ownership of the shares only after the record date, are not authorised to participate and vote in the Shareholders' Meeting.

Pursuant to art. 135-*novies* of TUF and art. 12 of the Articles of Association, the subjects authorised to participate in and vote at the Meeting may be represented through a written proxy, using the forms available at the registered office of Geox S.p.A., Direzione Affari Legali e Societari, via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV) and on the website of the Company www.geox.biz, section *Governance* “Shareholders' Meeting 2019”. The form is also available at the authorised intermediaries. The proxy can be notified to the Company by registered mail with return receipt sent to the registered office, or by fax at the number 0423 28 1677, or electronically to the certified email address societario@pec.geox.com. If the representative delivers a copy of the proxy or has it delivered to the Company as instructed above, he/she is required to demonstrate, under his/her responsibility, the true representation of this copy with the original, as well as the identity of the delegating party. It should also be noted that any prior notification does not exempt the delegated subject, as regards authorisation to participate in the meeting, from fulfilling the two requirements described above. The representative must keep the original proxy and must retain, for a year, starting from the conclusion of the Meeting, the voting instructions that he/she may have received.

The proxy may be conferred, free of charge for the delegating party, with the necessary voting instructions, applicable to all or only some resolution proposals regarding the Agenda items, to Computershare S.p.A., registered office in Milan, via Lorenzo Mascheroni no. 19, Postal Code 20145, as the party designated for this purpose by the Company, pursuant to art. 135-*undecies*, of Italian Legislative Decree no. 58/1998. To this end, the specific proxy form to be completed by the Designated Representative, in agreement with the Company, and available on the website of the Company www.geox.biz, section *Governance* “Shareholders' Meeting 2019”, must be used. The proxy issued to the Designated Representative, with voting instructions, must be received in its original copy at the registered office of Computershare S.p.A., via Lorenzo Mascheroni n. 19, 20145 Milan, must be forwarded in advance by fax to the number +39 02 46776850, or attached to an email message sent to the address ufficiomilano@pecserviziottoli.it, by the end of the second open market day prior to the date of the Shareholders' Meeting in sole call (i.e. by 12 April 2019). The proxy, thus conferred, is effective only for those proposals for which voting instructions were provided. The proxy and the voting instructions are revocable within the same term indicated above. The proxy form, with related instructions for its completion and transmission, is available at the registered office and on the website of the Company www.geox.biz, section *Governance* “Shareholders' Meeting 2019”. Any advance notice does not exempt the delegated party, at the time of authorisation for access to the Meeting, from the requirement to demonstrate the conformity of the notified copy with the original, as well as the identity of the delegating party.

The Designated Representative shall be available for clarifications or information, at the number 02-46776811 or at the email address advisory-services@computershare.it.

Art. 12 of the Articles of Association sets forth that those with voting rights may exercise said rights electronically by certified email in compliance with the laws, regulations and provisions that may be set forth in the Shareholders' Meeting regulations. While awaiting the related amendments to the shareholders' meeting regulations to which the effectiveness of the aforementioned provision is subordinate, as set forth in art. 12 of the Articles of Association, expressing a vote electronically is not allowed for the Shareholders' Meeting called with this notice.

Right to ask questions: Pursuant to art.127-*ter* of TUF, those with voting rights may ask questions on the agenda items also prior to the Shareholders' Meeting but by the deadline of 13 April 2019, through registered mail with return receipt sent to Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), or by fax to the number 0423 28 1677 or electronically by certified email to societario@pec.geox.com. In order to make use of this right, the Company must receive the necessary communication issued by the intermediaries with which the shares owned by the Shareholder are filed. However the afore-mentioned communication is not necessary if the Company receives from the intermediary the communication necessary for participating in the Meeting. These questions, received prior to the Shareholders' Meeting from authorised subjects and pertaining to the agenda items, will be answered at the latest during the Shareholders' Meeting, notwithstanding the right of the Company to provide a single answer to all questions with the same content.

Addition of Agenda items and additional resolution proposals on items already on the Agenda: It should be noted that, pursuant to art. 10 of the Articles of Association and art. 126-*bis* of TUF, the Shareholders who, also jointly,

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represent at least one fortieth of the share capital may request, in writing, to add to the list of items to be discussed, indicating in their request either the additional items proposed or the additional resolution proposals on items already included on the Agenda.

The requests, in writing, must be signed and received in their original copy, either by delivery or by registered mail with return receipt, at the Company's registered office, Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), or electronically by certified email sent to societario@pec.geox.com (provided that the sender uses its own certified email address) within the tenth day after publication of this notice (i.e. by Sunday, 17 March 2019). By the same date and with the same delivery methods, a report must be submitted on the additional items proposed for discussion, providing the reasons behind the proposals for additional items to be discussed or the reasons for the additional resolution proposals on the items already included on the agenda. The questions must be accompanied by: (i) identification information of the requesting shareholder (surname and name, place and date of birth; in the case of an entity or company, name and registered office address and tax ID code); and (ii) the communication provided by the intermediary to exercise said right that demonstrates the registration of the shares, at the date when the request is made, on behalf of the requesting shareholder.

Information on additions to the Agenda items or additional resolution proposals on items already on the Agenda is provided according to the same methods set forth for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 1 April 2019). The additional resolution proposals on items already included on the Agenda, prepared by the proposing Shareholders, are made available at the same time of the publication of the submission notice, accompanied by any remarks by the Board of Directors.

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

Appointment of the Directors: In reference with point 3 of the Agenda, it should be noted that pursuant to art. 17 of the Articles of Association, the appointment of the Board of Directors, composed of 5 to 11 members, shall take place based on lists submitted by the Shareholders, according to the procedures set forth by the applicable laws and regulations, as well as by the Articles of Association.

The lists of candidates to the office of Directors must be filed at the registered office, Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), during business hours or sent electronically by certified email to societario@pec.geox.com, by the 25th day prior to the date of the Shareholders' Meeting in sole call, i.e. by 22 March 2019, pursuant to the methods set forth respectively in art. 17 of the Articles of Association (available on the website, section *Governance* "Shareholders' Meeting 2019") and in the applicable laws.

To this regard, it should be noted that the certifications of the authorised intermediaries pursuant to the applicable legislation, demonstrating the equity investment held at the time of the filing of the list, may be received by the Company also after the filing the list, provided that it occurs within the term for the publication of the lists by the Company, as set forth in art. 144-sexies, paragraph 4-quater, of the Consob Issuers Regulations (resolution no. 11971/1999 as amended) i.e. 21 (twenty one) days before the Shareholders' Meeting date, i.e. by 26 March 2019.

The Shareholders who have the right to submit lists, independently or jointly with other shareholders, must hold a number of shares representing at least 2.5% of the share capital, as set forth in art. 144-quater of the Issuers Regulation, paragraph 1, letter b), in the Resolution endorsed by Consob, no. 13 of 24 January 2019 and art. 17 of the Articles of Association.

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

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

The composition of each list must comply with the gender balance requirements pursuant to the Articles of Association and to the Code of Conduct adopted by the Company. Therefore, the lists with a number of candidates, equal to or

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exceeding three, must ensure, in the composition of the list, that at least one third of the candidates belong to the least represented gender. Should the application of gender quotas not be reflected in the number of Board members belonging to the least represented gender, this number shall be rounded up to the nearest whole number.

Those who intend to submit a list are invited to read the "Policy on diversity" adopted by the Company, as well as the guidelines for appointing corporate bodies, also adopted by the Company, and available on the website www.geox.biz section *Governance* "Regulations and Procedures" and it must be noted that those who intend to submit a list are required to provide adequate information about the list fulfilling the requirements for gender diversity as explained in the documentation provided for the filing of lists.

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

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

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

The lists will be made available at the registered office and on the authorized storage device "eMarket Storage", at the address www.emarketstorage.com as well as on the website of the Company www.geox.biz, section *Governance* "Shareholders' Meeting 2019", at least 21 days prior to the date of the Shareholders' Meeting in sole call (i.e. by 26 March 2019).

Appointment of the Board of Statutory Auditors: The Board of Statutory Auditors, as set forth in art. 22 of the Articles of Association, is composed of three Statutory Auditors and 2 Alternate Auditors, who can be re-elected.

Assignments, duties and duration of office are those set forth by the law. In this regard, it must be noted in particular, that, pursuant to art. 22 of the Articles of Association, the appointment of the members of the Board of Statutory Auditors is based on lists, in order to ensure that the minority can elect one statutory auditor, who will chair the Board, and one alternate auditor.

The appointment of the Board of Statutory Auditors shall take place in compliance with the provision of said art. 22 of the Articles of Association, to which reference should be made, highlighting in particular that the Auditors, differentiated as to whether the candidacy is submitted for the office of statutory auditor or alternate auditor, are appointed by the Shareholders' Meeting in compliance with the applicable pro-tempore regulations on gender balance, based on the lists submitted by the Shareholders, where the candidates must be listed with progressive numbers. The shareholders who, independently or jointly with other shareholders are authorised to submit only one list if on the day of submission of the list to the Company, they hold a number of shares representing at least 2.5% of the share capital, pursuant to art. 144-quarter of the Issuers Regulation, paragraph 1, letter b), to the Resolution no. 13 of 24 January 2019, endorsed by Consob, and to art. 17 of the Articles of Association. Each shareholder, as well as all shareholders belonging to the same group, i.e. the subject, even if not corporate personnel in a controlling position, pursuant to art. 2359 of the Italian Civil Code, and any company controlled thereby, either individually or jointly, all shareholders under the same shareholders agreement, ex art. 122 of Italian Legislative Decree no. 58, of 24 February 1998, or the shareholders who are otherwise associated with each other due to relevant relationships pursuant to the applicable law and/or regulations, may submit

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individually or jointly with other shareholders, directly or through a third party or through a trust company, only one list of candidates, under penalty of inadmissibility of the list.

The lists, signed by the Shareholder or the Shareholders submitting them and accompanied by all the documentation required by the Articles of Association and the applicable legislation, must be filed, by the same Shareholders, at the Registered Office of the Company, Direzione Affari legali e Societari di Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), during business hours or sent to the certified email address societario@pec.geox.com, along with the information that allows or the identification of the shareholders submitting the lists as well as the related percentage of shares held, at least 25 (twenty five) days before the day set for the Shareholders' Meeting in sole call and therefore by 22 March 2019.

To this regard, it should be noted that the certifications of the authorised intermediaries pursuant to the applicable legislation, demonstrating the equity investment held at the time of the filing of the list, may be received by the Company also after the filing of the list, provided that it occurs within the term for the publication of the lists by the Company, as set forth in art. 144-sexies, paragraph 4-quater, of the Consob Issuers Regulations (resolution no. 11971/1999 as amended) i.e. 21 (twenty one) days before the Shareholders' Meeting date, i.e. by 26 March 2019.

If by the deadline for the submission of lists, no list is filed or only one list is filed, or only shareholders related with one another pursuant to art. 144-quinquies of the Consob Issuers Regulations, have submitted a list, this information shall be promptly communicated and the deadline for the submission of lists shall be extended by 3 (three) additional days, therefore the lists may be submitted until 25 March 2019 and the thresholds set for their submission shall be decreased to half, i.e. 1.25% of the share capital.

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

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

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

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

The lists are divided into two sections: one for the candidates for the office of Standing Auditor and the other for the office of Alternate Auditor. The lists with a total number of candidates equal to or exceeding three must comprise candidates belonging to both genders, ensuring that at least 1/3 (rounded up) of both the candidates to the Statutory Auditor offices and the candidates to the Alternate Auditor offices belong to the gender that is least represented in the list.

The following shall be filed with each list:

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

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

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Those who intend to submit a list are invited to read the "Policy on diversity" adopted by the Company as well as the guidelines for appointing corporate bodies also adopted by the Company and available on the website www.geox.biz section *Governance* "Regulations and Procedures" and it must be noted that those who intend to submit a list, are required to provide adequate information about the list meeting the requirements of gender diversity as explained in the documentation provided for the submission of the lists.

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

The lists will be made available at the registered office and on the authorized storage device "eMarket Storage", at the address www.emarketstorage.com as well as on the website of the Company www.geox.biz, section *Governance* "Shareholders' Meeting 2019", at least 21 days prior to the date of the Shareholders' Meeting in sole call (i.e. by 26 March 2019).

Documentation

The documentation concerning the Agenda items, including the reports prepared by the Board of Directors and related resolution proposals, shall be made available to the public, within the terms and according to the methods set forth in the applicable laws, at the registered office of the Company, via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), in the storage mechanism for regulated information, eMarket Storage, available at the address www.emarketstorage.com, and on the website of the Company www.geox.biz, section *Governance* "Shareholders' Meeting 2019". The Shareholders have the right to access all documents filed at the registered office and to obtain a copy thereof, at their own expense.

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

- i. as at today, concurrently with the publication of this Notice, the report from the Directors on the Agenda items of the Ordinary Shareholders' Meeting, including the related resolution proposals under, respectively, points 3 and 4 of the Agenda, pursuant to article 125-ter, first paragraph, of Legislative Decree no. 58/98;
- ii. by 17 March 2019, the report from the Directors on the Agenda items of the Ordinary Shareholders' Meeting, including the related resolution proposals under point 5, together with the Information Document regarding the option plan and point 6 of the Agenda, pursuant to art. 125-ter, first paragraph, of Legislative Decree no. 58/98;
- iii. by 25 March 2019, the Annual Financial Report for the year 2018, together with other reports under art. 154-ter of Legislative Decree no. 58/98, including the Report on Corporate Governance and the ownership structures for the year 2018, the Consolidate report of a non-financial nature, as well as the Report on Remuneration under art. 123-ter of Legislative Decree no. 58/98;
- iv. by 26 March 2019, the Report by the Board of Directors on point 7 of the Agenda of the Ordinary Shareholders' Meeting and the report on points 1, 2 and 3 of the Agenda of the Extraordinary session, pursuant to art. 125-ter, first paragraph, of Legislative Decree no. 58/98;
- v. by 26 March 2019, the lists filed by the Shareholders with the candidacies for the renewal of the Board of Directors and the Board of Statutory Auditors, along with all related documents and information;
- vi. by 1 April 2019, the documentation under art. 77, paragraph 2-bis, of the Consob Issuers Regulation (i.e. documentation related to the financial statements of subsidiaries and associates) available only at the registered office at via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV).

The Articles of Association are available on the website of the Company at www.geox.biz, section *Governance* "Articles of Association".

This entire notice is posted, as at today, on the website www.geox.biz, section *Governance* "Shareholders' Meeting 2019", and an excerpt of it will be published, by the next day, in the newspaper Italia Oggi and also made available in the storage mechanism for regulated information "eMarket Storage" which can be consulted on the website www.emarketstorage.com.

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

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GEOX R E S P I R A

The Registered Office, located at via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), is open to the public for consultation and/or delivery of the afore mentioned documentation on business days, from Monday to Friday, from 9:00 am to 6:00 pm.

The Shareholders are kindly invited to check-in well in advance of the Shareholders' Meeting, in order to facilitate the registration process.

Biadene di Montebelluna (TV), 7 March 2019

For the Board of Directors

The Chairman

Mr Mario Moretti Polegato

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