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Societa' : GEOX

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Data/Ora Ricezione : 23 Marzo 2020 18:12:53

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Diffusione presunta

Oggetto : NOTICE OF CALL OF THE
SHAREHOLDERS' MEETING OF APRIL
22, 2020

Testo del comunicato

Vedi allegato.

Please be advised that the date and/or place and/or procedures indicated in this notice of call for the Shareholders' Meeting may be subject to change should the Italian authorities handling the COVID-19 emergency issue further measures after the date of this notice. Notification will be promptly provided of any such changes, using the same procedures followed for the publication of the notice.

NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

The parties entitled to attend the shareholders' meeting and exercise voting rights are called to the Ordinary Shareholders' Meeting (with a single call), which will be held via means of telecommunication, at the Company's registered office in via Feltrina Centro 16, 31044 Biadene di Montebelluna (Treviso), on 22 April 2020 at 10:00 am, to discuss and pass resolutions on the following

Agenda

1. Approval of the Financial Statements as of 31 December 2019; presentation of the Board of Directors' Report, the Non-financial statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016, the Report from the Board of Statutory Auditors and the Report from the Independent Audit Firm. Presentation of the Consolidated Financial Statements as of 31 December 2019. Resolutions concerning the result for the year.
 - 1.1. Approval of the Financial Statements as of 31 December 2019; presentation of the Board of Directors' Report, the Non-financial statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016, the Report from the Board of Statutory Auditors and the Report from the Independent Audit Firm. Presentation of the Consolidated Financial Statements as of 31 December 2019.
 - 1.2. Allocation of the result for the year.
2. Report on the policy regarding remuneration and fees paid pursuant to Art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998:
 - 2.1 Section I - Approval of the remuneration policy for 2020;
 - 2.2 Section II - Approval of Section II of the Report regarding fees paid during 2019.
3. Proposal to reduce the number of directors from ten to nine, pursuant to Art. 17 of the Articles of Association.
4. Determination of the remuneration payable to the Board of Directors.
5. Authorisation to purchase and make treasury shares available, subject to the revocation of the previous authorisation to the extent that it wasn't used. Related and ensuing resolutions.

Information on the share capital: it should be noted that the share capital of the Company is currently Euro 25,920,733.10, consisting of 259,207,331 ordinary shares, each with a nominal value of Euro 0.10 (zero point ten). Each ordinary share gives the right to one vote at the Shareholders' Meeting. As of today, the Company holds 3,996,250 treasury shares, equal to 1.54% of the share capital. Information on the share capital is available on the Company's website www.geox.biz, in the Governance section under "Shareholders' Meeting 2020".

Attending the Shareholders' Meeting and issuing a proxy to the Designated Representative: pursuant to art. 83-sexies of Italian Legislative Decree no. 58/98 as amended (the "Testo Unico della Finanza" or "TUF" - Italian Consolidated Law on Financial Intermediation) and Art. 12 of the Articles of Association, the right to participate and vote in the Shareholders' Meeting is granted to those holding shares on the seventh day of market trading prior to the date of the Shareholders' Meeting, i.e. on 9 April 2020 ("record date"), provided that they have notified the Company of their intention to attend the Meeting, through the authorised intermediary, pursuant to legal provisions and applicable regulations. The Company must receive this notification by the end of the third day of market trading (17 April 2020) prior to the date of the Shareholders' Meeting. This shall be without prejudice to the right to participate and vote even if the Company receives this notification after the aforementioned deadline, as long as it is received before the Shareholders' Meeting commences. Those who become a shareholder after the record date shall not be entitled to participate and vote in the Shareholders' Meeting.

In accordance with Art. 106, paragraph 4, of Italian Decree Law no. 18 of 17 March 2020 (the so-called "Cure Italy" Decree), **holders of voting rights may only participate in the Shareholders' Meeting through the representative designated by the Company** pursuant to Art. 135-undecies of Italian Legislative Decree no. 58/98. A proxy must be issued to this representative following the procedures and in accordance with the terms and conditions stated below. The Company has appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni no. 19, 20145 – to represent the shareholders, designated pursuant to Art. 135-undecies of Italian Legislative Decree no. 58/98 ("**Designated Representative**").

GEOX S.p.A.

Via Feltrina Centro, 16 - 31044 Biadene di Montebelluna - Treviso - Italy
Tel. + 39 0423 2822 - Fax +39 0423 282125
VAT no., Tax Code and Treviso Companies Register no. IT03348440268
Share Capital € 25,920,733.10, fully paid-up

The Directors and Statutory Auditors, as well as the other parties entitled to attend by law who do not hold voting rights (those holding voting rights must issue a proxy to the Designated Representative), may participate in the Shareholders' Meeting via means of telecommunication, which must also be able to ensure that they can be identified. The Company will provide the individuals concerned with instructions on how to attend the Shareholders' Meeting via means of telecommunication.

Shareholders who wish to participate in the Shareholders' Meeting must issue a proxy to the aforementioned Designated Representative - with the relative voting instructions - for all or some of the draft resolutions regarding the agenda items. To do this, they must use the specific proxy form, also in electronic format, prepared by said Designated Representative in agreement with the Company, which is available on the Company's website www.geox.biz, in the Governance section under "Shareholders' Meeting 2020", where there is also the link to the procedure to send the proxy electronically.

The proxy form with voting instructions must be sent by following the instructions stated on the form itself and provided on the Company's website, by no later than the second day of market trading prior to the Shareholders' Meeting (i.e. 20 April 2020); the same deadline also applies for proxies to be withdrawn.

A proxy issued in this way shall only be effective for the draft resolutions for which voting instructions have been provided.

Please note that the shares in relation to which the proxy has been granted, even only partially, shall be counted for the purpose of determining whether the Shareholders' Meeting may be deemed duly convened and quorate. In relation to draft resolutions for which voting instructions have not been provided, the relative shares shall not be counted for the purpose of calculating the majority and the portion of capital that needs to be represented in order for resolutions to be approved.

It should also be noted that proxies or sub-proxies may also be granted to the Designated Representative pursuant to Art. 135-*novies* of the TUF, by way of derogation from Art. 135-*undecies*, paragraph 4, of the TUF, following the procedures and by the deadlines indicated on the Company's website stated above.

The Designated Representative shall be available to provide any clarifications or information, on +39 02-46776819 or at the e-mail address ufficiomi@computershare.it.

Right to submit questions: pursuant to Art.127-*ter* of the TUF, holders of voting rights may submit questions on the agenda items, also prior to the Shareholders' Meeting, by the deadline of 15 April 2020. Questions may be sent via fax to +39 0423 28 1677, or electronically via certified e-mail to the address societario@pec.geox.com. In order to exercise this right, the Company must receive the necessary notification issued by the intermediaries acting as custodians for the shares belonging to the Shareholder. However, the aforementioned notification shall not be necessary if the Company receives the notification from the intermediary necessary for attending the Shareholders' Meeting. Questions sent prior to the Shareholders' Meeting by those authorised to do so, and which in any case pertain to the agenda items, shall be answered during the Shareholders' Meeting at the latest; the Company is entitled to provide a single response to questions with the same content.

Adding items to the Agenda and proposing draft resolutions 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 the TUF, Shareholders who, also jointly, represent at least one fortieth of the share capital may request, in writing, to add items to the list of matters to be discussed, indicating in their request the additional items they wish to propose, or may submit proposals for draft resolutions on items already included on the Agenda.

These requests, in writing and signed on the original, must be sent to the Company's registered office, to the Legal and Corporate Affairs Department of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), or must be sent via fax to +39 0423 28 1677 or via certified e-mail to the address societario@pec.geox.com (provided that the sender uses their own certified email address). Said requests must be received by the tenth day after this notice is published (i.e. by 2 April 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 draft resolutions on new items or the reason for any additional draft resolution on the items already included on the agenda. These requests must be accompanied by: (i) the details of the shareholder submitting the request (surname and name, place and date of birth; or, in the case of an organisation or company, company name and registered office address and tax code); and (ii) the notification sent by the intermediary to exercise said right, certifying registration of the shares as at the date when the request is made, on behalf of the shareholder submitting the request.

Notification shall be provided about items to be added to the agenda or draft resolution proposals on items already on the agenda in the same ways that apply for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 7 April 2020). Additional draft resolution proposals on items already on the agenda and the reports prepared by the Shareholders submitting the proposals are made available at the same time as notice is published of them being submitted, accompanied by any remarks by the Board of Directors.

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It should also be noted that new items may not be added to the agenda for matters in relation to which the Shareholders' Meeting passes resolutions, pursuant to the law, based on proposals submitted by the Directors or based on a plan or report prepared by the Board of Directors, other than those stated in Article 125-*ter*, paragraph 1, of the TUF.

Reduction in the number of Directors: with reference to point 3 on the agenda, it should be noted that, on 16 January 2020, the Board of Directors of Geox S.p.A. accepted the resignation of Matteo Carlo Maria Mascazzini as Company Director and Chief Executive Officer. On the same date, the Board of Directors appointed the existing director, Livio Librallesso, as Chief Executive Officer, with immediate effect.

The Board of Directors meeting held on 16 January 2020 passed a resolution to temporarily postpone co-optation of a new director pursuant to Art. 2386, paragraph 1, of the Italian Civil Code. Subsequently, the meeting held on 5 March 2020 passed a resolution to submit a proposal to the next shareholders' meeting to approve a reduction in the number of members of the Board of Directors.

For further information on the proposal to reduce the number of members of the Board of Directors, please refer to the provisions stated in Art. 17 of the Articles of Association and to the report explaining this point, available in the Governance section of the website, under "Shareholders' Meeting 2020", and on the authorised storage system for regulated information, called eMarket Storage, available at the address www.emarketstorage.com.

Documentation:

The documentation concerning the Agenda items, including the explanatory reports prepared by the Board of Directors and the relative draft resolutions, shall be made available to the public, by the deadlines and in accordance with the procedures provided for by applicable legislation, at the Company's registered office in via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), on the authorised storage system for regulated information, called eMarket Storage, available at the address www.emarketstorage.com, and on the Company's website www.geox.biz, in the Governance section under "Shareholders' Meeting 2020". Shareholders are entitled to read all records filed at the Company's registered office and may also obtain a copy, at their own expense.

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

- i.* today, at the same time as publishing this notice of call, the Directors' report on the items on the Agenda for the Ordinary Shareholders' Meeting, also including the relative draft resolutions on said Agenda items, pursuant to Article 125-*ter*, first paragraph, of Italian Legislative Decree no. 58/98;
- ii.* by 31 March 2020 the Annual Financial Report for the year 2019, together with the other reports referred to by Art. 154-*ter* of the TUF, including the Report on Corporate Governance and Ownership Structures for the year 2019, the Non-financial consolidated statement and the Remuneration Report pursuant to Art. 123-*ter* of the TUF;
- iii.* by 7 April 2020 the documentation referred to by Art. 77, paragraph 2-bis, of the Consob Issuers' Regulation (i.e. documentation relating to the financial statements of subsidiaries and associated companies), available only at the Company's registered office in via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV).

The Articles of Association are available on the Company's website www.geox.biz, in the Governance section under "Articles of Association".

The full version of this notice of call has been published today on the Company's website www.geox.biz, in the Governance section under "Shareholders' Meeting 2020", and an extract from it will be published the day after in the newspaper Italia Oggi and made available on the authorised storage system for regulated information, called eMarket Storage, available at the address www.emarketstorage.com.

Request for information: for any additional information regarding the Shareholders' Meeting and, in particular, how to exercise rights held, it is possible to consult the Governance section of the Company's website www.geox.biz (under "Shareholders' Meeting"), or send an e-mail to societario@pec.geox.com.

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GEOX R E S P I R A

The Company shall provide the instructions on how to attend the Shareholders' Meeting via means of telecommunication to the Directors, Statutory Auditors and Computershare S.p.A. as well as to all others entitled to attend who do not hold voting rights.

Biadene di Montebelluna (TV), 23 March 2020

On behalf of Board of Directors

The Chairman

Mario Moretti Polegato

GEOX S.p.A.

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Fine Comunicato n.0742-10

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