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Data/Ora Inizio : 23 Marzo 2021 20:24:02
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Oggetto : NOTICE OF CALL-ORDINARY AND
EXTRAORDINARY SHAREHOLDERS'
MEETING 22 APRIL 2021

Testo del comunicato

Vedi allegato.

NOTICE OF CALL - ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The parties entitled to attend the Shareholders' Meeting and exercise voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting (with a single call), which will be held via telecommunication means, at the Company's registered office in via Feltrina Centro 16, 31044 Biadene di Montebelluna (Treviso), on 22 April 2021 at 10:00 am, to discuss and pass resolutions on the following

Agenda

Ordinary session:

1. Approval of the Financial Statements as of 31 December 2020; presentation of the Board of Directors' Report, the non-financial statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016, the Board of Statutory Auditors' report and the Independent Auditors' report. Presentation of the Consolidated Financial Statements as of 31 December 2020. Resolutions concerning the result for the year.
 - 1.1 Approval of the Financial Statements as of 31 December 2020; presentation of the Board of Directors' Report, the non-financial statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016, the Board of Statutory Auditors' report and the Independent Auditors' report. Presentation of the Consolidated Financial Statements as of 31 December 2020.
 - 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 2021;
 - 2.2 Section II - Approval of Section II of the Report regarding fees paid during 2020.
3. 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.
4. Approval pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998 of a new incentive plan based on financial instruments "2021-2023 Equity (Stock Grant) & Cash-Based Plan" for the allocation, free of charge, of ordinary shares of the Company to the Recipients of the plan; related and ensuing resolutions.
5. Appointment of the Independent Audit Firm; related and ensuing resolutions.

Extraordinary session:

1. Proposal to amend the Extraordinary Shareholders' Meeting resolution of 16 April 2019 relating to a free share capital increase pursuant to art. 2349, paragraph 1 of the Italian Civil Code, in separate issues, 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, for the purpose of backing one or more stock grant plans, aimed at extending the terms of the capital increase; subsequent amendments to art. 5 of the Articles of Association.
2. Amendments to the Company's Articles of Association, in order to comply with Budget Law no. 160/2019 concerning provisions on gender quotas within administrative and control bodies of listed companies. Amendments to articles 16, 17 and 22 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, 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 2021".

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 13 April 2021 ("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 (19 April 2021) 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'

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Share Capital € 25,920,733.10, fully paid-up

Meeting commences. Those who hold shares only 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, converted, after amendment, by Italian Law no. 27 of 24 April 2020 and subsequently amended by art. 3, paragraph 6, of Italian Decree Law no. 183 of 31 December 2020, converted, after amendment, by Italian Law no. 21 of 26 February 2021 (the so-called "Decreto Cura Italia"), **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 of 24 February 1998 ("TUF").

Consequently, the Company has appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni no. 19, 20145 – to represent the Shareholders, pursuant to art. 135-undecies of the TUF. 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 2021", 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 2021); 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 13 April 2021. 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 by the Company, which is entitled to provide a single response to questions with the same content. The answers to the questions received must be made available within three trading days prior to the Shareholders' Meeting on the Company's website www.geox.biz, in the Governance section under "Shareholders' Meeting 2021".

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 Easter Friday 2 April 2021); 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

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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 2021). 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.

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 Directors, other than those stated in Article 125-*ter*, paragraph 1, of the TUF.

Submission of draft resolutions by those with voting rights (pursuant to Art. 126-bis, paragraph 1, third sentence of the TUF).

On account of the procedures for participation in the Shareholders' Meeting stated above – with reference to the provisions of Art. 126-bis, paragraph 1, third sentence of the TUF – those with voting rights may individually submit draft resolutions to the Shareholders' Meeting on items on the Agenda, in accordance with the following procedures:

- The draft resolutions must be sent to the Company via certified email to the address societario@pec.geox.com by 13 April 2021; said proposals must be formulated in a clear and complete manner, and must include the information allowing identification of the person submitting them as well as a telephone number, where possible.
- The right to formulate the draft proposals must be certified by the notification made by an authorised intermediary pursuant to current legislation, issued pursuant to Art. 83-sexies of the TUF, in the manner specified in the previous paragraph "Entitlement to participate in the Shareholders' Meeting".

The draft resolutions received will be published on the Company's website at www.geox.biz, under the section Governance "Shareholders' Meeting 2021", without delay and in any case no later than 15 April 2021, in order to allow those with voting rights to express themselves consciously, also in consideration of these new proposals, and to allow the Designated Representative to collect relevant voting instructions.

For the purposes of the above, the Company reserves the right to verify the relevance of the draft resolutions with respect to the items on the Agenda, their completeness and compliance with applicable regulations, and the entitlement of the proposers.

Documentation:

The documentation concerning the Agenda items, including the explanatory reports 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 2021 (<https://www.geox.biz/en/governance/shareholders-meeting/assemblea-aprile-2021.html>)". 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:

- 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;
- by 31 March 2021 the Annual Financial Report for the year 2020, 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 2020, the Non-financial consolidated statement and the Remuneration Report pursuant to art. 123-*ter* of the TUF;
- by 7 April 2021 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).

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RESPIRA

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 2021"; an extract 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.

The registered office in via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), is open to the public for consultation and/or delivery of the above documentation on weekdays, from Monday to Friday, from 8.30 to 17.30.

The Company shall provide the instructions on how to attend the Shareholders' Meeting via telecommunication means 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 2021

On behalf of the Board of Directors

The Chairman

Mario Moretti Polegato

GEOX S.p.A.

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Fine Comunicato n.0742-7

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