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Societa' : GEOX

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Utenza - Referente : GEOXN04 - -

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Data/Ora Ricezione : 20 Marzo 2024 18:49:13

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Oggetto : NOTICE OF CALL - SHAREHOLDERS'  
MEETING 19 APRIL 2024

*Testo del comunicato*

Vedi allegato

## NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The parties entitled to attend the Shareholders' Meeting and exercise voting rights are called to attend the Ordinary Shareholders' Meeting at "Villa Sandi", via Erizzo 105, Crocetta del Montello (Treviso), in a single call, on 19 April 2024 at 10:00 am, to resolve on the following

### Agenda

1. Approval of the Financial Statements as at 31 December 2023; presentation of the Board of Directors' Management 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 Audit Firm's Report. Presentation of the Consolidated Financial Statements as at 31 December 2023.
2. Resolutions concerning the allocation of the result for the financial year.
3. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for 2024;
4. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section II – Resolution on Section II of the report regarding remuneration paid during 2023.
5. Appointment of a Director, pursuant to article 2386, paragraph 1, of the Italian Civil Code.
6. Authorization to the purchase and disposal of treasury shares, subject to the revocation, for the portion not implemented, of the previous authorization.

**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](http://www.geox.biz), in the Governance section under "Shareholders' Meeting 2024".

**Participation in the Shareholders' Meeting and granting of the 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 Finance) and Art. 12 of the Articles of Association, the right to participate and vote in the Shareholders' Meeting is granted to those holding shares at the end of the seventh open market day prior to the date of the Meeting, i.e. on 10 April 2024 ("record date"), provided that they have notified the Company of their intention to attend the Meeting, through the authorized intermediary, pursuant to legal provisions and applicable regulations. The Company must receive this notification by the end of the third open market day (16 April 2024) prior to the date of the Meeting. This shall be without prejudice to the legitimacy 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 acquire ownership of the shares only after the record date are not authorized to participate and vote in the Shareholders' Meeting.

Those with the right to intervene at the Shareholders' Meeting are entitled to be represented through a written proxy pursuant to the legal provisions in force, using the proxy form available on the Company's website at [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2024".

The proxy may be notified to the Company by post to the Company's registered office or by email to the certified email address [societario@pec.geox.com](mailto:societario@pec.geox.com).

Any advance notice does not exempt the representative, at the time of authorization for access to the Meeting, from the requirement to demonstrate the conformity of the proxy with the original.

The proxy may be conferred, with the necessary voting instructions 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 TUF, signing the specific proxy form which can be found, in printable form, on the Company's website at [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2024", or at the

### GEOX S.p.A.

Via Feltrina Centro, 16 - 31044 Biadene di Montebelluna - Treviso - Italy

Tel. + 39 0423 2822 - Fax +39 0423 282125

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

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above-mentioned registered office of Computershare S.p.A.. The proxy with voting instructions must be received by Computershare S.p.A., via Lorenzo Mascheroni no 19, 20145 Milan, by the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e. by 17 April 2024) by the means indicated in the proxy form. The proxy is effective only if voting instructions were provided. The proxy and voting instructions may be revoked within the same period as above. It is noted that the communication made to the Company by the intermediary, bearing witness to the legitimate right to intervene in the Shareholders' Meeting and to exercise voting right, is also necessary in the case of conferring the proxy to the Designated Representative. Pursuant to the law, the shares for which a proxy has been conferred, including a partial one, are counted for the purposes of the regular establishment of the Shareholders' Meeting and, should voting instructions have not been conferred, the shares are not counted for the purposes of calculating the majority and the amount of share capital required to approve the resolutions. Further information regarding the granting of proxy to Computershare S.p.A. (which can be contacted by telephone for any clarifications +39 02 46776816 or +039 02 46776814) is also made available within the above-mentioned specific proxy form.

No means of voting by post or with electronic means are envisaged.

**Right to ask questions:** The shareholders with a right to intervene in the Shareholders' Meeting can submit questions about items on the agenda even before the Shareholders' Meeting by the fifth open market day before the Meeting (12 April 2024). Questions may be submitted with a specific letter by registered post with acknowledgement of receipt to the Company's registered office and/or by certified email to the following certified email address [societario@pec.geox.com](mailto:societario@pec.geox.com). Responses will be given at the latest during the Shareholders' Meeting itself. A single answer will be given to questions with the same content.

**Additions to the Agenda and proposals for resolution on the items 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 resolutions on items already included on the Agenda.

The requests, in writing, must be signed and received in their original copy at the Company's registered office of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), to the attention of the Legal and Corporate Affairs department, or by fax to the number +39 0423 28 1677, or electronically by certified email sent to [societario@pec.geox.com](mailto:societario@pec.geox.com) (provided that the sender uses their own certified email address) within the tenth day after publication of this notice (i.e. by 30 March 2024). 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 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 organization or company, company name and registered office address, and tax ID 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.

Information on additions to the agenda items or additional resolution proposals on items already on the agenda shall be 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 4 April 2024). Additional 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 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 by them, and other than those stated in Article 125-ter, paragraph 1, of the TUF.

### **Appointment of a member of the Board of Directors, pursuant to Article 2386 of the Italian Civil Code**

It is reminded that, on 1 March 2024, after many years of successful cooperation, the Board of Directors of Geox S.p.A. approved an agreement with Mr. Livio Libralesso, concerning the consensual termination of his role as Director, with effect from 1 March 2024, and as employee, with effect from 31 March 2024. On the same date, the Board of Directors co-opted Mr. Enrico Mistrion as Director of the Board of Directors, also appointing him as Chief Executive Officer; pursuant to Article 2386 of the Italian Civil Code, he will remain in office until the forthcoming Shareholders' Meeting, in accordance with the law. Therefore, the Shareholders' Meeting is called upon to provide for the integration of the Board of Directors by appointing a new Director.

Please note 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, legal majorities, without resorting to the list voting system. For further information on the appointment of a member of the Board of Directors, please refer to the

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provisions of Article 17 of the Articles of Association, and the Explanatory Directors' Report on the items on the agenda of the Shareholders' Meeting.

### 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 no. 16, 31044 Biadene di Montebelluna (TV), in the storage mechanism for regulated information, "eMarket Storage", available at the address [www.emarketstorage.com](http://www.emarketstorage.com), and on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2024" (<https://www.geox.biz/en/governance/shareholders-meeting/shareholder-s-meeting-april-2024.html>). Shareholders are entitled to read all records filed at the Company's registered office and may also 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 on the Agenda items, pursuant to Art. 125-ter, paragraph 1, of Italian Legislative Decree no. 58/98;
- ii. by 28 March 2024, the Annual Financial Report for the year 2023, 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 2023, the Consolidated Non-Financial Statement and the Remuneration Report pursuant to Art. 123-ter of the TUF;
- iii. by 4 April 2024, 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 at [www.geox.biz](http://www.geox.biz), in the Governance section under "Articles of Association".

This entire notice is posted, as at today, on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section "Shareholders' Meeting 2024", and an excerpt of it will be published, by the next day, in the newspaper "Italia Oggi", as well as made available in the storage mechanism for regulated information "eMarket Storage" which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com).

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

The Registered Office, located at via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), is open to the public for consultation and/or delivery of the aforementioned documentation on business days, from Monday to Friday, from 8:30 am to 5:30 pm.

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Biadene di Montebelluna (TV), 20 March 2024

For the Board of Directors

The Chairman

Mr. Mario Moretti Polegato

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Fine Comunicato n.0742-7-2024

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