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Societa' : GEOX

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Oggetto : GEOX S.P.A. SHAREHOLDERS' MEETING
2024

Testo del comunicato

Vedi allegato



PRESS RELEASE

GEOX S.P.A. SHAREHOLDERS' MEETING 2024

- **2023 FINANCIAL STATEMENTS APPROVED**
- **REMUNERATION REPORT IN ACCORDANCE WITH ARTICLE 123-TER OF ITALIAN LEGISLATIVE DECREE 58/98, APPROVED**
- **APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 2386, PARAGRAPH I, OF THE ITALIAN CIVIL CODE**
- **AUTHORISATION TO BUY BACK AND HOLD TREASURY SHARES IN ACCORDANCE WITH ARTICLES 2357 AND 2357-TER OF THE (ITALIAN) CIVIL CODE**

Crocetta del Montello, April, 19th 2024. The ordinary Shareholders' Meeting of Geox S.p.A., leading brand in classic and casual footwear, listed on the Euronext Milan (GEO.MI) market managed by Borsa Italiana was held today. Please find below the resolutions passed by the ordinary Shareholders' Meeting.

FINANCIAL STATEMENTS OF GEOX GROUP AND THE PARENT COMPANY GEOX S.P.A.

The Shareholders' Meeting read the Group's consolidated financial and non-financial statements and approved the financial statements of the parent company Geox S.p.A., in accordance with the draft financial statements approved by the Board of Directors meeting held on 1st March 2024 and already disclosed to the market with the press release issued on the same date.

The Shareholders' Meeting passed a resolution to carry forward the loss for the 2022 financial year.

REMUNERATION REPORT

The Shareholders' Meeting approved the Remuneration report pursuant to art. 123-ter, paragraph 6, of (Italian) Legislative Decree no. 58/98, as amended.

APPOINTMENT OF A DIRECTOR PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE

In relation to the appointment of a member of the Board of Directors pursuant to art. 2386 of the (Italian) civil code, the Shareholders' Meeting confirmed the appointment of Mr. Enrico Mistrion as a new director, after he was co-opted on March 1st, 2024. He shall hold office until the term of the current Board of Directors expires, i.e. until approval of the financial statements for the year ending December 31st, 2024.

AUTHORISATION TO BUY BACK AND HOLD TREASURY SHARES IN ACCORDANCE WITH ARTICLES 2357 AND 2357-TER OF THE (ITALIAN) CIVIL CODE

The Board of Directors has passed a resolution to submit a plan to buy back and hold treasury shares to the Shareholders' Meeting for approval. The aim of this plan is to provide the issuer with shares for both the allocation of stock options, in view of said options being exercised as part of the Stock Option Plan approved by the Shareholders' Meeting to the benefit of employees, and for current and any future Stock Grant plans in line with the Company's development strategy.

The Company may buy a number of ordinary shares not exceeding 10% of the share capital for a period of 18 months from the date that the shareholders' meeting passes the relative resolution (therefore with a deadline of 19 October 2025), subject to the revocation of the previous plan authorized by the Shareholders' Meeting on 20 April 2023. Purchases must be made at a price per share that is no more than 10% higher or lower than the closing price posted on the business day prior to the purchase date. Maximum daily purchase volumes cannot exceed 25% of the average volumes trades during the 20 Stock Exchange session preceding the purchase date. The share buy-back must be carried out on regulated markets in accordance with the procedures provided for by applicable regulations (in particular, pursuant to art. 144-bis, para. 1, letter b) of the Issuers' Regulation and the provision that are in any case



applicable in order to meet the requirement to treat all shareholders equally, as stated by art. 132 of the 'TUF' – Italian consolidated law on financial intermediation, and in accordance with applicable legislation and market practices permitted by CONSOB pursuant to article 13 of (EU) Regulation no. 596/2014), following the operating procedures set forth by the markets' own organizational and operating rules, in order to ensure that all shareholders are treated equally.

It should be noted that, as of today, the Company holds 3,996,250 treasury shares.

The minutes of the Shareholders' Meeting will be made available to the public at the Company's registered office and on the authorised storage system eMarket Storage, at the address www.emarketstorage.it, within thirty days from the date of the Shareholders' Meeting. The minutes will also be made available on the website www.geox.biz, in the Governance section under "Shareholders' Meeting". The summary report regarding the votes cast by shareholders will also be made available on the same website, in accordance with applicable legal provisions.

RESOLUTIONS PASSED BY THE BOD MEETING HELD AFTER THE SHAREHOLDERS' MEETING

The Board of Directors of Geox S.p.A. met after the Shareholders' Meeting and, among the other issues on the agenda, passed the following resolutions:

CONFIRMATION OF THE APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

The Board of Directors of Geox S.p.A. resolved to confirm the appointment of Mr. Enrico Mistrone as CEO, as well as checking that he meets all legal requirements in terms of integrity and professionalism.

ASSIGNMENT RELATED TO EQUITY (STOCK GRANT) & CASH-BASED 2021-2023 PLAN

With reference to the incentive plan of Geox S.p.A. ("Geox" or the "Company") called "Equity (Stock Grant) & Cash-Based Plan 2021-2023" (the "Plan"), approved by the Shareholders' Meeting on 22 April 2021, it should be noted that today the Board of Directors of the Company (the "Board"), in accordance with the provisions of the Plan Regulations, resolved to assign (free of charge) a total of 3,262,209 shares to the Beneficiaries of the Plan and to disburse, for a total gross amount of 81,000 HKD, the monetary component ("Cash Portion") due to the "Key People" category.

This assignment follows the announcement made on 1 March 2024, following the resolution of the Board of Directors that ascertained the achievement of the Profitability Objectives, the Financial-Asset Objectives, and the existence of the Condition of Permanence pursuant to Article 12 of the Plan Regulation.

The aforementioned shares are assigned to a total of 80 Beneficiaries, identified by the Board of Directors, after consulting the Appointments and Remuneration Committee, at the proposal of the CEO, in the Chief Executive Officer, in the Executives with Strategic Responsibilities, as well as in the Executives and Key People.

The shares are assigned from the treasury shares in portfolio and are subject to non-availability constraints, under the terms defined in the Regulation.

Attached to this press release is table no. 1 of Schedule 7 of Annex 3A of the Issuers' Regulation no. 11971/1999 containing details on the status of implementation of the plan.

For further information on the Plan, please refer to the information contained in the information document prepared pursuant to Article 84-bis of the Issuers' Regulations and published on the Company's website at the following link <https://www.geox.biz/en/governance/piani-di-stock-grant.html>.

GEOX

RESPIRA

DECLARATION BY THE MANAGER RESPONSIBLE FOR THE PREPARATION OF COMPANY ACCOUNTING DOCUMENTS

The manager responsible for the preparation of the company's financial documents, Mr. Massimo Nai, hereby declares, in accordance with paragraph 2, article 154 bis of the "Testo Unico della Finanza" (*Italian Consolidated Law on Financial Intermediation*), that, based on his knowledge, the accounting information contained in this document corresponds to the results documented in the books, accounting and other records of the company.

FOR MORE INFORMATION

INVESTOR RELATIONS

Luca Amadini: tel. +39 0423 282476; cell. +39 349 930 2858; investor.relations@geox.com

UFFICIO STAMPA

Juan Carlos Venti: tel: +39 0423 281914; cell. +39 335 470 641; juancarlos.venti@geox.com

GEOX GROUP

Geox Group operates in the classic and casual footwear sector for men, women and children, with a medium/high price level, and in the apparel sector. The success of Geox is due to the constant focus on the application of innovative solutions and technologies on the product that guarantee both impermeability and breathability, and bases its strategies for future growth on continuous technological innovation.

Geox is one of the leading brands in the "International Branded Casual Footwear Market". Geox technology is protected by 61 different patents and by 5 more recent patent applications.

COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table no. 1 of scheme 7 of Annex 3A to Regulation no. 11971/1999

Date: 19/04/2024

Name surname or category (1)	Office (only to be specified for parties named individually)	BOX 1						
		Financial instruments other than <i>stock option</i>						
		<p align="center"><u>Section 1</u></p> Instruments relating to plans, currently valid, approved on the basis of previous shareholders' meeting resolutions						
		Date of meeting resolution	Type of financial instrument (12)	Number of financial instruments	Date assigned (10)	Instrument purchase price (if applicable)	Market price at the time of assignment	Vesting Period (14)
(2) Livio Libralesso		22/04/2021	shares of company	693,314	08/05/2024 19/04/2024 (Board)	N/A	N/A	2021/2023
Notes It should be noted that Mr. Libralesso Livio and the Company have reached an agreement for the consensual termination of the directorship effective as of 1 March 2024 and the employment relationship effective as of 31 March 2024								
(3)								
Notes								
(4)								
Notes								

(5)								
Notes								
(6) Strategic Managers		22/04/2021	shares of company	924,415	08/05/2024 19/04/2024 (Board)	N/A	N/A	2021/2023
Notes								
(7) Key People		22/04/2021	shares of company	1,644,480	08/05/2024 19/04/2024 (Board)	N/A	N/A	2021/2023
Notes								

Fine Comunicato n.0742-11-2024

Numero di Pagine: 7