

<p>Informazione Regolamentata n. 0742-4-2025</p>	<p>Data/Ora Inizio Diffusione 28 Febbraio 2025 18:02:43</p>	<p>Euronext Milan</p>
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Societa' : GEOX

Identificativo Informazione Regolamentata : 201894

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Data/Ora Ricezione : 28 Febbraio 2025 18:02:43

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Oggetto : NOTICE OF EXTRAORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

The parties entitled to attend the Shareholders' Meeting and exercise their voting rights are invited to the Extraordinary Shareholders' Meeting convened at "Infinite Area", via San Gaetano, 113/A, Montebelluna (Treviso), Italy, for 10:00 on 17 April 2025, in single call, to resolve on the following

Agenda

Extraordinary Shareholders' Meeting

1. Elimination of the par value of shares and consequent amendments to Art. 5 of the Company's Articles of Association. Related and consequent resolutions.
2. Proposal to increase the share capital, with consideration, for a total maximum amount of Euro 60,000,000.00 (sixty million/00), inclusive of any share premium, as follows:
 - (I) a first tranche of a total maximum amount of Euro 30,000,000.00 (thirty million/00), inclusive of any share premium, which may be divided into sub-tranches, through the issue of ordinary shares with no par value, cum warrant and dividend, and with the same characteristics as the ordinary shares outstanding at the issue date, to be offered on a pre-emptive basis to shareholders, pursuant to Art. 2441, paragraph 1, of the Italian Civil Code, and to be subscribed for by the 30th (thirtieth) day of June, 2025 (two thousand and twenty-five); and
 - (II) a second tranche of a total maximum amount of Euro 30,000,000.00 (thirty million/00), inclusive of any share premium, which may be divided into sub-tranches on a progressive basis, through one or more issues of ordinary shares, with no par value, cum dividend, and with the same characteristics as the ordinary shares outstanding at the issue date, to be subscribed for by the final deadline of the 31st (thirty-first) day of October, 2026 (two thousand and twenty-six) for the exercise of the warrants provided for by point (i) above.
Consequent amendments to Art. 5 of the Company's Articles of Association.
3. Amendment to Art. 12 of the Company's Articles of Association. Introduction of the possibility to hold Shareholders' Meetings exclusively by means of telecommunications. Related and consequent resolutions.
4. Amendment to Art. 12 of the Company's Articles of Association. Introduction of the possibility to hold Shareholders' Meetings exclusively through the designated representative. Related and consequent resolutions.

Information on share capital: it should be noted that the Company's share capital currently amounts to Euro 25,920,733.10, and consists of 259,207,331 ordinary shares, with par value of Euro 0.10 (zero point ten) each. Each ordinary share gives the right to one vote at the Shareholders' Meeting. As at this date, the Company holds 734,041 treasury shares equal to 0.28% of the share capital. Information on the share capital is available on the Company's website at www.geox.biz, under the section Governance / Shareholders' Meeting 2025.

Attending the Shareholders' Meeting: pursuant to Art. 83-sexies of Italian Legislative Decree 58/98 as subsequently amended (the "**Testo Unico della Finanza**" or "**TUF**"—Italian Consolidated Law on Finance) and Art. 12 of the Company's Articles of Association, the parties registered as holders of shares at the end of the seventh trading day prior to the Shareholders' Meeting date, i.e. on 8 April 2025 (the "record date"), shall be entitled to attend and vote at the Shareholders' Meeting, provided they have notified their wish to attend the Shareholders' Meeting through a duly authorised intermediary, pursuant to the provisions of the law and applicable regulations. The Company shall receive relevant notification by the end of the third trading day (i.e. by 14 April 2025) prior to the Shareholders' Meeting date. This shall be without prejudice to the legitimacy to attend and vote even if the Company receives this notification after the aforementioned deadline, as long as it receives it before the Shareholders' Meeting commences. The parties registered as holders of shares only after the record date are not authorized to attend and vote at the Shareholders' Meeting.

Voting by Proxy: the parties entitled to attend the Shareholders' Meeting may be represented by written proxy pursuant to the provisions of law in force, using the proxy form available on the Company's website at www.geox.biz, under the section Governance / Shareholders' Meeting 2025.

The Company may be notified of the proxy by post to the Company's registered office address or by email to the certified email address societario@pec.geox.com.

Any advance notice does not exempt any representative from demonstrating proxy conformity with the original, when accessing the Shareholders' Meeting.

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 Reg. no. with the Companies Register of Treviso IT03348440268

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

GEOX

The proxy may also be given, with the necessary voting instructions regarding the agenda items, to Computershare S.p.A., with registered office in Milan (Italy), via Lorenzo Mascheroni 19, 20145, as the party designated for this purpose by the Company, pursuant to Art. 135-undecies of the TUF, by signing the specific proxy form available—in printable format—on the Company's website at www.geox.biz, under the section Governance / Shareholders' Meeting 2025, or at the aforementioned registered office of Computershare S.p.A. The proxy with voting instructions shall be received by the end of the second trading day preceding the Shareholders' Meeting date (i.e. by 15 April 2025) by the means indicated in the proxy form. The proxy is effective only if voting instructions are provided. The proxy and voting instructions may be revoked within the same deadline as above. It is noted that the notification made to the Company by the intermediary, bearing witness to the legitimate right to attend the Shareholders' Meeting and exercise voting rights, is also necessary in the case that the proxy is given to the designated representative. Pursuant to the law, the shares for which a proxy—including a partial one—has been given, are counted for the purposes of confirming that the Shareholders' Meeting is regularly convened and, should no voting instructions be given, the shares are not counted for the purposes of calculating the majority and the share capital percentage required to approve resolutions. Further information on granting proxy to Computershare S.p.A.—which can be contacted by phone for any clarifications at +39 02 46776816 or +39 02 46776814—is also made available in the aforementioned specific proxy form.

Voting by post or electronic means is not allowed.

Right to ask questions: the shareholders entitled to attend the Shareholders' Meeting can submit questions about agenda items even before the Shareholders' Meeting date by the fifth trading day prior to the Shareholders' Meeting (i.e. by 10 April 2025). Questions may be submitted by registered letter with acknowledgement of receipt to the Company's registered office address and/or by certified email to societario@pec.geox.com from a certified email address. Answers will be given during the Shareholders' Meeting at the latest. A single answer will be given to questions with the same content.

Additions to the agenda and proposals for resolutions on agenda items: it should be noted that, pursuant to Art. 10 of the Company's 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 agenda, by indicating the additional items they wish to discuss in their written request, or may submit proposals for resolutions on items already on the agenda.

The written requests shall be signed and sent in their original form to the Company's registered office address, Geox S.p.A. - Direzione Affari Legali e Societari, via Feltrina Centro 16, 31044 Biadene di Montebelluna (TV), Italy, or by fax to the number +39 0423 28 1677, or by certified email sent to societario@pec.geox.com (from a certified email address), within ten days of disclosure of this notice (i.e. by 10 March 2025). By the same date and with the same delivery methods, a report shall be submitted on the additional items proposed, providing the reasons behind the proposals for resolutions on additional items or the reasons for the additional proposals for resolutions on the items already on the agenda. The requests shall 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 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.

Submission of additional agenda items or proposals for resolutions on items already on the agenda shall be disclosed with the same methods set forth for the disclosure of this notice, at least fifteen days prior to the Shareholders' Meeting date (i.e. by 2 April 2025). Additional proposals for resolutions on items already on the agenda and the reports prepared by the shareholders submitting the proposals are made available when submission is disclosed, accompanied by any comments 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 shall resolve, pursuant to the law, based on proposals submitted by Directors or based on a project or report prepared by them, other than those stated in Art. 125-ter, paragraph 1, of the TUF.

Documents: documents concerning the agenda items, including the reports prepared by the Board of Directors and the related proposals for resolutions, has been made available to the public, by the deadlines and according to the methods provided for by applicable regulations, at the Company's registered office (via Feltrina Centro 16, 31044 Biadene di Montebelluna (TV), Italy), in the storage mechanism for regulated information "eMarket Storage" available at the www.emarketstorage.com, and on the Company's website at www.geox.biz under the section Governance / Shareholders' Meeting 2025 (<https://www.geox.biz/en/governance/shareholders-meeting/shareholder-s-meeting-april-2025.html>). Shareholders are entitled to read all records filed at the Company's registered office and obtain a copy thereof, at their own expense.

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

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

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This notice is posted in full on the Company's website at www.geox.biz, under the section Governance / Shareholders' Meeting 2025 as at today's date, and an excerpt of it will be published tomorrow in the Italian newspaper "Italia Oggi" and made available in the storage mechanism for regulated information "eMarket Storage" at www.emarketstorage.com.

Request for information: for any additional information regarding the Shareholders' Meeting and, in particular, how to exercise the rights held, please visit the Governance / Shareholders' Meeting section of the Company's website at www.geox.biz, or send an e-mail to societario@pec.geox.com.

The Company's registered office—located in Biadene di Montebelluna (TV), Italy, via Feltrina Centro 16, 31044—is open to the public for disclosure and/or delivery of the aforementioned documents on business days, from Monday to Friday, from 8:30 am to 5:30 pm.

Biadene di Montebelluna (TV), 28 February 2025

On behalf of the Board of Directors

The Chairman

Mario Moretti Polegato

GEOX S.p.A.

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Fine Comunicato n.0742-4-2025

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