

<p>Informazione Regolamentata n. 0742-9-2025</p>	<p>Data/Ora Inizio Diffusione 7 Marzo 2025 17:29:16</p>	<p>Euronext Milan</p>
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Societa' : GEOX

Identificativo Informazione Regolamentata : 202134

Utenza - Referente : GEOXN04 - -

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 7 Marzo 2025 17:29:16

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Oggetto : Notice of additions to the agenda of the Shareholders' Meeting called for 17 April 2025

Testo del comunicato

Vedi allegato



NOTICE OF ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING CALLED FOR 17 APRIL 2025

With reference to the Extraordinary Shareholders' Meeting of Geox S.p.A. called for 17 April 2025, at 10:00 a.m., in a single call, at "Infinite Area", Via San Gaetano no. 113/A, 31044 Montebelluna (TV), please note that the Company's Board of Directors has resolved to supplement the agenda of the Shareholders' Meeting, which is therefore as follows

Agenda

Ordinary:

1. Approval of the Financial Statements as at 31 December 2024; presentation of the Board of Directors' Report, the Corporate Sustainability Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024.
2. Resolutions concerning the allocation of the result for the year.
3. Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for the year 2025;
4. Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree no. 58/1998: Section II - Resolution on Section II of the Report on compensation paid in 2024.

Appointment of the Board of Directors:

5. Determination of the number of members of the Board of Directors;
6. Determination of the term of office of the Board of Directors;
7. Appointment of the members of the Board of Directors;
8. Appointment of the Chairman of the Board of Directors;
9. Determination of the total remuneration due to the Directors, including those holding special offices;

Appointment of the Board of Statutory Auditors for the three-year period 2025-2026-2027:

10. Determination of the remuneration of the Board of Statutory Auditors;
11. Appointment of the members of the Board of Statutory Auditors;
12. Appointment of the Chairman of the Board of Statutory Auditors;
13. Approval, pursuant to art. 114-bis of Legislative Decree no. 58/1998, of a new incentive plan also based on financial instruments "2025-2027 Equity (Stock Grant) & Cash-Based Plan" concerning the free assignment of the Company's ordinary shares to the recipients of the plan; related and consequent resolutions.
14. Authorization for the purchase and disposal of treasury shares, subject to revocation of the previous authorization to the extent not used. Related and consequent resolutions.

Extraordinary

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 deadline of the 31st (thirty-

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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. Related and consequent resolutions.

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.

Concerning information on share capital, entitlement to attend and vote, on representation at the Shareholders' Meeting, on the right to make individual proposals for resolutions and on the right to ask questions before the Shareholders' Meeting, please refer to the contents of the call notice for the Shareholders' Meeting published on 28 February 2025 and available on the Company's website at www.geox.biz, in the Governance section "Shareholders' Meeting 2025" as well as made available on the regulated information storage mechanism called "eMarket Storage" available at www.emarketstorage.com

Appointment of the Directors: With reference to items 5, 6, 7, 8 and 9 on the agenda, please note that pursuant to articles 16 and 17 of the Articles of Association, the Board of Directors, consisting of 5 to 11 members, will be appointed on the basis of lists submitted by the shareholders, in accordance with the procedure set forth by law, the regulations in force and the Articles of Association.

The lists of candidates for the office of Director must be filed at the registered office, Legal and Corporate Affairs Department of Geox S.p.A, Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), during office hours or at the certified email address societario@pec.geox.com, by the twenty-fifth day prior to the date of the Shareholders' Meeting in single call, i.e. by Sunday 23 March 2025, pursuant to and in accordance with the procedures set forth in article 17 of the Articles of Association (available on the Company's website at the address www.geox.biz, in the Governance section "Shareholders' Meeting 2025"), as well as in accordance with the regulations in force.

In this regard, it should be noted that the certifications of the intermediaries authorized pursuant to the applicable regulations, certifying the total shareholding held on the date the list is filed, may be received by the Company also after the filing of the list itself, provided that they are received within the deadline for the publication of the lists by the Company provided for by art. 144-*sexies*, paragraph 4-*quater*, of the Consob Issuers' Regulation (resolution no. 11971/1999 and subsequent amendments), i.e. at least 21 (twenty-one) days prior to the date of the Shareholders' Meeting, i.e. by Thursday 27 March 2025.

Shareholders who, alone or together with others, hold a total of shares representing at least 2.5% of the share capital are entitled to submit lists, as provided for, pursuant to art. 144-*quater* of the Issuers' Regulation, paragraph 1, letter b), by Consob Executive Determination no. 123 of 28 January 2025 and article 17 of the Articles of Association

Each shareholder, as well as shareholders belonging to the same group, meaning the controlling party, including a non-corporate controlling party, pursuant to article 2359 of the Italian Civil Code and each subsidiary, or company under the common control of the same party, shareholders that are members of the same shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 of 24 February 1998, or shareholders that are otherwise connected to each other by virtue of relevant associations pursuant to applicable laws and/or regulations, may submit or concur to submit, together with other shareholders, directly, through a third party, or through a trust company, only one list of candidates, under penalty of disqualification of the list.

The lists contain a number of candidates not exceeding the number of members to be elected, listed by a progressive number, with specific indication of those candidates who meet the independence requirements established by the applicable laws and regulations and by the Corporate Governance Code adopted by Borsa Italiana S.p.A.

The composition of each list must allow for the balance between genders to be respected in compliance with the Articles of Association and the Corporate Governance Code to which the Company adheres. Therefore, lists presenting a number of candidates equal to or greater than three must ensure, in the composition of the list, that at least two-fifths of the candidates belong to the least represented gender, rounded upwards in the case of a fractional number, in compliance with the laws and regulations in force at the time. If the application of the gender distribution criterion does not result in a whole number of members belonging to the least represented gender, this number shall be rounded up to the next higher unit.

The lists - in which the candidates must be listed by a progressive number - must be accompanied, on pain of inadmissibility, by

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- i) information on the identity of the shareholders submitting the lists, with an indication of the total percentage of the shareholding in the Company's capital and a communication showing the ownership of the shareholding.
- ii) exhaustive information on the personal and professional characteristics of the candidates, with any indication of their eligibility to qualify as independent pursuant to art. 148, paragraph 3 of the Consolidated Law on Finance and the Corporate Governance Code - in this regard, it is recalled that at least one of the members of the Board of Directors, if the Board is composed of up to seven members, or two members if the Board is composed of more than seven members, must meet the requirements of independence set forth by law, as well as the limit on the accumulation of offices. In this regard, it should be noted that persons who hold more than ten positions as director or auditor in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance companies or companies of significant size cannot be appointed to the office of Director of the Company and, if appointed, shall forfeit their office;
- iii) the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law and by the Articles of Association, as well as the existence of the requirements of honorableness for the respective offices prescribed for statutory auditors of listed companies by art. 148, paragraph 4 of the Consolidated Law on Finance.

Those intending to submit a list are invited to read the "Policy on the Diversity of Corporate Bodies" adopted by the Company, Those intending to submit a list are reminded to provide adequate information on whether or not the list meets the gender diversity objective identified in the documentation submitted for the filing of the list.

Finally, those who intend to submit lists for the appointment of the Board of Directors are invited to observe the recommendations formulated by Consob in its Communication no. DEM/9017893 of 26 February 2009, to which reference should be made. In this regard, it should be noted that lists submitted by shareholders other than those who hold, also jointly, a controlling or majority interest, must be accompanied by a statement certifying the absence, with respect to such shareholders, of any association pursuant to articles 147-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and 144-quinquies of Consob Regulation no. 11971/1999.

The lists will be made available at the Company's registered office and at the authorized storage mechanism "eMarket " at www.emarketstorage.com as well as on the Company's website at www.geox.biz , in the Governance section "Shareholders' Meeting 2025", at least 21 days prior to the date of the Shareholders' Meeting in single call (i.e. by Thursday 27 March 2025).

Appointment of the Board of Statutory Auditors: The Board of Statutory Auditors, as provided for in art. 22 of the Articles of Association, consists of three Standing Auditors and two Alternate Auditors, who may be re-elected. Attributions, duties and duration are those established by law. In this regard, it should be noted in particular that, pursuant to art. 22 of the Articles of Association, the members of the Board of Statutory Auditors are appointed on the basis of lists in order to reserve for minority shareholders the election of one Standing Auditor, who shall be the Chairman, and one Alternate Auditor.

The members of the Board of Statutory Auditors shall be appointed in accordance with the provisions of the aforementioned art. 22 of the Articles of Association to which reference is expressly made, emphasizing, in particular, that the Auditors, differentiated according to whether the individual candidature is presented for the position of Standing Auditor or for that of Alternate Auditor, are appointed by the Shareholders' Meeting, in compliance with the regulations in force on gender balance, on the basis of lists submitted by the Shareholders in which the candidates must be listed by means of a progressive number and that only Shareholders who, alone or together with other Shareholders, on the day of submission of the list at the Company, hold a total number of shares with voting rights representing at least 2.5% of the share capital, as provided for, pursuant to art. 144-*quater* of the Issuers' Regulation, paragraph 1, letter b), by Consob Executive Determination no. 123 of 28 January 2025 and article 22 of the Articles of Association, are entitled to present a list. Each shareholder, as well as shareholders belonging to the same group, meaning the controlling entity, including non-corporate entities, pursuant to article 2359 of the Italian Civil Code and each subsidiary, or company under the common control of the same entity, shareholders adhering to the same shareholders' agreement pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998, or shareholders that are otherwise connected to each other by virtue of relevant associations pursuant to applicable laws and/or regulations, may submit or concur to submit, together with other shareholders, directly, through a third party, or through a trust company, only one list of candidates, under penalty of disqualification of the list.

The lists, signed by the presenting Shareholder(s) and accompanied by all the documentation required by the Articles of Association and by the applicable regulations, must be filed, by the presenting Shareholders themselves, at the Company's registered office, Legal and Corporate Affairs Department of Geox S.p.A, Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), during office hours or at the certified email address societario@pec.geox.com , together with the information that allows the identification of the Shareholders submitting the lists themselves and of the relative overall percentage of shareholding held, at least 25 (twenty-five) days prior to the date set for the Shareholders' Meeting in first call and, therefore, by Sunday 23 March 2025.

In this regard, it should be noted that the certifications of the intermediaries authorized pursuant to the applicable regulations, certifying the total shareholding held on the date the list is filed, may be received by the Company also after

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the filing of the list itself, provided that they are received within the deadline for the publication of the lists by the Company pursuant to art. 144-*sexies*, paragraph 4-*quater*, of the Consob Issuers' Regulations (resolution no. 11971/1999 and subsequent amendments), i.e. at least 21 (twenty-one) days prior to the date of the Shareholders' Meeting, i.e. by Thursday 27 March 2025.

If no lists are filed by the deadline for filing lists, or if only one list is filed, or if only lists are filed by shareholders who are connected with each other pursuant to art. 144-*quinquies* of the Consob Issuers' Regulations, notice will be given without delay and the deadline for filing lists will be extended by a further 3 (three) days, meaning that lists may be filed until Wednesday 26 March 2025 and the thresholds for filing lists will be reduced by half, i.e. to 1.25% of the share capital.

If only one list is submitted or if no list is submitted, all the candidates indicated in the list or, respectively, those voted by the Shareholders' Meeting shall be elected as Standing and Alternate Auditors, provided that they obtain a relative majority of the votes thus cast and provided that the regulations in force on gender balance are complied with.

Candidates for the office of Auditor must meet the requirements of professionalism and honorableness set forth in Ministry of Justice Decree no. 162 of 30 March 2000. For the purposes of the provisions of art. 1, paragraph 2, letters b) and c) of said decree, it should be noted that clothing, footwear, technologies applied to the foregoing sectors, technologies in general and research are considered matters and sectors closely related to those of the company. Furthermore, candidates must meet the independence requirements laid down by law.

Persons who exceed the limits on the accumulation of offices provided for by the laws and regulations in force cannot be appointed as Auditors.

Each Shareholder may submit or participate in the submission of only one list and may only vote for one list.

The lists shall consist of two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor. Lists presenting a total number of candidates equal to or greater than three must provide for the presence of candidates of both genders, so that the least represented gender includes at least one candidate for the office of Standing Auditor and one for the office of Alternate Auditor. Together with each list, the following must be filed:

- i) declarations by which the individual candidates accept the candidature and attest, under their own responsibility, the absence of causes of ineligibility and incompatibility, as well as the existence of the necessary requisites of independence, professionalism and honorableness prescribed by current legislation;
- ii) together with the lists, a declaration must also be filed, pursuant to art. 144-*quinquies* of the Consob Issuers' Regulation, by the shareholders, other than the shareholder holding the controlling shareholding, certifying the absence of associations with the latter;
- iii) *the curriculum vitae* of the candidates, containing exhaustive information on the personal and professional characteristics of each of them, as well as the list of directorships and auditing positions held by each of them in other companies on the date of presentation of the list. In any case, candidates are recommended to report any changes in their positions up until the day the Shareholders' Meeting is actually held.

Those who intend to submit lists for the appointment of the Board of Statutory Auditors are invited to observe the recommendations formulated by Consob in its Communication no. DEM/9017893 of 26 February 2009, to which reference should be made. In this regard, it should be noted that lists submitted by shareholders other than those who hold, also jointly, a controlling or majority interest, must be accompanied by a statement certifying the absence, with respect to such shareholders, of any association pursuant to articles 147-*ter*, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and 144-*quinquies* of Consob Regulation no. 11971/1999.

Those intending to submit a list are invited to read the "Policy on the Diversity of Corporate Bodies" adopted by the Company. Those intending to submit a list are reminded to provide adequate information on whether or not the list meets the gender diversity objective identified, in the documentation submitted for the filing of the list.

Lists submitted without complying with the above provisions will be considered as not submitted.

The lists will be made available at the Company's registered office and at the authorized eMarket Storage mechanism, at www.emarketstorage.com as well as on the Company's website at www.geox.biz, in the Governance section "Shareholders' Meeting 2025", at least 21 days prior to the date of the Shareholders' Meeting in single call (i.e. by 27 March 2025).

Documentation:

The documentation concerning the items on the Agenda, including the explanatory reports of the Board of Directors and the related resolution proposals, will be made available to the public, within the terms and according to the procedures provided for by the regulations in force, at the Company's registered office in Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), in the regulated information storage mechanism, called eMarket Storage, and available at www.emarketstorage.com, and on the Company's website at www.geox.biz, in the Governance section "Shareholders'

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Meeting 2025 (<https://www.geox.biz/it/governance/assemblea-degli-azionisti/assemblea-aprile-2025.html>). Shareholders are entitled to inspect all documents filed at the Company's registered office and to obtain copies at their own expense.

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

This notice of additions to the agenda is published today on the Company's website at www.geox.biz, in the Governance section "Shareholders' Meeting 2025", and published in excerpt the following day in the daily newspaper Italia Oggi as well as made available on the regulated information storage mechanism called "eMarket Storage" available at www.emarketstorage.com.

Request for information: for any further information on the Shareholders' Meeting and in particular on how to exercise rights, please consult the Company's website www.geox.biz, Governance section '*Shareholders' Meetings*' or write to the email address societario@pec.geox.com

The offices of the registered office, located at Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), are open to the public for consultation and/or delivery of the above-mentioned documents on weekdays, Monday to Friday, from 8.30 a.m. to 5.30 p.m.

Biadene di Montebelluna (TV), 7 March 2025

For the Board of Directors

The Chairman

Dr. Mario Moretti Polegato

GEOX S.p.A.

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Numero di Pagine: 7