

GEOX S.P.A.
Via Feltrina Centro, 16
31044 Biadene di Montebelluna (TV)
Treviso Companies Register, Fiscal Code and VAT no. 03348440268
REA 265360
Share capital €25,920,733.10 fully paid-in

NOTICE OF CALLING TO THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are called to an ordinary Shareholders' Meeting to be held at "Villa Sandi", Via Erizzo 105, Crocetta del Montello (Treviso), at first calling on 21 April 2010 at 10.00am and, if necessary, at second calling on 22 April 2010, at the same time and place, to resolve on the following

Agenda

1. presentation of the Separate and Consolidated Financial Statements at 31 December 2009, the Directors' Report on Operations, the Statutory Auditors' Report in accordance with art. 153 of Decree 58/98 and the Independent Auditors' Report in accordance with art. 156 of Decree 58/98; allocation of the net profit for the year; resolutions;
2. appointment of the Board of Directors after deciding on the number of members and the term of office; resolutions;
3. determination of the total remuneration due to the Directors, including those holding particular positions;
4. appointment of the Board of Statutory Auditors after determining their annual remuneration.

The Shareholders' Meeting can be attended by those shareholders for whom the prescribed communication issued by their official financial intermediary is filed at the Company's head office at least two working days prior to the date of the meeting and who will present suitable certification issued by the official financial intermediaries as required by law and by the Articles of Association.

Each shareholder can be represented by another person, who does not have to be a shareholder, on the basis of a written proxy, applying the methods and limits laid down in Italian law. A proxy form can be obtained from the official financial intermediaries.

In accordance with art. 84, paragraph 2, of Consob Regulation 11971/99 we would point out that the Company's share capital is currently split into 259,207,331 ordinary shares with a par value of 0.1 euro each, that each ordinary share gives the right to one vote at the Shareholders' Meeting and that as of today the Company does not hold any of its own shares.

We would remind you that in accordance with art. 126-bis of Decree 58/98, the shareholders who individually or collectively represent at least one fortieth of the share capital can, within five days of this notice of calling being published, ask for the agenda to be integrated, indicating in the request the additional matters that they propose for discussion. We would also remind you that integration of the agenda is not allowed for those matters on which the Shareholders' Meeting is called upon to vote according to law on the proposal of the Directors or on the basis of a project or report prepared by them. If the agenda is amended, the new version will be published in the same way as this notice of calling.

The Directors' report on the various points on the agenda and the documentation on the various topics for discussion, as envisaged by current regulations, will be made available to the public at the Company's head office and at the offices of Borsa Italiana S.p.A. by the legal deadline; it will also be

published on the Company's website (www.geox.com). Shareholders have the right to obtain a copy of such documentation.

The appointment of the members of the Board of Directors and of the Board of Statutory Auditors will take place on the basis of lists presented by the shareholders, in which the candidates have to be progressively numbered.

Shareholders have the right to present lists (bearing in mind Consob Resolution 17148 published on 27 January 2010) if, on their own or with other shareholders, they hold voting shares representing at least 2.0% of the share capital with the right to vote at Shareholders' Meetings.

Each shareholder can present or share in presenting only one list and each candidate can appear in only one list, otherwise they will be declared ineligible. Each shareholder, as well as the shareholders belonging to the same group (by this meaning the parent entity, corporate or otherwise, as defined in art. 93 of Decree 58/1998 and the same entity's subsidiaries and associated companies), or those that have joined together in a shareholder agreement in accordance with art. 122 of Decree 58/98, cannot present or share in presenting more than one list, nor can they vote for more than one list, whether directly, through a proxy or through a trustee.

The lists have to be deposited at the Company's head office and published in at least one national Italian daily newspaper at least fifteen days prior to the date of the Meeting at first calling; they will also be published on a timely basis on the Company's website.

In order to prove that they own the number of shares needed to present voting lists, the shareholders who present or share in presenting such lists at the same time have to present and/or have delivered to the head office a copy of the certification issued by the official financial intermediaries.

In particular, as regards **the appointment of the Board of Directors:**

- each list has to include 9 candidates and of these, at least 2 candidates have to have the requisites to be considered independent.
- those who hold more than 10 directorships or auditorships in other listed companies (Italian or foreign), finance companies, banks, insurance companies or large companies cannot be appointed as a Director of the Company, and if they are elected, they cannot take up the appointment;
- together with each list, within fifteen days prior to the date of the Shareholders' Meeting at first calling, there have to be deposited the declarations by which the individual candidates accept their own candidature and certify, under their own responsibility, that there are no reasons why they should not be elected nor reasons for incompatibility as envisaged by the law and the Articles of Association, as well as the fact that they have the requisites laid down by law and by current regulations for being appointed to a Board of Directors. Along with these declarations, each candidate has to file a curriculum vitae showing their personal and professional characteristics and, if applicable, an explanation of why they can be considered independent under the current rules; they also have to declare that they comply with the limit on the number of appointments held simultaneously, as mentioned previously.;
- Note that Consob Recommendation DEM/9017893 of 26 February 2009 recommends that shareholders who present a minority list should deposit, together with the list, a declaration attesting that they do not, directly or indirectly, have any of the relationships foreseen in art. 144-quinquies of Consob Regulation 19971/1999..

As regards **the appointment of the Board of Statutory Auditors**, which is made up of three acting and two alternate Statutory Auditors,

- each list will have to contain not more than five candidates;
- persons who hold more than five auditorships with listed companies cannot be appointed as a statutory auditor of the Company;
- the lists have to be accompanied by (i) information on the identity of the shareholders presenting the lists, with an indication of their overall percentage shareholding and a certificate that proves that they own the shares, and (ii) a declaration on the part of shareholders other than those who hold, individually or collectively, a controlling interest or relative majority, attesting that they do not have any of the relationships foreseen in art. 144-quinquies of Consob Regulation 19971/1999;
- together with each list, there have to be deposited the declarations by which the individual candidates accept their own candidature and certify, under their own responsibility, that there are no reasons why they should not be elected nor reasons for incompatibility as envisaged by the law and the Articles of Association, including the limit on the number of appointments held simultaneously, as mentioned previously. Along with these declarations, each candidate has to file a curriculum vitae showing their personal and professional characteristics and an explanation of why they can be considered independent;

- if on expiry of the 15 day period mentioned above only one list has been deposited, or only lists have been deposited by shareholders who turn out to be related among themselves as foreseen in art. 144-quinquies of Consob Regulation 19971/1999, lists can be presented up to the fifth day thereafter. In this case, the minimum threshold of participation in the share capital by the shareholders who present lists is reduced by 50%.

Lists that do not follow the above instructions are not considered validly presented.

The draft Separate and Consolidated Financial Statements at 31 December 2009, as approved by the Board of Directors of Geox S.p.A., together with the Directors' Report on Operations and the Report on Corporate Governance and Ownership Structure will be deposited today at the head office and at the offices of Borsa Italiana S.p.A. for delivery to whoever asks for a copy. This documentation is also available on the Company's website (www.geox.com). The Statutory Auditors' and Independent Auditors' Reports will be deposited later by the legal deadline, using the same methods.

The Shareholders are kindly requested to arrive a suitable time prior to the start of the Meeting to facilitate the registration procedure.

Biadene di Montebelluna (TV), 10 March 2010

for the Board of Directors
The Chairman
Mario Moretti Polegato