

**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 EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders are called to an Extraordinary Shareholders' Meeting to be held at "Villa Sandi", Via Erizzo 105, Crocetta del Montello (Treviso), at first calling on 28 October 2010 at 10.00 am and, if necessary, at second calling on 29 October 2010, at the same time and place, to resolve on the following

### Agenda

1. amendments to the following articles of the Articles of Association: art.10 (powers and notice of calling), art. 12 (participation and proxies), 13 (chairman and proceedings), art. 14 (quorum and resolutions); and introduction of the following new articles with consequent renumbering of the current Articles of Association: art. 13 (identification of the shareholders), art. 24 (approval of related-party transactions), art. 25 (shareholder approval procedure), art. 26 (urgent operations), to bring the articles into line with the new provisions introduced by D. Lgs. 27/2010 on shareholder rights and by CONSOB Resolution 17221 of 12 March 2010 on related-party transactions, as amended by CONSOB Resolution 17389 of 23 June 2010. Related resolutions.

The Shareholders' Meeting can be attended by those shareholders for whom the Company has received at least two days prior to the date of the meeting at first calling the prescribed communication issued by the shareholder's intermediary belonging to Monte Titoli S.p.A. (central securities depository) and who will present suitable certification issued by the said intermediaries as required by law and by the Articles of Association.

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 0.10 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.

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.

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](http://www.geox.com)). Shareholders have the right to obtain a copy of such documentation.

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), 23 September 2010

for the Board of Directors  
The Chairman  
Mario Moretti Polegato