



Geox S.p.A.

with registered office in Biadene di Montebelluna (TV), Via Feltrina Centro no. 16, enrolled with the Treviso Companies Register under no. 03348440268, Tax Code and VAT no. 03348440268.

EXPLANATORY DIRECTORS' REPORT ON THE AGENDA ITEMS FOR THE ORDINARY SHAREHOLDERS' MEETING, TO BE HELD ON 19 APRIL 2024 (WITH A SINGLE CALL)

Prepared pursuant to Article 125-ter of Italian Legislative Decree 58/1998, as subsequently amended



Board of Directors

Mario Polegato Moretti

Enrico Polegato Moretti

Enrico Mistrun

Alessandro Antonio Giusti

Lara Livolsi

Francesca Meneghel

Silvia Zamperoni

Claudia Baggio

Silvia Rachela

Board of Statutory Auditors

Sonia Ferrero

Gabriella Covino

Fabrizio Natale Pietro Colombo

Independent Audit Firm

KPMG S.p.A.

Dear Shareholders,

the Board of Directors of Geox S.p.A. (hereinafter the “Company”) remarks that the agenda referring to the Ordinary Shareholders’ Meeting convened with a notice posted on the website of the Company at the address www.geox.biz, in the Governance section “Shareholders’ Meeting 2024” on 20 March 2024, as well as in the form of an excerpt in the newspaper “Italia Oggi” on 21 March 2024, to be held at “Villa Sandi”, via Erizzo no. 105, Crocetta del Montello, Treviso, in a single call, on 19 April 2024, at 10:00 am, is the following:

1. Approval of the Financial Statements as at 31 December 2023; presentation of the Board of Directors’ Management Report, the Non-Financial Statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016, the Board of Statutory Auditors’ Report and the Independent Audit Firm’s Report. Presentation of the Consolidated Financial Statements as at 31 December 2023.
2. Resolutions concerning the allocation of the result for the financial year.
3. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for 2024;
4. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section II – Resolution on Section II of the report regarding remuneration paid during 2023.
5. Appointment of a Director, pursuant to article 2386, paragraph I, of the Italian Civil Code.
6. Authorization to the purchase and disposal of treasury shares, subject to the revocation, for the portion not implemented, of the previous authorization.

The aim of this report is to explain the reasons behind the proposals referred to by the items on the Shareholders’ Meeting agenda, pursuant to art. 125-ter of Italian Legislative Decree no. 58/98, as subsequently amended (the “TUF” - Italian Consolidated Law on Finance).



- 1. APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2023; PRESENTATION OF THE BOARD OF DIRECTORS' MANAGEMENT REPORT, THE NON-FINANCIAL STATEMENT PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 254 OF 30 DECEMBER 2016, THE BOARD OF STATUTORY AUDITORS' REPORT AND THE INDEPENDENT AUDIT FIRM'S REPORT. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2023.**
- 2. RESOLUTIONS CONCERNING THE ALLOCATION OF THE RESULT FOR THE FINANCIAL YEAR.**

Dear Shareholders,

the Financial Statements for the year 2023, submitted for your approval, closed with a loss for the financial year of Euro 3,940,989.20.

We are therefore proposing to you the following:

- having examined the draft Financial Statements as at 31 December 2023, which ended with a loss for the year of Euro 3,940,989.20;
- having noted the reports of the Board of Statutory Auditors and of the Independent Auditing Firm;

with reference to point 1 on the agenda

- to approve the Financial Statements as at 31 December 2023;

with reference to point 2 on the agenda

- to carry forward the loss for 2023 of Euro 3,940,989.20.

For additional information and comments on the first and second point of the agenda of the Shareholders' Meeting, please refer to the contents of the Directors' Management Report which will be filed together with the draft Financial Statements and the Consolidated Financial Statements as at 31 December 2023, and the further documentation envisaged by the law in force, which will be made available to the public within 28 March 2024, within the legal time frames, at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the *Governance section "Shareholders' Meeting 2024"*.

3. **REPORT ON THE REMUNERATION POLICY AND THE REMUNERATION PAID PURSUANT TO ART. 123-TER, PARAGRAPHS 3-TER AND 6, OF ITALIAN LEGISLATIVE DECREE NO. 58/1998: 2.1 SECTION I - APPROVAL OF THE REMUNERATION POLICY FOR 2024;**
4. **REPORT ON THE REMUNERATION POLICY AND THE REMUNERATION PAID PURSUANT TO ART. 123-TER, PARAGRAPHS 3-TER AND 6, OF ITALIAN LEGISLATIVE DECREE NO. 58/1998: SECTION II – RESOLUTION ON SECTION II OF THE REPORT REGARDING REMUNERATION PAID DURING 2023.**

Dear Shareholders,

Art. 123-ter of TUF and Art. 84-quater of the Consob Issuers' Rules no. 11971/99 envisage that a "Report on the remuneration policy and the remuneration paid" (the "**Report**") is made available to the public, at the registered office, on the website and with other means indicated by Articles 65-bis, paragraph 2, 65-quinquies, 65-sexies and 65-septies, of the Consob Issuers' Regulation no. 11971/99.

As required by law, the Report is divided into two sections: (i) Section I, which illustrates the Company's policy regarding the remuneration payable to the members of the board of directors, general managers, and executives with strategic responsibilities with reference to at least the following financial year and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, for the remuneration of the members of the board of statutory auditors; and (ii) Section II, which describes the fees paid to the members of the board of directors and the board of statutory auditors, general managers, and executives with strategic responsibilities in the reference financial year.

Pursuant to art. 123-ter of TUF, the Shareholders' Meeting is required to pass a binding resolution on the remuneration policy (Section I), while it is required to deliberate a non-binding resolution on the remuneration paid to the aforementioned subjects (Section II).

In light of the applicable legislation, we have therefore convened this meeting to also propose that you resolve on:

with reference to point 3 on the agenda

- a binding vote in favour of Section I of the Report on the remuneration policy for 2024, pursuant to Art. 123-ter, paragraph 3-ter, of the TUF;

with reference to point 4 on the agenda

- a non-binding vote in favour of Section II of the Report on the remuneration paid in 2023, pursuant to Art. 123-ter, paragraph 6, of the TUF.

The Report on remuneration policy and the remuneration paid of Geox S.p.A., including Sections I and II above, which you are required to vote on, will be made available to the public by 28 March 2024 at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting 2024".

5. APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 2386, PARAGRAPH I, OF THE ITALIAN CIVIL CODE.

Dear Shareholders,

With reference to the fifth item on the agenda of the Ordinary Shareholders' Meeting, you have been convened to deliberate on the appointment of a member of the Board of Directors, pursuant to Article 2386 of the Italian Civil Code.

On 1 March 2024, after many years of successful cooperation, the Board of Directors of Geox S.p.A. approved an agreement with Mr. Livio Libralesso, concerning the consensual termination of his role as Director, with effect from 1 March 2024, and as employee, with effect from 31 March 2024. In light of this, on the same date, the Board of Directors co-opted Mr. Enrico Mistrion as Director, also appointing him as Chief Executive Officer.

Pursuant to Article 2386 of the Italian Civil Code, Mr. Enrico Mistrion will remain in office until the forthcoming Shareholders' Meeting.

It follows that the Shareholders' Meeting is called upon to appoint a Director, in accordance with the provisions of Article 2386 of the Italian Civil Code and Article 17 of the Articles of Association, which provide that: *"the election of the directors appointed pursuant to Article 2386 of the Italian Civil Code shall be carried out by the Shareholders' Meeting, with the majorities required by law, and appointing any substitutes on the basis of the same criteria set forth in the previous section, and, in any case, in compliance with the allotment criterion set forth in Article 147-ter, paragraph 1-ter of Legislative Decree no. 58/1998; all directors appointed as such shall remain in office for the same period as those already in office at the time of their appointment"*.

The Director appointed as such shall remain in office until the end of the term of the current Board of Directors, i.e. until the date of approval of the financial statements as of 31 December 2024.

Shareholders may submit proposals for the Director appointment, accompanied by:

- A declaration by which the candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law or by the Articles of Association, as well as the possession of the requirements of honourableness prescribed for the statutory auditors of listed companies by Article 148, paragraph 4, of the Consolidated Law on Finance, referred to for Directors by Article 147-quinquies, paragraph 1, of the Consolidated Law on Finance, including a declaration regarding the possession of the independence requirements provided for by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance and/or the Corporate Governance Code;
- A resume, containing comprehensive information on the candidate's personal and professional characteristics;
- An indication of the identity of the shareholder submitting the application and the percentage of shareholding held; and
- Any other or different declarations, information and/or documents required by law and regulations.

All applications must be submitted in writing, signed, in the original copy, to the Company's registered office of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), or by sending a certified e-mail message to the address societario@pec.geox.com (provided that the sender uses its own certified e-mail box) by the fifteenth day prior to the date of the Shareholders' Meeting (i.e. by 4 April 2024). After being evaluated and assessed, all the applications received will be made available on the following day (i.e. on 5 April 2024) at the Company's registered office at Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), in the storage mechanism for regulated information, "eMarket Storage", available at the address www.emarketstorage.com, and on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting 2024 (<https://www.geox.biz/en/governance/shareholders-meeting/shareholder-s-meeting-april-2024.html>)".

GEOX

The Board of Directors proposes that the Shareholders' Meeting confirm the appointment of Mr. Enrico Mistrion as a new Director.

Information concerning the personal and professional profile of the proposed candidate, as well as the declaration of (i) acceptance of the candidacy and office, (ii) attestation of the non-existence of causes of incompatibility, ineligibility or disqualification, and (iii) existence of the requirements prescribed by the Company's regulations and Articles of Association are attached to this report, together with the resume.

It is hereby specified that Mr. Mistrion does not hold any offices in other companies.

That being said, the Board of Directors submits the following proposal for your approval:

"The Ordinary Shareholders' Meeting of Geox S.p.A.:

- having regard to the Board of Directors' co-option resolution of 1 March 2024;

- having heard and approved the illustrative report by the Board of Directors;

hereby resolves

- to confirm the appointment of Mr. Enrico Mistrion, born in Mirano (VE) on 24/10/1969, as Director of the Company, until the end of the current mandate of Board of Directors, i.e. until the date of approval of the financial statements as of 31 December 2024'.

It is hereby specified that the Shareholders' Meeting of 14 April 2022 established the overall compensation for the company Directors.

6. AUTHORIZATION TO THE PURCHASE AND DISPOSAL OF TREASURY SHARES, SUBJECT TO THE REVOCATION, FOR THE PORTION NOT IMPLEMENTED, OF THE PREVIOUS AUTHORIZATION. RELATED AND ENSUING RESOLUTIONS

Dear Shareholders,

you have been convened to discuss and pass resolutions on the proposal to grant authorization for the Company to purchase and dispose of its treasury shares. On 20 April 2023, the Shareholders' Meeting passed a resolution to authorize the purchase of treasury shares, within the maximum limit of 10% of the share capital and for no longer than 18 months starting from 20 April 2023.

The reasons that first led to the proposal being made for authorization to purchase and disposal of treasury shares are still to be considered partly valid. For this reason, we believe that it is useful to take the opportunity of today's Shareholders' Meeting to propose that you grant a new authorization to purchase and sell treasury shares, for a period of 18 months starting from the date of the relative shareholders' meeting resolution, subject to the revocation of the prior authorization granted through the resolution passed by the Shareholders' Meeting on 20 April 2023, to the extent that it wasn't used.

This report explains the reasons behind the authorization request as well as the timeframes and means by which it is intended to implement the plan to purchase and dispose of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code.

1. Reasons for which authorization for the purchase and sale of treasury shares is requested.

The objective of this request for authorization to purchase treasury shares is to dispose of the treasury shares both if options are exercised for the purchase of said shares assigned to the beneficiaries of Stock Option Plans, and if shares are issued for free as part of existing or future Stock Grant Plans and other incentive schemes, whether for a consideration or for free, to company managers, employees or individuals who work with the Group, as authorized by the Shareholders' Meeting.

It is hereby specified that the authorization request relates to the Board of Directors' right to complete recurring and subsequent purchase and sale transactions (or other disposals) with regard to treasury shares, also for portions of the maximum authorized quantity, within the limits imposed by the law and by the authorization of the Company's Shareholders' Meeting.

2. Maximum number, class and nominal value of the shares to which the authorization refers.

As of today, the Company's share capital is equal to Euro 25,920,733.10, divided into 259,207,331 ordinary shares, each with a nominal value of Euro 0.10 (zero point ten).

The Company, within the limits of the distributable profits and available reserves as per the most recent, duly approved Financial Statements, may purchase a maximum number of 21,924,483 ordinary shares, each with a nominal value of Euro 0.10, and, in any event, not exceeding 10% of the Company's share capital, also taking into account for said purpose any shares held by its subsidiaries.

3. Compliance with the provisions of Art. 2357, paragraph 3 of the Italian Civil Code.

As of today, the Company holds 3,996,250 treasury shares equal to 1.54% of the share capital.

In accordance with the provisions of Art. 2357, paragraph 3 of the Italian Civil Code, under no circumstances may the nominal value of the number of treasury shares purchased, and taking into account any shares owned by subsidiaries, exceed one-fifth of the total number of shares.

In this regard, subsidiaries shall receive specific instructions to promptly report any purchases of treasury shares, in accordance with Art. 2359-bis of the Italian Civil Code.

Whenever an authorized purchase is made, the Board of Directors must check compliance with the provisions of Art. 2357, paragraphs 1 and 3 of the Italian Civil Code.

Purchases of treasury shares must be within the limits of the distributable profits and available reserves as per the most recent, duly approved Financial Statements at the time of carrying out the transaction, and the necessary

accounting entries shall be made in accordance with the law and applicable accounting standards when the treasury shares are purchased and disposed of.

Please be reminded that:

- pursuant to Art. 44-bis, paragraph 1 of the Consob Issuers' Regulation no. 11971/99, treasury shares held by an issuer, following both direct and indirect purchases, are excluded from the calculation of the share capital used to calculate the significant shareholding for the purposes of the takeover bid obligation, without prejudice to paragraph 4 of the same article;
- Art. 44-bis, paragraph 1, of the Consob Issuers' Regulation no. 11971/99 is not, in any case, applicable when the authorization for the purchase of treasury shares by the issuer or by its subsidiaries has also been approved with the favourable vote of the majority of the issuer's Shareholders, present at the Shareholders' Meeting, other than the Shareholder or Shareholders who hold, also jointly, the majority stake, also in relative terms, as long as this is over 10%;

The authorization submitted to the Shareholders' Meeting for approval also includes the authority to sell all or part of the treasury shares held in portfolio at a later date and also on more than one occasion, even before reaching the maximum number of shares that can be purchased.

4. Term of the authorization.

Authorization is requested for the maximum term permitted by Art. 2357, paragraph 2 of the Italian Civil Code, i.e., for a period of 18 months starting from the date when the upcoming Shareholders' Meeting passes the relative authorization resolution, meaning from 19 April 2024 until 19 October 2025. With regard to the disposal of treasury shares, purchased in accordance with the aforementioned purposes, it is hereby proposed that the Shareholders' Meeting does not set a time limit in light of the fact that, as of today, there are no regulatory constraints in this regard and that there is the opportunity to have maximum flexibility, also in terms of time, for the sale of said shares, leaving the Board of Directors with the power to proceed with authorized transactions on one or more occasions and at any given moment in time.

5. Minimum and maximum considerations and the market assessments used to calculate them.

The purchase of shares for the purposes of the programme may be made at a maximum and minimum unit price equal to the share price at the end of the stock market day, as recorded on the business day preceding the purchase date, plus or minus 10% in relation to the maximum and minimum price, respectively. In any event, the price may not exceed any limits provided by applicable legislation or, if recognized, by accepted market practices. Treasury shares in the portfolio may only be disposed of as funding to be reserved for any eventually approved stock option and stock grant plans, as well as any other form of disposal permitted by current regulations on incentive programmes, whether or not for consideration, to corporate officers, employees or collaborators of the Group, as resolved by the Shareholders' Meeting.

With regard to the consideration for the disposal of treasury shares, the Board of Directors proposes that the Company's Shareholders' Meeting determine only the minimum consideration, granting the Board of Directors the power to determine any additional conditions, procedures and terms for their disposal, on a case-by-case basis. The minimum consideration may not be lower than 10% of the share price at the end of the stock market day as recorded on the business day preceding the date of each transfer transaction. This consideration limit will not apply in the cases of transfer other than sale, such as the assignment of shares under stock option and stock grant plans. In these cases, different criteria may be used, in line with the purposes being pursued and taking into account Regulation (EU) no. 596/2014, Delegated Regulation (EU) no. 1052/2016, permitted market practices and the indications of Borsa Italiana S.p.A.

Disposal transactions will be accounted for in compliance with legal provisions and applicable accounting standards.

6. Means by which the purchases will be made.

The purchase of treasury shares will be carried out on regulated markets, in compliance with the procedures provided for by the relevant regulations (in particular, pursuant to Art. 5, Regulation (EU) 596/2014, Delegated Regulation (EU) 2016/1052, Art. 2357 et seq. of the Italian Civil Code, Art. 132 of Legislative Decree no. 58/1998 and Art. 144-bis, paragraph 1, letters b) and c) of Consob Regulation no. 11971/1999), in accordance with operating procedures set out in the market organization and management regulations, so as to ensure equal treatment of shareholders.

GEOX

Purchases will therefore be made exclusively, also through specialized intermediaries, as well as on more than one occasion for each procedure, on regulated markets that are organized and managed by Borsa Italiana S.p.A. or on multilateral trading facilities, in accordance with operating procedures established by the markets themselves that do not allow for the direct matching of purchase proposals with predefined sale proposals.

Regarding disposal transactions, the Board of Directors proposes that the authorization allow for the adoption of any method whatsoever that may be deemed appropriate in order to attain the purposes pursued.

The shares that will be acquired in performance of the shareholders' authorization may therefore be subject to disposal and, in this context, may also be sold, even before having exhausted the quantity of purchases covered by this authorization, on one or more occasions, without time limits, in the manner deemed most appropriate by the Company.

Shares to support stock incentive schemes will be assigned in accordance with the terms and conditions provided for by the relative plans approved by the Shareholders' Meeting pursuant to Art. 114-bis of Italian Legislative Decree no. 58/1998 and applicable regulations.

7. Volumes

The maximum purchase volumes may not exceed 25% of the average daily volumes of the 20 stock market sessions preceding the purchase transaction date. Pursuant to Art. 3 of Delegated Regulation no. 2016/1052, to benefit from the exemption under Art. 5, paragraph 1 of Regulation (EU) no. 596/2014, issuers, when carrying out transactions as part of a buy-back plan of treasury shares, may not, on each trading day, purchase a volume exceeding 25% of the average daily volume of shares in the trading venue where the purchase is made.

In any event, the volumes may not exceed any limits provided by applicable legislation or, if recognized, by accepted market practices.

8. Further information, if the purchase transaction is instrumental to reducing the share capital

It is hereby confirmed that, at present, the purchase of treasury shares is not intended to reduce the share capital of the Company by cancelling the treasury shares purchased.

Dear Shareholders,

in light of the above, we hereby invite you to pass the following resolutions

"The Ordinary Shareholders' Meeting of Geox S.p.A.,

- having acknowledged and approved the Explanatory Reports by the Board of Directors regarding the proposal for authorization to the purchase and disposal of treasury shares, to be allocated to the stock option and stock grant reserves, as approved;
- considering the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Art. 132 of Italian Legislative Decree no. 58/1998, Art. 44-bis and Art. 144-bis of Consob Issuers' Regulation no. 11971/99 and subsequent amendments;
- having acknowledged that Geox S.p.A., as at the date of approval of this resolution, holds 3,966,250 treasury shares, equal to 1.54% of the share capital;
- having acknowledged that the Company's subsidiaries do not hold any treasury shares, as at the date of approval of this resolution;
- given the Financial Statements closed at 31 December 2023 and the proposal for the allocation of the result for the year;

hereby resolves

I. to revoke, as of today, the previous authorization to purchase and dispose of treasury shares, granted on 20 April 2023, to the extent that it wasn't used;

II. to authorize, pursuant to Article 2357 of the Italian Civil Code and the combined provisions of Article 132 of Italian Legislative Decree no. 58/1998 and Article 144-bis of Consob Issuers' Regulation no. 11971/99 and, in any case, following any other procedure permitted by law and applicable regulations, the purchase, on one or more occasions, of a maximum number, on a rotating basis (i.e. the maximum number of treasury shares held at any given time in the portfolio), of 21,924,483 ordinary shares of Geox S.p.A., each with a nominal value of Euro 0.10, and, in any event, with a total nominal value not exceeding 10% of the share capital of the Company, also taking

GEOX

into account for that purpose any shares held by its subsidiaries; the shares may be purchased until the expiry of the eighteenth month from the date of the authorization granted by the Shareholders' Meeting held on 19 April 2024; the purchase may be made in one of the ways provided by the combined provisions of Article 5, of (EU) Regulation no. 596/2014, Delegated Regulation no. 2016/1052, Article 132 of Italian Legislative Decree no. 58/1998 and Article 144-bis, paragraph 1, letters b) and c) of Consob Issuers' Regulation no. 11971/99; the unit price for the purchase of the shares can be set at a minimum and maximum unit price equal to the price of a share of Geox at the end of the stock market day recorded on the business day preceding the date of the purchase, plus or minus 10% in relation to the maximum and minimum price, respectively. However, the consideration may not exceed the limits, if any, imposed by applicable legislation or, if recognized, by accepted market practices; the maximum purchase volumes may not exceed 25% of the average daily volumes of the 20 stock market sessions preceding the purchase transaction date. Purchases may be made on regulated markets or on multilateral trading facilities pursuant to letter b) of Art. 144-bis of Consob Issuers' Regulation no. 11971/99 governing issuers' conduct, adopted with Resolution no. 11971/99 and subsequent amendments, in compliance with Art. 132 of Italian Legislative Decree no. 58/1998, and in accordance with the procedures provided for by Art. 2.6.7 of the Regulations of Markets organized and managed by Borsa Italiana S.p.A. and, therefore, ensuring that all shareholders are treated equally; lastly, purchases must be made within the limits of the distributable profits and available reserves as per the most recent, duly approved financial statements;

2. to authorize, pursuant to Art. 2357-ter of the Italian Civil Code, the completion of disposals, on one or more occasions, of the treasury shares purchased, in compliance with the laws and regulations in force at the time, including in the authorization hereunder also the sale and/or use of shares purchased in carrying out previous Shareholders' Meeting resolutions and held by the Company as of the date of today's resolution, for pursuing the purposes indicated in the Board of Directors' report and under the following terms and conditions:

- the shares may be sold or otherwise transferred at any time, without any time limits;
- the disposal transactions may be carried out also before having completed all purchases and can be made on one or more occasions, with the adoption of any method that may be deemed appropriate in relation to the purposes pursued at the time;
- the sale may take place in the manner deemed most appropriate in the interest of the Company for the realization of projects or the pursuit of the corporate objectives set forth in the Report of the Board of Directors as well as, in any event, under any other form of disposal permitted by the applicable regulations;
- the unit price for the sale of the shares may not be lower than 10% of the price of a share of Geox at the end of the stock market day recorded on the business day preceding the date of each sale transaction. This consideration limit will not apply in the cases of transfer other than sale, such as the assignment of shares under stock option and stock grant plans. In these cases, different criteria may be used, in line with the purposes being pursued and taking into account market practices and the indications of Borsa Italiana S.p.A. and the Consob.

3. to grant the Board of Directors all the necessary powers, and to appoint the Chairman and Chief Executive Officer to act, separately, on its behalf, with the authority to appoint executive officers and/or specialized intermediaries, subject to the drawing up of dedicated contracts, to implement this resolution, also by approving any and all provisions to implement the relative purchase programme.”

* * * * *

Biadene di Montebelluna, 1 March 2024

For the Board of Directors

The Chairman

Mario Polegato Moretti

The English version of this report is not the official version and has been translated into English solely for the convenience of international readers. In the event of discrepancies, the original Italian text shall prevail.

STATEMENT IN LIEU OF CERTIFICATION AND AFFIDAVIT

PURSUANT TO ART. 46 AND 47 OF PRESIDENTIAL DECREE N. 445 OF 28.12.2000

The undersigned ENRICO MISTRON

born in Mirano (Ve) on 10/24/1969, tax code MSTNRC69R24F241A

WHEREAS

- In relation to the proposed appointment of a director under Art. 2386, paragraph 1 of the Italian Civil Code, on the agenda of the Ordinary Shareholders' Meeting of GEOX S.p.A., convened for 19 April 2024 in a single call, was designated as the candidate;
- is aware of the requirements that current regulations prescribe for assuming the position of Director of GEOX S.p.A., a company whose shares are admitted to trading at Euronext Milan organised and managed by Borsa Italiana S.p.A;

now, therefore,

The undersigned, assuming sole and exclusive responsibility, pursuant to and in accordance with Art. 76 of Presidential Decree n. 445 of 28.12.2000 for the cases of false documents and false statements,

DECLARES

- to accept the candidacy and possible appointment to the position of Director of GEOX S.p.A.
- that there are no causes of ineligibility and incompatibility against him, as well as that he possesses the requirements required by the laws in force for the assumption of the said office and, among these, in particular, that he possesses the requirements of honorability as per the combined provisions of Art. 147-*quinquies* of Legislative Decree. No. 58 of 24 February 1998, and Art. 2 of M.D. No. 162 of 30 March, 2000;
- to be able to devote to his duties as a Director of GEOX S.p.A. the time necessary for their effective and diligent performance;
- to undertake to promptly notify GEOX S.p.A. and, on its behalf, the Board of Directors, of any changes in this declaration and to produce, at GEOX S.p.A.'s request, appropriate documentation to confirm the truthfulness of the data declared;
- to be informed that the personal data collected will be processed by the Company, including by means of computer tools, exclusively within the scope of the proceedings for which this statement is made, in accordance with the provisions of Reg. EU 679/2016 and Legislative Decree No. 196/2003, as amended by Legislative Decree No. 101/2018 as amended and supplemented.

(Place and date)

Sincerely

ANNEX
RELEVANT PROVISIONS

Causes of ineligibility and disqualification

Art. 2382 of the Italian Civil Code

A person who is disqualified, incapacitated, bankrupt, or who has been sentenced to a punishment that entails disqualification, even temporary, from public office or inability to hold executive office may not be appointed as a director, and if appointed, shall forfeit his or her office.

Art. 2383 of the Italian Civil Code

Directors are appointed by the shareholders' meeting, except for the first directors, who are appointed in the articles of incorporation, and subject to the provisions of Articles 2351, 2449 and 2450. Appointment shall in all cases be preceded by the submission by the person concerned of a declaration that there are no grounds of ineligibility against him as provided for in Article 2382 and no disqualifications from the office of director adopted against him in a member State of the European Union.

Directors may not be appointed for more than three fiscal years, and their terms expire on the date of the shareholders' meeting called to approve the financial statements for the last fiscal year of their term.

Directors are eligible for re-election, unless otherwise provided in the articles of association, and may be removed by the shareholders' meeting at any time, even if appointed in the articles of incorporation, without prejudice to the director's right to damages if removal occurs without just cause.

Within thirty days of the notice of their appointment, the directors must request their registration in the commercial register, indicating for each of them the surname and first name, place and date of birth, domicile and citizenship, as well as which among them is assigned the representation of the company, specifying whether severally or jointly.

The causes of nullity or voidability of the appointment of directors who have the representation of the company shall not be enforceable against third parties after the fulfillment of the publicity referred to in the fourth paragraph, unless the company proves that the third parties had knowledge of it.

Honorability requirements

Art. 2, paragraph 1, of M.D. No. 162 of 30 March 2000

The office of director cannot be held by those who:

- a) have been subjected to preventive measures ordered by the judicial authority under Law No. 1423 of 27 December 1956, or law No. 575 of 31 May, 1965, as amended and supplemented, subject to the effects of rehabilitation;
- b) have been convicted by a final judgment, subject to the effects of rehabilitation:
 1. to imprisonment for any of the offenses envisaged by the rules governing banking, finance, securities, insurance activities and the rules governing financial markets and instruments, taxation and payment instruments;
 2. to imprisonment for any of the crimes provided for in Title XI of Book V of the Italian Civil Code and Royal Decree No. 267 of 16 March, 1942;
 3. to imprisonment for a term of not less than six months for a crime against public administration, public faith, property, public order and the public economy;
 4. to imprisonment for a term of not less than one year for any non-negligent crime.

Statement for candidate for Director

The office of director may not be held by those to whom one of the punishments provided for in paragraph 1 (b) has been imposed at the request of the parties, except in the case of the extinction of the crime.

Enrico Mistrion



WORK EXPERIENCE

2021-Today E-MC Consulting Boutique Owner

We are not traditional consultants, our purpose is to empower you to achieve what you thought was impossible helping you to master three fundamentals: Create Energy, Act, Learn.
Making leverage on more than 25 years as C level in a prestigious Company where we have the possibility to fail, learn, act, we have put the lesson of real life into our practices:

- ❖ Business Transformation & Change Management
- ❖ Supply Chain and Operations
- ❖ Indirect Procurement (Sustainable Spending and PxQ approach to all categories)
- ❖ Corporate Finance, Controlling & Performance Management
- ❖ System transformation

2018-2021 EyeMed (Luxottica Group EyeCare Insurance Company)

- ❖ Responsible in solid with the US VP for the top line growth, the "stand alone" insurance company profitability and the traffic generation for the Luxottica Optical Retail Chain's stores.
- ❖ Reorganization of the sales department by channels of trade in order to better support the growth and minimize the cost of the structure.
- ❖ Digitalization of the customer experience in order to better communicate with them, to give a better service and simultaneously lowering the costs.
- ❖ Automatization/digitalization of all the back office processes gaining quicker market response and efficiency.

2014-2021 EVP Chief Corporate Officer - Luxottica Group

- ❖ **Information System & Information Security:** innovation, process flows design, development and management of cloud and on-premise infrastructure and all enterprise and digital applications to support the business strategy execution.
- ❖ **Strategic Supply Chain:** supply chain process flows and organization design and supply chain system implementation to manage demand planning and forecasting, distribution planning, capacity planning, supply chain execution (procurement, MRP and scheduling), merchandise and assortment planning (from consumer to plants).
- ❖ **In store experience & technology:** in store technology and in store consumer experience innovation (digital signage program, touch tables, mobile tendering, mobile pos, virtual try on, BTBTC tools)
- ❖ **Store Construction - Nextore Srl and Nextore Inc President:** start-up of two legal entities and their organizations, specialized to develop store concepts, prototypes, layout design and construct retail turnkey stores fully equipped of all the fixtures, IT infrastructures and applications and of all digital assets for all the retail brands.
- ❖ **Consumer Engagement & Care:** enabling CRM B2C, Digital advertising, Digital Marketing, Connected Stores, Any Channel Service, CRM B2B
- ❖ **Sustainable Spending:** next-gen of Indirect Procurement function for G&A, Marketing, Selling, ICT e Office Real Estate expenses, with focus on variable Q (quantity, consumption)

not only on) (price) promoting the diffusion of the "P&Q Culture" across all the organization.

- ❖ Real Estate management, Landlord relationship, License agreement.

2010-2014 Group Supply Chain SVP - Luxottica Group

- ❖ **Operations Strategy and Business Development** reporting to Product & Operations CEO: Production sites acquisitions, Production and Logistic footprint strategy, value chain optimization, product make vs buy strategy, product volumes allocation among all the geographies, strategic vendor partnerships management, production capacity balancing, consolidation and development of a vertical and integrated business model.
- ❖ **Supply Chain:** transformation of a traditional back office function into a strategic, modern, lean and advanced Supply Chain that generates value and a competitive advantage for the business through customer service satisfaction and cost reduction, managing end to end all the Supply Chain process. In detail: Sales & Inventory Operation Planning (SIOP), Demand forecasting, Capacity Planning, Production Planning and Production Procurement, Shop Floor Scheduling, Distribution Planning (new).
- ❖ **Retail Planning:** centralization of Merchandise planning and Assortment planning, back stock and replenishment frequency sizing by store cluster, exit strategy and obsolescence management.
- ❖ **NPI (New Product Introduction) Process Lead:** reduction of the time to market for the new products connecting and streamlining all the different functions involved in the process, from industrial design to manufacturing execution.
- ❖ **Industrial logistic:** raw material and component inventory operations management.

2007-2010

Group Operations Controller - Luxottica Group

- ❖ **Group Operations Controller:** 3Y planning, Budgeting, monthly financial closing and variances analysis, Capital Investment analysis and Capex portfolio management.
- ❖ **Performance Management:** volumes, lead time, punctuality, wip, Std Costs and variance analysis, Quality, Service, Inventory, Projects.
- ❖ **IT Operations demand manager:** data warehouse implementation starting from process analysis using the SCORE model that allowed the identification of the CSF (Critical Success Factors)

2002-2007

Group Controller - Luxottica

Group

- ❖ **Sales & Marketing Group Controller:** 3Y planning, Budgeting, monthly financial closing and variances analysis, Capital Investment analysis and Capex portfolio management.
- ❖ **Performance Management:** Sales, DOP, DSO, Projects. Transformation of the managerial reporting through the introduction of the DOP (Divisional Operating Profit) and its deployment by markets and channels of trade, that represent the marginal contribution of each Division/Market/channel to the Group Operating income.
- ❖ **Group Credit Controller:** introduction of the Credit Hold policy and practice and generation of about 1 billion free cash flow in 3 years through the reduction of 60 days in DSO.
- ❖ **IT Sales & Marketing Demand Manager:** data warehouse development, dashboard definition with operative commercial KPI (Volumes, revenues, shipments, returns, discounts, sur, warranty, doors, sale commissions).
- ❖ **International Business Planning and Controlling organization development.**

2000-2002

Managing Director

- ❖ IC Optic SpA Managing Director
- ❖ Ray Ban Sun Optic India Board of Directors member
- ❖ Disco Srl Board of Directors member

1998-2002

M&A Director - Luxottica Group

- ❖ **1998-1999 Ray Ban:** acquisition of the Bausch & Lomb Optical Division, owner of Ray Ban and other minor Brands such as Revo, Arnette, Killer Loop. Tax Plan, Social Plan, and all Legal aspects associated with the acquisition.
- ❖ **2000 H1 Ray Ban Integration** merge of the European Ray Ban Division into the Luxottica commercial and distribution network.
- ❖ **2000 H2 Versace** acquisition and merge (IC Optics)
- ❖ **2001 Prada-Miu Miu** acquisition and merge (SID)
- ❖ **2002 Sunglass Hut** acquisition and merge

1996-1998 Consolidation and Corporate Reporting VP- Luxottica Group

- ❖ Group Consolidate financial statement
- ❖ Investor Relations support
- ❖ Corporate Reporting
- ❖ Transfer pricing policy definition and transfer price management
- ❖ Corporate liaison between Luxottica and LensCrafters (Luxottica Retail)

1995 Financial Analyst – Luxottica Group

1994 PhD Università Ca' Foscari di Venezia, Dip. di Economia Aziendale

EDUCATION & TRAINING

2011 Executive MBA in Supply Chain, IMD, Singapore

1998 Executive MBA in Corporate Finance, SDA Bocconi

1993-11 University Ca' Foscari di Venezia, Economia Aziendale (110/110 cum laude)

1987 Liceo Scientifico G. Galilei, Belluno

INTERESTS AND HOBBIES

Resilience Sports (Biking, Rafting, Skiing, Running).