

2015 HALF-YEAR FINANCIAL REPORT

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**Geox S.p.A.**Registered Offices in Italy - Via Feltrina Centro 16, Biadene di Montebelluna (Treviso) Share Capital - Euro 25,920,733.1 fully paid Tax Code and Treviso Companies Register No. 03348440268

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# MADE TO BREATHE





geox.com

# DIRECTORS' REPORT

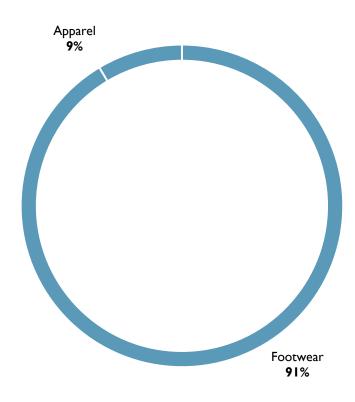
# **Profile**

The Geox Group creates, produces, promotes and distributes Geox-brand footwear and apparel, the main feature of which is the use of innovative and technological solutions that can guarantee the ability to breathe and remain waterproof at the same time.

The extraordinary success that Geox has achieved is due to the technological characteristics of its shoes and apparel. Thanks to a technology that has been protected by over 60 different patents registered in Italy and extended internationally, "Geox" products ensure technical characteristics that improve foot and body comfort in a way that consumers are able to appreciate immediately.

Geox's innovation stems essentially from the creation and development of special outsoles: thanks to a special membrane that is permeable to vapour but impermeable to water, rubber outsoles are able to breathe and leather outsoles remain waterproof. In the apparel sector the innovation increases the expulsion of body's internal humidity thanks to hollow spaces and aerators.

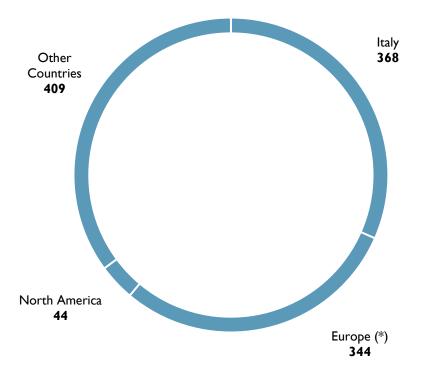
Geox is market leader in Italy in its own segment and is one of the leading brands world-wide in the "International Lifestyle Casual Footwear Market" (source: Shoe Intelligence, 2014).



# The distribution system

Geox distributes its products through over 10,000 multi-brand selling points and also through a Geox shops network (Franchising and DOS – directly operated stores).

As of June 30, 2015, the overall number of "Geox Shops" came to 1,165, of which 711 in franchising and 454 operated directly.



# **Geox Shops**

(\*) Europe includes: Austria, Benelux, France, Germany, UK, Iberia, Scandinavia, Switzerland.

# The production system

Geox's production system is organized so as to ensure the attainment of three strategic objectives:

- maintaining high quality standards;
- continuously improving flexibility and time to market;
- increasing productivity and reducing costs.

Production takes place in selected factories mainly in the Far East. All stages of the production process are strictly under the control and coordination of Geox organization.

Great care is taken by the Group in selecting third-party producers, taking into account their technical skills, quality standards and ability to handle the production volumes which are assigned by the agreed deadlines.

All of the output from these manufacturing locations is consolidated at the Group's distribution centers in Italy for Europe, New Jersey for the North America, Tokyo for Japan, Shanghai for China and Hong Kong for the rest of Asia.

Geox recently decided to invest in a manufacturing company in Serbia, which, once operative, will produce about 5-10% of the Group's requirements, mainly in order to reduce the production lead time for the replenishment of best-selling products in the stores, maximizing the sellout.

The project involves hiring 1,250 people, for a total investment of nearly Euro 16 million co-financed by the Republic of Serbia. The plant is under construction in Vranje, an area where there is a high level of know-how in the production of footwear, and will be completed during 2015.

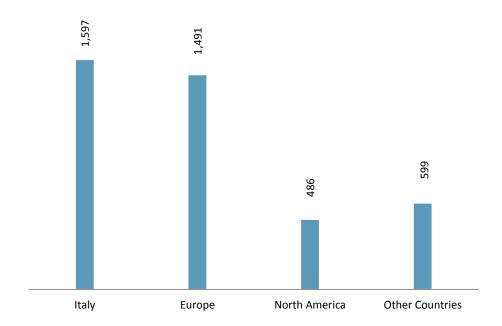
# **Human Resources**

At June 30, 2015 the Group had 4,173 employees, an increase of 140 compared with 4,033 employees at 31 December 2014.

As of June 30, 2015 the Group had 4,173 employees, split as follows:

Level	30-06-2015	31-12-2014
Managers	45	43
Middle Managers	160	157
Office Staff	783	806
Shop Employees	2,876	2,809
Factory Workers	309	218
Total	4,173	4,033

The graph shows the employees of the Group at 30 June 2015, broken down by geographic area:



# **Shareholders**

# Financial communication

Geox maintains a constant dialogue with individual shareholders, institutional investors and financial analysts through its Investor Relations function, which actively provides information to the market to consolidate and enhance confidence and level of understanding of the Group and its businesses.

The Investor Relations section, at www.geox.com, provides historical financial data and highlights, investor presentations, quarterly publications, official communications and real time trading information on Geox shares.

# **Control of the Company**

LIR S.r.l. holds a controlling interest in the share capital of Geox S.p.A. with a shareholding of 71.10%. LIR S.r.l., with registered offices in Montebelluna (TV), Italy, is an investment holding company that belongs entirely to Mario Moretti Polegato and Enrico Moretti Polegato (who respectively own 85% and 15% of the share capital).

The shareholder structure of Geox S.p.A. based on the number of shares held is as follows:

Shareholder structure (*)	Number of shareholders	Number of shares
from 1 to 5.000 shares	17,057	20,002,635
from 5.001 to 10.000 shares	891	6,728,519
10.001 shares and over	736	257,324,277
Lack of information on disposal of individual positions previously reported		(24,848,100)
Total	18,684	259,207,331

<sup>(\*)</sup> As reported by Istifid on June 30, 2015.

# Shares held by directors and statutory auditors

As mentioned previously, the directors Mr. Mario Moretti Polegato and Mr. Enrico Moretti Polegato directly hold the entire share capital of LIR S.r.I., the Parent Company of Geox S.p.A..

Directors, statutory auditors and executives with strategic responsibilities have submitted declarations that they don't hold shares of the Company as of June 30, 2015.

# **Company officers**

# **Board of Directors**

# Name

# Position and independent status (where applicable)

Mario Moretti Polegato (1) Enrico Moretti Polegato (1) Giorgio Presca (1) Roland Berger (2) (4) Fabrizio Colombo (2) (3) (4) Lara Livolsi (3) Claudia Baggio Alessandro Antonio Giusti (2) (3) (4)

Duncan L. Niederauer

Chairman and Executive Director Vice Chairman and Executive Director CEO and Executive Director (\*) Independent Director Independent Director Independent Director Director Director

Independent Director

- (I) Member of the Executives Committee
- (2) Member of the Audit and Risk Committee
- (3) Member of the Compensation Committee
- (4) Member of the Nomination Committee

(\*) Powers and responsibilities for ordinary and extraordinary administration, within the limits indicated by law and the Articles of Association, in compliance with the powers of the Shareholders' Meeting, the Board of Directors and the Executive Committee, in accordance with the Board of Directors' resolution of April 17, 2013.

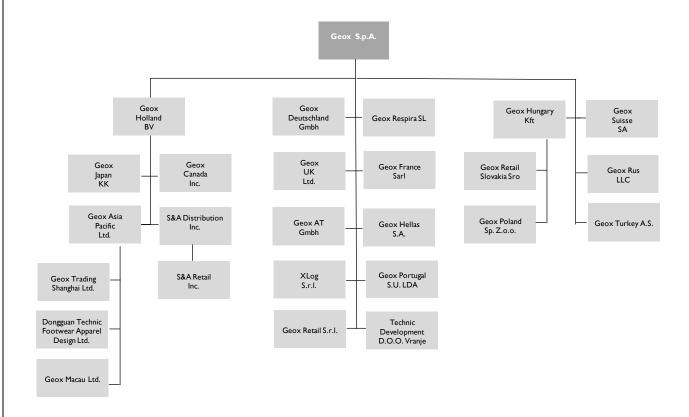
# **Board of Statutory Auditors**

Name	Position	
Francesco Gianni	Chairman	
Valeria Mangano	Statutory Auditor	
Francesca Meneghel	Statutory Auditor	
Giulia Massari	Alternate Auditor	
Andrea Luca Rosati	Alternate Auditor	

# **Independent Auditors**

Deloitte & Touche S.p.A.

# **Group Structure**



The structure of the Group controlled by Geox S.p.A., which acts as an operating holding company, is split into 3 macro-groups:

- **Non-EU trading companies.** Their role is to monitor and develop the business in the various markets. They operate on the basis of licensing or distribution agreements stipulated with the Parent Company.
- **EU companies.** At the beginning their role was to provide commercial customer services and coordinate the sales network in favor of the Parent Company which distributes the products directly on a wholesale basis. Then, they started to manage the Group's own shops in the various countries belonging to the European Union.
- **European trading companies.** They are responsible for developing and overseeing their area in order to provide a better customer service, increasing the presence of the Group through localized direct sales force and investments in showrooms closer to the market. The trading companies in Switzerland, Russia and Turkey also have the need of purchasing a product immediately marketable in the territory, having already complied with the customs.

# The Group's economic performance

# **Economic results summary**

The main results are outlined below:

- Net sales of Euro 426.9 million, with a increase of 6.7% (4.0% constant exchange rates) compared to Euro 400.2 million in the first half 2014;
- EBITDA of Euro 26.6 million, compared to Euro 20.7 million in the first half 2014, with an increase of 28.3%;
- EBIT of Euro 7.4 million, compared to Euro 0.1 million in the first half 2014;
- Net income of Euro 1.1 million, compared to a loss of Euro 3.9 in the first half 2014.

In the following table a comparison is made between the consolidated income statement:

(Thousands of Euro)	I half 2015	%	I half 2014	%	2014	%
Net sales	426,927	100.0%	400,180	100.0%	824,243	100.0%
Cost of sales	(205,939)	(48.2%)	(203,457)	(50.8%)	(420,451)	(51.0%)
Gross profit	220,988	51.8%	196,723	49.2%	403,792	49.0%
Selling and distribution costs	(25,623)	(6.0%)	(23,620)	(5.9%)	(48,519)	(5.9%)
General and administrative expenses	(168,901)	(39.6%)	(153,053)	(38.2%)	(308,257)	(37.4%)
Advertising and promotion	(19,108)	(4.5%)	(19,973)	(5.0%)	(42,126)	(5.1%)
EBIT	7,356	1.7%	77	0.0%	4,890	0.6%
Net interest	(4,014)	(0.9%)	(3,179)	(0.8%)	(6,335)	(0.8%)
PBT	3,342	0.8%	(3,102)	(0.8%)	(1,445)	(0.2%)
Income tax	(2,215)	(0.5%)	(801)	(0.2%)	(1,496)	(0.2%)
Tax rate	66%	0%	-26%		-104%	
Net result	1,127	0.3%	(3,903)	(1.0%)	(2,941)	(0.4%)
EPS (Earnings per shares)	0.004		(0.015)		(0.011)	
EBITDA	26,609	6.2%	20,739	5.2%	42,643	5.2%

EBITDA: is the EBIT plus depreciation, amortization and can be directly calculated from the financial statements as integrated by the notes.

# Disclaimer

This Report, and in particular the section entitled "Outlook for operation and significant subsequent events", contains forward-looking statements. These statements are based on the Group's current expectations and projections about future events and, by their nature, are subject to inherent risks and uncertainties. They relate to events and depend on circumstances that may or may not occur or exist in the future, and, as such, undue reliance should not be placed on them. Actual results may differ materially from those expressed in such statements as a result of a variety of factors, including: volatility and deterioration of capital and financial markets, changes in commodity prices, changes in general economic conditions, economic growth and other changes in business conditions, changes in government regulation (in each case, in Italy or abroad), and many other factors, most of which are outside of the Group's control.

#### Sales

First half 2015 consolidated net sales increased by 6.7% (4.0% at constant exchange rates) to Euro 426.9 million. Footwear sales represented 91% of consolidated sales, amounting to Euro 390.4 million, with a 10.7% increase compared to the first half of 2014. Apparel sales accounted for 9% of consolidated sales amounting to Euro 36.6 million, compared to Euro 47.5 million of the first half of 2014, with a 23.0% decrease. However, considering only the comparable categories of product, apparel shows a 8.7% increase compared to the same period of last year.

(Thousands of Euro)	I half 2015	%	I half 2014	%	Var. %
Footwear	390,363	91.4%	352,674	88.1%	10.7%
Apparel	36,564	8.6%	47,506	11.9%	(23.0%)
Net sales	426,927	100.0%	400,180	100.0%	6.7%

Sales in Italy, the Group's main market, which accounted for 33% of sales, in line with the first half 2014, amounted to Euro 142.2 million showing a 6.3% increase compared with the same period of the previous year.

Sales in Europe, which accounted for 43% of sales increased by 3.4% to Euro 182.8 million, compared with Euro 176.8 million of the first half of 2014.

North American sales amounted to Euro 28.8 million, showing an increase of 18.6% (+3.4% at constant exchange rates). Sales in Other Countries increased by 11.8% compared to the first half of 2014 (+2.6% at constant exchange rates).

(Thousands of Euro)	I half 2015	%	I half 2014	%	Var. %
-					
Italy	142,216	33.3%	133,744	33.4%	6.3%
Europe (*)	182,814	42.8%	176,767	44.2%	3.4%
North America	28,751	6.7%	24,239	6.1%	18.6%
Other countries	73,146	17.1%	65,430	16.4%	11.8%
Net sales	426,927	100.0%	400,180	100.0%	6.7%

<sup>(\*)</sup> Europe includes: Austria, Benelux, France, Germany, UK, Iberia, Scandinavia, Switzerland.

Sales of the DOS channel, which represent 43% of Group revenues, grew 12.5% to Euro 184.3 million. The improvement is mainly driven by new openings and by comparable store sales growth recorded on DOS channel (+6.4% in the first half of 2015, +7.9% in the second quarter of 2015).

Sales of the franchising channel, which account for 16% of Group revenues, amount to Euro 70.3 million, with a decreased of 5.7%. This trend is due to the effect of closing of shops not in line with expected profitability standards, which partially offset by the positive trend in comparable store sales at locations that have been open for at least 12 months (+7.9% in the first half of 2015, +8,0% in the second quarter of 2015).

Multibrand stores representing 40% of Group revenues amount to Euro 172.3 million, with an increase of 6.5%.

(Thousands of Euro)	I half 2015	%	I half 2014	%	Var. %
Multibrand	172,336	40.4%	161,836	40.4%	6.5%
Franchising	70,296	16.5%	74,529	18.6%	(5.7%)
DOS*	184,295	43.2%	163,815	40.9%	12.5%
Geox Shops	254,591	59.6%	238,344	59.6%	6.8%
Net sales	426,927	100.0%	400,180	100.0%	6.7%

<sup>\*</sup> Directly Operated Store

As of June 30, 2015, the overall number of Geox Shops was 1,165 of which 454 DOS. During the first half of 2015, 54 new Geox Shops were opened and 114 have been closed, in line with the rationalization plan of the DOS network.

	06-30	-2015	12-31	-2014	I half 2015		
	Geox Shops	of which	Geox Shops	of which	Net Openings	Openings	Closings
Italy	368	132	421	173	(53)	7	(60)
Europe (*)	344	171	350	167	(6)	6	(12)
North America	44	44	44	44	-	2	(2)
Other countries (**)	409	107	410	93	(1)	39	(40)
Total	1,165	454	1,225	477	(60)	54	(114)

<sup>(\*)</sup> Europe includes: Austria, Benelux, France, Germany, UK, Iberia, Scandinavia, Switzerland.

# Cost of sales and Gross Profit

Cost of sales, as a percentage of sales, was 48.2% compared to 50.8% of the first half 2014, producing a gross margin of 51.8% (49.2% in the first half of 2014).

The increase in gross profit, in line with management expectations, is explained by the increased profitability in sales and the steps taken in terms of product mix, channels, prices.

<sup>(\*\*)</sup> Includes Under License Agreement Shops (157 as of June 30 2015, 161 as of December 31 2014). Sales from these shops are not included in the franchising channel.

# Operating expenses and Operating income (EBIT)

Selling and distribution expenses as a percentage of sales were 6.0% (5.9% in the first half of 2014).

General and administrative expenses were equal to Euro 168.9 million, compared with Euro 153.1 million of the first half 2014. General and administrative expenses, as a percentage of sales, were 39.6% (38.2% in the first half 2014).

The increase is mainly due to costs of opening and running of new directly operated stores (DOS) including the conversion to directly operated stores of stores previously managed by some franchisees.

Advertising and promotions expenses were equal to 4.5% of sales, 5.0% in the first half of 2014.

The operating result (EBIT) is equal to Euro 7.4 million (1.7% on sales) compared with Euro 0.1 million of the first half of 2014.

The table below analyses the EBIT obtained across business segments in which the Group operates:

		I half 2015	%	I half 2014	%
Footwear	Net sales	390,363		352,674	
	EBIT	7,509	1.9%	4,953	1.4%
Apparel	Net sales	36,564		47,506	
	EBIT	(153)	(0.4%)	(4,876)	(10.3%)
Total	Net sales	426,927		400,180	
	EBIT	7,356	1.7%	77	0.0%

# **EBITDA**

EBITDA was Euro 26.6 million, 6.2% of sales, compared to Euro 20.7 million (5.2% on sales) of the first half of 2014.

# Income taxes and tax rate

Income taxes were equal to Euro 2.2 million in the first half of 2015, compared to Euro 0.8 million of the same period of the previous year.

# The Group's financial performance

The following table summarizes the reclassified consolidated balance sheet:

(Thousands of Euro)	June 30, 2015	Dec. 31, 2014	June 30, 2014
Intangible assets	58,001	60,150	58,236
Property, plant and equipment	67,376	64,497	60,292
Other non-current assets - net	53,942	54,802	66,981
Total non-current assets	179,319	179,449	185,509
Net operating working capital	196,300	226,651	235,764
Other current assets (liabilities), net	(22,065)	(10,625)	(15,088)
Net invested capital	353,554	395,475	406,185
Equity	372,383	373,680	354,360
Provisions for severance indemnities, liabilities and charges	8,776	8,813	8,628
Net financial position	(27,605)	12,982	43,197
Net invested capital	353,554	395,475	406,185

The Group balance sheet shows a positive financial position (cash) of Euro 27.6 million.

The following table shows the mix and changes in net operating working capital and other current assets (liabilities):

(Thousands of Euro)	June 30, 2015	Dec. 31, 2014	June 30, 2014
Inventories	266,789	287,732	284,300
Accounts receivable	107,786	106,517	100,000
Accounts payable	(178,275)	(167,598)	(148,536)
Net operating working capital	196,300	226,651	235,764
% of sales for the last 12 months	23.1%	27.5%	30.7%
Taxes payable	(6,576)	(6,439)	(8,029)
Other non-financial current assets	34,146	40,958	33,693
Other non-financial current liabilities	(49,635)	(45,144)	(40,752)
Other current assets (liabilities), net	(22,065)	(10,625)	(15,088)

The ratio of net working capital on sales comes to 23.1% compared with 30.7% of the same period of 2014. This improvement is due to the management of suppliers' payment term and to a decrease in inventory.

The following table gives a reclassified consolidated cash flow statement:

(Thousands of Euro)	I half 2015	I half 2014	2014
Net result	1,127	(3,903)	(2,941)
Depreciation, amortization and impairment	19,253	20,661	37,753
Other non-cash items	6,995	1,318	(1,483)
	27,375	18,076	33,329
Change in net working capital	37,768	(31,297)	(15,434)
Change in other current assets/liabilities	8,924	2,672	(6,842)
Cash flow from operations	74,067	(10,549)	11,053
Capital expenditure	(19,551)	(11,648)	(35,754)
Disposals	435	1,875	2,912
Net capital expenditure	(19,116)	(9,773)	(32,842)
Free cash flow	54,951	(20,322)	(21,789)
Change in net financial position	54,951	(20,322)	(21,789)
Initial net financial position - prior to fair value adjustment of derivatives	(41,012)	(18,339)	(18,339)
Change in net financial position	54,951	(20,322)	(21,789)
Translation differences	(852)	(776)	(884)
Final net financial position - prior to fair value adjustment of derivatives	13,087	(39,437)	(41,012)
Fair value adjustment of derivatives	14,518	(3,760)	28,030
Final net financial position	27,605	(43,197)	(12,982)

Consolidated capital expenditure is analyzed in the following table:

(Thousands of Euro)	I half 2015	I half 2014
Trademarks and patents	400	193
Opening and restructuring of Geox Shop	6,958	7,064
Production plant	8,065	683
Industrial plant and equipment	1,016	766
Logistic	112	127
Information technology	2,095	1,743
Offices furniture, warehouse and fittings	905	1,072
Total	19,551	11,648

The following table gives a breakdown of the net financial position:

(Thousands of Euro)	June 30, 2015	Dec. 31, 2014	June 30, 2014
Cash and cash equivalents	39,391	53,355	51,970
Current financial assets - excluding derivatives	491	206	211
Bank borrowings and current portion of long-term loans	(14,075)	(95,673)	(72,876)
Current financial liabilities - excluding derivatives	(88)	(233)	(266)
Net financial position - current portion	25,719	(42,345)	(20,961)
Non-current financial assets	763	1,586	1,586
Long-term loans	(13,395)	(253)	(20,062)
Net financial position - non-current portion	(12,632)	1,333	(18,476)
Net financial position - prior to fair value adjustment of derivatives	13,087	(41,012)	(39,437)
Fair value adjustment of derivatives	14,518	28,030	(3,760)
Net financial position	27,605	(12,982)	(43,197)

Before the fair value adjustment of derivatives, net financial position was Euro +13.1 million, compared to Euro -41.0 of December 31, 2014. After fair value adjustment of derivatives, which positively affected 2015 first half for Euro 14.5 million (Euro 28.0 million as of December 31,2014), net financial position was positive and equal to Euro 27.6 million (Euro -13.0 million at the end of 2014).

# Treasury shares and equity interests in parent companies

Note that pursuant to art. 40.2 d) of D.Lgs 127, the Group does not hold any of its own shares nor shares in parent companies, whether directly or indirectly, nor did it buy or sell such shares during the period.

# **Stock Option**

On December 18, 2008, the Extraordinary Shareholders' Meeting authorized a divisible cash increase in capital, waiving option, for a maximum par value of Euro 1,200,000, by issuing up to n. 12,000,000 ordinary shares to service one or more share incentive plans reserved for the directors, employees and/or collaborators of the Company and/or its subsidiaries, in order to encourage beneficiaries to pursue the Company's medium-term plans, increase their loyalty to the Company and promote better relations within the Company.

At the date of this report there are three cycles of stock option plans. The cycles are made up of a vesting period, from the date the options are granted, and a maximum period to exercise them (exercise period). Any options not vesting or, in any case, not exercised by the expiration date are automatically cancelled to all effects, releasing both the Company and the beneficiary from all obligations and liabilities.

The ability to exercise the options, which is determined tranche by tranche, depends on the Company achieving certain cumulative targets during the vesting periods, with reference to economic indicators, as shown in the Geox Group's consolidated business plan.

The main characteristics of the three cycles are as follows:

- The first, which was approved by the Board on December 15, 2005, provides for a cycle of options to be granted from December 2005. At that time, 898,800 options were granted with a strike price equal to the "normal value" of the shares at the time the options were granted, as defined in art. 9 of the Income Tax Consolidation Act 917/86 (T.U.I.R.), which amounted to Euro 9.17. The vesting period goes from 3 to 5 years, while the exercise period ends on December 31, 2015.
  - On March 4, 2009 the Board of Directors approved the fact that the first of the three option cycles could be exercised after having checked that the performance targets laid down in the plan (in terms of EBIT) had been achieved during 2006, 2007 and 2008.
  - On February 26, 2010 the Board of Directors approved the fact that the second of the three option cycles could be exercised after having checked that the performance targets laid down in the plan (in terms of EBIT) had been achieved during 2006, 2007, 2008 and 2009.
  - On March 3, 2011 the Board of Directors approved the fact that the third of the three option cycles could be exercised for 85% after having checked that the performance targets laid down in the plan (in terms of EBIT) had been achieved during 2006, 2007, 2008, 2009 and 2010.
- The second plan, which was approved by the Board on December 22, 2011, establishes a maximum number of options (2,830,000) and envisages two grant cycles in 2011 and 2012. In 2011, 1,780,000 options and in 2012 500,000 options were granted with a strike price equal to the "normal value" of the shares at the time the options were granted, as defined in art. 9 of the Income Tax Consolidation Act 917/86 (T.U.I.R.), which respectively amounted to Euro 2.29 and Euro 2.08. The options have a minimum vesting period of 3 years, while the exercise period ends on March 31, 2020. The exercise of the Options is subject to the achievement of EBIT as resulting from the Geox Group's Business Plan.
- The third plan, which was approved by the Board on December 22, 2014, establishes a maximum number of options (3,150,000) and envisages a grant cycle to be made within the month of December 2014. A number of 2,261,550 options were granted with a strike price calculated as the average of the official price of Geox in the thirty days prior the approval of the Business Plan 2014-2016, amounted to Euro 2.039. The vesting period is 3 years and ends with the approval of the consolidated financial statements for the year ended December 31, 2016, while the exercise period ends on December 31, 2020. The exercise of the Options is subject to the achievement of Net Profit as resulting from the Geox Group's Business Plan.

The stock options granted to the directors of the Group and the executives with strategic responsibilities are summarized below:

		Option held	d at the beginni	ng of the year	Option granted during the period			
(A) Name	(B) Position	(I) Number of option	(2) Average Strike Price	(3) Average Expiry Date	(4) Number of option	(5) Average Strike Price	(6) Average Expiry Date	
Giorgio Presca	CEO	250,000	2.29	2020	-	-	-	
Giorgio Presca	CEO	500,000	2.08	2020	-	-	-	
Giorgio Presca	CEO	554,564	2.039	2020	-	-	-	
Executives with stra	ategic responsibilities	19,000	9.17	2015	-	-	-	
Executives with stra	itegic responsibilities	180,000	2.29	2020	-	-	-	
Executives with stra	ategic responsibilities	925,528	2.039	2020	-	-	-	

	Option	s exercised duri	ing the period	Options expired in 2015 (*)	Options held at the end of the pe		
(A)	(7)	(8)	(9)	(10)	(11)=1+4-7-10	(12)	(13)
Name	Number of option	Average Strike Price	Average Expiry Date	Number of option	Number of option	Average Strike Price	Average Expiry Date
Giorgio Presca	-	-	-	-	250,000	2.29	2020
Giorgio Presca	-	-	-	-	500,000	2.08	2020
Giorgio Presca	-	-	-	-	554,564	2.039	2020
Exec. Strat. Resp.	-	-	-	-	19,000	9.17	2015
Exec. Strat. Resp.	-	-	-	90,000	90,000	2.29	2020
Exec. Strat. Resp.	-	-	-	84,141	841,407	2.039	2020

<sup>(\*)</sup> Options expired for termination of employment or non-achievement of performance targets laid down in the plan (in terms of EBIT).

# **Transactions between Related Parties**

During the period, there were no transactions with related parties which can be qualified as unusual or atypical. Any related party transactions formed part of the normal business activities of companies in the Group. Such transactions are concluded at standard market terms for the nature of goods and/or services offered.

Information on transactions with related parties is provided in Note 29 of the Consolidated Financial Statements.

# Outlook for operation and significant subsequent events

As we approach the midpoint of the three year plan, our results to date suggest that we are making good progress toward accomplishing what the plan envisioned. Following a successful 2014, the first half of 2015 saw the Group maintain this momentum. These results and the visibility we now have into forward ordering trends, position us to offer some guidance for the balance of 2015.

While global growth remains challenged, signs of modest improvement are evident, and we remain optimistic that the Group's revenues and profitability will continue to grow in 2015. Our strategy is working, revenue growth in our core markets is strong, expenses continue to trend in the right direction as we rationalise our store network and gross margins are expanding.

As regards the entire year, market expectations are very challenging and the forecasts at EBITDA level average around 68-70 million euro. In this regard, management is confident that the trend of solid growth achieved in the main markets, such as Italy, France, Spain, Germany and other European countries and the positive developments in other geographical areas will allow the Group to achieve a good rate of growth in turnover. In addition, based on confirmation of the growth trend in gross margin and the rationalisation measures already introduced, the significant improvement in cash flows, the strict control over working capital, management presumes that operating profitability and net income will also increase to levels substantially in line with market expectations.

These positive expectations are confirmed by:

- (i) the order backlog for the multi-brand channel for the Fall/Winter season that has grown in total by 8%; and thus the performance in the EMEA region has more than compensated for the weakness in Asia in the wholesale channel;
- (ii) the fact that these orders already obtained confirm growth in gross margin in line with expectations;
- (iii) comparable sales, as of today, of both directly operated stores and franchised stores have grown in comparison to prior year and are in line with management's expectations.

The Management is also implementing plans for the opening of mono-brand stores, both direct and franchisees, and for improving comparable sales, to be confirmed also in the second half, as these are necessary measures to achieve the above results.

Biadene di Montebelluna, July 30, 2015

for the Board of Directors The Chairman Mr. Mario Moretti Polegato

# CONSOLIDATED FINANCIAL STATEMENTS AND EXPLANATORY NOTES



# **Consolidated income statement**

(Thousands of Euro)	Notes	I half 2015	of which related party	I half 2014	of which related party	2014	of which related party
Net sales	3-29	426,927	1,205	400,180	1,881	824,243	3,577
Cost of sales	29	(205,939)	-	(203,457)	-	(420,451)	129
Gross profit		220,988		196,723		403,792	-
Selling and distribution costs	29	(25,623)	-	(23,620)	(2)	(48,519)	(5)
General and administrative expenses	4-29	(168,901)	1,931	(153,053)	(1,078)	(308,257)	(1,717)
Advertising and promotion	29	(19,108)	(135)	(19,973)	(93)	(42,126)	(196)
EBIT	3	7,356		77		4,890	
Net interest	7	(4,014)	-	(3,179)	-	(6,335)	-
РВТ		3,342		(3,102)		(1,445)	
Income tax	8	(2,215)	-	(801)	-	(1,496)	-
Net result		1,127		(3,903)		(2,941)	
		0.004		(0.015)		(0.011)	
Earnings per share [Euro]	9			, ,		, ,	
Diluted earnings per share [Euro]	9	0.004		(0.015)		(0.011)	

# Consolidated statement of comprehensive income

(Thousands of Euro)	l half 2015	of which related party	l half 2014	of which related party	2014	of which related party
Net income	1,127		(3,903)		(2,941)	
Other comprehensive income that will not be reclassified subsequently to profit or loss:						
- Net gain (loss) on actuarial defined-benefit plans	(12)	-	(212)	-	(391)	-
Other comprehensive income that may be reclassified subsequently to profit or loss:						
- Net gain (loss) on Cash Flow Hedge, net of tax	(2,199)	-	3,314	-	23,078	-
- Currency translation	(213)	-	(268)	-	(1,560)	-
Net comprehensive income	(1,297)		(1,069)		18,186	

# Consolidated statement of financial position

(Thousands of Euro)	Notes	June 30, 2015	of which related party	Dec. 31, 2014	of which related party	June 30, 2014	of which related party
ASSETS:							
Intangible assets	10	58,001		60,150		58,236	
Property, plant and equipment	11	67,376		64,497		60,292	
Deferred tax assets	12	39,769		39,514		52,700	
Non-current financial assets	17-28	763		1,586		1,586	
Other non-current assets	13	16,939		17,379		16,466	
Total non-current assets		182,848		183,126		189,280	
Inventories	14	266,789		287,732		284,300	
Accounts receivable	15-29	107,786	3,814	106,517	5,157	100,000	3,721
Other non-financial current assets	16-29	34,146	1,972	40,958	2,054	33,693	1,764
Current financial assets	17-28	18,497	1,772	30,002	_,001	1,620	1,701
Cash and cash equivalents	18	39,391		53,355		51,970	
Current assets	10	466,609		518,564		471,583	
		,					
Total assets		649,457		701,690		660,863	
LIABILITIES AND EQUITY:							
Share capital	19	25,921		25,921		25,921	
Reserves	19	345,335		350,700		332,342	
Net income	19	1,127		(2,941)		(3,903)	
Equity		372,383		373,680		354,360	
Employee severance indemnities	20	2,772		2,756		2,574	
Provisions for liabilities and charges	21	6,004		6,057		6,054	
Long-term loans	22	13,395		253		20,062	
Other long-term payables	23	2,766		2,091		2,185	
Total non-current liabilities		24,937		11,157		30,875	
Accounts soughle	24.20	170 275	995	1/7 500	2.004	140 524	1.051
Accounts payable Other non-financial current liabilities	24-29	178,275	995	167,598	2,006	148,536	1,051
	25	49,635		45,144		40,752	
Taxes payable	26	6,576		6,439		8,029	
Current financial liabilities Bank borrowings and current portion of long-term loans	17-28 27	3,576 14,075		1,999 95,673		5,435 72,876	
Current liabilities	21	252,137		316,853		275,628	
Total liabilities and equity		649,457		701,690		660,863	

# Consolidated statement of cash flow

(Thousands of Euro)	Notes	I half 2015	I half 2014	2014
CASH FLOW FROM OPERATING ACTIVITIES:				
Net result	19	1,127	(3,903)	(2,941)
Adjustments to reconcile net income to net cash provided				
(used) by operating activities:				
Depreciation and amortization and impairment	5	19,253	20,661	37,753
Increase in (use of) deferred taxes and other provisions		(3,338)	2,754	4,812
Provision for employee severance indemnities, net		(6) 10,339	(22)	(11)
Other non-cash items		<b>26,248</b>	(1,414) <b>21,979</b>	(6,285) <b>36,269</b>
Change in assets/liabilities:				
Accounts receivable		6,218	(3,815)	(9,408)
Other assets		5,349	797	(9,599)
Inventories		22,337	(6,831)	(2,696)
Accounts payable		9,213	(20,651)	(3,330)
Other liabilities		3,398	2,271	4,807
Taxes payable		177	(396)	(2,049)
		46,692	(28,625)	(22,275)
Operating cash flow		74,067	(10,549)	11,053
CASH FLOW USED IN INVESTING ACTIVITIES:				
Capital expenditure on intangible assets	10	(3,580)	(2,341)	(9,099)
Capital expenditure on property, plant and equipment	11	(15,971)	(9,307)	(26,655)
		(19,551)	(11,648)	(35,754)
Disposals		435	1,875	2,913
(Increase) decrease in financial assets		543	(73)	(68)
Cash flow used in investing activities		(18,573)	(9,846)	(32,909)
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES:				
Increase (decrease) in short-term bank borrowings, net		(1,053)	(20,849)	(21,615)
Loans:				
- Proceeds		20,110	46,334	48,413
- Repayments		(90,233)	-	-
Cash flow used in financing activities		(71,176)	25,485	26,798
Increase (decrease) in cash and cash equivalents		(15,682)	5,090	4,942
Cash and cash equivalents, beginning of the period	18	53,355	46,991	46,991
Effect of translation differences on cash and cash equivalents		1,718	(111)	1,422
Cash and cash equivalents, end of the period	18	39,391	51,970	53,355
Supplementary information to the cash flow statement:				
Interest paid during the period		2,441	1,578	3,239
- Interest received during the period		326	267	487
- Taxes paid during the period		476	3,051	6,571

# Consolidated statement of changes in equity

(Thousands of Euro)	Share	Legal	Share	Transla-	Cash flow	Stock	Retained	Net	Group
	capital	reserve	premium	tion	hedge	option	earnings	income	equity
			reserve	reserve	reserve	reserve			
Balance at December 31, 2013	25,921	5,184	37,678	983	(4,670)	1,176	318,906	(29,749)	355,429
Allocation of 2013 result	-	-	-	-	-	-	(29,749)	29,749	-
Recognition of cost stock option plans	-	-	-	-	-	(687)	752	-	65
Net comprehensive result	-	-	-	(1,560)	23,078	-	(391)	(2,941)	18,186
								(2.2.11)	
Balance at December 31, 2014	25,921	5,184	37,678	(577)	18,408	489	289,518	(2,941)	373,680
Allocation of 2014 result	-	-	-	-	-	-	(2,941)	2,941	-
Net comprehensive result	-	-	-	(213)	(2,199)	-	(12)	1,127	(1,297)
Balance at June 30, 2015	25,921	5,184	37,678	(790)	16,209	489	286,565	1,127	372,383

(Thousands of Euro)	Share	Legal	Share	Transla-	Cash flow	Stock	Retained	Net	Group
	capital	reserve	premium	tion	hedge	option	earnings	income	equity
			reserve	reserve	reserve	reserve			
Balance at December 31, 2013	25,921	5,184	37,678	983	(4,670)	1,176	318,906	(29,749)	355,429
Allocation of 2013 result	-	-	-	-	-	-	(29,749)	29,749	-
Net comprehensive result	-	-	-	(268)	3,314	-	(212)	(3,903)	(1,069)
B. 1	25.021	F 104	27 (70	71.5	(1.250)		200.045	(2.003)	254240
Balance at June 30, 2014	25,921	5,184	37,678	715	(1,356)	1,176	288,945	(3,903)	354,360

# **Explanatory notes**

# 1. Information about the Company: the Group's business activity

The Geox Group coordinates the third-party suppliers production and sells Geox-brand footwear and apparel to retailers and end-consumers. It also grants distribution rights and/or use of the brand name to third parties in markets where the Group has chosen not to have a direct presence. Licensees handle production and marketing in accordance with licensing agreements and pay Geox royalties.

Geox S.p.A. is a joint-stock company incorporated in Italy and controlled by Lir S.r.l..

# 2. Accounting policies

#### Form and contents of the consolidated financial statements

These explanatory notes have been prepared by the Board of Directors on the basis of the accounting records updated to June 30, 2015. They are accompanied by the directors' report on operations, which provides information on the results of the Geox Group. The consolidated financial statements have been drawn up in compliance with the International Financial Reporting Standards adopted by the European Union (IFRS, which include IAS). The accounting principles and policies used in the preparation of the consolidated financial statements are the same as last year.

To facilitate comparison with the previous year, the accounting schedules provide comparative figures: at December 31, 2014 for the balance sheet and for the half year of 2014 in the case of the income statement.

The reporting currency is the Euro and all figures have been rounded up or down to the nearest thousand Euro.

# Scope of consolidation

The consolidated financial statements at June 30, 2015 include the figures, on a line-by-line basis, of all the Italian and foreign companies in which the Parent Company holds a majority of the shares or quotas, directly or indirectly. The companies taken into consideration for consolidation purposes are listed in the attached schedule entitled "List of companies consolidated at June 30, 2015".

# Format of financial statements

The Group presents an income statement using a classification based on the "cost of sales" method, as this is believed to provide information that is more relevant. The format selected is that used for managing the business and for management reporting purposes and is consistent with international practice in the footwear and apparel sector.

For the Statement of financial position, a format has been selected to present current and non-current assets and liabilities.

The Statement of cash flow is presented using the indirect method.

In connection with the requirements of the Consob Resolution No. 15519 of July 27, 2006 as to the format of the financial statements, specific supplementary column has been added for related party transactions so as not to compromise an overall reading of the statements (Note 29).

# **Consolidation principles**

The financial statements of the subsidiaries included in the scope of consolidation are consolidated on a line-by-line basis, which involves combining all of the items shown in their financial statements regardless of the Group's percentage interest.

If the companies included in the scope of consolidation are subject to different regulations, the most suitable reporting formats have been adopted to ensure maximum clarity, truth and fairness. The financial statements of foreign

subsidiaries are reclassified where necessary to bring them into line with Group accounting policies. They are also adjusted to ensure compliance with IFRS.

In particular, for the subsidiaries included in the scope of consolidation:

- the book value of equity investments included in the scope of consolidation is eliminated against the equity of the companies concerned according to the full consolidation method. If the Group's direct or indirect investment is less than 100%, minority interests are calculated and shown separately;
- if purchase cost exceeds the net book value of the related shareholders' equity at the time of acquisition, the difference is allocated to specific assets of the companies acquired, with reference to the their fair value at the acquisition date and amortized on a straight-line basis having regard to the useful life of the investment. If appropriate, any amounts which are not allocated are recorded as goodwill. In this case, the amounts are not amortized but subjected to impairment testing at least once a year, or whenever considered necessary;
- if the book value exceeds the purchase cost, the difference is credited to the income statement.

#### The following are also eliminated:

- receivables and payables, costs and revenues and profits and losses resulting from intragroup transactions, taking into account the related tax effects;
- the effects of extraordinary transactions involving Group companies (mergers, capital contributions, etc).

# Accounting standards, amendments and interpretations applied since January 1, 2015

- IFRIC 21, published on May 20, 2013 Levies, which clarifies the moment of a liability's recognition related to taxes (other than income taxes) imposed by a government agency. The principle clarifies the liability for taxes under IAS 37 Provisions, contingent liabilities and contingent assets and taxes with certain timing and amount. The adoption of this new interpretation had no impact on the consolidated financial statements.
- "Annual Improvements to IFRSs: 2011-2013 Cycle" published on December 12, 2013 which incorporates the amendments to certain standards as part of the annual process of improvement thereof. The main changes include:
  - IFRS 3 Business Combinations Scope exception for joint ventures. The amendment states that paragraph 2
    (a) of IFRS 3 excludes from the scope of IFRS 3 the formation of all types of joint arrangement, as defined in IFRS 11:
  - IFRS 13 Fair Value Measurement Scope of portfolio exception (paragraph 52). The amendment states that the portfolio exception included in paragraph 52 of IFRS 13 applies to all contracts included within the scope of IAS 39, regardless of whether they meet the definition of financial assets and liabilities provided by IAS 32;
  - IAS 40 Investment Properties interrelationship between IFRS 3 and IAS 40. The amendment clarifies that IFRS 3 and IAS 40 are not mutually exclusive and that, in order to determinate whether the purchase of a property falls within the IFRS 3 or IAS 40, must refer respectively to the specific guidance provided by IFRS 3 or IAS 40. The amendments are effective for annual periods beginning on or after 1 January 2015. The adoption of these amendments had no impact on the consolidated financial statements.

# Accounting standards, amendments and interpretations effective not yet applicable and not early adopted by the Group

- Amendments to IAS 19 Employee benefits entitled "Defined Benefit Plans: Employee Contributions";
- Document "Annual Improvements to IFRSs: 2010-2012 Cycle" which incorporates changes to the following principles:
  - IFRS 2 Share Based Payments Definition of vesting condition;
  - IFRS 3 Business Combination Accounting for contingent consideration;
  - IFRS 8 Operating segments Aggregation of operating segments;
  - IFRS 8 Operating segments Reconciliation of total of the reportable segments' assets to the entity's assets;
  - IFRS 13 Fair Value Measurement Short-term receivables and payables;
  - IAS 16 Property, plant and equipment and IAS 38 Intangible Assets Revaluation method: proportionate restatement of accumulated depreciation/amortization;
- IAS 24 Related Parties Disclosures Key management personnel.

At the date of this financial statements, the European Union has not yet completed its endorsement process for these amendments:

- IFRS 14 Regulatory Deferral Accounts;
- Amendments to IFRS 11 Joint arrangements: Accounting for acquisitions of interests in joint operations;
- Amendments to IAS 16 Property, plant and equipment and to IAS 38 Intangible assets "Clarification of acceptable methods of depreciation and amortization";
- Amendments to IFRS 15 Revenue for contracts with customers;
- Amendments to IAS 16 Property, plant and equipment and to IAS 41 Agriculture Bearer Plants;
- IFRS 9 Financial instruments;
- Amendments to IFRS 10 and IAS 28- Sales or Contribution of Assets between an Investor and its Associate or Joint Venture;
- Document "Annual Improvements to IFRSs: 2012-2014 Cycle", which announces modifications to the following principles: IFRS 5 Non-current Assets Held for Sale and Discontinued Operations; IFRS 7 Financial Instruments: Disclosure; IAS 19 Employee Benefits; IAS 34 Interim Financial Reporting;
- Amendment to IAS 1 Disclosure Initiative;
- Document "Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)".

# Translation of foreign currency financial statements into Euro

The financial statements of foreign companies denominated in currencies other than the Euro are translated as follows:

- income statement items are translated at the average exchange rate for the period, whereas the closing rate is used for balance sheet items, except for net income and equity;
- equity items are translated at the historical exchange rate.

The difference between the equity translated at historical rates and the assets and liabilities translated at closing rates is recorded as a "Translation reserve" under "Reserves" as a part of consolidated equity.

The exchange rates used, as published by the Italian Exchange Office (U.I.C.), are as follows:

Currency	Average for	As at	Average	As at	Average	As at
	06-30-2015	06-30-2015	for 2014	12-31-2014	for 06-30-2014	06-30-2014
US Dollar	1.1158	1.1189	1.3290	1.2141	1.3705	1.3658
Swiss Franc	1.0565	1.0413	1.2150	1.2024	1.2214	1.2156
British Pound	0.7324	0.7114	0.8060	0.7789	0.8214	0.8015
Canadian Dollar	1.3772	1.3839	1.4670	1.4063	1.5032	1.4589
Japanese Yen	134.1648	137.0100	140.3780	145.2300	140.3957	138.4400
Chinese Yuan	6.9411	6.9366	8.1880	7.5358	8.4517	8.4722
Czech Koruna	27.5042	27.2530	27.5360	27.7350	27.4436	27.4530
Russian Ruble	64.6024	62.3550	51.0110	72.3370	48.0204	46.3779
Polish Zloty	4.1397	4.1911	4.1850	4.2732	4.1755	4.1568
Hungarian Forint	307.4242	314.9300	308.7050	315.5400	306.9958	309.3000
Macau Pataca	8.9115	8.9353	10.6140	9.7006	10.9485	10.9041
Serbian Dinar	120.8852	120.3205	117.2240	121.1225	115.6140	115.8087
Vietnam Dong	24,038.1667	24,421.4768	28,160.3330	25,972.1314	28,949.3500	29,134.0899
Indonesian Rupiah	14,465.7500	14,938.4300	15,750.1250	15,076.1000	16,054.6167	16,248.1500
Turkish Lira	2.8620	2.9953	2.9070	2.8320	2.9675	2.8969

# Subjective assessments

In applying the Group's accounting policies, the directors take decisions based on the following subjective assessments (excluding those involving estimates) which can have a significant impact on the figures in the financial statements.

Operating lease commitments (with the Group acting as lessor)

The Group has stipulated commercial lease agreements for the properties that it uses. Under these agreements, which are classified as operating leases, the Group is of the opinion that it retains all of the significant risks and rewards of ownership of the assets.

# **Estimates and assumptions**

Drawing up financial statements and notes in compliance with IFRS requires management to make estimates and assumptions that can affect the value of the assets and liabilities in the balance sheet, including disclosures on contingent assets and liabilities at the balance sheet date. The estimates and assumptions used are based on experience and other relevant factors. Estimates and assumptions are revised periodically and the effects of each variation made to them are reflected in the income statement for the period when the estimate is revised.

In this context, it is worth pointing out that the current economic and financial crisis has created a situation where assumptions about future trends have had to be made in a state of considerable uncertainty; so it cannot be exclude that the actual results over the coming months may differ from what has been forecasted, and this in turn could lead to adjustments that obviously cannot be estimated or foreseen as of today. The items in the financial statements that are principally affected by these situations of uncertainty are: deferred tax assets, pension funds and other postemployment benefits, the provisions for obsolescence and slow-moving inventory and returns, provision for bad and doubtful accounts, asset impairment.

The following is a summary of the critical valuation processes and key assumptions used by management in the process of applying the accounting standards with regard to the future and which could have significant effects on the values shown in the financial statements.

# Deferred tax assets

Deferred tax assets are booked on all carry-forward tax losses to the extent that it is probable that there will be adequate taxable income in the future to absorb them. The directors are required to make a significant subjective assessment to determine the amount of deferred tax assets that should be recognized. They have to assess the timing and amount of future taxable income and develop a tax planning strategy for the coming years. The book value of the tax losses that have been recognized is shown in note 12.

Pension funds and other post-employment benefits

The cost of defined-benefit pension plans and other post-employment benefits (healthcare) is determined by means of actuarial valuations. Actuarial valuations involve making assumptions about discount rates, the expected return on investment, future pay rises, mortality rates and the future increase in pensions. Because of the long-term nature of these plans, such estimates are subject to a high degree of uncertainty. Further details are provided in note 20.

# Provision for returns

The Group has provided for the possibility that products already sold may be returned by customers. To this end, the Group has made certain assumptions based on the quantity of goods returned in the past and their estimated realizable value. Further details are provided in note 15.

Provision for obsolete and slow-moving inventory

The Group has set up provisions for products in inventory that may have to be sold at a discount, which means that they will have to be adjusted to their estimated realizable value. For this purpose, the Group has developed assumptions regarding the quantity of goods sold at a discount in the past and the possibility of selling them through the Group's own outlets. Further details are provided in note 14.

Provision for bad and doubtful accounts

The provision for bad and doubtful accounts is calculated on the basis of a specific analysis of items in dispute and of those balances which, even if not in dispute, show signs of delayed collection. Evaluating the overall amount of trade receivables that are likely to be paid requires the use of estimates regarding the probability of collecting such items, so it is an assessment that is subject to uncertainties. Further details are provided in note 15.

Asset Impairment

The Group has set up provisions against the possibility that the carrying amounts of tangible and intangible assets may not be recoverable from them by use. The directors are required to make a significant subjective assessment to determine the amount of asset impairment that should be recognized. They estimate the possible loss of value of assets in relation to future economic performance closely linked to them.

# **Accounting policies**

The financial statements are prepared on a historical cost basis, amended as required for the valuation of certain financial instruments. They are also prepared on a going-concern basis.

The main accounting policies are outlined below:

# Intangible assets

Intangible assets with a finite useful life are recorded at purchase or production cost, including directly-related charges, and amortized systematically over their residual useful lives, as required by IAS 36.

Amortization is applied systematically over the useful life of the assets based on the period that they are expected to be of use to the Group. The residual value of intangible assets at the end of their useful life is assumed to be zero, unless there is a commitment on the part of third parties to purchase the asset at the end of their useful life or there is an active market for them. As regards the item key money, it is pointed out that in France the protection provided to the tenant by the local law, supported by the market practice, allows the recognition of a recovering value of each trading position, even at the end of the contract. This led the directors to estimate a residual value of the key money paid at the end of each lease.

The directors review the estimated useful life of intangible assets at the end of each period.

Intangible assets with an indefinite useful life are not amortized; instead, they are subjected to impairment testing.

The following table summarizes the useful life (in years) of the various intangible assets:

Trademarks	10 years
Geox patents	10 years
Other patents and intellectual property rights	3-5 years
Key money	Period of the rental contract
Other intangible assets	Period of the rental contract

Trademarks include the costs incurred to protect and disseminate them.

Similarly, Geox patents include the costs incurred to register, protect and extend new technological solutions in various parts of the world.

The other patents and intellectual property rights mainly relate to the costs of implementing and customizing software programs which are amortized in 3-5 years, taking into account their expected future use.

Key money includes:

- amounts paid to acquire businesses (shops) that are managed directly or leased to third parties under franchising agreements;
- amounts paid to access leased property by taking over existing contracts or persuading tenants to terminate

their contracts so that new ones can be signed with the landlords. The premises were then fitted out as Geox shops.

Goodwill is initially recognized by capitalizing the excess cost of acquisition compared with the fair value of the net assets of the company recently acquired. Goodwill is not amortized; instead, it is subjected to impairment testing at least once a year, or more frequently if there is evidence of a loss in value, to verify whether its value has been impaired. The elements that satisfy the definition of "assets acquired in a business combination" are only accounted for separately if their fair value can be established with a reasonable degree of reliability.

# Property, plant and equipment

Property, plant and equipment are booked at their purchase or construction cost, which includes the price paid for the asset (net of any discounts and allowances) and any directly-related purchasing and start-up costs. Property, plant and equipment are shown at cost, net of accumulated depreciation and write-downs/write backs.

The residual value of the assets, together with their estimated useful life, is reviewed at least once a year at the end of each accounting period and written down if it is found to be impaired in accordance with IAS 36, regardless of the amount of depreciation already charged. The value is reinstated in subsequent years if the reasons for the write-down no longer apply.

Routine maintenance costs are charged in full to the income statement, whereas improvement expenditure is allocated to the assets concerned and depreciated over their residual useful life.

The following table shows the useful life in years related to the depreciation rates applied:

Plant and machinery	5-8 years
Photovoltaic plant	II years
Industrial and commercial equipment	from 2 to 4 years
Moulds	2 years
Office furniture	8 years
Electronic machines	5 years
Motor vehicles	4 years
Internal transport and trucks	5 years
Leasehold improvements	Period of contract *
Shop equipment	Lower of contract period and 8 years
Shop fittings	4 years
Concept stores	2-4 years

<sup>\*</sup> Depreciated over the lower of the useful life of the improvements and the residual duration of the lease.

Assets acquired under finance leases are shown in the consolidated financial statements at their nominal value at the start of the contract, at the same time recognizing the financial liability owed to leasing companies. These assets are depreciated using the depreciation schedules normally applied to similar types of fixed assets.

# Impairment of property, plant and equipment and intangible assets

The book value of the Geox Group's property, plant and equipment and intangible assets is reviewed whenever there is internal or external evidence that the value of such assets, or group of assets (defined as a Cash Generating Unit or CGU), may be impaired. Goodwill, consolidation differences and intangible assets with an indefinite useful life have to be subjected to impairment testing at least once a year.

Impairment tests are performed by comparing the book value of the asset or of the CGU with its realizable value, represented by its fair value (net of any disposal costs) or, if greater, the present value of the net cash flows that the asset or CGU is expected to generate.

The Group's terms and conditions for reinstating the value of an asset that has previously been written down are those established by IAS 36. Write backs of goodwill are not possible under any circumstances.

#### **Financial instruments**

Financial instruments held by the Group are presented in the financial statements as described in the following paragraphs:

- Other non-current financial assets comprise investments in unconsolidated companies, held-to-maturity securities, non-current loans and receivables and other non-current available-for-sale financial assets;
- Current financial assets include trade receivables, receivables from financing activities, current securities, and other current financial assets (which include derivative financial instruments stated at fair value as assets), as well as cash and cash equivalents;
- Cash and cash equivalents include cash at banks, units in liquidity funds and other money market securities that are readily convertible into cash and are subject to an insignificant risk of changes in value;
- Financial liabilities refer to debts, which includes asset-backed financing, and other financial liabilities (which include derivative financial instruments stated at fair value as liabilities), trade payables and other payables.

Non-current financial assets other than investments, as well as current financial assets and financial liabilities, are accounted for in accordance with IAS 39.

Current financial assets and held-to-maturity securities are recognized on the basis of the settlement date and, on initial recognition, are measured at acquisition cost, including transaction costs.

Subsequent to initial recognition, available-for-sale and held for trading financial assets are measured at fair value. When market prices are not available, the fair value of available-for-sale financial assets is measured using appropriate valuation techniques e.g. discounted cash flow analysis based on market information available at the balance sheet date.

Gains and losses on available-for-sale financial assets are recognized directly in equity until the financial asset is disposed or is determined to be impaired; when the asset is disposed of, the cumulative gains or losses, including those previously recognized in equity, are reclassified into the income statement for the period; when the asset is impaired, accumulated losses are recognized in the income statement. Gains and losses arising from changes in fair value of held for trading financial instruments are included in the income statement for the period.

Loans and receivables which are not held by the Group for trading (loans and receivables originating in the course of business), held-to-maturity securities and all financial assets for which published price quotations in an active market are not available and whose fair value cannot be determined reliably, are measured, to the extent that they have a fixed term, at amortized cost, using the effective interest method. When the financial assets do not have a fixed term, they are measured at acquisition cost. Receivables with maturities of over one year which bear no interest or an interest rate significantly lower than market rates are discounted using market rates.

Assessments are made regularly as to whether there is any objective evidence that a financial asset or group of assets may be impaired. If any such evidence exists, an impairment loss is included in the income statement for the period.

Except for derivative instruments, financial liabilities are measured at amortized cost using the effective interest method.

Financial assets and liabilities hedged by derivative instruments are measured in accordance with hedge accounting principles applicable to fair value hedges: gains and losses arising from remeasurement at fair value, due to changes in relevant hedged risk, are recognized in the income statement and are offset by the effective portion of the loss or gain arising from remeasurement at fair value of the hedging instrument.

#### **Derivative financial instruments**

Derivative financial instruments are used for hedging purposes, in order to reduce currency, interest rate and market price risks. In accordance with IAS 39, derivative financial instruments qualify for hedge accounting only when at the inception of the hedge there is formal designation and documentation of the hedging relationship, the hedge is expected to be highly effective, its effectiveness can be reliably measured and it is highly effective throughout the financial reporting periods for which the hedge is designated.

All derivative financial instruments are measured in accordance with IAS 39 at fair value.

When derivative financial instruments qualify for hedge accounting, the following accounting treatment applies:

- Fair value hedge Where a derivative financial instrument is designated as a hedge of the exposure to changes in fair value of a recognized asset or liability that is attributable to a particular risk and could affect the income statement, the gain or loss from remeasuring the hedging instrument at fair value is recognized in the income statement. The gain or loss on the hedged item attributable to the hedged risk adjusts the carrying amount of the hedged item and is recognized in the income statement;
- Cash flow hedge Where a derivative financial instrument is designated as a hedge of the exposure to variability in future cash flows of a recognized asset or liability or a highly probable forecasted transaction and could affect income statement, the effective portion of any gain or loss on the derivative financial instrument is recognized directly in equity. The cumulative gain or loss is removed from equity and recognized in the income statement at the same time as the economic effect arising from the hedged item affects income. The gain or loss associated with a hedge or part of a hedge that has become ineffective is recognized in the income statement immediately. When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss realized to the point of termination remains in equity and is recognized in the income statement at the same time as the underlying transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealized gain or loss held in equity is recognized in the income statement immediately.

If hedge accounting cannot be applied, the gains or losses from the fair value measurement of derivative financial instruments are recognized immediately in the income statement.

# **Inventories**

Inventories of finished products are measured at the lower of purchase or production cost and their estimated net realizable or replacement value. For raw materials, purchase cost is calculated at the weighted average cost for the period.

For finished products and goods, purchase or production cost is calculated at the weighted average cost for the period, including directly-related purchasing costs and a reasonable proportion of production overheads.

Obsolete and slow-moving goods are written down according to the likelihood of them being used or sold.

# **Employee benefits**

Benefits paid to employees under defined-benefit plans on termination of employment (employee severance indemnities) are recognized over the period that the right to such benefits accrues.

The liability arising under defined-benefit plans, net of any assets servicing the plan, is determined using actuarial assumptions and recorded on an accruals basis in line with the work performed to earn the benefits. The liability is assessed by independent actuaries.

The amount reflects not only the liabilities accrued up to the balance sheet date, but also future pay rises and related statistical trends.

The benefits guaranteed to employees through defined-contribution plans (also in virtue of the recent changes in the Italian regulations on pensions) are recognized on an accruals basis; at the same time, they also give rise to the recognition of a liability at face value.

# **Share-based payments (stock options)**

Some group employees receive part of their compensation in the form of share-based payments. Employees therefore provide services in exchange for shares ("equity-based transactions").

The cost of equity-based transactions with employees is measured on the basis of the fair value at the grant date. The fair value is determined by an independent appraiser using an appropriate valuation method.

The cost of the equity-based transactions and the corresponding increase in equity is accounted for from the time that the conditions for the attainment of the objectives and/or provision of the service are met, and ends on the date when the employees concerned have fully accrued the right to receive the compensation (the "maturity date").

The accumulated costs recorded for such transactions at the end of each accounting period up to the maturity date are compared with a best estimate of the number of equity securities that will effectively reach maturity at the end of the maturity period. The gain or loss posted to the income statement reflects the change in the accumulated cost recorded at the beginning and end of the accounting period.

No costs are booked for rights that do not reach full maturity, except in the case of rights whose granting is linked to market conditions. These are treated as if they had matured independently of the underlying market conditions, as long as all the other conditions are met.

If the initial conditions are changed, at the very least a cost has to be indicated, assuming that the conditions have remained the same. Moreover, a cost is recorded for each change implying an increase in the total fair value of the payment plan, or in any case when the change is favorable to the employees. This cost is measured taking into account the date on which the change takes place.

If rights are cancelled, they are treated as though they had reached maturity on the date of cancellation and any unrecorded costs relating to these rights are recognized immediately. However, if a cancelled right is replaced by a new right and the latter is recognized as a replacement on the date it is granted, the cancelled right and the new right are treated as though they were a change in the original right, as explained in the previous paragraph.

The dilutive effect of any vested options not yet exercised is reflected in the calculation of the dilution of earnings per share (see note 9).

## Provisions for liabilities and charges

Provisions for liabilities and charges are recognized when there is an effective obligation (legal or implicit) deriving from a past event, providing there will probably be an outlay of resources to settle the obligation and the amount of the obligation can be reliably estimated.

Provisions represent the best estimate of the amount that the business would have to pay to settle the obligation or transfer it to third parties at the balance sheet date. Provisions are determined by discounting the expected future cash flows if the effect of discounting the value of money is significant.

#### Revenue and income

Revenues are recognized on an accruals basis.

Revenues derive from the Company's ordinary operations and include sales revenues, commissions and fees, interest, dividends, royalties and lease installments. They are recognized net of any returns, discounts, allowances and bonuses.

Revenues from the sale of products are recognized when the Company transfers most of the risks and benefits of ownership of the goods and collection of the amount billed is reasonably certain.

Revenues deriving from services rendered are accounted for with reference to the stage of completion of the transaction at the balance sheet date.

Royalties are accounted for on an accruals basis in accordance with the substance of the contractual agreements.

Interest income is accounted for on an accruals basis, in a way that takes into account the actual yield of the assets concerned.

Dividends are accounted for when the shareholders become entitled to receive the payment.

## **Costs and expenses**

Costs and expenses are accounted for on an accruals basis.

#### Leasing

To be able to define a contractual arrangement as a lease (or as one containing a lease), it's necessary to look at the substance of the arrangement. It must also be assessed whether fulfillment of the contract depends on the use of one or more specific assets and if the arrangement transfers the right to use such assets. The situation can only be reviewed after the start of the contract if one of the following conditions is met:

- (a) there is a change in the contractual conditions, other than a renewal or extension of the contract;
- (b) a renewal option is exercised or an extension is granted, unless the terms of the renewal or extension were included in the terms of the lease from the start;
- (c) there is a change in the condition according to which fulfillment depends on a specific asset; or
- (d) there is a substantial change in the asset.

If a review is carried out, accounting for the lease will begin or end on the date of the change in the circumstances that gave rise to the review for scenarios a), c) or d) and at the date of the renewal or extension for scenario b).

Operating lease installments are treated as costs in the income statement on a straight-line basis over the life of the contract.

## Income tax

#### Current income taxes

Current income taxes for the period are calculated on the basis of taxable income in accordance with the tax rules in force in the various countries.

As from 2014 Geox S.p.A. joined, as parent company, a new domestic tax consolidation with the two Italian subsidiaries Geox Retail S.r.l. and XLOG S.r.l..

## Deferred taxes

Deferred tax assets and liabilities are recognized on temporary differences between the amounts shown in the balance sheet and their equivalent value for fiscal purposes. Deferred tax assets are also recognized on the tax losses carried forward by Group companies when they are likely to be absorbed by future taxable income earned by the same companies.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply in the various countries in which the Geox Group operates in the tax periods when the temporary differences reverse or expire.

Deferred tax assets are recorded to the extent that, according to future plans, there is likely to be sufficient taxable income to cover deductible temporary differences.

The book value of deferred tax assets is reviewed at each balance sheet date and if necessary reduced to the extent that future taxable income is no longer likely to be sufficient to recover all or part of the assets. These write-downs are reversed if the reasons for them no longer apply.

Income taxes on the amounts booked directly to equity are also charged directly to equity rather than to the income statement.

## Earnings per share (EPS)

Basic EPS is calculated by dividing the net income attributable to the Parent Company's shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the net income attributable to the Parent Company's shareholders by the weighted average number of shares outstanding, taking into account the effects of all potentially dilutive ordinary shares (e.g. employee stock option plans).

## 3. Segment reporting

For management purposes, the Group runs and controls its business according to the type of products being supplied, and for disclosure purposes these consist of two operating segments: footwear and apparel.

The directors monitor the results of these two business units separately so that they can make decisions regarding the allocation of resources and check the return on investment. The yield of each segment is evaluated on the basis of the operating result, which is allocated to the various operating segments as follows:

- Net sales, cost of sales, direct selling costs and advertising are input directly to the segment concerned as they are clearly identifiable;
- General and administrative costs, including non-industrial depreciation and amortization, are input to the segment concerned to the extent that they are directly attributable. When such costs are common to various segments, they are allocated in proportion to their respective percentage of total cost of sales;
- The Group's financial activities (including financing costs and revenues) and income taxes are handled at Group level and not allocated to the individual segments;
- There are no problems of transfer pricing between segments as they are totally independent from each other.

The following table provides information on the Group's business segments:

		I half 2015	%	I half 2014	%
Footwear	Net sales	390,363		352,674	
	EBIT	7,509	1.9%	4,953	1.4%
Apparel	Net sales	36,564		47,506	
	EBIT	(153)	(0.4%)	(4,876)	(10.3%)
Total	Net sales	426,927		400,180	
	EBIT	7,356	1.7%	77	0.0%

Segment assets and liabilities are all managed at Group level, so they are not shown separately by segment. The only exception to this rule is the value of inventories, which amount to Euro 227,416 thousand for footwear (Euro 246,867 thousand as of December 31, 2014) and Euro 37,630 thousand for apparel (Euro 39,340 thousand as of December 31, 2014).

The following table provides Net sales on the Group's geographical segments:

(Thousands of Euro)	I half 2015	I half 2014
Italy	142,216	133,744
Europe (*)	182,814	176,767
North America	28,751	24,239
Other countries	73,146	65,430
Net sales	426,927	400,180

<sup>(\*)</sup> Europe includes: Austria, Benelux, France, Germany, UK, Iberia, Scandinavia, Switzerland.

#### 4. General and administrative expenses

General and administrative expenses are analyzed in the following table:

	I half 2015	I half 2014	Change
Wages and salaries	59,503	52,434	7,069
Rental expenses	49,859	47,536	2,323
Other costs	67,113	62,041	5,072
Rental income	(4,477)	(5,938)	1,461
Other income	(3,097)	(3,020)	(77)
Total	168,901	153,053	15,848

Rental and lease expenses relate to the shops, offices and industrial property leased by the Group.

Rental income relates to the Geox Shops owned by the Group and leased to third parties under franchising agreements.

Other costs mainly include: depreciation and amortization, services and consulting, sample costs, utilities, insurance, maintenance and bank charges.

Other income mainly includes sales of miscellaneous goods and insurance compensation.

Research and the ongoing conception and implementation of innovative solutions is a significant factor in the Group's strategies because, as already explained in the directors' report on operations, product innovation is fundamental to maintain and strengthen the Group's competitive advantage.

Research and development is a complex corporate process, which ranges from the study of technical solutions involving materials that are able to breathe while remaining waterproof, to the concession of new patents and the development of new product lines.

This process can be broken down into the following stages:

- pure research, which consists of verifying the performance of the materials used in Geox footwear and apparel.
   This activity's vocation is to create new patents and to implement solutions that use particular materials to make products that can breathe and at the same time remain waterproof;
- applied research, which consists of creating the collections, passing through the various phases of design, prototyping and modeling.

Research and development makes use of dedicated personnel, who transmit the results of their work to all those (designers, product managers, production technicians, etc.) who take part in the definition, industrialization and production of the Group's products.

R&D costs are all written off to income during the period and amounted in total to Euro 8,172 thousand (Euro 8,310 thousand in the first half 2014).

## 5. Depreciation, amortization and payroll costs included in the consolidated income statement

The following table shows all of the depreciation and amortization charges included in the consolidated income statement:

	I half 2015	I half 2014	Change
Industrial depreciation and asset impairment  Non-industrial depreciation, amortization and asset impairment	2,800 16,453	3,393 17,269	(593) (816)
Total	19,253	20,662	(1,409)

The caption shows a decrease of Euro 1,409 thousand, from Euro 20,662 thousand of the first half 2014 to Euro 19,253 of the first half 2015.

Payroll costs amounted to Euro 73,153 thousand (Euro 64,062 thousand in the first half 2014).

## 6. Personnel

The average number of employees is shown below:

	I half 2015		Change
			_
Managers	45	39	6
Middle managers	157	154	3
Office staff	776	744	32
Shop employees	2,776	2,660	116
Factory workers	278	225	53
Total	4,032	3,822	210

The average number of employees for first half of 2015 amounted to 4,032, increased of 210 units compared to the same period of 2014.

## 7. Net interest

This item is made up as follows:

	I half 2015	I half 2014	Change
Interest income	8,971	2,097	6,874
Interest expense	(13,062)	(5,092)	(7,970)
Exchange differences	77	(184)	261
Total	(4,014)	(3,179)	(835)

Interest income is made up as follows:

	I half 2015		Change
Interest from banks	102	68	34
Interest from customers	5	5	-
Other interest income	8,864	2,024	6,840
Total	8,971	2,097	6,874

Other interest income mainly consists of the effect of accounting for financial derivatives as explained in note 28.

Interest expense is made up as follows:

	I half 2015	I half 2014	Change
Bank interest and charges	94	117	(23)
Interest on loans	675	995	(320)
Other interest expense	10,910	2,716	8,194
Financial discounts and allowances	1,383	1,264	119
Total	13,062	5,092	7,970

The decrease in "Interest on loans" is due to the decrease in the average debts towards banks and to a reduction in the interest rates.

Other interest expense mainly consists of the effect of accounting for financial derivatives as explained in note 28.

Financial discounts and allowances relate to the discounts granted to customers who pay in advance, as per practice in various European markets.

Exchange differences are made up as follows:

	I half 2015	I half 2014	Change
Exchange gains	30,178	9,271	20,907
Exchange losses  Total	(30,101)	(9,455) (184)	(20,646)

#### 8. Income taxes

Income taxes were equal to Euro 2,215 thousand in the first half 2015, compared to Euro 801 thousand of the same period of 2014.

The following table shows reconciliation between the Group's effective tax burden and its theoretical tax charge, based on the current tax rate in force during the period in Italy (the country of Geox S.p.A., the Parent Company).

	I half 2015	%	I half 2014	%
PBT	3,342	100.0%	(3,102)	100.0%
Theoretical income taxes (*)	919	27.5%	(853)	27.5%
Effective income taxes	2,215	66.3%	801	(25.8%)
Difference due to:	1,296	38.8%	1,654	(53.3%)
I) different tax rates applicable in other countries	14	0.4%	(262)	8.4%
2) permanent differences:				
i) IRAP and other local taxes	582	17.4%	1,502	(48.4%)
iv) other	700	20.9%	414	(13.3%)
Total difference	1,296	38.8%	1,654	(53.3%)

<sup>(\*)</sup> Theoretical income taxes based on the tax rates applicable to Geox S.p.A.

## 9. Earnings per share

EPS is calculated by dividing the net income for the period attributable to the ordinary shareholders of the Parent Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the net income for the period attributable to the Parent Company's shareholders by the weighted average number of shares outstanding during the period, taking into account the effects of all potentially dilutive ordinary shares (for example, vested options under a stock option plan that have not yet been exercised).

The following table shows the result and the number of ordinary shares used to calculate basic and diluted EPS in accordance with IAS 33:

	I half 2015	I half 2014	2014	
Earning per share (Euro)	0.004	(0.015)	(0.011)	
Diluted earnings per share (Euro)	0.004	(0.015)	(0.011)	
Without				
Weighted average number of shares outstanding:				
- basic	259,207,331	259,207,331	259,207,331	
- diluted	259,207,331	259,207,331	259,207,331	

## 10. Intangible assets

Intangible assets are made up as follows:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Change
Industrial patents and intellectual property rights	12,461	13,712	(1,251)
Trademarks, concessions and licenses	735	773	(38)
Key money	42,081	43,395	(1,314)
Assets in process of formation and payments on account	1,586	1,132	454
Goodwill	1,138	1,138	-
Total	58,001	60,150	(2,149)

The following table shows the changes in intangible assets during first half of 2015:

	12-31-14	Purchases	Translation	Amort./	Disposals	Other	06-30-15
		and capit.	Differences	write-down		Changes	
Intangible assets with finite useful life:							
Industrial patents and intellectual property rights	13,712	1,218	1	(3,348)	(2)	880	12,461
Trademarks, concessions and licenses	773	42	-	(80)	-	-	735
Key money	43,395	959	115	(2,415)	-	27	42,081
Assets in process of formation and payments on account	1,132	1,361	-	-	-	(907)	1,586
Intangible assets with an indefinite useful life:							
Goodwill	1,138	-	-	-	-	-	1,138
Total intangible assets	60,150	3,580	116	(5,843)	(2)	-	58,001

Investments during the period mainly concern:

- personalization of the IT system for a total of Euro 1,218 thousand;
- key money costs (Euro 959 thousand) for the amounts paid to access leased properties by taking over existing contracts or persuading tenants to terminate their contracts so that new ones could be signed with the landlords.
   The premises were then fitted out as Geox shops;
- assets in process of formation for a total of Euro 1,361 thousand. Such amounts mainly include the sums paid for the further implementations and customizing of the new IT system.

Each shop is considered a CGU and, other than those flagship stores, which, despite being open for more than two years showed negative results in terms of operating margin, it was decided to assess the recoverability of the carrying value on the basis of expected results in the next 12 months. If the value in use of a CGU is lower than its book value, its assets are written down accordingly. The intangible assets impairment fund amounts to Euro 994 thousand as of June 30, 2015 (Euro 1,545 as of December 31, 2014).

## 11. Property, plant and equipment

Details of property, plant and equipment are shown in the following table:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Changes
Land and buildings	525	521	4
Plant and machinery	5,186	5,019	167
Industrial and commercial equipment	2,255	2,636	(381)
Other assets	17,989	19,686	(1,697)
Leasehold improvements	28,242	29,870	(1,628)
Construction in progress and payments on account	13,179	6,765	6,414
Total	67,376	64,497	2,879

The following table shows the changes in property, plant and equipment during first half of 2015:

	12-31-14	Purchases and capital.	Translation  Differences	Amort./ write- down	Disposals	Other Changes	06-30-15
Land and buildings	521	-	4	-	-	-	525
Plant and machinery	5,019	198	7	(1,390)	(2)	1,354	5,186
Industrial and commercial equipment	2,636	1,086	12	(1,470)	(9)	-	2,255
Other assets	19,686	3,151	240	(5,186)	(248)	346	17,989
Leasehold improvements	29,870	3,174	415	(5,364)	(143)	290	28,242
Construction in progress and payments on account	6,765	8,363	72	-	(31)	(1,990)	13,179
Total property, plant and equipment	64,497	15,972	751	(13,410)	(433)	-	67,376

Investments during the period mainly concern:

- The purchase of equipment for research and development by the Parent Company Geox S.p.A. and plant and equipment by its productive subsidiary in Serbia;
- the purchase of industrial equipment (mainly moulds for shoe soles) by the Parent Company Geox S.p.A. and its productive subsidiary in Serbia;
- Geox shop fittings and hardware for Euro 2,145 thousand, office, showroom fittings and head office hardware for Euro 762 thousand;
- leasehold improvements of Euro 3,174 thousand. These additions relate to industrial buildings and offices for Euro 612 thousand and to premises fitted out as Geox Shop for Euro 2,562 thousand;
- construction in progress of Euro 8,363 thousand. These additions include amounts paid for the construction of the new factory in Vranje (Serbia), which should be completed in the second half of 2015, for Euro 7.840 million.

Each shop is considered a CGU and, other than those flagship stores, which, despite being open for more than two years showed negative results in terms of operating margin, it was decided to assess the recoverability of the carrying value on the basis of expected results in the next 12 months. If the value in use of a CGU is lower than its book value, its assets are written down accordingly. The tangible assets impairment fund amounts to Euro 4,545 thousand as of June 30, 2015 (Euro 5,719 thousand as of December 31, 2014).

Other assets are made up as follows:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Change
Electronic machines	1,950	2,151	(201)
Furniture and fittings	15,941	17,518	(1,577)
Motor vehicles and internal transport	98	17	81
Total	17,989	19,686	(1,697)

#### 12. Deferred taxes

The following table analyses the change in deferred tax assets and the nature of the items and temporary differences that gave rise to them. The Group has offset the deferred tax assets and liabilities as the law permits the compensation of fiscal assets with fiscal liabilities.

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change
Carry-forward tax losses	8,541	8,115	426
Depreciation and amortization and impairment	6,902	5,958	944
Evaluation derivates	44	18	26
Provision for obsolescence and slow-moving inventory and returns	17,820	19,200	(1,380)
Provision for agents' severance indemnities	875	927	(52)
Other	11,636	12,176	(540)
Deferred tax assets	45,818	46,394	(576)
Evaluation derivates	(5,893)	(6,720)	827
Other	(156)	(160)	4
Deferred tax liabilities	(6,049)	(6,880)	831
Total deferred taxes	39,769	39,514	255

The deferred tax assets on carry-forward tax losses, which at June 30, 2015 amount to Euro 8,541 thousand mainly relate to Geox S.p.A. This amount has been subjected to a strict evaluation by the directors in order to book it only if future taxable profit are likely to occur, against which such losses can be utilized.

Derivatives that are defined as cash flow hedges and valued on a mark-to-market basis booked directly to equity require all related taxes also to be booked directly to equity and not to the income statement. The income taxes booked directly to equity amount to Euro 5,878 thousand (Euro 6,720 thousand at December 31,2014).

Deferred tax assets included in "Other" are mainly related to provisions for liabilities and charges (note 25).

Deferred tax assets have been calculated at the tax rates applied in the various countries concerned.

#### 13. Other non-current assets

Other non-current assets are made up as follows:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Change
Accounts receivable from others in 1 to 5 years	12,661	12,727	(66)
Accounts receivable from others in more than 5 years	4,278	4,652	(374)
Total	16,939	17,379	(440)

Accounts receivable from others relate for Euro 9,452 thousand of guarantee deposits for utilities and shop leases (from I to 5 years: Euro 6,412 thousand; over 5 years: Euro 3,040 thousand), accounts receivable payable from I to 5 years for Euro 1,081 thousand and prepaid expenses for lease payments made in advance for Euro 5,658 thousand (from I to 5 years: Euro 4,420 thousand; over 5 years: 1,238 thousand).

#### 14. Inventories

The following table shows the breakdown of inventories:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Change
Raw materials	12,110	10,658	1,452
Finished products and goods for resale	252,936	275,549	(22,613)
Furniture and fittings	1,743	1,525	218
Total	266,789	287,732	(20,943)

Inventories of finished products include goods in transit acquired from countries in the Far East.

As of June 30, 2015 this item amounted to Euro 266,786 thousand, with a decrease of Euro 20,943 thousand compared with December 31, 2014.

Furniture and fittings relate to furnishings that will be used or sold to franchisees for opening new Geox Shops.

The book value of inventories is not significantly different from their current cost at the end of the period.

Inventories are shown net of the provision for obsolete and slow-moving inventory, which is considered adequate for a prudent valuation of finished products from previous collections and raw materials that are no longer used. The provision for obsolete and slow-moving inventory is analyzed below:

Balance at January I	18,531
Provisions	16,503
Frovisions	16,303
Translation differences	83
Utilizations	(18,459)
Balance at June 30	16,658

The write-down mainly reflects the adjustment to market value based on statistical forecasts of discounted sales of products from previous collections.

#### 15. Accounts receivable

Accounts receivable are made up as follows:

	Balance at June 30,2015	Balance at Dec. 31, 2014	Change
Gross value	157,140	162,447	(5,307)
Provision for bad and doubtful accounts	(11,111)	(10,230)	(881)
Provision for returns and credit notes	(38,243)	(45,700)	7,457
Net value	107,786	106,517	1,269

Accounts receivable amounted to Euro 157,140 thousand at June 30, 2015.

As regards the sales made to individual customers, there are no situations of particular concentration as all are well under the threshold of 10% of total revenues. The book value of trade receivables coincides with their fair value. The Group continues to maintain tight control over credit. This management practice ensures that the investment in working capital is limited.

Accounts receivable are adjusted to their estimated realizable value by means of a provision for bad and doubtful accounts based on a review of individual outstanding balances. The provision at June 30, 2015 represents a prudent estimate of the current collection risk.

Changes in the provision during the year are as follows:

Balance at January I	10,230
Provisions	1,229
Translation differences	14
Utilizations	(362)
Balance at lune 30	11.111

The risk of customer insolvency is significantly mitigated as specific contracts with leading credit insurance companies cover credit risk on most of the turnover. The clauses provide that, initially, the insurance is configured solely as a request to accept the credit risk up to previously agreed credit limits. The insurance does become operating only after a formal communication of non-payment by the due date. The increase of the fund is relative to the prudent assessment of the risk on the portion of receivables not covered by insurance.

Changes in the provision for returns and credit notes during first half 2015 are as follows:

45,700
32,303
103
(39,863)

## 16. Other non-financial current assets

This item is made up as follows:

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change
Tax credits	6,346	9,102	(2,756)
VAT recoverable	7,428	11,332	(3,904)
Advances to vendors	2,657	3,020	(363)
Other receivables	8,156	9,307	(1,151)
Accrued income and prepaid expenses	9,559	8,197	1,362
Total	34,146	40,958	(6,812)

As at June 30, 2015 the Group has a tax credit for an amount of Euro 1,887 thousand (Euro 2,043 thousand as of December 31, 2014) towards the ultimate Parent Company LIR S.r.l. .

Other receivables include:

- Euro 2,406 thousand due from a credit insurance representing the value of claims assigned for which reimbursement has not yet been received;
- Euro 2,427 thousand of customs duty paid in USA on the purchase of goods to be sent to Canada; the Group will obtain a rebate of this amount from the local tax authorities.

Prepaid expenses mainly include prepayments for rent and for other rentals.

## 17. Financial assets and liabilities

The book value of the financial assets and liabilities shown below coincides with their fair value.

The following table shows the breakdown of this item:

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change
Term bank deposits	763	1,544	(781)
Securities	-	42	(42)
Total non current financial assets	763	1,586	(823)
Fair value derivative contracts	18,005	29,795	(11,790)
Loans granted by Geox	492	207	285
Total current financial assets	18,497	30,002	(11,505)
Fair value derivative contracts	(3,488)	(1,766)	(1,722)
Other current financial liabilities	(88)	(233)	145
Total current financial liabilities	(3,576)	(1,999)	(1,577)

The term bank deposits of Euro 763 thousand include amounts lodged to guarantee rent contracts on foreign shops.

As regards the mark-to-market derivative contracts, see the comments in note 28.

## 18. Cash and cash equivalents

The amount of Euro 39,391 thousand relates to short term deposits for Euro 4,722 thousand, a current account in Euro for Euro 21,940 thousand, a current account in US Dollars for Euro 2,410 thousand, a current account in Chinese Yuan for Euro 1,856 thousand, a current account in Canadian Dollars for Euro 1,826 thousand, a current account in British Pound for Euro 1,908 thousand, a current account in Hong Kong Dollars for Euro 1,985 thousand, a current account in other currencies for the rest. The term deposits relate to investments of surplus cash remunerated at a rate linked to Euribor. The cash on the current account in US Dollars is used to pay suppliers in the Far East when their invoices fall due; it has a yield substantially in line with the reference rate. The cash on the other current accounts relates to receipts from customers on June 30, 2015 and temporary cash surpluses waiting to be used to make payments.

The book value of the financial assets and liabilities shown below coincides with their fair value.

## 19. Equity

## Share capital

The share capital of Euro 25,921 thousand is fully paid and is made up of 259,207,331 shares with a par value of Euro 0.10 each.

#### Other reserves

This item is made up as follows:

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change
Legal reserve	5,184	5,184	-
Share premium reserve	37,678	37,678	-
Translation reserve	(790)	(577)	(213)
Reserve for cash flow hedges	16,209	18,408	(2,199)
Reserve for stock options	489	489	-
Retained earnings	286,565	289,518	(2,953)
Total	345,335	350,700	(5,365)

The legal reserve amounts to Euro 5,184 thousand. This reserve is not distributable.

The share premium reserve was set up for Euro 33,466 thousand in 2004 as a result of the public offering of shares which increased the share capital by Euro 850 thousand.

During 2005, this reserve was increased by Euro 1,548 thousand following the early exercise of a tranche of the stock option plans reserved for management; this involved an increase in capital of Euro 34 thousand.

During 2008, this reserve was increased by Euro 2,635 thousand following the early exercise of the stock option plans reserved for management; this involved an increase in capital of Euro 36 thousand.

During 2009, this reserve was increased by Euro 29 thousand following the early exercise of the stock option plans reserved for management; this involved an increase in capital of Euro I thousand.

The reserve for cash flow hedges, which shows a credit balance of Euro 16,209 thousand, originated as a result of valuing the financial instruments defined as cash flow hedges at June 30, 2015. Fair value valuation of cash flow hedges is stated net of the tax effect as explained in greater detail in note 28. This reserve is not distributable.

The stock option reserve has been established in accordance with the IFRS 2. The adoption of a stock option plan requires that the fair value of the options at the grant date be recognized as a cost. This cost is charged to the income statement over the vesting period, and a specific equity reserve is booked.

Retained earnings consist of unallocated results earned in previous years for an amount of Euro 156,517 thousand. The reserve has been decreased for Euro 2,941 thousand compared to December 31, 2014.

Amounts are shown net of tax, where applicable.

## 20. Employee severance indemnities

Balance at June 30, 2015

Employee severance indemnities at June 30, 2015 amount to Euro 2,772 thousand, as shown in the following table:

Balance at December 31, 2014	2,756
Amounts paid to leavers	(646)
Reversal of 0.50% withholding	(130)
Reversal of 11% flat-rate tax	(3)
Payments to supplementary pension schemes	(470)
Advances granted to employees	(37)
Provision for the period	1,978
Payments to supplementary pension schemes run by INPS	(718)
Change as a result of actuarial calculations	34
Translation differences	8

Changes in the provision for severance indemnities during first half 2015 show a utilization of Euro 470 thousand for payments to supplementary pension funds and one of Euro 718 thousand for payments to supplementary pension schemes run by INPS. This is because, based on the legislative changes introduced by Law 296/06, with effect from June 30, 2007, severance indemnities accruing after January 1, 2007 have to be paid by companies (with more than 50 employees) to a special treasury fund set up by INPS or, if the employee prefers, to a supplementary pension fund that complies with D.Lgs 252/05.

Instead, companies book a short-term payable which is then cancelled when the amount is paid over to INPS.

The actuarial valuation of the severance indemnities is carried out on the basis of the Projected Unit Credit Method in accordance with IAS 19. This method involves measurements that reflect the average present value of the pension obligations that have accrued on the basis of the period of service that each employee has worked up to the time that the valuation is carried out, without extrapolating the employee's pay according to the legislative amendments introduced by the recent Pension Reform. The various stages of the calculation can be summarized as follows:

- for each employee on the books at the date of the valuation, an extrapolation of the severance indemnity already accrued up to the time that it will probably be paid;
- for each employee, a calculation of the severance indemnity that will probably have to be paid by the Company when the employee leaves due to dismissal, resignation, disability, death and retirement, as well as if an advance is requested;
- discounting the probable payments to the date of the valuation.

2,772

The actuarial model used for the valuation of the provision for severance indemnities is based on various assumptions, some demographic, others economic and financial. The main assumptions used in the model are as follows:

• mortality rates: RG48 life expectancy table

disability rates: INPS tables split by age and gender

employee turnover rate: 2.00%

discount rate: 1.56%

- rate of severance indemnities increase: 1.95% for 2015, 2.40% for 2016, 2.625% for 2017 and 2018, 3.00% from 2019 on
- inflation rate: 0.60% for 2015, 1.20% for 2016, 1.50% for 2017 and 2018, 2.00% from 2019 on

The following table shows the effect that there would be on the obligation for the defined benefit obligation as a result of changes of significant actuarial assumptions at the year-end:

## Changes in assumptions

+1% employee turnover rate -1% employee turnover rate	(37) 44
+1/4% inflation rate -1/4% inflation rate	63 (61)
+1/4% discount rate -1/4% discount rate	(94) 100

# 21. Provisions for liabilities and charges

This item is made up as follows:

	Balance at Dec. 31, 2014	Utilization	Provisions	Translation differences		
Provision for agents' severance indemnities Other	4,660 1,397	(258) (231)	209 81	120	26	4,757 1,247
Total	6,057	(489)	290	120	26	6,004

The "provision for agents' severance indemnities" is provided for on the basis of legislative rules and collective agreements that regulate situations in which agency mandates may be terminated. Provisions represent the best estimate of the amount that the business would have to pay to settle the obligation or transfer it to third parties at the balance sheet date. The cumulative effect of the actuarial valuation carried out in accordance with IAS 37 amounts to Euro 150 thousand.

<sup>&</sup>quot;Other" reflects mainly an estimate of the risks involved in outstanding disputes.

## 22. Long-term loans

Long term loans amounted to Euro 13,395 thousand and include the portion due over 1 year of the fix rate loan signed during first half of 2015 by Geox S.p.A. for a total amount of Euro 20 million and with expiring date March 31, 2018.

## 23. Other long-term payables

This item is made up as follows:

	Balance at June 30, 2015		
Guarantee deposits	1,638	1,001	637
Accrued expenses and deferred income	1,128	1,090	38
Total	2,766	2,091	675

The guarantee deposits received from third parties have to guarantee business lease contracts (for Geox Shops).

## 24. Accounts payable

Accounts payable at June 30, 2015 amount to Euro 178,275 thousand, with an increase of Euro 10,677 thousand if compared with December 31, 2014. All amounts are due within the next 12 months.

Terms and conditions of the above financial liabilities:

- Trade payables are normally settled within 30-90 days and do not generate interest;
- The terms and conditions applied to related parties are the same as those applied to third parties.

The book value of accounts payable coincides with their fair value.

# 25. Other non-financial current liabilities

This item is made up as follows:

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change
Social security institutions	3,422	4,491	(1,069)
Employees	18,103	14,113	3,990
Provisions for liabilities and charges	7,656	6,785	871
Other payables	8,897	8,461	436
Accrued expenses and deferred income	11,557	11,294	263
Total	49,635	45,144	4,491

The amounts due to social security institutions mainly relate to pension contributions for first half 2015 that will be paid in the second half of 2015.

The amounts due to employees include payroll, bonuses and accrued vacation not yet taken as of June 30, 2015.

The provisions for liabilities and charges mainly include the estimated liabilities for contractual indemnities related to shops' closures.

Other payables are mainly advances received from customers and the current portion of guarantee deposits received from third parties.

Accrued expenses mainly relate to shop lease contracts for the period.

## 26. Taxes payable

This item is made up as follows:

	Balance at June 30, 2015		Change
Income taxes for the period and other taxes VAT payable	3,094 3,482	3,766 2,673	(672) 809
Total	6,576	6,439	137

## 27. Bank borrowings and current portion of long-term loans

	Balance at June 30, 2015	Balance at Dec. 31, 2014	Change	
Bank borrowings				
- cash advances	6,633	7,126	(493)	
- loans	7,442	88,547	(81,105)	
Total	14.075	0F 472	(O1 EQQ)	
Total	14,075	95,673	(81,598)	

Item "loans" mainly includes short term portion (due before I year) of the loan signed by Geox S.p.A. (see the comments in note 22).

The remaining part is based on self-liquidating technical forms (advances on orders, invoices, bills).

It should also be noted that, at the beginning of 2014, the Group signed for a line of credit for a total of Euro 50 million, maturing in 18 months less one day. One of the credit line for Euro 20 million was used by Geox S.p.A. while the other one was used by Geox S.p.A. and by its main subsidiaries in their local currency. This was a revolving, multicurrency credit facility with a floating rate based on the currency in which it is drawn down. The remaining part is based on technical forms related to working capital and is therefore self-liquidating.

## 28. Risk management: objectives and criteria

#### **Credit risk**

Geox Group policy is to insure its trade receivables, thereby minimizing the risk of bad debts due to non-payment and/or significant payment delays on the part of customers. The policy of insuring against credit risk is applied to the main part of the Geox Group's accounts receivable from third parties.

The maximum risk involved in the Group's financial assets, which include cash and cash equivalents, derivative and other financial assets, is the book value of these assets in the event of counterparty insolvency (see note 17).

#### Interest rate risk

Indebtedness to the banking system exposes the Group to the risk of interest rate fluctuations. Floating rate loans, in particular, run the risk of cash flow variations. At 30 June 2015, the Group's indebtedness to the banking system amounts to Euro 27.5 million and is only partially floating rate (7.5 million). This debt is based on self-liquidating technical forms (advances on orders, invoices, bills); in other words, it is short term and linked to the Group's normal business activity with frequent extinctions and re-openings during the course of the year according to seasonal nature of the sector's financial cycle.

In this context, given expectations of lower interest rates and the short-term nature of the debt, the Group decided not to hedge its interest rate risk. It therefore does not have any derivatives on interest rates.

In terms of sensitivity analysis, we would emphasize that a positive (negative) variation of 50 b.p. in the level of interest rates applicable to short-term variable-rate financial liabilities that are not hedged would have resulted in a higher (lower) annual financial burden, gross of tax, of approximately Euro 190 thousand.

## Exchange risk

The Geox Group also carries on its activity in countries outside the Euro-zone, which means that exchange rate fluctuations are an important factor to be taken into consideration.

The principal exchange rates to which the Group is exposed are the following:

- EUR/USD, in relation to purchases of finished product in U.S. dollars, made by Geox S.p.A., typically in the Far East, where the U.S. dollar is the reference currency for trade;
- EUR/GBP, EUR/CHF, EUR/RUB, EUR/PLN in relation to sales in the British, Swiss, Russian and Polish territories;
- USD/CAD, in relation to sales in Canadian dollars made by the subsidiary of the Group in the U.S. to Canada.

The Group initially calculates the amount of exchange risk, from trading transactions forecast for the coming 12 months, that is involved in the budget for the coming period. It then gradually hedges this risk during the process of order acquisition to the extent that the orders match the forecasts. These hedges take the form of specific forward contracts and options for the purchase and sale of the foreign currency. Group policy is not to arrange derivative transactions for speculative purposes.

The Board of Directors believes that the risk management policies adopted by the Geox Group are appropriate.

Group companies may find themselves with trade receivables or payables denominated in a currency different from the money of account of the company itself. In addition, it may be convenient from an economic point of view, for companies to obtain finance or use funds in a currency different from the money of account. Changes in exchange rates may result in exchange gains or losses arising from these situations. It is the Group's policy to hedge fully, whenever possible, the exposure resulting from receivables, payables and securities denominated in foreign currencies different from the company's money of account.

Some of the Group's subsidiaries are located in countries which are not members of the European monetary union. As the Group's reference currency is the Euro, the income statements of those entities are converted into Euro using the average exchange rate for the period, and while revenues and margins are unchanged in local currency, changes in exchange rates may lead to effects on the converted balances of revenues, costs and the result in Euro.

The assets and liabilities of consolidated companies whose money of account is different from the Euro may acquire converted values in Euro which differ based on the fluctuation in exchange rates. The effects of these changes are

recognized directly in the item Cumulative Translation Adjustments reserve, included in Other Comprehensive income.

There have been no substantial changes in the period in the nature or structure of exposure to currency risk or in the Group's hedging policies.

#### Liquidity risk

The sector in which the Group operates is very seasonal in nature. The year can be split into two collections (Spring/Summer and Fall/Winter), which more or less coincide with the first and second half. On the one hand, purchases and production are concentrated in the three months prior to the half-year in question, leading to an increase in inventory and, subsequently, the absorption of cash. On the other the wholesale and franchising sales are concentrated in the first three months of the half-year in question, transforming inventory into receivables. The same period sees the completion of payment of accounts payable. Receipts from customers and end consumers, on the other hand, are collected before the end of the half-year in question. These situations bring about very strong seasonal trends, also in the Group's financial cycle, which leads to peaks of absorption of financial resources in December to February and in July to September.

The Group manages liquidity risk by maintaining tight control over the various components of working capital, especially inventory and accounts receivable. The Group's credit risk hedging policies guarantee short-term collection of all accounts receivable, even those from customers in financial difficulty, eliminating almost entirely the risk of insolvency. In addition, the finished products remained in stores at the end of the season are then disposed of in a planned way in the outlets owned by the Group and through promotional sales to third parties.

The Group also has bank lines of credit in line with the strong balance sheet and which are also roomy compared to seasonal phenomena described above.

# Fair value and related hierarchy

As at June 30, 2015 financial instruments are as follows:

	Notional value on 06-30-15	Fair value on 06-30-15 (debit)	Fair value on 06-30-15 (credit)	Notional value on 12-31-14	Fair value on 12-31-14 (debit)	Fair value on 12-31-14 (credit)
FX Forward buy agreements to hedge exch. rate risk	160,165	3,394	(990)	195,913	17,476	(241)
FX Forward sell agreements to hedge exch. rate risk	121,304	372	(2,498)	94,450	2,726	(1,525)
FX Currency Option agreem. to hedge exch. rate risk	354,175	14,239	-	129,314	9,593	-
Total financial assets/(liabilities)	635,643	18,005	(3,488)	419,677	29,795	(1,766)

IFRS 7 requires financial instruments recognized in the statement of financial position at fair value to be classified on the basis of a hierarchy that reflects the significance of the inputs used in determining fair value. The following levels are used in this hierarchy:

- Level I quoted prices in active markets for the assets or liabilities being measured;
- Level 2 inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) on the market;
- Level 3 inputs that are not based on observable market data.

All the financial assets and liabilities measured at fair value at June 30, 2015 are classified on Level 2. In the first half 2015 there were no transfers from Level 1 to Level 2 or to Level 3 or vice versa.

The Group holds the following derivatives at June 30, 2015:

- FX forward exchange agreements to hedge future purchases and sales of foreign currency;
- FX Currency Option agreements for future purchases and sales of foreign currency.

These agreements hedge future purchases and sales planned for the Fall/Winter 2015 and Spring/Summer 2016 seasons.

The fair value mentioned above agrees with the amount shown in the balance sheet. The fair value measurement of the derivatives being analyzed was carried out by means of independent valuation models on the basis of the following market data posted on June 30, 2015:

- Short-term interest rates on the currencies in question as quoted on www.euribor.org and www.bba.org.uk;
- The spot exchange rates taken directly from the European Central Bank's website and the relative volatility posted by Bloomberg.

## 29. Related-party transactions

Pursuant to IAS 24, the Group's related parties are companies and people who are unable to exercise control or significant influence and associated companies. Finally, are considered related parties the members of the Board of Directors, the Statutory Auditors and Executives with strategic roles of the Group and their families.

The Group has dealings with the ultimate parent company (LIR S.r.l.) and with third parties that are directly or indirectly linked by common interests to the majority shareholder. The commercial relations with these parties are based on the utmost transparency and normal market conditions. Net sales mainly relate to the sale of "Geox" products in monobrand shops owned by managers that work for the Group. General and administrative expenses principally relate to leases for buildings used by the Group.

The main effects on profit and loss of the transactions with these parties for the first half 2015 and 2014 are summarized below:

	Total I half 2015	Parent company	Affiliated company	Other related parties	Total of which related parties	Effect on Total (%)
Necestra	424 027		122	1.072	1 205	0.209/
Net sales	426,927	-	132	1,073	1,205	0.28%
General and administrative expenses	(168,901)	(156)	2,192	(105)	1,931	(1.14%)
Advertising and promotion	(19,108)	(150)	-	15	(135)	0.71%

	Total I half 2014	Parent company	Affiliated company	Other related parties	Total of which related parties	Effect on Total (%)
Net sales	400,180	-	231	1,650	1,881	0.47%
Cost of sales	(23,620)	-	(2)	-	(2)	0.01%
General and administrative expenses	(153,053)	(160)	(831)	(87)	(1,078)	0.70%
Advertising and promotion	(19,973)	(150)	-	57	(93)	0.47%

The main effects on financial statement of the transactions with these parties at June 30, 2015 and at December 31, 2014 are summarized below:

	Balance at June 30, 2015	Parent company	Affiliated company	Other related parties	Total of which related parties	Effect on Total (%)
Accounts receivable	107,786	21	1,721	2,072	3,814	3.54%
Other non-financial current assets	34,146	1,965	-	7	1,972	5.78%
Accounts payable	178,275	325	18	652	995	0.56%

	Balance at Dec. 31, 2014	Parent company	Affiliated company	Other related parties	Total of which related parties	Effect on Total (%)
Accounts receivable	106,517	34	1,546	3,577	5,157	4.84%
Other non-financial current assets	40,958	2,054	-	-	2,054	5.01%
Accounts payable	167,598	205	23	1,778	2,006	1.20%

# 30. Commitments and contingent liabilities

The Group has stipulated leases for a number of industrial and commercial premises with an average duration of 5-6 years in Italy and 10 years on average abroad. In certain cases, mainly in Italy, the contract provides for tacit renewal on expiry for another 6 years. These contracts can be index-based according to the annual trend in ISTAT's consumer-price index.

The future rental payments under these contracts, as of June 30, are as follows:

06-30-2015

82,035
137,712
159,942
78,019

# 31. Significant subsequent events after June 30, 2015

None.

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Biadene di Montebelluna, July 30, 2015

for the Board of Directors The Chairman Mr. Mario Moretti Polegato

#### Attachment I

Biadene di Montebelluna, July 30, 2015

#### **ATTESTATION**

OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS IN ACCORDANCE WITH ART- 154-BIS, PARAS. 5 AND 5-BIS OF LEGISLATIVE DECREE 58 OF FEBRUARY 24, 1998 "THE FINANCIAL INTERMEDIATION CODE".

The undersigned Giorgio Presca, Chief Executive Officer of Geox S.p.A. and Livio Libralesso, Financial Reporting Manager of Geox S.p.A., attest, bearing in mind the provisions of art. 154-bis, paras. 3 and 4 of Legislative Decree 58 of February 24, 1998:

- the adequacy in relation to the characteristics of the enterprise and
- the effective application,

of the administrative and accounting procedures for preparing the consolidated financial statements during the first half 2015.

They also confirm that the consolidated financial statements:

- a) agree with the books of account and accounting entries;
- b) are prepared in accordance with the International Financial Reporting Standards adopted by the European Union, as well as the provisions issued to implement art. 9 of Legislative Decree 38/2005, and to the best of their knowledge, they are able to give a true and fair view of the assets and liabilities, results and financial position of the Issuer and of the other enterprises included in the consolidation;
- c) provide a fair and correct representation of the financial conditions, results of operations and cash flows of the Company as of June 30, 2015;
- d) Director's report includes a reliable operating and financial review of the Company as well as a description of the main risks and uncertainties to which it is exposed.

Giorgio Presca	Livio Libralesso
CEO	Financial Reporting Manager

## Attachment 2

# LIST OF COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS AS AT JUNE 30, 2015

Name Location		Year Currency		Share	% held		
		end		capital	Directly	Indirectly	Total
- Geox S.p.A.	Biadene di Montebelluna (TV), Italy	Dec. 31	EUR	25,920,733			
- Geox Deutschland Gmbh	Munich, Germany	Dec. 31	EUR	500,000	100,00%		100,00%
- Geox Respira SL	Barcelona, Spain	Dec. 31	EUR	1,500,000	100,00%		100,00%
- Geox Suisse SA	Lugano, Switzerland	Dec. 31	CHF	200,000	100,00%		100,00%
- Geox UK Ltd	London, U.K.	Dec. 31	GBP	1,050,000	100,00%		100,00%
- Geox Japan K.K.	Tokyo, Japan	Dec. 31	JPY	495,000,000		100,00%	100,00%
- Geox Canada Inc.	Mississauga, Canada	Dec. 31	CAD	100		100,00%	100,00%
- S&A Distribution Inc.	New York, Usa	Dec. 31	USD	1		100,00%	100,00%
- Geox Holland B.V.	Amsterdam, Netherlands	Dec. 31	EUR	20,100	100,00%		100,00%
- Geox Retail S.r.l.	Biadene di Montebelluna (TV), Italy	Dec. 31	EUR	100,000	100,00%		100,00%
- Geox Hungary Kft	Budapest, Hungary	Dec. 31	HUF	10,000,000	99,00%	1,00%	100,00%
- Geox Hellas S.A.	Athens, Greece	Dec. 31	EUR	220,000	100,00%		100,00%
- Geox Retail Slovakia Sro	Prievidza, Slovak Rep.	Dec. 31	EUR	6,639		100,00%	100,00%
- Geox France Sarl	Sallanches, France	Dec. 31	EUR	15,000,000	100,00%		100,00%
- S&A Retail Inc.	New York, Usa	Dec. 31	USD	200		100,00%	100,00%
- Geox Asia Pacific Ltd	Hong Kong, China	Dec. 31	USD	1,282		100,00%	100,00%
- XLog S.r.l.	Signoressa di Trevignano (TV), Italy	Dec. 31	EUR	110,000	100,00%		100,00%
- Geox Rus LLC	Moscow, Russian	Dec. 31	RUB	900,000	100,00%		100,00%
- Geox AT Gmbh	Wien, Austria	Dec. 31	EUR	35,000	100,00%		100,00%
- Geox Poland Sp. Z.o.o.	Warszawa, Poland	Dec. 31	PLN	5,000		100,00%	100,00%
- Geox Portugal S.U. LDA	Lisbon, Portugal	Dec. 31	EUR	300,000	100,00%		100,00%
- Technic Development D.O.O. Vranje	Vranje, Serbia	Dec. 31	RSD	651,617,500	100,00%		100,00%
- Geox Macau Ltd	Macau, China	Dec. 31	MOP	5,000,000		100,00%	100,00%
- Geox Trading Shangai Ltd	Shanghai, China	Dec. 31	CNY	95,257,035		100,00%	100,00%
- Dongguan Technic Footwear Apparel Design Ltd	Dongguan, China	Dec. 31	CNY	3,795,840		100,00%	100,00%
- Geox Turkey A.Ş.	Istanbul, Turkey	Dec. 31	TRY	1,750,000	100.00%		100,00%

# Company's data and information for Shareholders

# Registered office

Via Feltrina Centro, 16 31044 Biadene di Montebelluna (TV)

# Legal data

Share Capital: Euro 25,920,733.1 i.v.

Economic and Administrative Database no. 265360

Treviso Commercial Register and Taxpayer's Code no. 03348440268

## **Investor Relations**

Marina Cargnello marina.cargnello@geox.com ph. +39 0423 282476 Livio Libralesso - CFO

## **Documents for shareholders**

www.geox.com (investor relations section)

# Deloitte.

Deloitte & Touche S.p.A. Via Fratelli Bandiera, 3 31100 Treviso Italia

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## REPORT ON REVIEW OF THE HALF-YEARLY CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of GEOX S.p.A.

#### Introduction

We have reviewed the accompanying half-yearly condensed consolidated financial statements of Geox S.p.A. and subsidiaries (the "Geox Group"), which comprise the consolidated balance sheet as of June 30, 2015 and the consolidated income statement, consolidated statement of comprehensive income, statement of changes in shareholder's equity and consolidated statement of cash flows for the six month period then ended, and a summary of significant accounting policies and other explanatory notes. The Directors are responsible for the preparation of this interim financial information in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to express a conclusion on this interim financial information based on our review.

## Scope of Review

We conducted our review in accordance with the criteria recommended by the Italian Regulatory Commission for Companies and the Stock Exchange ("Consob") for the review of the half-yearly interim financial statements under Resolution no 10867 of July 31, 1997. A review of half-yearly condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying half-yearly condensed consolidated financial statements of Geox Group as of June 30, 2015, are not prepared, in all material respects, in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union.

DELOITTE & TOUCHE S.p.A.

Signed by Giorgio Moretto Partner

Treviso, Italy August 3, 2015

This report has been translated into the English language solely for the convenience of international readers.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova Palermo Parma Roma Torino Treviso Verona

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