



GEOX S.p.A.

REGULATIONS FOR MEETINGS

**Section I
PRELIMINARY CONSIDERATIONS**

Article 1 – Field of application

1. These regulations will be applied as of when ordinary shares, or where applicable other categories of shares, of Geox S.p.A. (the “**Company**”) should be admitted for trading on a regulated market within the European Union, and will regulate the performance of the general and extraordinary shareholders’ meetings and, insofar as compatible, of the special meetings for particular professional categories and company bondholders.

2. These regulations remain valid until modified or replaced with a decision of the general shareholders’ meeting. Each meeting, moreover, before beginning work, may decide not to observe, entirely or in part, the instructions of these regulations. The effect of such decisions is however limited to the specific meeting in question.

3. Any circumstances not expressly provided for herein are deemed governed by current law and the Articles of Association regarding the Company’s Shareholders’ Meetings.

**Section II
CONSTITUTION**

Article 2 – Intervention, participation and attendance during the meetings

1. The following may take part in the meetings: shareholders authorized pursuant to the Articles of Association and others in possession of voting rights, or subjects in possession of an appropriate proxy issued by a subject holding voting rights.

2. The following may participate in the meetings by invitation from the Chairman: managers or employees of the Company or of companies of the group, and any other subjects whose participation is deemed useful by the Company in relation to the items to be dealt with or for performance of the works.

3. The following may attend the meetings, upon consent of the Chairman: experts, financial analysts, accredited journalists, representatives of the independent auditing company, who have made an appropriate request to the Company a reasonable amount of time prior to the date established for the meeting. After having been identified, such persons will be issued with an identification tag and may then have access to the premises where the meeting is to be held, where they shall be seated in a special reserved area.



4. Before illustrating the items on the agenda, the Chairman will inform the meeting of any subjects participating in or attending the meeting pursuant to subsections 2 and 3 of this article.

Article 3 – Verification of authorization to take part in the meeting, access to the meeting premises and leaving the same

1. Verification of authorization to take part in the meeting begins in the place in which the meeting is to be held at least two hours before the time established for the beginning of the meeting, unless otherwise established in the notice of convocation.

2. Those who are entitled to take part in the meeting must show the Company staff manning the entrance to the premises in which the meeting is held, a personal identification document and the certification specified in the notice of convocation. The Company staff will issue them with a special document to be kept for the duration of the meeting. The shareholders who for any reason leave the premises in which the meeting is held are obliged to have their departure recorded by the staff manning the entrances.

3. In order to facilitate verification of their authorization to take part in the meeting, the shareholders may deliver the documentation proving this authorization to the company secretary, in accordance with the methods and within the time limits established in the notice of convocation.

4. In order to facilitate verification of the representative powers to which they are entitled, those taking part in the meeting as legal or voluntary representatives of shareholders and others entitled to vote may send the documentation proving these powers to the company secretary, using the methods and within the time limits established in the notice of convocation.

5. Unless otherwise decided by the Chairman of the meeting, no cameras, video cameras or similar, recording equipment of any kind or mobile telephones, may be used in the premises in which the meeting is held. If the Chairman authorizes the use of such equipment, he will establish the conditions and limits thereto.

Article 4 - Constitution of the meeting and commencement of work

1. The person specified to do so in the Articles of Association takes control of the meeting at the time established in the notice of convocation.

2. The Chairman of the meeting is assisted by a secretary. In the extraordinary meeting the functions of the secretary are assumed by a public notary. The secretary and the public notary may avail themselves of assistance and of recording equipment only for their personal assistance in drawing up the minutes.

3. The Chairman may avail himself of the assistance of persons authorized to take part in the meeting, moreover entrusting them with the task of illustrating the topics on the agenda and of responding to questions raised on specific topics.



4. For the purposes of managing the voting procedures, the Chairman may nominate one or more tellers, who may also be non-shareholders, and set up a chairman's office.
5. The Chairman avails himself of special auxiliary staff for security, who are provided with specific identification.
6. The Chairman, having been informed by the staff employed for this purpose, deals with any dispute regarding the authorization of those taking part in the Meeting.
7. The Chairman announces the number of Shareholders present, of those taking part through representatives and of those taking part by proxy. Once the Chairman has verified that the meeting is validly constituted, he declares the meeting open.
8. If the number of votes required for holding the meeting is not reached, and when 30 minutes have passed after the time scheduled for the beginning of the Meeting, the Chairman announces the fact and defers discussion of the topics on the agenda to the subsequent call.

SECTION III DISCUSSION

Article 5 - Agenda

1. The Chairman, or on his invitation, those assisting him pursuant to article 4 subsection 3 of these regulations, illustrates the agenda and the proposals presented for the meeting's approval. In introducing these topics and proposals for discussion, the Chairman may follow a different order from the one specified in the notice of convocation and may decide that all of some of the topics placed on the agenda should be discussed together.

Article 6 – Interventions and replies

1. The Chairman of the meeting coordinates the discussion, inviting the directors, the auditors and the shareholders who have requested to speak.
2. The entitled shareholders and, where applicable, the common representative of the bondholders, may ask to speak on each of the items on the agenda once only, making observations, asking for information and formulating any proposals. The request may be made until the Chairman has declared the discussion closed on the topic in question.
3. Those who have asked to speak are entitled to make a brief reply.
4. The Chairman establishes the procedures for requests to speak and the order of the interventions.
5. In order to allow the Chairman and, upon his invitation, those assisting him, to reply comprehensively to the interventions, the Shareholders are entitled to give the Board of Directors written notes illustrating the topics on which they intend to request to speak, before the start of the Meeting.



6. The Chairman or, on his invitation, those who are assisting him pursuant to article 4, subparagraph 3 of these regulations, answer those who have spoken at the end of all the interventions on the topics under discussion, or otherwise after each intervention. The Chairman of the Meeting may interrupt the work for a period of no longer than two hours to allow replies to the interventions to be prepared.

7. Members of the Board of Directors and Auditors may take part in the discussion; those who are present at the meeting pursuant to article 2, subsection 2 of these regulations may also, on invitation of the Chairman, speak, also in order to provide replies to any requests for clarification.

8. Taking into consideration the subject matter and relevance of the individual topics under discussion, and also the number of those requesting to speak, the Chairman establishes the maximum duration for interventions and replies, in order to ensure that the meeting may complete its work in a single meeting. Before the scheduled time limit for the intervention or reply, the Chairman invites the Speaker to conclude.

9. Once interventions, replies, and replies to these have been completed, the Chairman declares the discussion closed.

Article 7 – Suspension and adjournment of the Meeting

1. During the meeting, the Chairman, if he should deem it opportune and save opposition from the majority of the share capital represented in the Meeting, may suspend work for a brief period, providing motivation for this decision.

2. Without prejudice to the provisions of article 2374 of the Italian Civil Code, the participants, with a favorable decision of the majority of the share capital represented, may decide to adjourn the works if they should deem it opportune, establishing the place, day and time for continuance of the work, which may resume after an interval even exceeding five days. The length of the interval should however be commensurate to the reason for the adjournment.

Article 8 – Powers of the Chairman

1. With the aim of ensuring the correct performance of the works and the exercise of the rights of those taking part, the Chairman may interrupt anyone who speaks without being entitled to do so or continues to speak once the time limit for the intervention established by the Chairman has passed.

2. After having warned the person in question, the Chairman may interrupt anyone whose intervention is clearly not relevant to the matter under discussion.

3. The Chairman may interrupt on any occasion in which the person making the intervention pronounces phrases or assumes conduct which is improper or abusive, and in the event of threats or incitement to violence and unrest.

4. If one or more of those taking part prevents others from discussing or provokes with their conduct a clear impediment to the regular performance of the meeting, the Chairman calls



the meeting to order and compliance with the regulations. If this call is not successful, the Chairman may ask the persons previously warned to be removed from the meeting hall for the entire duration of the discussion.

SECTION IV VOTING

Article 9 – Preliminary operations

1. Before commencing with voting, the Chairman readmits to the meeting of the shareholders those persons who were requested to leave pursuant to article 8 of these regulations.
2. The Chairman may decide that voting on each individual topic should take place after the end of the discussion on each of them, or otherwise at the end of the discussion of all or some of the topics on the agenda.

Article 10 - Voting

1. Before commencing the discussion, the Chairman establishes the procedures of expressing, counting and calculating the votes and may establish a time limit within which the votes must be cast. Any votes cast using procedures not compliant with those indicated by the Chairman are deemed null and void.
2. At the end of voting the votes are counted, upon completion of which the Chairman, also availing himself of the secretary or of the public notary, announces the results of the vote.
3. The shareholders who vote against or abstain must provide their name to the staff specially appointed for this task.

SECTION V ENDING

Article 11 – Ending the meeting

1. Once all the topics on the agenda have been discussed, voted on and the results of the votes have been announced, the Chairman declares the meeting closed.

SECTION VI FINAL MEASURES

Article 12

1. In addition to the provisions of these regulations, the Chairman may adopt any provision that he may deem suitable to ensure the correct performance of the meetings and the exercise of the rights of those taking part.