

# GEOX

## PROXY FORM <sup>(1)</sup>

for representation at the Ordinary Shareholders' Meeting of GEOX S.p.A. (the "Company"), that will take place on 22 December 2011 at first call, and, if necessary, on 23 December 2011, at second call, as per notice of call published on the Company's internet website on 18<sup>th</sup> November 2011 (and possible subsequent addition as per art.126-bis of TUF - Testo Unico della Finanza [Italian Consolidated Law on Finance]).

With reference to the ordinary shareholders' meeting, called on 22 December 2011 at 10.00 a.m. in Crocetta del Montello (Treviso), "Villa Sandi", via Erizzo n. 105 at first call and on 23 December 2011, same time and place at second call to discuss and deliberate on the following

### Agenda

1. revocation of the 2011-2014 stock option plan approved on 21 April 2011
2. approval of a new stock option plan;
3. authorisation to buy treasury shares pursuant to art. 2357 of the Italian Civil Code;
4. determinations pursuant to art. 2390 of the Italian Civil Code.

### HEREBY <sup>(2)</sup>

The undersigned (surname) .....(\*) (name) .....(\*), born in .....(\*) on .....(\*) and domiciled in..... fiscal code.....(\*)

Identity document (type).....no..... (a copy of which is attached hereto),

having acknowledged the contents of the Reports on the items of the agenda drawn by the directors, in his/her capacity as <sup>(3)</sup>:

*(1) All persons entitled to attend the Shareholders' Meeting may be represented by a proxy, in accordance with the applicable provisions of law,, by signing the proxy form issued by the qualified intermediaries upon request of the holder of the voting rights or the present proxy form, to be granted to the person designated and entrusted by the holder of the voting rights (whereas for the granting of proxies to the Representative Designated by the company, pursuant to art.135-undecies of TUF), it is necessary to use the specific proxy form made available by the company)*

*(2) Indicate the name and surname of the person granting the proxy (as it appears on the copy of the notice of call of the shareholders' meeting as stated in art.83-sexies of TUF) or the legal representative of the legal person granting the proxy.*

*(3) Check the appropriate box*

*(4) Indicate the name of the legal person (as it appears on the copy of the notice of call of the shareholders' meeting as stated in art.83-sexies of TUF).*

*(5) Indicate the title (pledge, beneficial ownership, etc...) by virtue of which the voting right has been granted to a person other than the holder of the shares.*

*(6) Check the appropriate box.*

*(7) It must be pointed out that, pursuant to art.118, paragraph 2, letter c) of the Regulation approved by CONSOB with resolution no. 11971/1999, and its subsequent amendments, for the purposes of the communication obligations provided for by art.120 of TUF, shares in respect of which the "voting rights are held by virtue of a proxy to be exercised at the discretion of the proxy in the absence of specific instructions of the holder of the voting rights", are considered as shareholdings.*

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holder of no. ....(\*) ordinary shares registered in securities account no..... by the following intermediary: ..... ABI..... CAB.....(\*);

legal representative (4) of .....(\*), with registered office in

.....(\*), fiscal code .....(\*), vested with all the necessary powers by virtue of.....(a copy of which is attached hereto),

- holder of no. ....(\*) ordinary shares registered in securities account no..... by the following intermediary: ..... ABI..... CAB....., or

- holder of voting rights for no. ....(\*) ordinary shares registered in securities account no. .... by the following intermediary ..... ABI..... CAB as .....(\*) (5);

holder voting rights for no..... (\*) ordinary shares registered in securities account no ..... by the following intermediary: ..... ABI..... CAB.....(\*) (5);

## APPOINTS

Mr./Ms. (surname) .....(\*) (name) .....(\*), born in .....(\*) on.....(\*) and domiciled in ..... fiscal code.....(\*) with the faculty (if this is the case) to be replaced by Mr./Ms. (surname) ..... (name) ....., born in ..... on ..... and domiciled in..... fiscal code..... to attend and represent him/her at the Meeting,

DATE ..... SIGNATURE.....,

**The undersigned also declares that the voting right (6):**

**is exercised by the proxy at his/her discretion(7)**

**is not exercised by the proxy at his/her discretion, but in compliance with specific voting instructions given by the undersigned..**

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DATE ....., SIGNATURE.....

It must be reminded that, pursuant to art.135-novies of TUF *“the representative may deliver or send a copy of the proxy, also in electronic form, instead of the original, stating under his own responsibility that the copy of the proxy conforms to the original and the identity of the person who granted the proxy. The representative keeps the original proxy and keeps a record of any voting instructions received for one year, starting from the conclusion of the Meeting”.*



### **PRIVACY INFORMATION**

The data contained in this proxy form shall be processed by GEOX S.p.A – the Data Holder – for the purpose of carrying out the fulfillments connected with the Shareholders' Meeting, in compliance with the applicable provisions of law on the protection of personal data.

The data might be communicated to the employees and consultants of GEOX S.p.A., who are specifically authorised to process the data, in their capacities as Responsible or Entrusted Subjects, for the above mentioned purposes. The data might also be disclosed or communicated to third parties for the fulfillment of provisions of laws, regulations or EU laws, orders of Authorities or supervisory and control bodies; the proxy will not be admitted to attend the Shareholders' Meeting unless the data marked as compulsory (\*) have been provided.

The party has the right, in compliance with art.7 of Italian Legislative Decree 196/2003 to know –at any time- the data held by GEOX S.p.A., their origin and the way they are processed; the party is also entitled to require to update, rectify, complete, delete or block the data, and to oppose their processing by contacting [privacy@geox.com](mailto:privacy@geox.com).