

GEOX S.p.A.

Via Feltrina Centro no. 16
31044 Biadene di Montebelluna (Treviso)
Treviso Companies Register, Tax code and VAT no. 03348440268
Economic and Administrative Register no. 265360
Fully paid-up share capital € 25,920,733.10

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The individuals authorised to take part and to exercise the right to vote are called to the Ordinary Shareholders' Meeting at "Villa Sandi", Via Erizzo no. 105, Crocetta del Montello (Treviso), on 20 April 2012 at 10.00, in first call and, if necessary, on 23 April 2012, same time and place, in second call to deliberate on the following

Agenda

1. approval of the Financial Statements as at 31 December 2011; presentation of the Board of Directors' report on operations, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors; allocation of profits for the year. Presentation of the Consolidated Financial Statements as at 31 December 2011;

1.1 approval of the Financial Statements as at 31 December 2011; presentation of the Board of Directors' report on operations, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors; presentation of the Consolidated Financial Statements as at 31 December 2011;

1.2 allocation of profits for the year;

2. remuneration policy pursuant to art. 123-ter of Legislative Decree no. 58/98 as amended.

Information on share capital: pursuant to art. 5 of the Articles of Association, the share capital totals 25,920,733.10 Euro and consists of 259,207,331 ordinary shares with a nominal value of 0.10 Euro each. The shares are indivisible and each share carries the right to one vote. At today's date the Company does not hold any treasury shares.

Participation in the Shareholders' Meeting: pursuant to art. 12 of the Articles of Association, the right to participate in and vote at the Shareholders' Meeting is granted to those who hold shares on the seventh trading day prior to the date of the Shareholders' Meeting, i.e. on 11 April (the "record date"), and who have communicated their wish to participate in the Shareholders' Meeting through an approved intermediary, pursuant to the applicable legal and regulatory provisions. Those who hold shares only after the record date have no right to participate in and vote at the Shareholders' Meeting.

Those who have the right to participate in and vote at the Shareholders' Meeting may be represented by means of a written proxy, using the specific form available at the registered office of Geox S.p.A., Legal and Corporate Affairs Department of Geox S.p.A., Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (Treviso) and on the Company's website www.geox.com, in the section "Shareholders' Meeting 2011". The form is also available from approved intermediaries. The proxy may be notified to the Company by sending it via registered post to the company's registered office or by email to the certified email address societario@pec.geox.com. Any prior notification of the proxy does not exempt the delegate, during accreditation to access the works of the Shareholders' Meeting, from the obligation of certifying the conformity to the original of the notified copy and the identity of the delegating shareholder.

The proxy can be conferred, without expense for the shareholder, with voting instructions on all or some of the agenda items, on Istifid S.p.A. Società Fiduciaria e di Revisione, based in Milan, viale Jenner no. 51, as the representative designated by the Company pursuant to art. 135-undecies TUF, on condition that the proxy is received by the same, either delivered by hand or sent by registered letter with return receipt to the above-mentioned address, or that an original copy of the proxy is sent electronically to the certified email address 2012assemblea.bb28@istifidpec.it or by fax to no. +39 0260798390, by the end of the second trading day preceding the Shareholders' Meeting in first call, in other words by no later than 18 April 2012.

The proxy which may be issued to Istifid S.p.A. Società Fiduciaria e di Revisione, has no effect regarding proposals for which voting instructions have not been conferred. The proxy and the voting instructions can be withdrawn by no later than 18 April 2012. The proxy form and the related voting instructions together with the instructions on how to fill in and send the same, are available at the company's registered office and on the Company's website www.geox.com, in the section "Shareholders' Meeting 2012".

Art. 12 of the Articles of Association envisages that those with voting rights may exercise their vote electronically by certified email (PEC) in conformity with the laws, the relevant regulatory provisions and any provisions contained in the Shareholders' Meeting regulations. While awaiting the related amendments to the Shareholders' Meeting regulations to which the effectiveness of the aforementioned provision is subordinate, as envisaged by art. 12 of the Articles of Association, expressing a vote electronically is not allowed in relation to the Shareholders' Meeting called with this notice.

Those who are entitled to take part in the Shareholders' Meeting are invited to arrive at least half an hour before the start of the works of the Shareholders' Meeting in order to facilitate registration procedures.

Right to put questions prior to the Shareholders' Meeting: pursuant to art. 127-ter of the TUF shareholders can put questions on the agenda items, also before the Shareholders' Meeting, by registered letter with return receipt to be sent to the Legal and Corporate Affairs Department of Geox S.p.A., Via Feltrina Centro no. 16, 31044, Biadene di Montebelluna (Treviso), or electronically by certified email to societario@pec.geox.com; for the purposes of exercising this right, the relevant communication issued by the intermediaries who are the custodians of the shares belonging to the shareholder must be sent to the Company. A reply to these questions will be given at the latest during the Shareholders' Meeting, with the right of the Company to provide a single response to questions with the same content.

Integration to the agenda: pursuant to art. 10 of the Articles of Association, shareholders who, also jointly, represent at least one fortieth of the share capital, can ask, within 10 days from publication of the call notice of the Shareholders' Meeting (i.e. by 30 March 2012), except in case of any other deadline envisaged by the law, for the integration of the list of issues to be addressed, indicating in their request the issues proposed. This shall be done within the time limits and by the means envisaged by the applicable legal and regulatory provisions, through a letter signed in the original copy to be addressed to the Legal and Corporate Affairs Department of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (Treviso) together with a report on the issues which it is proposed to address. Such integration is not allowed for issues on which the Shareholders' Meeting deliberates, under the law, at the proposal of the directors or on the basis of a project or a report prepared by them.

Any integrated list of the issues to be addressed at the Shareholders' Meeting will be published with the same means as this notice, at least fifteen days before the Shareholders' Meeting.

Documentation: the Directors' reports relating to the items on the agenda and the resolution proposals contained therein shall be put at the disposal of the public at the registered office of the

Company, at Borsa Italiana S.p.A. and published on the website www.geox.com, in the section “Shareholders’ Meeting 2012” by no later than today. The remaining documentation useful for the Shareholders’ Meeting will be published in compliance with the law.

It should be noted that, pursuant to art. 125-*quater* of the TUF, the following documents or information are made available on the company website www.geox.com: (i) documents which will be submitted to the Shareholders’ Meeting; (ii) the forms which Shareholders have the right to use for proxy voting; and (iii) information on the Company’s total share capital, indicating the number and the categories of shares into which it is divided.

Biadene di Montebelluna (Treviso), 20 March 2012

For the Board of Directors
The Chairman
Mario Moretti Polegato