

GEOX S.p.A.

Registered office in Biadene di Montebelluna (Treviso) - Via Feltrina Centro no. 16 – Share capital of 25,920,733.10 fully paid up, Tax Code, VAT number and Registration with the Treviso Companies Register no. 03348440268

PROXY FORM ⁽¹⁾

For representation at the Ordinary Shareholders' Meeting of GEOX S.p.A. (the "Company") which will be held on 20 April 2012 in first call and, if necessary, on 23 April 2012 in second call, as per the notice of call published on the Company's website and in the newspaper Finanza & Mercati on 20 March 2012 (and any subsequent additions, pursuant to art. 126-bis of Legislative Decree no. 58/1998 – "TUF").

In reference to the Ordinary Shareholders' Meeting called for 20 April 2012 in first call, at "Villa Sandi" in Crocetta del Montello (Treviso) via Erizzo no. 105 at 10:00, and if necessary, for 23 April 2012, same time and place, in second call, to discuss and deliberate on the following

Agenda

1. approval of the Financial Statements as at 31 December 2011; presentation of the Directors' Report, the Report of the 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 Directors' Report, the Report of the 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.

WITH THIS FORM

The undersigned (name*) ⁽²⁾.....(surname*).....
born in *on*
and resident in.....address.....,
tax code *with identity document
(type).....no.....(copy to be attached),

having noted the contents of the Reports on the agenda prepared by the directors and in the capacity of ⁽³⁾:

☐ **a shareholder of GEOX S.p.A.** as holder of no.*ordinary shares recorded in the securities

¹ Each party entitled to participate in the Meeting may be represented by written proxy in accordance with the legal provisions in force, signing this proxy form, to be issued to the person designated and mandated by the entitled party (for granting proxies to the company's Designated Representative pursuant to art. 135-undecies, TUF, it is necessary to use the other proxy form provided if required by the company and published on the website www.geox.com).

² Indicate the name and surname of the principal (as it appears on the copy of the notice for participation in meetings referred to in art. 83-sexies, TUF) or the legal representative of the legal entity granting the proxy.

³ Put a cross on the appropriate item.

(*) Obligatory data

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account no.with the following intermediary:.....

ABI.....CAB.....;

☐ **a person to whom the right to vote is attributed** relating to no.* ordinary shares in GEOX S.p.A. recorded in the securities account no.with the following intermediary.....ABI.....CAB.....in their capacity of*⁽⁴⁾;

☐ **the legal representative of*** ⁽⁵⁾

with registered office in *tax code *

provided with the necessary powers pursuant to(copy to be attached),

holder of / party which has been assigned the right to vote in its capacity as *⁽⁶⁾

in relation to no.*ordinary shares in GEOX S.p.A. recorded in the securities account no

.....with the following intermediary.....ABI.....

CAB.....;

APPOINTS

Theundersigned

(name*).....(surname*).....bornin

*on *

and resident in..... address.....,

tax code *with the power (if necessary) to be replaced

by Mr / Ms (name) (surname)

and resident in.....address.....,

tax code.....

to participate and represent him/her in the Shareholders' Meeting.

DATE..... SIGNED BY.....

⁴ Indicate the legal title (pledge, usufruct, etc.) by virtue of which the right to vote is given.

⁵ Indicate the name of the legal entity (as it appears on the copy of the notice for participation in meetings referred to in art. 83-sexies, TUF)

⁶ Delete the item which is not relevant and, in the case of a party which is assigned the right to vote, give the legal title (pledge, usufruct, etc.) pursuant to which the right to vote is assigned.

(*) Obligatory data

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The undersigned also declares that the right to vote (⁷):

☐ **is exercised by the proxy at his/her own discretion (⁸)**

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

DATE.....SIGNED BY

Please note that, in accordance with art. 135-novies TUF, *“the representative may, in place of the original, deliver or send a copy, including an electronic copy, of the proxy, certifying under their own liability that it is a true copy of the original proxy and the identity of the principal. The representative shall keep the original copy of the proxy and shall keep track of any voting instructions received for one year from the conclusion of the meeting works”.*

⁷ Put a cross on the appropriate item

⁸ It should be pointed out that, pursuant to art. 118, paragraph 2, letter c), of the Regulations approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, for the purposes of the communication obligations governed by art. 120, TUF, are considered as holdings those shares for which “the voting right is assigned by virtue of a proxy, provided that this right can be exercised discretionally in the absence of specific instructions from the principal.

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PRIVACY POLICY

The information contained in this proxy form will be processed by GEOX S.p.A. – the data controller – in order to manage the shareholders' meeting proceedings, in compliance with the current legislation governing the protection of personal data.

Such data can be disclosed to collaborators of GEOX S.p.A. specifically authorized to process them, in the capacity of Data Processors for the above indicated purposes: such data may be circulated or disclosed to specific subjects in fulfilling an obligation set forth by laws, regulations or EC legislation, or on the basis of provisions issued by competent Authorities or by supervisory and control bodies; without the data indicated as obligatory (*) it will not be possible to allow the proxy to take part in the Shareholders' Meeting.

Pursuant to art. 7 of Legislative Decree no. 196/2003, the data subject is entitled to be informed – at any time – about their data stored at GEOX S.p.A, their source and how they are used; they are also entitled to have them updated, rectified, integrated or cancelled, ask for them to be blocked or object to their processing by contacting privacy@geox.com.

Geox S.p.A.