

**Form to confer proxy and voting instructions on Istifid S.p.A. pursuant to art. 135-undecies of Legislative Decree no. 58/1998**

**GEOX S.p.A.**

Ordinary Shareholders' Meeting called for 20 April 2012 at 10:00  
In Crocetta del Montello (Treviso), Via Erizzo no. 105, at "Villa Sandi"  
in first call  
or, if necessary, for 23 April 2012 - same time and place, in second call

**Istifid S.p.A. Società Fiduciaria e di Revisione** (hereinafter "**Istifid**") with registered office in Milan, Viale Jenner no. 51, tax code no. 01863180152, as "Designated Representative" pursuant to art. 135-undecies of Legislative Decree no. 58/1998 of **GEOX S.p.A.** (hereinafter the "**Company**"), is collecting voting proxies for the Ordinary Shareholders' Meeting called for 20 April 2012 in first call and on 23 April 2012, in second call, in the manner and terms indicated in the notice of call published on the Company's website and in the newspaper "Finanza&Mercati", according to law.

The proxy must be granted in writing and therefore the "Proxy form", complete with the voting instructions reserved for the Designated Representative, shall be received by **Istifid S.p.A., Società Fiduciaria e di Revisione, Servizio Fiduciario, Viale Jenner no. 51, 20159 Milan**, no later than the second trading day prior to the date fixed for the Shareholders' Meeting in first call, hence no later than **18 April 2012**, by one of the following means:

- delivery by hand;
- by registered letter with return receipt;

Without prejudice to the sending of the original proxy complete with voting instructions, the same may also be submitted electronically to the certified email address [2012assemblea.bb28@istifidpec.it](mailto:2012assemblea.bb28@istifidpec.it) or sent by fax to no. +39 02 60798390. Sending the proxy signed with a digital signature<sup>1</sup> to the aforementioned certified email address meets the written form requirement.

The proxy and the voting instructions can be revoked within the same term by means of delivery by hand during office hours, or by a registered letter with return receipt sent to the above mentioned address of Istifid S.p.A. and in advance by fax to no. +39 02 60798390 or by a pdf file attached to an e-mail message to the address [2011assemblea.mm11@istifidpec.it](mailto:2011assemblea.mm11@istifidpec.it).

**Pursuant to art. 135-undecies, paragraph 2 of Legislative Decree no. 58/1998 the granting of the proxy and of the voting instructions by means of this form shall be free of charge for the principal, except for the mailing costs.**

Istifid, as Designated Representative, informs the shareholders that it has no direct interest in respect of the deliberation proposals submitted to the meeting. Nevertheless, taking into account the contractual relationship existing between Istifid, Servizio Organizzazione Aziendale and the Company, relating in particular to the technical assistance and ancillary services to be rendered at the Company Shareholders' Meeting, for the sole purpose of avoiding possible future disputes connected with the supposed existence of circumstances capable to cause a conflict of interest as provided for by art. 135-decies, paragraph 2, lett. f), of Legislative Decree no. 58/1998, Istifid hereby expressly declares that, in case of unknown circumstances or in case of modification or addition to the proposals submitted to the shareholders' meeting, it shall not express a vote other than that indicated in the voting instructions.

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**PROXY FORM**

*(Section to be notified to the Company by the Designated Representative – Fill with the information required on the basis of the Instructions below)*

The undersigned ....., born  
in ....., on ....., tax code.....

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<sup>1</sup> Please note that the electronic certificate, at the time of signing, must be valid and effective. In the case of a revoked, expired or suspended certificate, the application of a signature shall be deemed not to have occurred and the document shall be considered invalid.

resident in ....., address.....  
telephone number....., e-mail.....  
holder of the voting right (1)

APPOINTS the Designated Representative to participate and vote in the meeting referred to above as per the instructions given to them in reference to no. ....  
shares in GEOX S.p.A., ISIN Code IT0003697080 recorded in the securities account no. ....at .....  
ABI.....CAB.....(2)

Details of the notice issued by the intermediary (*information to be completed at the delagator's discretion*):

- communication no.
- made by
- identification codes (if any)

DECLARES to be aware that the proxy to the Designated Representative might contain voting instructions in respect of some resolution proposals only and that in this case, the vote shall be expressed for the sole proposals in respect of which voting instructions have been granted;

DECLARES to authorise Istifid to the processing of their personal data for the purposes and under the terms and conditions specified in the attached information document.

The undersigned (*full name of the person who signs the proxy, if different from the shareholder*) .....

is subscribing this proxy as:

- ☐ secured creditor;
- ☐ swapper;
- ☐ usufructuary;
- ☐ custodian;
- ☐ agent;
- ☐ legal representative or proxy  
with power of sub-delegation
- ☐ other (specify)

place and date .....

Signed by.....

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**VOTING INSTRUCTIONS (\*)**

(Section containing information intended solely for the Designated Representative – send to Istifid S.p.A.)  
Strike through the selected boxes according to the instructions set out below

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The undersigned (3).....  
hereby appoints the Designated Representative to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of GEOX S.p.A. called for 20 April 2012, 10.00 am, in first call, and, if necessary, for 23 April 2012, in second call

**A) RESOLUTION PROPOSALS (4)**

Agenda	IN FAVOUR OF THE PROPOSAL CONTAINED IN THE	AGAINST	ABSTAIN
<b>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;</b>			
<b>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</b>	(cross)	(cross)	(cross)
<b>1.2 Allocation of profits for the year</b>	(cross)	(cross)	(cross)
<b>2. Remuneration policy pursuant to art. 123 – ter of Legislative Decree no. 58/98 as amended.</b>	(cross)	(cross)	(cross)

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**B) UNKNOWN CIRCUMSTANCES**

In the event of circumstances unknown at the time of granting of the proxy (5) the undersigned with reference to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
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	(cross)	(cross)	(cross)	(cross)	(cross)
1.2 Allocation of profits for the year	(cross)	(cross)	(cross)	(cross)	(cross)
2. Remuneration policy pursuant to art. 123 – ter of Legislative Decree no. 58/98 as amended.	(cross)	(cross)	(cross)	(cross)	(cross)

**C) MODIFICATIONS OR ADDITIONS (6)**

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
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	(cross)	(cross)	(cross)	(cross)	(cross)
1.2 Allocation of profits for the year	(cross)	(cross)	(cross)	(cross)	(cross)
2. Remuneration policy pursuant to art. 123 – ter of Legislative Decree no. 58/98 as amended.	(cross)	(cross)	(cross)	(cross)	(cross)

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian civil code, submitted by the shareholders at the annual Shareholders' Meeting, the undersigned appoints the Designated Representative to vote as follows:

☐ INFAVOUR

☐ AGAINST

☐ ABSTAIN

(\*) Pursuant to art. 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of the resolutions.

Place and date, .....

Signed by .....

### Instructions for filling in the proxy and voting instructions

- (1) Specify the capacity of the person who signs the proxy and enclose:
  - a) for individuals, copy of a valid identification document;
  - b) for corporate bodies, in addition to copy of a valid identification document of the person who signs the proxy in the name of the company or other body entitled to attend and vote at the meeting, documents giving evidence of their representation power such as copy of the certificate issued by the Companies Register or equivalent document for foreign companies, proxies, excerpts of Board resolutions.
- (2) Enter the securities account number, the ABI and CAB codes of the intermediary or in any event its name shown on the excerpt of the securities portfolio.
- (3) Enter name and surname of the person who signs the proxy and the voting instructions.
- (4) The resolution proposals submitted to the Shareholders' Meeting are illustrated, where required, in the Reports published, according to law, on GEOX S.p.A. website (www.geox.com) and on that of Borsa Italiana S.p.A. as well as filed at GEOX S.p.A. registered office (Via Feltrina Centro no. 16 – Biadene di Montebelluna - Treviso).
- (5) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the principal, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed the voting instructions under A) shall be considered as confirmed. All this without prejudice to what is set out in note (1) to the table in Section B.
- (6) In case of modifications or additions to the proposals submitted to the Shareholders' Meeting it is possible to choose among: a) confirmation of any expressed voting instruction; b) revocation of the expressed voting instruction, c) modification or granting of the expressed voting instruction. Should no choice be expressed the voting instructions under A) shall be considered as confirmed.

**For clarifications regarding the filling and the sending of the proxy form, please call 02 60798210, from Monday to Friday.**

***In accordance with the provisions of Annex 5A of Consob Issuers' Regulation (as amended by Consob Resolution no. 17592 of 28 December 2010 ), the provisions of Legislative Decree no.58/1998, set out below is the wording of the regulations cited in these instructions.***

#### **Legislative Decree no. 58/1998**

##### **Art. 135-decies**

(Conflict of interest of the representative and substitutes)

1. Conferring proxy on a representative who is in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and that specific voting instructions are provided for each resolution on which the representative is expected to vote on behalf of the shareholder. The representative shall have the burden of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.

2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:

- a) has sole or joint control of the company, or is controlled or jointly controlled by that company, or is subject to joint control with the same;
- b) is associated with the company or exercises significant influence over that company;
- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
- d) is an employee or auditor of the company or of the persons indicated in paragraph a);
- e) is the spouse, close relative or a relative up to the fourth degree of kinship of the persons indicated in paragraphs a) to c);
- f) is bound to the company or to the persons indicated in paragraphs a), b), c) and e) by self-employment or employment relationships or other relationships of a financial nature that compromise independence.

3. Replacement of the representative by a substitute who is in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related burden of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

##### **Art. 135-undecies**

(Designated Representative of a listed company)

1. Unless otherwise stated in the Articles of Association, for each Shareholders' Meeting listed companies shall appoint a person on whom shareholders may confer proxy with voting instructions on all or a number of proposals on the agenda, by no later than the second trading day prior to the date fixed for the Shareholders' Meeting in first or single call. The proxy shall be valid only for proposals on which voting instructions are conferred.

2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in paragraph 1.

3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of the resolutions.

4. The person appointed as representative shall express any interest that they may have, on their own account or on behalf of third parties, with respect to the resolution proposals on the agenda. The representative must also keep the content of voting instructions received confidential until voting starts, without prejudice to the option of disclosing such information to their own employees or collaborators, who shall also be subject to confidentiality obligations.

5. As per the regulation cited in paragraph 2, Consob may establish cases in which a representative not falling within the categories in art. 135-decies may express a vote other than that indicated in the voting instructions.

### **Italian Civil Code**

#### **Art. 2393**

(Derivative action)

1. The action against the directors is started upon resolution of the meeting also when the company is in liquidation.

2. The resolution concerning the directors' liability can be adopted upon discussion of the financial statements, although not on the agenda, when it concerns events occurred in the same financial year.

3. The derivative action can also be promoted upon resolution of the Board of Statutory Auditors adopted by a two-third majority of its members.

4. The action must be started within five years from the termination of office of the director.

5. The resolution concerning the derivative action implies the revocation from office of the directors against whom it is promoted, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.

6. The company can waive the right to bring a derivative action and it can settle, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of companies whose shares are widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the Articles of Association for the exercise of the derivative action pursuant to paragraphs 1 and two of art. 2393 bis.

**PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE “PROCESSING  
OF PERSONAL DATA”  
INFORMATION DOCUMENT AS PER ART. 13 OF LEGISLATIVE DECREE NO. 196 OF 30 JUNE  
2003**

Pursuant to Legislative Decree no. 196 of 30 June 2003 (Personal Data Protection Code, hereinafter “the Code”), we wish to inform you about the Data Processing methods used by ISTIFID S.p.A., and about the rights that – as data subject – you are vested with.  
The Data Controller is ISTIFID S.p.A. – Società Fiduciaria e di Revisione, with registered office in Viale Jenner no. 51 – Milan.

**PURPOSE OF THE PROCESSING**

The Data supplied shall be processed by Istifid, whether or not by automatic means, for the following purposes:

- a) fulfilment of the requirements relating to representation in meetings and expression of the vote of the represented party in accordance with the instructions given by them to Istifid, as Designated Representative;
- b) fulfilment of the obligations set forth by laws, regulations and EC legislation or orders of Authorities or Supervisory bodies or administrative practices.

The provision and the processing of the Data by Istifid for the said purpose, necessary for the execution of the contractual relationship or connected with the fulfilment of obligations set forth by law, are compulsory and do not require an expressed consent, otherwise it would be impossible to start and manage the said relationship.

The Data are accessible exclusively to the persons that, in Istifid organization, need to have access to them due to their activity or tasks, save as indicated under point 3, paragraph 2 of this information document. The said persons, the number of which shall be restricted to the minimum, shall act as “Data Processors”; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorized access or processing of the same Data.

**DISCLOSURE TO THIRD PARTIES**

Data may be disclosed to:

- subjects entitled to their disclosure due to provisions of laws, regulations or EC legislation;
- companies, bodies or consortia entrusted by ISTIFID with the performance of connected, ancillary or support activities required by the contractual fulfilments (such as companies carrying out transmission, delivery and sorting activities).

The said subjects act as Data Processors or Controller and have provided adequate guarantees; their list is available at Istifid premises. In no event the Data will be propagated.

**PROCESSING METHOD**

Istifid processes the Data in a legal manner and in good faith in order to ensure their confidentiality and safety. The processing – including collection and any other operation included in the definition of “processing” pursuant to art. 4 of the Code (among which, for instance, the recording, the organization, the use, the disclosure, the storage, the destruction of the Data) – is performed manually, data processing, on line, by way of organisational and logic methods strictly connected to the said purposes.

The Data are stored for the period of time strictly necessary in respect of the purposes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

**EXERCISE OF RIGHTS**

Pursuant to art. 7 of the Code, the data subject has the right to obtain the following information: a) the source of personal data; b) the purposes and method of processing; c) the method applied in the case of processing carried out with the aid of electronic means; d) information identifying the Data Controller and Processors; e) subjects or categories of subjects to which personal data may be disclosed or who may be made aware of it as Data Processors.

In addition, the data subject is entitled to obtain: a) the updating and rectification or integration of the data; b) the cancellation, transformation in an anonymous way or the block of the data processed unlawfully.

The data subject has, finally, the right to oppose, in whole or in part, for legal reasons, the processing of their personal data, although pertinent to the purpose of their collection.

For any clarification as well as for the exercise of the afore mentioned rights, you can address to ISTIFID S.p.A., Head Office, with registered office in Viale Jenner no. 51 - 20159 – Milan, Telephone number 02 607981, Fax 02 60798370, e-mail [direzione generale@istifid.it](mailto:direzione generale@istifid.it).

ISTIFID S.p.A.



