

# NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The individuals entitled to take part in and to exercise the right to vote at the Shareholders' Meeting are called to the Ordinary Shareholders' Meeting to be held in single call at "Villa Sandi", via Erizzo no. 105, Crocetta del Montello (Treviso), on 17 April 2013 at 10:00 am, to resolve upon the following

## Agenda

1. Approval of the Statutory Financial Statements as at 31 December 2012; presentation of the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditor's Report; allocation of profits for the year; presentation of the Consolidated Financial Statements as at 31 December 2012; related and consequent resolutions.
  - 1.1. Approval of the Statutory Financial Statements as at 31 December 2012; presentation of the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditor's Report. Presentation of the Consolidated Financial Statements as at 31 December 2012;
  - 1.2. Allocation of profits for the year.
2. Remuneration Report; resolutions related to the first section pursuant to Article 123-ter, para. 6, of Legislative Decree no.58/1998.
3. Appointment of the Board of Directors.
  - 3.1. Determination of the number of members.
  - 3.2. Determination of the term of office.
  - 3.3. Appointment of the members of the Board of Directors. Related and consequent resolutions.
  - 3.4. Appointment of the Chairman of the Board of Directors
  - 3.5. Determination of the overall remuneration due to the Directors including those with special offices.
4. Appointment of the Board of Statutory Auditors.
  - 4.1. Determination of the relevant annual remuneration.
  - 4.2. Appointment of the members of the Board of Statutory Auditors. Related and consequent resolutions.
5. Appointment of the Independent Auditors for the 2013-2021 period and determination of the relevant consideration pursuant to Legislative Decree no. 29/2010. Related and consequent resolutions.

**Information on share capital:** it is pointed out that the Company's share capital is currently equal to Euro 25,920,733.10, subdivided into no. 259,207,331 ordinary shares, of a nominal value of Euro 0.10 (zero point ten) each, that each ordinary share gives the right to one vote at the Shareholders' Meeting, and that the Company does not hold any treasury shares as at today's date. Information on share capital is available on the Company's website [www.geox.com](http://www.geox.com) in the Investor Relations - "2013 Shareholders' Meeting" section.

**Participation in the Shareholders' Meeting:** pursuant to Article 83-sexies of Legislative Decree no. 58/98 as subsequently amended (**Testo Unico della Finanza** or **TUF – Finance Consolidation Act** or **FCA**) and Article 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 10 April 2013 (the "record date"), and who have notified their wish to participate in the Shareholders' Meeting through an approved intermediary, pursuant to the applicable legal and regulatory provisions. The notice must be received by the Company by the end of the third trading day (12 April 2013) prior to the date scheduled for the Shareholders' Meeting. This is without prejudice to the right to participate and vote should the Company receive the notice beyond said terms, but in any case within the start of the works of the Shareholders' Meeting. Those who hold shares only after the record date have no right to participate in and vote at the Shareholders' Meeting.

Pursuant to Article 135-novies of the FCA and of Article 12 of the Articles of Association, the individuals authorised to take part and to exercise the right to vote at the Shareholders' Meeting may be represented through a written proxy, which may also be given through the optional forms available at Geox S.p.A.'s registered offices, Legal and Corporate Affairs Department, in via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV) and on the Company's website [www.geox.com](http://www.geox.com), in the Investor Relations section. 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 offices or by email to the certified email address [societario@pec.geox.com](mailto: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 delegating shareholder, with voting instructions on all or some of the agenda items, on Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario, via Jenner no. 51, 20159 Milan, as the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree no. 58/98, on condition that an original copy of the proxy is received by the same by the end of the second trading day preceding the Shareholders' Meeting, in other words by no later than 15 April 2013. On condition that an original copy of the proxy is sent, the same may be notified electronically to the certified email address [2013assemblea.vv52@istifidpec.it](mailto:2013assemblea.vv52@istifidpec.it).

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 15 April 2013.

The proxy form together with the instructions on how to fill in and send the same, are available at the Company's registered offices and on the Company's website [www.geox.com](http://www.geox.com) in the "2013 Shareholders' Meeting" section.

**Right to ask questions:** pursuant to Article 127-ter of the FCA those with voting rights can ask questions on the agenda items, also before the Shareholders' Meeting by 14 April 2013, 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 to the certified email address [societario@pec.geox.com](mailto: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. These questions will be answered at the latest during the Meeting, while the Company is entitled to provide a joint response to questions having the same content.

**Addition to the Agenda and proposals for resolutions on issues already on the Agenda:** it is recalled that, pursuant to Article 10 of the Articles of Association and to Article 126-bis of the FCA, the Shareholders who, even jointly, represent at least one fortieth of the share capital may request in writing the addition of items on the agenda, indicating in their request the additional items proposed by them, or make proposal for resolutions on issues already on the agenda.

The requests shall be made in writing, signed in original, and delivered at, or sent by registered letter with return receipt to, the Company's registered offices, Legal and Corporate Affairs Department of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), within the tenth day following the publication of this notice (i.e. by 18 March 2013); this is also the date by which it is necessary to submit, with the same procedures, a report on the issues which are to be discussed, completed with the reasons for the resolutions proposed on new issues, or the reason for the additional proposals for resolution on issues already on the agenda. The requests must also contain: (i) the personal data of the requesting shareholder (full name, place and date of birth, or in the case of a body or company, company name and registered offices, and tax code); and (ii) the communication made by the intermediary for the exercise of this right, certifying the registration of the shares, on the date of the request, in the name of the requesting shareholder, or the copy, or references, of the communication made by the intermediary for taking part in the Shareholders' Meeting.

The additions to the agenda or the submission of other proposals for resolution on issues already on the agenda shall be notified in the same way in which this notice is published, at least fifteen days prior to the date scheduled for the Shareholders' Meeting (i.e. by 2 April 2013). The additional proposals for resolution on issues already on the agenda are made available at the same time of the publication of the notice of submission, together with the observations of the Board of Directors, if any.

Moreover, it is pointed out the addition of items on agenda is not admitted for the items on which the Shareholders' Meeting resolves, pursuant to law, upon a proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in Article 125-ter, para. 1, of the FCA.

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**Shareholding required for the presentation of lists:** pursuant to the applicable legislation and the Articles of Association, the appointment of the Board of Directors and of the Board of Statutory Auditors shall take place on the basis of lists presented by the Shareholders, in which the candidates must be indicated with a progressive number. In this regard, reference is entirely made to the provisions respectively laid down in Articles 17 and 22 of the Articles of Association available on [www.geox.com](http://www.geox.com), in the "Articles of Association" section.

In particular, the lists must be lodged at the Company's registered offices at least twenty-five days prior to the date scheduled for the Shareholders' Meeting (therefore, by 23 March 2013), along with the additional documentation required under the law and the applicable legislation, and they shall be made available to the public at the Company's registered offices, on the Company's website and in accordance with the other procedures provided for by the legal and regulatory provisions at least twenty-one days prior to the Shareholders' Meeting (therefore, by 27 March 2013).

Each Shareholder may present or contribute to the presentation of just one list and each candidate can present themselves on just one list, on penalty of ineligibility. Each Shareholder, as well as the Shareholders belonging to the same group (this being understood to be the controlling party, not necessarily corporate, in accordance with Article 93 of the FCA as well as the subsidiaries and associated companies of the same party), or who comply with a shareholders' agreement pursuant to Article 122 of the FCA, cannot present or contribute to the presentation of or voting for – directly, via third parties or financial services companies – more than one list.

The Shareholders entitled to present lists (in consideration of what Consob established with Resolution no. 18452 of 30 January 2013) are those who, acting severally or jointly with other Shareholders, hold overall shares with voting rights representing at least 2.5 % of the share capital carrying the right to vote at the Ordinary Shareholders' Meeting.

Ownership of the aforesaid minimum shareholding requirement necessary to present the lists is calculated taking into account the shares registered in the shareholders' name as at the date when the lists are lodged at the Company's registered offices. In order to prove ownership of the number of shares necessary for presentation of the lists, the Shareholders who present or contribute to the presentation of the lists, must at the same time present and/or send to the Company's registered offices a copy of the relevant certificate issued by a broker authorised by law, at least twenty-one days before the Shareholders' Meeting called to resolve upon the appointment of the members of the Board of Directors and of the Board of Statutory Auditors.

In particular, as regards the **appointment of the Directors**:

- 9 candidates shall be indicated in every list, including at least two candidates in possession of the requirements of independence pursuant to the applicable rules and regulations;
- those who cover more than ten offices as directors or statutory auditors in other companies listed on regulated markets (also abroad), in financial, banking and insurance companies or those of a significant size, cannot be appointed to the office of Director of the Company and, if appointed, fall from office.
- the declarations by means of which the individual candidates accept their candidacy and declare, at their own liability, the inexistence of the reasons for ineligibility and incompatibility envisaged by the law and the Articles of Association, as well as the existence of the requisites which may be laid down by law and by the regulations for the respective offices, must be deposited together with each list. A curriculum vitae will be deposited for each candidate, together with the declarations, regarding the personal and professional characteristics and with the eventual indication of the suitability for qualifying as independent in accordance with current legislation and in observance of the limit on the accumulation of offices described earlier in this report;
- Consob Recommendation no. DEM/9017893 of 26 February 2009 recommends to those Shareholders who present a minority list to lodge, along with the list, a declaration certifying that there are no connections, even indirect, provided for by Article 144-*quinquies* of Consob Regulation no. 19971/1999.

In particular, as regards the **appointment of the Board of Statutory Auditors**:

- every list shall be subdivided into two sections, one related to the Permanent Statutory Auditors and one related to the Alternate Statutory Auditors;
- those who hold the same office in more than five issuers as defined by Article 144-*duodecies*, para. 1, let. D) of Consob Regulation no. 19971/1999 cannot be appointed as statutory auditors;
- the lists must include (i) any information related to the identity of the Shareholders presenting the lists, the percentage of shareholding held, and a certification proving their ownership and (ii) a declaration from the Shareholders who do not hold a controlling or relative majority shareholding, neither on a joint basis, stating that there are no connections as provided for by Article 144-*quinquies* of Consob Regulations no. 19971/1999.
- together with every list, it is necessary to file the declarations with which the single candidates accept their candidacy and certify, under their own responsibility, the inexistence of reasons for ineligibility and of causes of incompatibility provided for by law and by the Articles of Association, including the limit to the accumulation of offices described above. A curriculum vitae will be deposited for each candidate, together with the declarations, regarding the personal and professional characteristics and with the eventual indication of the suitability for qualifying as independent;
- when only one single list is presented within the twenty-five days term, or if only lists from shareholders subject to the connections provided for by Article 144-*quinquies* of Consob Regulation no. 19971/1999 are presented, other lists can be presented up to the third day subsequent to that date. In this case, the minimum investment threshold in the share capital by the shareholders who present the lists is reduced by half.

The lists in relation to which these provisions have not been observed, will not be considered as presented.

**Articles 17 and 22 of the Articles of Association provide that the appointment of a new Board of Directors and Board of Statutory Auditors shall take place in compliance with the rules on the equal representation of women and men under Law no. 120 of 12 July 2011. As this is the first application of said provision, pursuant to said law, the less represented gender shall be entitled to at least one fifth of the appointed directors and statutory auditors. Therefore, it is requested (i) pursuant to Article 17 of the Articles of Association, that, should the Shareholders intend to present a list for the appointment of a new Board of Directors with a minimum of three candidates, such lists shall ensure the presence of both genders, so that the candidates of the less represented gender are at least 1/5 of the total (rounded to the higher unit in the case of a fraction); (ii) pursuant to Article 22 of the Articles of Association, that should the Shareholders intend to present a list for the appointment of a new Board of Statutory Auditors with a number of candidates equal to, or exceeding, three, considering both the section related to the Permanent Statutory Auditors and that related to the Alternate Statutory Auditors – such list shall ensure the presence of both genders, so that the candidates of the less represented gender are at least 1/5 of the total (rounded to the higher unit, in the case of a fraction).**

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**Documentation:** the Board of Directors' reports relating to the items on the agenda and the proposals for resolution contained therein, as well as the documentation related to the items on the agenda, provided for by the applicable legislation, shall be made available to the public at the Company's registered offices and at Borsa Italiana S.p.A. and published on [www.geox.com](http://www.geox.com), in the "2013 Shareholders' Meeting" section, in compliance with the law. The remaining documentation useful for the Shareholders' Meeting will be published in compliance with the law. The Shareholders are entitled to get a copy of the lodged documentation.

In addition, it should be noted that, pursuant to Article 125-*quater* of the FCA, the following documents or information are made available on the company's website [www.geox.com](http://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 the related instructions; and (iii) information on the Company's total share capital, indicating the number and the categories of shares into which it is divided.

**Request for information:** for any additional information related to the Shareholders' Meeting and in particular to the procedures to exercise the relevant rights, it is possible to refer to the Company's website [www.geox.com](http://www.geox.com), Investor Relations - "Meetings" section or write to the following email address: [societario@pec.geox.com](mailto:societario@pec.geox.com).

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This notice of call shall be published on the Company's website [www.geox.com](http://www.geox.com), in the Investor Relations - "2013 Shareholders' Meeting" section, at today's date, and it shall be published in the Italian newspaper "Italia Oggi".

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Messrs Shareholders are kindly asked to arrive reasonably in advance of the time scheduled for the beginning of the Shareholders' Meeting, in order to facilitate registration procedures.

Biadene di Montebelluna (Treviso), 8 March 2013

On behalf of the Board of Directors

The Chairman

Mr Mario Moretti Polegato