

GEOX S.p.A.
Biadene di Montebelluna (TV) – Via Feltrina Centro, 16
Share Capital Euro 25,920,733.10 fully paid up
Fiscal Code and Treviso Companies' Register no. 03348440268

REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE
SHAREHOLDERS' MEETING CALLED FOR APPROVAL OF THE
FINANCIAL STATEMENTS AS AT 31 DECEMBER 2012 (art. 153 of
Italian Legislative Decree no. 58/98)

Dear Shareholders,

during the financial year ended 31 December 2012 we performed the supervisory activity provided for by the law, also taking into account the principles of conduct of the Board of Statutory Auditors recommended by the National Board of Chartered Accountants and Accounting Experts.

In particular, in relation to the activities carried out during the financial year, also in compliance with the provisions issued by CONSOB, with communication no. DEM/1025564 of 6 April 2001, as subsequently amended and integrated by communication no. DEM/3021582 of 4 April 2003 and communication no. DEM/6031329 of 7 April 2006, we report the following:

1. We oversaw compliance with the law and the articles of association.
2. We attended the meetings held by Shareholders, the Board of Directors and Committees within the Board and we received from Directors

periodic information on the general business performance and outlook, as well as the most significant income, financial and equity transactions approved and implemented during the financial year, also through subsidiaries, making sure that they were not manifestly careless, risky, in conflict of interests, in contrast with the shareholders' resolutions and the articles of association or such as to jeopardise the integrity of corporate assets.

3. We did not find any atypical and/or unusual transactions with Group companies, third parties or related parties, as confirmed by the Board of Directors, the independent auditor and the head of internal auditing.
4. We oversaw compliance of the Procedures concerning Transactions with Related Parties— approved by the Company with Board of Directors' resolution on 28 October 2010, following the favourable opinion of the Auditing and Risk Committee (formerly the Internal Control Committee), implementing CONSOB Regulation 17221 of 12 March 2010 as subsequently amended and integrated – with the principles contained in the Regulation as well as the Company's effective compliance with these Procedures. Disclosure provided by the Board of Directors, notably on intragroup and related-party transactions, was deemed suitable. In particular, the latter are considered as connected and pertaining to the achievement of the corporate object and are deemed fair and in line with the Company's interests. In the Report on operations and Note 33 to the Company's financial statements, the Board of Directors provided a detailed description of the transactions, all of an ordinary nature, carried out with subsidiaries and related parties, explaining their income and financial effects and stating that they were characterized by the utmost transparency and were concluded at market conditions.

5. On 21 March 2013, in compliance with art. 14 of Italian Legislative Decree no. 39 dated 27 January 2010, the independent auditor Reconta Ernst & Young S.p.A. issued its reports on the statutory and consolidated financial statements as at 31 December 2012, both containing its opinion without any relevant remark or disclosure request. In detail, the above-mentioned reports state that the statutory and consolidated financial statements as at 31 December 2012 comply with the International Financial Reporting Standards (IFRS) adopted by the European Union and the provisions implementing art. 9 of Italian Legislative Decree no. 38/2005, they are drafted clearly and provide a true and fair presentation of the equity and financial position, the income statement, and the cash flows of the Company and the Group. The independent auditor also believes that the report on operations and disclosure in compliance with paragraph 1, letters c), d), f), l) and m) and paragraph 2, letter b) of art. 123-*bis* of the Italian Legislative Decree no. 58/98 included in the report on corporate governance and shareholding structure are consistent with the Company's statutory financial statements and the Group's consolidated financial statements.
6. During the financial year 2012 no claims pursuant to art. 2408 of the Italian Civil Code or complaints of any kind were made by third parties.
7. In compliance with art. 19, paragraph one, of the Italian Legislative Decree no. 39, as mentioned above, we oversaw the financial disclosure process; the effectiveness of the internal auditing and risk management systems; legal auditing of annual and consolidated accounts and the independence of the independent auditor, in particular as relation to the provision of non-auditing services to the Company.
8. We received from the independent auditor which audits the Company accounts, in compliance with art. 17, paragraph nine of the Italian

Legislative Decree no. 39, as mentioned above, confirmation of its independence as well as communication of the services other than legal auditing provided to the Company by the independent auditor as well as by entities belonging to its network. In particular, as detailed in Annex 2 to the consolidated financial statements, during the financial year 2012 the Company did not assign any further task other than auditing the statutory and consolidated financial statements, the half-yearly report and overseeing that company accounts are properly kept, to Reconta Ernst & Young S.p.A. The Company appointed consultants belonging to the Reconta Ernst & Young S.p.A.'s network to provide tax consultancy services amounting to Euro 96,000. Finally, other companies belonging to the Group appointed consultants cooperating with Reconta Ernst & Young S.p.A. and belonging to its international network, to carry out additional tasks, other than the audit (i.e. tax consultancy services), for Euro 40,000.

As for (i) the independence stated by Reconta Ernst & Young S.p.A. and (ii) the tasks granted to the same and to the companies belonging to its network by the Company and by Group's companies, there are no critical aspects concerning the independence of Reconta Ernst & Young S.p.A.

9. During the financial year we provided the opinions requested by the Board of Statutory Auditors in compliance with the law.
10. During the financial year 2012, 9 Board of Directors' meetings, 13 Executive Committee's meetings, 6 Auditing and Risk Committee's meetings, 3 Remuneration Committee's meetings and 12 Board of Statutory Auditors' meetings were held.
11. We acquired information and oversee, to the extent of our competence, compliance with the principles of correct administration, through direct

examination, gathering information from the heads of company functions and the executive responsible for preparing the company accounting documents, through meetings with representatives of the independent auditor Reconta Ernst & Young S.p.A. also for the purposes of mutual exchange of significant data and information, from which no elements worthy of note emerged. In particular, with regard to the Board of Directors' decision-making processes, we ascertained, also through direct participation in board meetings, compliance with the law and articles of association of the management decisions made by the Directors and we verified that the relevant resolutions were supported by analyses and opinions – carried out in house or, when necessary, by external professionals – with regard, above all, to the economic suitability of the transactions and their subsequent compliance with the Company's interests. Period management results and also all aspects regarding the most significant transactions were carefully analysed and discussed at the Board of Directors' meetings;

12. We acquired information about and supervised, to the extent of our competence, the adequacy of the Company's organisational structure and the way it is run; this also taking into account the organisational restructuring carried out by the Company and currently underway, with the support of a major consultancy company; during the current financial year, the Board of Statutory Auditors shall monitor the expected efficiency and effectiveness.
13. We assessed and oversaw the adequacy of the internal auditing and administrative-accounting systems, and the latter's reliability to correctly represent management operations. This was done through (i) examination of the reports with which the Managing Director and the executive responsible for preparing the company accounting documents

stated the adequacy and actual implementation of administrative accounting procedures, compliance of the accounting documents with IAS/IFRS, correspondence of the documents with the results of registers and accounting entries and their suitability to correctly represent the Company's equity, income and financial position; (ii) examination of the report of the Audit and Risk Committee on the Company's internal auditing system; (iii) obtaining information from those responsible for relevant functions; (iv) examination and analysis of company documents and the results of the work carried out by the independent auditor; (v) participation in the activities of the Auditing and Risk Committee and the manager responsible for internal auditing, with whom we exchanged information about the results of the checks made. No critical situations or facts emerged from the activity carried out which made us believe that the Company's internal auditing system, as a whole, was not adequate.

14. We examined and obtained information on organisational and procedural activities carried out in compliance with Italian Legislative Decree 231/2001 as subsequently amended and integrated, on the administrative liability for offences provided for by such provisions. The Supervisory Body, appointed to supervise the efficacy, observance and updating of the Model for Organisation, Management and Control, reported on the activities carried out during the financial year 2012 and did not find any significant critical aspects, facts or situations which had to be illustrated in this report.
15. During the financial year 2012 we held periodic meetings and exchanges of information with representatives of Reconta Ernst & Young S.p.A., from which no significant critical aspects, facts or situations emerged which had to be illustrated in this report. In

particular, (i) we assessed the audit plan drafted by Reconta Ernst & Young S.p.A. , deeming it adequate for the Group's characteristics and size, and (ii) we supervised the auditing process effectiveness, stating that the same had been carried out in compliance with the audit plan and according to International Standards on Auditing (ISA).

16. On 19 March 2013, the independent auditor issued its own report on the fundamental issues that emerged during the audit and on any significant weakness of the internal auditing system concerning the financial information process, in compliance with art. 19, paragraph three of Italian Legislative Decree 39, mentioned above. In the aforementioned report no significant weaknesses were identified in the internal auditing system concerning the financial information process.
17. We oversaw the implementation of the corporate governance rules provided for by the Code on Corporate Governance adopted by the Company – in compliance with the one promoted by Borsa Italiana S.p.A., issued by the Corporate Governance Committee for listed companies (March 2006 edition, as amended in March 2010 and in December 2011) – according to what indicated in the Report on Corporate Governance drafted by Directors. In particular, we checked, on an annual basis, (i) the correct implementation of the assessment criteria and procedures adopted by the Board of Directors on the independence of its own “non-executive” members, and (ii) compliance of the independence criteria by individual Board members.

Following the amendments made to Consob resolution no. 18049 of 23 December 2011, Directors also drafted the Remuneration Report in compliance with art. 123-ter of Italian Legislative Decree 58/98, approved by the Remuneration Committee on 6 March 2013. In the report Directors illustrated the principles adopted for establishing the

remuneration of members of administrative bodies and of executives with strategic responsibilities. The Report also contains the statement concerning fees paid to members of administrative and auditing bodies and the statement relating to information about the shareholdings held by the same in the company's capital.

18. We assessed and supervised the adequacy of the provisions issued to the subsidiaries. Such provisions allowed the latter to promptly provide the parent company with information necessary for fulfilling the disclosure obligations provided for by the regulations.
19. With reference to the provision of art. 36 of the CONSOB Regulation on Markets, relating to significant subsidiaries established and governed by the law of non-EU countries, we noted that the Group's administrative-accounting and reporting systems allow that the accounting items registered for the purposes of preparing the consolidated financial statements are at the disposal of the public and are suitable for providing the Company's management and auditor, on a regular basis, with the equity, income and financial data necessary for drafting the consolidated financial statements. For these purposes, the information flow towards the central auditor, structured on various corporate control levels, over the whole financial year and used for verifying the Company's annual and interim accounts, is considered to be effective.
20. Through information gathered by the independent auditor Reconta Ernst & Young S.p.A. and by the Company's management, we have ascertained compliance with IAS/IFRS, and also other legislative and regulatory provisions relating to the presentation and structure of the

statutory and consolidated financial statements as at 31 December 2012 and the relevant reports on operations.

With reference to the impairment tests per accounting standard IAS 36, as explicitly indicated in the joint Bank of Italy/Consob/Isvap document no. 4 of 3 March 2010, before approval of the draft financial statements, the Board Members approved the findings of the impairment test and verified its compliance with IAS 36.

During the supervisory activity, as described above, no omissions, objectionable events or irregularities emerged to be reported to the relevant external control and supervisory bodies or to be mentioned in this report.

On the basis of the above, the Board of Statutory Auditors, to the extent of its responsibility, cannot find any reasons to prevent approval of the financial statements for the financial year ending 31 December 2012 with a Euro 16,444 thousand net profit for the year and the Board of Directors' dividend distribution proposal, also in consideration of the available equity reserves.

The Board of Directors' and Board of Statutory Auditors' term of office ends with the approval of these financial statements . The Reconta Ernst & Young S.p.A.' appointment to perform the audit also expires. The Board therefore invites the Shareholders to make new appointments.

Milan, 22 March 2013

THE BOARD OF STATUTORY AUDITORS

Fabrizio Colombo

Francesco Mariotto

Francesca Meneghel