



Courtesy translation

GEOX S.P.A. GENERAL SHAREHOLDERS' MEETING

**PROPOSAL TO INCREASE THE NUMBER OF DIRECTORS FROM 10 TO 11 PURSUANT TO
ART. 17 OF THE ARTICLES OF ASSOCIATION AND SUBSEQUENT APPOINTMENT AS
DIRECTOR:**

CANDIDATE FOR THE APPOINTMENT AS DIRECTOR

Via certified email

I the undersigned shareholder of GEOX S.p.A., owner of the ordinary shares representing the capital share percentage as indicated on the side of each name, accounting for the indicated percentage of the share capital:

Shares	Number of shares	% of the share capital
LIR S.r.l. Registered Office: Via Feltrina Sud, 6 – 31044 Montebelluna (TV) Administrative Offices: Piazza San Vito, 36/A – 31100 Treviso (TV) VAT – Tax payer's code. Business Register TV 12777730156	184,297,500	71.1004%
Total	184,297,500	71.1004%

As for point 4. (proposal to increase the number of directors from 10 to 11 pursuant to art. 17 of the Articles of Association and subsequent appointment as director) in the agenda of the General Meeting called in Crocetta del Montello (TV), via Erizzo 105, at Villa Sandi, at 10.00 am, on 17 April 2018 in single call,

presents

the following **candidate** for **appointment** as **director** of Geox S.p.A.:

No.	Surname	Name	Date and place of birth
1.	LIBRALESSO	LIVIO	- OMISSIS -

This proposal herein includes:

- ☐ Specific information on the identity of the members who have applied as candidates and communication issued by the intermediary where the shares are lodged.



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- ☐ Comprehensive report on the personal and professional characteristics of the candidate (*curriculum vitae*), duly signed.
- ☐ Statement of the candidate accepting the application and attesting – under his own responsibility – that there are no reasons for ineligibility or disqualification, and that he has the requirements (including those of independence pursuant to the existing law) provided for by the law in force and by the Articles of Association to be appointed as company Director, as well as respecting the limit for the number of offices to be held as indicated in the Articles of Association.
- ☐ Copy of a valid identification card.

* * * * *

Should GEOX S.p.A. request to contact the persons in charge for this application, please contact Mr Alessandro Frigerio tel. +39 0422 511820, fax Fax +39 0422 511890, email Lirfinsrl@legalmail.it

Montebelluna (TV), __ April 2018.

Signature of the Shareholders

**Comunicazione ex artt. 23/24
del Provvedimento Banca d'Italia/Consob del 22 febbraio 2008 modificato il 24 dicembre 2010**

1. Intermediario che effettua la comunicazione

ABI ☐ CAB ☐
denominazione INTESA SANPAOLO PRIVATE BANKING S.p.A.

2. Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT) ☐
denominazione _____

3. data della richiesta

4. data di invio della comunicazione

5. n.ro progressivo annuo

6. n.ro progressivo della comunicazione che si intende rettificare/revocare (*)

7. causale della rettifica (*)

8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

9. titolare degli strumenti finanziari:

cognome o denominazione LIR S.R.L.
nome _____
codice fiscale
comune di nascita _____ provincia di nascita
data di nascita nazionalità _____
indirizzo VIA FELTRINA SUD,6
città 31044 MONTEBELLUNA (TV) Stato ITALIA

10. strumenti finanziari oggetto di comunicazione:

ISIN

denominazione GEOX SPA

11. quantità strumenti finanziari oggetto di comunicazione:

12. vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura ☐ data di: ☐ costituzione ☐ modifica ☐ estinzione ☐

13. data di riferimento


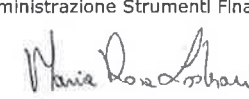
14. termine di efficacia

15. diritto esercitabile

16. note

CERTIFICAZIONE PER LA PRESENTAZIONE DELLA CANDIDATURA PER LA NOMINA DI UN AMMINISTRATORE DEL CONSIGLIO DI AMMINISTRAZIONE DI GEOX SPA

Intesa Sanpaolo Group Services Scpa
per procura di INTESA SANPAOLO PRIVATE BANKING S.p.A.
Ufficio Anagrafe ed Amministrazione Strumenti Finanziari

SELF-EXECUTED CERTIFICATE AND SELF-EXECUTED AFFIDAVIT

PURSUANT TO ARTICLES 46 AND 47 OF THE DECREE OF THE PRESIDENT OF
THE ITALIAN REPUBLIC 28.12.2000 No. 445

I, the undersigned LIVIO LIBRALESSO,

born In **OMISSIS** on **OMISSIS**, tax payer's code **OMISSIS**

- With regard to the proposal to increase the number of Directors from 10 to 11 according to article 17 of the Articles of Association, and the subsequent appointment as Director to be set in the Agenda of the General Shareholders' Meeting of GEOX S.p.A., called for 17 April 2018 with a single call, have been nominated as candidate for the shareholder LIR S.r.l.;
- I am aware of the requirements set by the law in force regarding the role of Director for GEOX S.p.A., a public limited company whose shares can be negotiated at the Electronic Stock market organized and managed by Borsa Italiana S.p.A., the Italian stock exchange;

Now and therefore,

I, the undersigned, informed of the penal liability under Article 76 of the Presidential Decree 445 dated 2000, in case of false documents and false statements therein, under my own responsibility,

DECLARE

- to accept to be a candidate and the subsequent possible appointment as Director of GEOX S.p.A.
- that there are no reasons against my appointment or reasons for ineligibility or disqualification; moreover I declare to have the adequate requirements - as per the laws in force - to take the above-mentioned office and, in particular, to meet the integrity criteria pursuant to art. 147-*quinquies* of the Law Decree dated 24 February 1998, no. 58 and art. 2 of the Law Decree dated 30 March 2000, no. 162;
- to comply with the indications provided by Geox S.p.A. Board of Directors regarding the number of Administration and Control offices held in other listed companies;
- that I will be able to dedicate the necessary time to my office as GEOX S.p.A. director to duly and efficiently perform my tasks.
- to promptly inform GEOX S.p.A. and its Board of Directors about any variations related to this statement and to supply, upon request by GEOX S.p.A. all the necessary documents to attest that the information provided is true;
- to acknowledge, pursuant to and for the effects of art. 13 of the Law Decree dated 30 June 2003 no. 196, that the personal data collected will be processed by the Company, also by electronic means, exclusively within the scope of the procedure for which this statement is made.

(Place and date)

In witness thereof,
[Signed]

ANNEX
RELEVANT PROVISIONS

Causes of ineligibility and forfeiture

Art. 2382 of the Italian Civil Code

Interdicted and banned persons, disqualified persons, bankrupt persons or those persons who have been sentenced to a penalty entailing a ban, even temporary, from public office or the inability to exercise managerial functions cannot be appointed as directors, and if appointed, forfeit their office.

Integrity requirements

Art. 2, par. 1, Law Decree dated 30 March 2000, no. 162

The following persons cannot be appointed as Director:

- a) those who are subjected to precautionary measures imposed by the court under the law dated 27 December 1956 or Law 575 of 31 May 1965 and subsequent amendments and supplements, except for the effects of rehabilitation;
- b) those who have been convicted by a final judgment, except for the effects of rehabilitation:
 - 1. to a prison sentence for one of the offenses under the rules governing the banking, finance, securities, insurance activities, as well as insurance activities and financial and market instruments, taxes and payment instruments.
 - 2. to a prison sentence for criminal offense under Title XI of Book V of the Civil Code and in the Royal decree dated 16 March 1942 no. 267;
 - 3. to a prison sentence for a period not less than 6 months for an offense against the Public Administration, public trust, heritage, public order and public economy.
 - 4. to a prison sentence for a period not less than one year for a crime without criminal intent.

Those who - upon request of the parties – are subject to one of the penalties provided for in par. 1, letter b), cannot be appointed as director unless they have completely extinguished the penalty for the crime.

Curriculum vitae
Livio Libralesso

Livio Libralesso (born in 1965) is the General Manager for the Administration, Finance, Control (CFO), with the extension of responsibility to Real Estate Development, Legal and Corporate Affairs and IT departments of the Geox Group. Prior to joining Geox in 2001, he was an auditor at one of the leading companies in the industry and held management positions in listed multinational companies such as Safilo and Benetton.

Livio Libralesso is an Auditor registered with the Registry of Auditors maintained by the Ministry of Justice and holds a degree in Economics and Business from the University of Venice.

Current positions
held

<u>company</u>	<u>Position</u>
LIVIO LIBRALESSO	
Geox S.p.A.	General Manager of Administration, Finance, Control, Corporate Legal & It
Geox S.p.A.	Manager in charge of preparing corporate accounting documents
XLOG S.r.l.	Board member
Geox Retail S.r.l.	Board member
Geox Retail S.r.l. – Austrian Branch	Permanent Representative
Geox Retail S.r.l. – German Branch	Permanent Representative
Geox Retail S.r.l. – Succursale en France	Permanent Representative
Geox Retail S.r.l. – Sucursal en España	Permanent Representative
Geox Retail S.r.l. – UK Branch	Permanent Representative
Geox Asia Pacific Limited	Board member
DONGGUAN TECHNIC FOOTWEAR APPAREL DESIGN LIMITED	Board member
GEOX TRADING (SHANGHAI) LIMITED	Board member
GEOX MACAU Limited	Board member (Chairman)
Geox Japan KK	Board member
Geox Canada Inc.	Board member
S & A Retail, Inc.	Board member (Vice-President)
S & A Distribution, Inc.	Board member (Vice-President)
Geox Holland B.V.	Board member
Geox Holland B.V. Belgian branch	Legal rappresentative
Geox Holland B.V. Luxembourg branch	Legal rappresentative
Geox AT GmbH	Director
Geox Deutschland GmbH	Managing director + Advisory Board member
Geox France Sarl	Cogérant
GEOX HELLAS S.A.	Board member (Chairman e Managing Director)
Geox Portugal Sociedade Unipessoal Lda	Director
Geox Respira SL	Board member (Presidente)
Geox UK Ltd	Board member (Chairman)
Geox Suisse S.A.	Board member (Chairman)
GEOX TURKEY AYAKKABI VE GIYIM TİCARET ANONİM ŞİRKETİ	Board member (Chairman)
Geox Rus LLC	Board member (Chairman)
Geox Poland	Board member (President)
Geox Retail Slovakia S.r.o.	Board member
Technic Development d.o.o. Vranje	Director