

GEOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting  
held on 16<sup>th</sup> April 2019 (with a single call)

A total of 152 Shareholders took part in the Shareholders' Meeting in person or by proxy for 206,771,300 ordinary shares equal to 79.770622% of the ordinary share capital.

SUMMARY REPORT ON THE VOTING ON THE SHAREHOLDERS' MEETING AGENDA ITEMS

**ORDINARY SESSION:**

1. Approval of the Financial Statements as of 31 December 2018; presentation of: Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2018. Resolutions concerning the result of the year.
  - 1.1. Approval of the Financial Statements as of 31 December 2018; presentation of: Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2018.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	146	205,107,814	99.195495	99.195495	79.128863
Against	0	0	0.000000	0.000000	0.000000
Abstained	2	233,486	0.112920	0.112920	0.090077
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

1.2. Allocation of the result for the year.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	147	205,132,300	99.207337	99.207337	79.138310
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

2. Report on Remuneration; resolutions concerning the first section, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	10	184,696,354	89.323980	89.323980	71.254294
Against	137	20,435,946	9.883357	9.883357	7.884015
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

3. Appointment of the Board of Directors.

3.1. Determination of the number of members;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	147	205,132,300	99.207337	99.207337	79.138310
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

3.2. Determination of the term of office;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	145	205,114,743	99.198846	99.198846	79.131536
Against	2	17,557	0.008491	0.008491	0.006773
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

3.3. Appointment of the members of the Board of Directors;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LIST NO. 1 (*)	3	184,305,525	89.134965	89.134965	71.103516
LIST NO. 2 (**)	147	22,448,218	10.856544	10.856544	8.660333
Against	2	17,557	0.008491	0.008491	0.006773
Abstained	0	0	0.000000	0.000000	0.000000
Did not vote	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

\* List submitted by the majority shareholder, Lir S.r.l.

\*\* List submitted by minority shareholders , together owning a total of 2.65% of the subscribed and paid-in share capital of Geox S.p.A.: Anima SGR S.p.A., which manages the following funds: Anima Iniziativa Italia, Anima Crescita Italia and Gestielle Pro Italia; Fideuram Asset Management (Ireland) - Fonditalia Equity Italy; Fideuram Investimenti S.G.R., which manages the following funds: Fideuram Italia, PIR Piano Azioni Italia, PIR Piano Bilanciato Italia 50 and PIR Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi SGR S.p.A., which manages the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia and Mediolanum International Funds Limited - Challenge Funds — Challenge Italian Equity.

List of the candidates who were elected as members of the Board of Directors

Name	Independent(*)
Mario Moretti Polegato	
Enrico Moretti Polegato	
Matteo Carlo Maria Mascazzini	
Claudia Baggio	
Lara Livolsi	X
Alessandro Antonio Giusti	
Francesca Meneghel	X
Livio Libralesso	
Ernesto Albanese	X
Alessandra Pavolini	X

(\*Indicated as independent pursuant to applicable legal provisions and the Corporate Governance Code)

3.4. Appointment of the Chairman of the Board of Directors;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	3	184,305,525	89.134965	89.134965	71.103516
Against	127	14,361,622	6.945655	6.945655	5.540593
Abstained	16	1,674,153	0.809664	0.809664	0.645874
Did not vote	6	6,430,000	3.109716	3.109716	2.480640
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

Dott. Mario Moretti Polegato was appointed Chairman of the Board of Directors.

3.5. Determination of the remuneration payable to the Board Directors, including those entrusted with special assignments.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	10	185,225,435	89.579857	89.579857	71.458409
Against	132	18,811,108	9.097543	9.097543	7.257167
Abstained	6	1,304,757	0.631015	0.631015	0.503364
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

4. Appointment of the Board of Statutory Auditors.

4.1. Determination of the remuneration payable to the Board of Statutory Auditors;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	99	198,949,050	96.216956	96.216956	76.752864
Against	43	5,087,493	2.460444	2.460444	1.962712
Abstained	6	1,304,757	0.631015	0.631015	0.503364
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

4.2. Appointment of the members of the Board of Statutory Auditors;

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LIST NO. 1 (*)	3	184,305,525	89.134965	89.134965	71.103516
LIST NO. 2 (**)	147	22,448,218	10.856544	10.856544	8.660333
Against	2	17,557	0.008491	0.008491	0.006773
Abstained	0	0	0.000000	0.000000	0.000000
Did not vote	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

\* List submitted by the majority shareholder, Lir S.r.l.

\*\* List submitted by minority shareholders, together owning a total of 2.65% of the subscribed and paid-in share capital of Geox S.p.A.: Anima SGR S.p.A., which manages the following funds: Anima Iniziativa Italia, Anima Crescita Italia and Gestielle Pro Italia; Fideuram Asset Management (Ireland) - Fonditalia Equity Italy; Fideuram Investimenti S.G.R., which manages the following funds: Fideuram Italia, PIR Piano Azioni Italia, PIR Piano Bilanciato Italia 50 and PIR Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi SGR S.p.A., which manages the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia and Mediolanum International Funds Limited - Challenge Funds — Challenge Italian Equity.

List of the candidates who were elected as members of the Board of Statutory Auditors

Name	Role
Sonia Ferrero	Chair
Francesco Gianni	Statutory Auditor
Fabrizio Colombo	Statutory Auditor
Giulia Massari	Substitute Statutory Auditor
Filippo Antonio Vittore Caravati	Substitute Statutory Auditor

5. Approval pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998 of a new incentive plan based on financial instruments “Stock Grant Plan 2019-2021” about the granting for free of ordinary shares of the Company to the recipients of the plan; related and ensuing resolutions.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	58	194,334,795	93.985381	93.985381	74.972723
Against	89	10,797,505	5.221955	5.221955	4.165586
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

6. Set up of a specific income provision, bound to a free share capital increase, for the purpose of backing one or more stock grant plans; related and ensuing resolutions.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	58	194,334,795	93.985381	93.985381	74.972723
Against	89	10,797,505	5.221955	5.221955	4.165586
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

7. Authorisation for the purchase and placement of own shares. Related and ensuing resolutions.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	75	200,677,165	97.052717	97.052717	77.419556
Against	72	4,455,135	2.154620	2.154620	1.718753
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

#### EXTRAORDINARY SESSION:

1. Revocation of the capital increase against payment resolution aimed at the implementation of the stock option plans approved by the Shareholders' Meeting of 18 December 2008; subsequent amendments to art. 5 of the Articles of Association.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	147	205,132,300	99.207337	99.207337	79.138310
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

2. Addition of the Article of Association provision regarding free capital increase pursuant to art. 2349 of the Italian Civil Code; subsequent amendments to art. 7 of the Articles of Association.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	72	195,703,509	94.647327	94.647327	75.500762
Against	75	9,428,791	4.560010	4.560010	3.637548
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>

3. Free capital increase pursuant to art. 2349, paragraph 1 of the Italian Civil Code, in indivisible form, up to a maximum nominal amount of Euro 1,200,000 corresponding to a maximum number of 12,000,000 ordinary shares of the Company, with a nominal value of Euro 0.10 each, for the purpose of backing one or more stock grant plans, including, inter alia, the Stock Grant Plan 2019-2021, through the use of a specific income provision, as resolved on by the Ordinary Shareholders' Meeting under point 6 of the Agenda of the ordinary session; granting of powers to the Board of Directors related to the issuing of new shares of the Company, following amendments to art. 5 of the Articles of Association.

	<b>NO. SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
For	27	189,576,588	91.684188	91.684188	73.137047
Against	120	15,555,712	7.523149	7.523149	6.001262
Abstained	1	209,000	0.101078	0.101078	0.080630
Did not vote	4	1,430,000	0.691585	0.691585	0.551682
<b>Total</b>	<b>152</b>	<b>206,771,300</b>	<b>100.000000</b>	<b>100.000000</b>	<b>79.770622</b>