

GEOX

INFORMATION DOCUMENT ON THE INCENTIVE PLAN CALLED “2021-2023 EQUITY (Stock Grant) & CASH-BASED PLAN”

(drawn up in accordance with art. 84-bis of Consob Regulation no. 11971/1999 as subsequently amended)

This information document (hereinafter the “**Information Document**”) refers to the 2021-2023 Equity (Stock Grant) & Cash-Based plan (hereinafter “**2021-2023 Equity (Stock Grant) & Cash-Based Plan**” or “**2021-2023 Plan**” or “**Plan**”) that the Board of Directors (hereinafter “**BoD**”) of Geox S.p.A. (hereinafter “**Geox**” or the “**Company**”) held on 15 March 2021 decided to submit for approval to the next Shareholders’ Meeting convened in single call for 22 April 2021, drawn up in accordance with art. 84-bis of Consob Regulation no. 11971/1999 as subsequently amended (hereinafter “**Issuers’ Regulations**”).

On the date of this Information Document, the proposal for the adoption of the 2021-2023 Plan has not yet been adopted by Geox Shareholders’ Meeting.

Therefore (i) this Information Document is drafted exclusively on the basis of the contents of the proposal for the adoption of the 2021-2023 Equity (Stock Grant) & Cash-Based Plan as approved by the Company’s Board of Directors on 15 March 2021, on the proposal of the Appointments and Remuneration Committee dated 12 March 2021; (ii) every reference to the 2021-2023 Equity (Stock Grant) & Cash-Based Plan contained in this Information Document shall be deemed to refer to the proposal for the adoption of the 2021-2023 Equity (Stock Grant) & Cash-Based Plan.

On 15 March 2021, the Board of Directors of the Company resolved to convene an Ordinary Shareholders’ Meeting to submit approval of the Plan concerning, inter alia, the free allocation, of up to 7,696,626 Company shares (so-called “Equity Quota”). On that date, the Board of Directors approved the structure of the Plan with effect subject to the approval of the Plan by the ordinary Shareholders’ Meeting.

Shares to service the Plan shall be made available, at the discretion of the Board of Directors, in accordance to the applicable laws: (i) based on the free share capital increase in accordance with article 2349, paragraph 1, of the Italian Civil Code approved by the Shareholders’ Meeting on 16 April 2019 for the purposes of the stock grant plans, to be executed through the use of a revenue reserve bound by said share capital increase (hereinafter the “**Share Capital Increase**”) and/or (ii) by using any share purchased on the market and/or other shares held by the Company, following authorisation by the ordinary Shareholders’ Meeting to the purchase and sale of treasury shares in accordance with and for the purposes of articles 2357 et seq. of the Italian Civil Code.

On 15 March 2021 the Company’s Board of Directors resolved to call an Extraordinary Shareholders’ Meeting to submit the proposal to amend the Capital Increase resolution aimed at extending the terms of the Capital Increase, for the purpose of adjusting it to the duration of the Plan.

DEFINITIONS

Throughout this Information Document, the following definitions are used.

“Shares”	Means Geox ordinary shares with regular dividend with a nominal value of 0.10 (zero point ten) Euro each, listed on the MTA.
“Recipients”	Means the Chief Executive Officer, Executives with Strategic Responsibilities, and the Executives and Key People as identified by the Board of Directors, having consulted the Appointment and Remuneration Committee, on the proposal of the Chief Executive Officer.

GEOX

<p>“Service Condition”</p>	<p>Means the condition referred to in points (i) and (ii) of paragraph 4.8.1, number 1, that has to be fulfilled before disbursement of the “Equity Quota”. Even if Performance Targets and Financial/Equity Targets are not achieved, the Service Condition as at 31 December 2023 gives the Recipient the right to the allocation of 30% of the Equity Quota.</p>
<p>“Appointment and Remuneration Committee”</p>	<p>Means the Committee established by the Company, implementing the recommendations contained in the Code of Conduct of Borsa Italiana S.p.A.</p>
<p>“Rights”</p>	<p>Means the rights that are the subject of the Plan, freely conferred and not transferable inter vivos, each of which confers the right to the allotment, on a free basis, of no. 1 Share for each conferred Right.</p>
<p>“EBIT 2022”</p>	<p>“Earnings before interests and taxes”: means profits before taxes and before the Group’s financial income, as resulting from the consolidated financial statements for the financial year ending 31 December 2022.</p>
<p>“EBITDA”</p>	<p>“Earnings before interests, taxes depreciation and amortisation”: means profits before taxes, financial income, amortisation, depreciation and impairment.</p>
<p>“Geox” or the “Company”</p>	<p>Means Geox S.p.A., with registered office in Biadene di Montebelluna (TV), Via Feltrina Centro, 16, registered in the Companies’ Register of Treviso with no. 03348440268, Tax Code and VAT No. 03348440268.</p>
<p>“Geox Group” or “Group”</p>	<p>Means Geox and its direct or indirect subsidiary companies in accordance with art. 2359, first paragraph, number 1), of the Italian civil code.</p>
<p>“Key People”</p>	<p>Means executives and employees of Geox and its Subsidiary Companies having key roles and organisational functions within the Geox Group.</p>
<p>“Performance Targets”</p>	<p>Means targets that shall be reached, fully or in part, for allocating a percentage between 23% and 70% of the “Equity Portion” to each Recipient, after verifying their level of achievement and after consulting the Appointment and Remuneration Committee.</p>

GEOX

<p>“Financial/Equity Targets”</p>	<p>Means, in case of failure to reach both Performance Targets or of the 2023 EBITDA Performance Target, the targets necessary for allocating a percentage equal to 20% of the Equity Quota to each Recipient, after verifying their level of achievement and after consulting the Appointment and Remuneration Committee.</p> <p>“Financial/Equity Targets” are defined as follows:</p> <ul style="list-style-type: none"> a) 2023 net profits > 0 b) Reduction in the Group’s net financial position at 31 December 2023 compared to the Group’s net financial position recorded at 31 December 2020 c) Compliance with the covenants on the net financial position compared to the net assets contained in the Group’s loan agreements in place as at 15 March 2021.
<p>“Overachievement”</p>	<p>Means achieving 120% of the 2023 EBITDA Target, which is connected to the disbursement of the Cash Portion.</p>
<p>“2021-2023 Plan” or “Plan”</p>	<p>Means the “2021-2023 Equity (Stock Grant) & Cash-Based Plan” which shall be subject to the approval by the Company’s Ordinary Shareholders’ Meeting in accordance with art. 114-bis of the TUF called for 22 April 2021.</p>
<p>“Reference Period”</p>	<p>Means each financial year ending 31 December 2021, 31 December 2022 and 31 December 2022.</p>
<p>“Equity Quota”</p>	<p>Means the number of shares granted to each Recipient to the achievement of the Service Condition and of the Performance Targets or of the Financial/Equity Targets.</p>
<p>“Cash Portion”</p>	<p>Means the monetary component, gross of income taxes and social security contributions, awarded to each Recipient when Overachievement occurs.</p>
<p>“Subsidiary Companies”</p>	<p>The Company’s subsidiary companies in accordance with art. 2359, first paragraph, of the Italian Civil Code.</p>
<p>“2023 EBITDA Target”</p>	<p>Means the Group’s EBITDA relating to the financial year ending 31 December 2023 as defined in the 2021-2024 business plan, approved by the Board of Directors on 15 March 2021.</p>

GEOX

“2023 Net Profit”	Means profit after income taxes and after the Group’s financial income relating to the financial year ending 31 December 2023, as resulting from the consolidated financial statements for the financial year ending 31 December 2023 in compliance with IFRS16.
--------------------------	--

1. 1. RECIPIENTS

The 2021-2023 Plan is addressed to the Chief Executive Officer, to the Executives with Strategic Responsibilities, and to the Executives and Key People as identified by the Geox Shareholders’ Meeting after approval of the 2021-2023 Plan.

The Recipients of the rights shall be identified at the discretion of the Board of Directors, on the proposal of the Chief Executive Officer, after consulting the Appointment and Remuneration Committee.

It is to be noted that the 2021-2023 Plan qualifies as “of particular relevance” in accordance to art. 114-bis, paragraph 3, of the TUF and to art. 84-bis, paragraph 2, of the Issuers’ Regulations.

1.1 Names of the recipients members of the Board of Directors or of the financial instruments issuer’s management board, of the issuer’s parent companies and of companies directly or indirectly controlled by the issuer

The 2021-2023 Plan is addressed, among others, to the Chief Executive Officer, Mr Libralesso.

The 2021-2023 Plan is also addressed to other Recipients among the Executives with Strategic Responsibilities, Executives and Key People.

1.2 Categories of employees or associate workers of the issuer of the financial instruments and of the companies controlling or controlled by the issuer

In addition to what is mentioned in point 1.1 above, Executives with Strategic Responsibilities, Executives and Key People are included among the Recipients of the 2021-2023 Plan.

1.3 Names of the Recipients of the plan belonging to the groups described in point 1.3, letters a), b) and c) of Annex 3A, Schedule 7 of the Issuers’ Regulations

The 2021-2023 Plan provides that the Recipients shall be identified by the BoD, having consulted the Appointment and Remuneration Committee, on the proposal of the Chief Executive Officer.

The names of the Recipients that may be included in the groups described in point 1.3, letters a), b), c) of Annex 3A, Schedule 7, of the Issuers’ Regulations shall be subsequently provided according to the procedures described in art. 84-bis, paragraph 5, of the Issuers’ Regulations.

1.4 Description and number of the Recipients of the plan separated by the categories described in point 1.4, letters a), b) and c) of Annex 3A, Schedule 7 of the Issuers’ Regulations

The 2021-2023 Plan provides that the Recipients shall be identified by the BoD, having consulted the Appointment and Remuneration Committee, on the proposal of the Chief Executive Officer.

Other information provided for by paragraph 1 of Schedule 7 of Annex 3A of the Issuers’ Regulations, shall be provided according to the procedures described in art. 84-bis, paragraph 5, of the Issuers’ Regulations.



2. REASONS BEHIND THE APPROVAL OF THE 2021-2023 PLAN

2.1 Objectives to be achieved through the assignment of the 2021-2023 Plan

Through the implementation of the 2021-2023 Plan, Geox intends to promote and pursue the following objectives:

- involve and incentivise the Recipients whose activities are deemed to be of fundamental importance for the achievement of the Group's objectives;
- foster the loyalty of the Recipients, encouraging them to stay within the Group;
- share and align the interests of the Recipients with those of the Company and the shareholders in the medium to long term, acknowledging the contribution made by the management in increasing the Company's value.

2.1.1 More detailed information on the relevant plans as defined by art. 84-bis, paragraph 2, of the Issuers' Regulation

The reasons and criteria on which the Company shall determine the ratio between the assignment of the number of Rights to be allotted to each Recipient and other components of the total remuneration are meant primarily to facilitate encouragement and loyalty as described in the above paragraph 2.1. For these purposes, the BoD shall evaluate, at its discretion, the strategic importance of each Recipient taking into consideration his/her position in the corporate structure and the relevance of his/her role based on creation of additional value.

The 2021-2023 Plan develops across a medium-long term period (2021-2022-2023). In particular, this period has been considered as the most appropriate in order to meet the encouragement and loyalty objectives pursued by the 2021-2023 Plan.

The three-year reference period of the 2021-2023 Plan has been established to meet the service, performance, financial/equity targets in the 2022 and 2023 financial years, partially identified as medium-long term corporate objectives by the business plan approved by the Board of Directors on 15 March 2021.

2.2 Key variables, also in the form of performance indicators, considered for the assignment of the 2021-2023 Plan

The assignment of the Equity Quota and disbursement of the Cash Portion to the Recipients pursues the objectives described in the above paragraph 2.1.

Assignment of the Equity Quota to the Recipients is subject to compliance to the Service Condition and to the achievement of the Performance Targets or of the Financial/Equity Targets provided for by the 2021-2023 Plan Regulations.

Disbursement of the Cash Portion is also subject to the attainment of the Overachievement.

In particular:

- a) the Equity Quota shall be allocated as follows:
 - a. in part (30%) upon compliance with the service condition;
 - b. in part (i) upon compliance with the Service Condition and the achievement of the "Performance Targets" in whole or in part (23%-70%), or (ii) failing the achievement of both Performance Targets or only the 2023 EBITDA Performance Target, upon compliance with the Service Condition and the achievement of the "Financial/Equity Targets";
- b) The "Cash Portion" will be disbursed in accordance with the Service Condition and only where the Overachievement is reached.

Allocation of the Equity Quota and disbursement of the Cash Portion will take place with effect from the date of communication to the Recipient by the Company, following the audit carried out on the basis of the data of the financial statements for the financial year ended 31 December 2023.

On 15 March 2021, Geox Board of Directors approved the business plan scenario for the period 2021-2024, which identifies the 2023 EBITDA Target to which one of the Performance Targets is linked.

GEOX

In particular, the number of shares to be allocated, represented by the Equity Quota, is shown in the following tables:

Shares linked to compliance with the Service Condition only

31 December	Shares to be allocated
2021	10% of rights
2022	10% of rights
2023	10% of rights

These Shares shall be allotted only if the Recipient is currently employed or in a directorship position on the date of approval, by the BoD, of the consolidated financial statements ending 31 December 2023 as indicated in paragraph 4.8., number 1, points (i) and (ii) and following. If the employment or directorship position ceases before said date, no Shares shall be allotted to the Recipient and the Rights shall be considered as expired.

Shares linked to the Performance Targets and compliance with the Service Condition

Achievement	Shares to be allocated
EBIT 2022 >0	23% of rights
2023 EBITDA Target	23% of rights
EBIT 2022 >0 + 2023 EBITDA Target	46% of rights +24% supplementary rights

Shares linked to the Financial/Equity Targets (*) and compliance with the Service Condition

Achievement	Shares to be allocated
<ul style="list-style-type: none">2023 net profits > 0Reduction in the Group's net financial position at 31/12/2023 compared to the Group's net financial position recorded at 31/12/2020Compliance with the covenants on the net financial position compared to the net assets contained in the Group's loan agreements in place as at 15 March 2021	20% of rights

(*) NB: the Financial/Equity Targets are alternative to the EBITDA 2023 Performance Target

With regard to the Cash Portion, the amount to be paid is determined in accordance with the following table:

GEOX

Cash Portion amount

Achievement	Cash component to be allocated
Overachievement	20% of the Equity Quota value at the date of allocation of rights

2.2.1. More detailed information on the relevant plans as defined by art. 84-bis, paragraph 2, of the Issuers' Regulation

Please refer to the above Paragraph 2.2.

2.3. Factors involved in determining the amount of compensation based upon financial instruments, or the criteria used for its determination

The criteria for the attribution of the Rights and the number of Shares to be allotted to each Recipient shall be proposed to the BoD by the Appointment and Remuneration Committee.

The number of Shares to be allotted to each Recipient shall be established at the discretion of the BoD, evaluating the strategic importance of each Recipient, taking into consideration his/her position in the corporate structure and the relevance of his/her role based on creation of additional value and the fairness of the proposed criteria for the assignment. The extent of the incentives attributed for each component of the 2021-2023 Plan shall be determined also taking into account the gross annual earnings of the Recipient, as well as the individual development potential.

Rights shall be attributed to the Recipients by the Board of Directors, having consulted the Appointment and Remuneration Committee.

In case of partial attribution of Rights, the remaining rights may be attributed to all or to certain Recipients whose Rights have already been attributed, or to other Recipients, provided however that said attribution of Rights shall be made by 31 December 2022.

The Cash Portion component shall be determined based on the value of the Equity Quota at the date of attribution of the Rights.

2.3.1. More detailed information on the relevant plans as defined by art. 84-bis, paragraph 2, of the Issuers' Regulation

The number of Rights to be assigned and the amounts to be disbursed to each Recipient shall be defined considering the factors described in Paragraph 2.3 above, based on the Service Condition, Performance Targets and, in case of failure to achieve these objectives, of the Financial/Equity Targets.

2.4. Reasons for adopting compensation plans based on financial instruments not issued by the Issuer

Not applicable.

2.5. Assessments concerning significant tax and accounting implications that influenced the definition of the Plan

There were no significant tax and accounting implications that influenced the definition of the Plan.

2.6. Potential support to the Plan from the "Fondo speciale per l'incentivazione della partecipazione dei lavoratori nelle imprese" (Special Fund for the encouragement of worker participation in firms), pursuant to Article 4, paragraph 112 of Italian Law no. 350 of 24



December 2003

The Plan does not receive support from the Special Fund for the encouragement of worker participation in firms, pursuant to Italian Law no. 350 of 24 December 2003.

3. APPROVAL PROCESS AND ALLOCATION TIMING OF INSTRUMENTS

3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for implementation of the plan

On 15 March 2021, on the proposal of the Appointment and Remuneration Committee of 12 March 2021, the Board of Directors resolved to submit for approval to the Shareholders' Meeting the 2021-2023 Equity (Stock Grant) & Cash-Based Plan, which envisages the allocation of the Rights to receive a maximum number of 7,696,626 shares to the Recipients of the Plan itself.

In addition to approving the 2021-2023 Plan, the Shareholders' Meeting will also be called upon to grant the Board of Directors all powers necessary or appropriate to implement the Plan, in particular (but not limited to) all powers to approve the regulation, indicate the Recipients and determine the number of Rights to be granted and the amount to be paid to each of them, allocate the Shares and the payment of the cash component to the Recipients, as well as to perform any act, fulfil any requirement, formality or make any disclosure that is necessary or appropriate for the implementation and/or management of the 2021-2023 Plan.

3.2 Indication of the persons in charge of managing the plan and their role and powers

The BoD shall be responsible for the execution of the 2021-2023 Plan. The Board will be designated by the Shareholders' Meeting to manage and implement the 2021-2023 Plan.

The Plan will provide that the BoD shall have all powers necessary or appropriate to execute the 2021-2023 Plan, and, in particular, all powers to identify the Recipients and determine the number of Rights to be granted and the amounts to be paid to each of them, allocate the Shares to the Recipients, and to perform any act, fulfil any requirement, formality, or make any disclosure that is necessary or appropriate for the implementation and/or management of the Plan. The BoD shall also be entitled to delegate its powers, duties, and responsibilities concerning the execution and application of the Plan to the Chief Executive Officer and/or to one or more standing Directors of the Company, acting together or severally, with the understanding that the Board of Directors shall be exclusively responsible for making any decision relating and/or pertaining to the granting of the Rights to the Chief Executive Officer (as well as any other decision relating and/or pertaining to the management and/or implementation of the plan with respect to the latter).

Pursuant to the Code of Conduct of Borsa Italiana S.p.A., the Appointment and Remuneration Committee holds consultancy and proposal-making functions in relation to the implementation of the Plan,

3.3. Existing procedures for the revision of the Plan including in respect of any modification to the basic objectives

In case of events that are not specifically regulated by the Plan, such as extraordinary transactions, including but not limited to:

- free share capital increase;
- paid share capital increase against payment by issuing Shares, shares of a category other than Shares, stock warrants, convertible or non-convertible bonds with warrants;
- grouping or splitting of Shares;
- Company mergers and demergers;
- allocation of assets held in the Company's portfolio to Shareholders;
- share capital reduction;
- extraordinary dividend distributions from the Company's reserves;

GEOX

- amendments to laws or regulations or other events that may affect the Rights, the Shares, the Performance Targets as well as the Financial/Equity Targets, the Geox Group or the Plan.

the Board of Directors shall be entitled to make any amendments and additions to the Plan that it deems necessary or appropriate. Such amendments and additions may concern, without limitation, the number of Rights, the number of Shares, the conditions underlying the allotment of the Shares and the disbursement of cash components and the amount thereof.

Without prejudice to the foregoing, upon the occurrence of extraordinary events that materially affect the significance and consistency of the objectives, the Board of Directors may, at its sole discretion, consider whether to make certain adjustments to the Service Condition, the Performance Targets and, in the event of failure to achieve the latter, the Financial/Equity Targets so as to hold the Recipients harmless if such extraordinary events occur. It is understood that extraordinary events shall not include phenomena linked to market trends.

In the event of a direct or indirect change of control of the Company or of delisting, the Board of Directors shall establish the terms and conditions for the early exercise of all or part of the Rights, after obtaining the opinion of the Appointment and Remuneration Committee. "Control" shall have the meaning assigned in Article 2359, paragraph 1, number 1 and 2 of the Italian Civil Code. For the purposes of the above, the Board of Directors shall consider the provisions set forth in the Regulation, as appropriate.

3.4 Description of the methods for determining the availability and allocation of the financial instruments underlying the plans.

The maximum number of Rights to be granted to the Recipients for the implementation of the 2021-2023 Plan is 7,696,626 Shares.

The maximum amount for the disbursement of cash components of the Cash Portion is € 1,320,000 gross.

The 2021-2023 Plan will be implemented through the allocation, free of charge, of rights to receive newly issued Geox ordinary shares resulting from the paid capital increase approved by the Extraordinary Shareholders' Meeting called for 16 April 2019 to service the Stock Grant Plans. On 15 March 2021 the Company's Board of Directors resolved to call an Extraordinary Shareholders' Meeting to submit the proposal to amend the Capital Increase resolution aimed at extending the terms of the Capital Increase, for the purpose of adjusting it to the duration of the Plan.

The rights of the Recipients may be satisfied, as determined by the Board of Directors at its discretion, also through the allocation of treasury shares that may be purchased and/or held by Geox.

3.5 The role of each Director in determining the characteristics of the aforementioned plans; existence of any situations of conflicts of interest involving the Directors concerned

The characteristics of the 2021-2023 Plan to be submitted for the approval of the Shareholders' Meeting pursuant to Article 114-bis of the TUF, were defined on 15 March 2021 by the Board of Directors, with the abstention of the Chief Executive Officer.

The resolutions of the Board of Directors were taken on the proposal of the Appointment and Remuneration Committee.

3.6 Date of the decision made by the body responsible for proposing the approval of the plans to the Shareholders' Meeting and any proposal of the Appointment and Remuneration Committee, pursuant to the provisions of Article 84-bis, paragraph 1

On the proposal of the Appointment and Remuneration Committee of 12 March 2021, on 15 March 2021, the Board of Directors resolved to propose the adoption of the 2021-2023 Plan to the Shareholders' Meeting.

On 15 March 2021 the Board of Directors approved the structure of the Plan with effect subject to the approval of the Plan itself by the Ordinary Shareholders' Meeting.

3.7 Date of the decision made by the body responsible for the allocation of instruments and the

GEOX

proposal to the aforementioned body by the Appointment and Remuneration Committee, pursuant to the provisions of Article 84-bis, paragraph 5, letter a)

If the Plan is approved by the Shareholders' Meeting, the Board of Directors will meet thereafter to resolve on the implementation of the Plan.

The information required to the latter regarding article 84-bis, paragraph 5 of the Issuers' Regulations is not currently available and will be provided in accordance with current legislation.

3.8. The market price, recorded on those dates, for the financial instruments on which the plans are based, if traded on regulated markets

On 12 March 2021 (the date of the meeting of the Appointment and Remuneration Committee that examined the Plan to be proposed) the market price of the Shares recorded on the MTA was Euro 0.82.

As of 15 March 2021 (the date of the resolution of the Board of Directors to propose the adoption of the Plan to the Ordinary Shareholders' Meeting of the Company), the market price of the Shares recorded on the MTA was Euro 0.84.

3.9 The terms and procedures the Issuer considers for the timing of the assignment of the instruments in implementation of plans based on financial instruments traded on regulated markets, in the event of overlapping between: (i) said assignment or any decisions made in this regard by the Appointment and Remuneration Committee, and (ii) the disclosure of any relevant information pursuant to Article 114, paragraph 1; for example, if such information: a. has not already been publicly disclosed and is able to positively influence the market prices, or b. has been disclosed and is able to negatively influence market prices.

The procedure for the allocation of rights is carried out in full compliance with the disclosure obligations incumbent upon the Company, to ensure transparency and equality of information to the market, and the Company's internal procedures.

It should be noted that no safeguards were required since the Shares will only be granted at the end of the Reference Period and are subject to the fulfilment of the Service Condition and the achievement of the Performance Targets or, if the latter are not met, the Financial/Equity Targets. Consequently, any disclosure of inside information at the time of the allocation of the Rights would have no impact on the Recipients who, at that time, cannot transact using the Shares, as the Shares will be allocated and delivered subsequently to the allocation of the Rights.

4. CHARACTERISTICS OF THE ALLOCATED INSTRUMENTS

4.1. Description of the forms based on which the 2021-2023 Plan is structured

The 2021-2023 Plan provides for the free allocation to the Recipients of Rights to receive Shares, free-of-charge, subject to the fulfilment of the Service Condition, as well as the achievement of Performance Targets or, in case of failure to achieve both Performance Targets or achievement of only the 2023 EBITDA Target Performance Target, the Financial/Equity Targets.

The rights are personal, are allocated free of charge, and can in no case be transferred, except for *mortis causa*, nor can they be pledged as collateral nor, more generally, be the subject of agreements of any kind, including derivative contracts.

The maximum number of Shares to be allocated to the Recipients is 7,696,626.

The 2021-2023 Plan also provides for the disbursement of cash components, subject to the attainment of the Overachievement.

4.2. Period of actual implementation of the Plan including reference to any different cycles envisaged

The Plan does not provide for specific cycles of rights allocation. The rights may be assigned until 31 December

GEOX

2022.

The allocation of Shares to the Recipients is subject to the fulfilment of the Service Condition, as well as the achievement of Performance Targets or, in case of failure to achieve both Performance Targets or achievement of only the 2023 EBITDA Target Performance Target, the Financial/Equity Targets. On the other hand, disbursement of the cash components is subject to the attainment of the Overachievement.

At the meeting in which the Company's Board of Directors approves the Geox Group's draft consolidated financial statements for the financial year 2023, the Board of Directors shall also verify compliance with the Service Condition, as well as the achievement of the Performance Targets or, in case of failure to achieve both Performance Targets or achievement of only the 2023 EBITDA Target Performance Target, the Financial/Equity Targets and, based on the outcome of this verification, it shall define the number of Shares due as well as the amount of any cash components to be paid to each Recipient. Following the approval of the consolidated financial statements of the Geox Group, the Shares shall be assigned within 5 calendar days of the aforesaid approval and each Recipient shall receive a written notice indicating the number of Shares assigned.

The allocated Shares will be transferred, free of charge, to a securities deposit account in the name of each Recipient held with a trust company acting on behalf of the Company. Shares subject to the restrictions on transfer may only be transferred to another credit institution or trust company only at the end of the Lock Up Period (as defined below).

Any payment of cash component will be made within the month following the date the consolidated financial statements of the Geox Group are approved.

Unless otherwise determined by the Board of Directors, if the Performance Targets, the Financial/Equity Targets and/or the Service Conditions are not met, the Rights shall be immediately and automatically extinguished, without the Recipient being entitled to any indemnification or compensation whatsoever.

4.3 Duration of the plan

Please refer to Section 4.2 above.

4.4 The maximum number of financial instruments, including in the form of options, granted in each fiscal year to specifically named individuals or specific categories of individuals

The 2021-2023 Plan provides for the free allocation of a maximum total of 7,696,626 shares.

4.5. Procedures and clauses for the implementation of the 2021-2023 Plan, specifying whether the actual allocation of the instruments is subject to the fulfilment of conditions or the achievement of certain results, including performance results

The criteria for the allocation of the Rights (Equity Quota) and the payment of the cash component (Cash Portion) to be allotted to each Recipient shall be proposed to the BoD by the Appointment and Remuneration Committee. The Equity Quota and the Cash Portion shall be established at the discretion of the BoD, evaluating the strategic importance of each Recipient, taking into consideration his/her position in the corporate structure and the relevance of his/her role based on creation of additional value and the fairness of the proposed criteria for the assignment.

The Recipients shall receive the Equity Quota subject to the fulfilment of the Service Condition, as well as the achievement of Performance Targets or, in case of failure to achieve both Performance Targets or achievement of only the 2023 EBITDA Target Performance Target, the Financial/Equity Targets. The payment of the Cash Portion is subject to the fulfilment of the Service Condition and the attainment of the Overachievement.

On 15 March 2021, Geox Board of Directors approved the business plan scenario for the period 2021-2024, which identifies the 2023 a EBITDA Target to which one of the Performance Targets is linked.

In particular, the number of shares to be allocated, represented by the Equity Quota, is shown in the following tables:

GEOX

Shares linked to compliance with the Service Condition only

31 December	Shares to be allocated
2021	10% of rights
2022	10% of rights
2023	10% of rights

These Shares shall be allotted only if the Recipient is currently employed or in a directorship position on the date of approval, by the BoD, of the consolidated financial statements ending 31 December 2023. If the employment or directorship position ceases before said date, no Shares shall be allotted to the Recipient and the Rights shall be considered as expired.

Shares linked to the Performance Targets and compliance with the Service Condition

Achievement	Shares to be allocated
EBIT 2022 >0	23% of rights
2023 EBITDA Target	23% of rights
EBIT 2022 >0 + 2023 EBITDA Target	46% of rights +24% supplementary rights

Shares linked to the Financial/Equity Targets (*) and compliance with the Service Condition

Achievement	Shares to be allocated
<ul style="list-style-type: none"> 2023 net profits > 0 Reduction in the Group's net financial position at 31/12/2023 compared to the Group's net financial position recorded at 31/12/2020 Compliance with the covenants on the net financial position compared to the net assets contained in the Group's [Geox] loan agreements in place as at 15 March 2021 	20% of rights

(*) NB: the Financial/Equity Targets are alternative to the EBITDA 2023 Performance Target

With regard to the Cash Portion, the amount to be paid is determined in accordance with the following table:

Cash Portion amount

Achievement	Cash component to be allocated
Overachievement	20% of the Equity Quota value at the date of allocation of rights

4.6 Indication of any restrictions on the availability of the instruments granted or on the instruments resulting from the exercise of the options, especially with regard to the time limit by which the subsequent transfer to the same company or to third parties is permitted or prohibited

GEOX

The rights are personal, are allocated free of charge, and can in no case be transferred, except for *mortis causa*, nor can they be pledged as collateral nor, more generally, be the subject of agreements of any kind, including derivative contracts.

50% of the shares allocated to each Recipient of the Equity Quota linked solely to the Performance Targets is non-transferable and, therefore, may not be transferred for a period of 12 months from the allocation date ("**Lock Up Period**"). The remaining 50% of the shares, on the other hand, may be freely sold, without any restriction, starting from the allocation date.

Should a Recipient transfer all or part of the Shares subject to a non-transferability restriction during the Lock Up Period, he/she will be obliged to pay to the Company a penalty equal to 30% of the value of the Shares at the date of the transfer. The Board of Directors may, at its full discretion, decide not to demand payment of that penalty.

4.7 Description of any termination clauses in relation to the allocation of the plans in the event that the Recipients pursue hedging transactions that allow them to neutralise any prohibitions on the sale of the financial instruments allocated to them, including in the form of options, or the sale of the financial instruments resulting from the exercise of such options

Not applicable, as no termination clauses apply in the event that a Recipient carries out hedging transactions.

4.8 Description of the effects of termination of employment

Below are the terms and conditions that will govern the relationship between Geox and the Recipient upon the occurrence of certain events.

1) Termination of employment

In addition to the achievement of the Performance Targets or the Financial/Equity Targets, the right to the allotment of the Shares is subject to the condition that, on the date the Board of Directors of the Company approves the draft consolidated financial statements for the year ending 31 December 2023:

- (i) the employee is in office and is not in the statutory period of notice following dismissal for just cause, an objective or subjective reason or following consensual termination or voluntary resignation even in the absence of just cause;
- (ii) the Chief Executive Officer (a) is in office and, with reference to the employment relationship, (b) is not in the statutory period of notice following dismissal for just cause, an objective or subjective reason or following consensual termination or voluntary resignation even in the absence of just cause

(each of the conditions set out in (i) and (ii) above, constitute a "**Service Condition**").

If a Recipient is not compliant with the Service Condition, he/she will irrevocably and definitively forfeit the right to receive the Shares, the Rights of which will therefore automatically expire and be deprived of any effect and, therefore, the Company will be released from any obligation or liability towards that Recipient in relation to the Plan.

The Rights granted to a Recipient who has forfeited, in whole or in part, the right to exercise them may be reassigned to the person who will replace the Recipient.

Subject to the opinion of the Appointment and Remuneration Committee, the Board of Directors may, at its full discretion, allocate all or part of the Shares to the Recipients, even if the Service Condition is not fulfilled.

2) Unpaid Leave of Absence

A Recipient who has taken an unpaid leave of absence and resumes work in accordance with the agreement governing the leave of absence, shall be entitled to receive a number of Shares that will be pro-rated on the basis of the period(s) of active employment, thus excluding the period(s) during which the Recipient took the unpaid leave of absence.

3) Retirement or old-age pensions

GEOX

Upon termination of the employment relationship due to fulfilment of the conditions for retirement, a Recipient shall be entitled to receive a number of Shares that are proportional to: (i) the date of the assignment letter (as the start date) and (ii) the end of the fiscal year preceding the date of termination of the employment relationship of the Recipient (as the end date). It is understood that in this case, the achievement of the Performance Targets or of the Financial/Equity Targets shall occur in relation to each Reference Period between the start and end dates and that the Shares shall be transferred to the Recipient in advance. Residual Rights shall be deemed to have been definitively extinguished.

4) Invalidity pension scheme

Upon termination of the employment relationship due to assignment of an invalidity pension scheme, a Recipient shall be entitled to receive a number of Shares that are proportional to: (i) the date of the assignment letter (as the start date) and (ii) the date of termination of the employment relationship of the Recipient (as the end date). It is understood that in this case, the Shares shall be assigned regardless of the Performance Targets or of the Financial/Equity Targets being achieved and the Shares shall be transferred to the Recipient in advance. Residual Rights shall be deemed to have been definitively extinguished.

5) Death of the Beneficiary

In case of death of the Recipient, his/her heirs will be entitled to receive a number of Shares calculated on a pro-rated basis for the period between: (i) the date of the assignment letter (as the start date) and (ii) the end of the fiscal year preceding the date of death (as the end date). It is understood that in this case, the achievement of the Profitability Targets or of the Financial/Equity Targets shall occur in relation to each Reference Period between the start and end dates, as defined in this paragraph, and the Shares shall be transferred to the Recipient's heirs in advance. Residual Rights shall be deemed to have been definitively extinguished.

4.9 Other reasons that may result in plans being cancelled

Without prejudice to the preceding paragraphs, no other cause for cancellation of the 2021-2023 Plan is envisaged.

4.10 Reasons underlying any provision regarding the "redemption" by the company of the financial instruments covered by the plans, pursuant to Articles 2357 et seq. of the Italian Civil Code; the Recipients of the redemption, indicating whether it is intended only for particular categories of employees; the effects of termination of employment on said redemption

The 2021-2023 Plan does not include any clause pursuant to which the Company would redeem the shares.

4.11 Any loans or other incentives intended to be granted for the purchase of shares pursuant to Article 2358 of the Italian Civil Code

No loans or other incentives are envisaged for the purchase of the Shares as the shares are granted free of charge.

4.12 Indication of valuations of the expected expense for the company at the date of the relevant assignment, as determined on the basis of terms and conditions already defined, by total amount and in relation to each plan instrument

The expected expense for the Company consists of the fair value of the Shares to service the Plan and will be exactly determined on the date the Rights are granted. Information on the overall cost of the Plan will be provided in accordance with the procedures set out in Article 84-bis, paragraph 5, letter a) of the Issuers' Regulations.

4.13 Indication of any dilutive effects on capital caused by the incentive plans

The maximum number of shares serving the 2021-2023 Plan (equal to 7,696,626) will represent a percentage equal to approximately 2.97% of the Company's current share capital (divided into 259,207,331 ordinary shares) as subsequently increased.



4.14 Any limits on the exercise of voting rights and the allocation of property rights

No limits are attached to the exercise of equity and voting rights in relation to the Shares to be granted under the 2021-2023 Plan.

4.15 If the shares are not traded on regulated markets, any information useful for an accurate assessment of the value attributable to them.

Not applicable as the Shares are listed on the MTA.

4.16– 4.23

Not applicable.

4.24 Share-based compensation plans

Other information Table I provided for by paragraph 4.24 of Schedule 7 of Annex 3A of the Issuers' Regulations, shall be provided according to the procedures described in art. 84-bis, paragraph 5, of the Issuers' Regulations.