

GEOX

**DIVERSITY POLICY
FOR THE COMPOSITION OF ADMINISTRATION,
MANAGEMENT AND CONTROL BODIES**

Adopted by the Board of Directors on November 8, 2017

GEOX S.p.A.
www.geox.biz

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1. INTRODUCTION AND REGULATORY FRAMEWORK

This document (hereinafter the “**Policy**” or the “**Directives**”) describes the policy adopted by Geox S.p.A. (hereinafter also “**Geox**” or the “**Company**”) on diversity, to be applied for the composition of administration, management and control bodies.

The Policy was drawn up considering Italian and European regulations in force at the time of writing, more specifically the following regulatory references:

- Directive 2014/95/EU, with specific reference to article 1, point 2) which amended article 20 of directive 2013/34/EU, adding the letter g);
- Legislative Decree 254/2016, implementing Directive 2014/95/EU, with special reference to article 3, first paragraph, letter d);
- the Communication from the Commission of 26.6.2017 related to guidelines on non-financial reporting;
- the Green Paper of the European Commission of 5.4.2011 “The EU corporate governance framework”;
- the Self-Regulatory Code of Conduct of listed companies that the Company adheres to (“**Self-Regulatory Code**”).

2. POLICY OBJECTIVES AND AREA OF APPLICATION

The Policy fits into those internal rules and regulations applied by the Company to adopt and maintain an efficient governance structure, and in corporate bodies.

The Policy applies to Geox and its subsidiaries (hereinafter collectively the “**Geox Group**” or the “**Group**”) to guarantee the good functioning of the Group’s corporate bodies regulating composition and establishing that their members hold personal and professional requirements for the highest level of diversity and competence.

Since 2013, amongst other things, **Geox** has guaranteed compliance with current legislation on gender balance in the composition of corporate bodies.

Pursuing the goal to ensure adequate diversification in the composition of corporate bodies contributes, by adding different competences, experience and personal characteristics, to giving those bodies greater independence of judgement and dialogue capacities, increasing their ability to react fast to regulatory, structural and operational changes.

Furthermore, that diversification can contribute to making more effective strategic choices. Also referred to risk management, and in all cases requiring a fast, informed administration and control body decision-making process that is the most objective possible.

The Policy also constitutes implementation of corporate social responsibility, respecting the individual dignity promoted by articles 3 and 41 of the Italian Constitution to the extent that inclusion, integration and non-discrimination, adding value to diversity, can contribute to removing the economic and social obstacles to individual freedom in applying the fundamental principle of equality.

Adopting the Policy, where third parties acknowledge its value and contribution, creates, externally, a competitive advantage for the company and, internally, for all employees. As it contributes to creating a positive, inclusive, stimulating working environment, it enables the reduction of so-called “minority stress” (that is stress suffered by parties belonging to a minority) and a general improvement in productivity.

3. FACTORS CONTRIBUTING TO THE DIVERSITY OF CORPORATE BODIES

Diversity is a strong point as it enables the creation of administrative and control bodies with different values, points of view, competences and ideas that can favour and enrich debate and mitigate the so-called “groupthink” risk (flattening out towards a sort of indiscriminate “collective thinking”), thus potentially improving decision quality.

Enhancing differences in the make-up of corporate bodies, like the presence of men and women, acknowledging the importance of different experiences in matters of leadership and coming from geographically different locations are effective ways of preventing “group mentality” and enabling the birth of new ideas.

The diversity aspects considered by the Company when making-up the Group’s administrative and control bodies also concern:

3.1. Gender diversity

As Geox has already experimented, gender diversity is a particularly important element related to both groupthink dynamics and the different way in which men and women exercise leadership.

When forming its corporate bodies, the Company ensures gender balance as established by law 120/2011, incorporated in art. 16 of its Articles of Association.

3.2. Professional diversity

The Company considers that diversifying the contributions of different professional types in the make-up of its corporate and Group bodies is indispensable for a more effective working environment, also for the sake of greater understanding and suitable appreciation of aspects such as the complexity of international markets, financial goals and the impact its activity has on the different stakeholders, including employees. For that purpose, the Company ensures that the composition of Group corporate bodies guarantees contribution of financial competences and, in sectors important for the Company itself and the Group, of international experience, experience in leadership, risk management, planning and implementing company strategies.

3.3. Geographical diversity

As a company operating in an international context, Geox considers the different geographical origins of the members of the Group's administrative and control bodies a fundamental factor to grant those bodies better knowledge of the specific aspects of the different markets it operates in.

Group Companies therefore take into account the goals in this Policy when selecting candidates. By circulating the Policy and documents such as the Corporate Governance Report, they make useful indications when presenting the corporate body member lists.

This is so that each member of the Group's administrative and control bodies has the specific competences needed to perform the assignment related to the position held. In any case, the Company guarantees that each member of said bodies can dedicate the time needed to perform the activities of the body belonged to and ensures their participation in board meetings.

4. HOW THE POLICY IS IMPLEMENTED

The Company guarantees that the methods used to appoint members of Group company corporate bodies ensure procedure transparency as well as a balanced composition of the bodies in question, taking the diversity criteria indicated in point 3 of the Policy into account.

The **Appointment and Remuneration Committee** (the "**Committee**") of the Company formulates opinions on the size and make-up of the administrative body of Geox, considering the diversity objectives reported in this Policy in the make-up of that body.

Moreover, the Committee makes recommendations on professional figures whose presence on the Board is deemed useful and/or appropriate.

For that purpose, the Committee performs the following activities:

4.1. Assessment of the administrative body needs

Every year the Committee assesses the activities carried out by the Company's administrative body to identify the current and future needs of Geox related to the balance of competences and protecting and enhancing the Board of Directors' (hereinafter also "BOD") composition diversity. Those assessments are conducted to improve the efficiency and competences of the Company's administrative body.

4.2. Recommendations in view of the renewal of appointments

When a renewal of the Company's administrative body is planned, the Committee will point out the critical issues that emerged following the above-mentioned Board of Directors composition assessment, simultaneously identifying the main elements to be considered to guarantee respect of diversities and Policy objectives.

4.3. Assessment of candidates

After the lists have been presented, the Committee expresses an opinion on director candidates specifying whether those lists comply with the recommendations mentioned in the previous point and whether Policy criteria and principles have been respected.

When exercising the activities set forth in the previous points, it is understood that the Committee must consider the current legislation and regulations on gender balance in the composition of the administrative body and the independence requirements established by law and the Self-Regulatory Code.

With reference to the composition of the control body, the Company Committee and competent Group company bodies check that the members of that body are appointed by the shareholders' meeting in compliance with professional requisites established by the law and the mandatory legal and regulatory gender balance provisions in force.

Candidates are selected pursuant to the aforesaid Policy provisions. In particular, maximum attention is paid to respecting specific, measurable objectives set each time by the Committee referred to:

(i) ***gender diversity***: both genders must be represented continuously, with a maximum difference permitted of 2/3 the most represented gender and 1/3 the less represented one;

(ii) *professional diversity*: in particular, the Board of Directors must include directors from different professions, who have developed skills and acquired different qualifications as set forth in this Policy;

(iii) *geographical diversity*: though not establishing a specific obligation to include a certain number of directors from specific geographical areas in the Board, when choosing candidates it is felt that this parameter should be carefully assessed, considering that the Group has international presence and operations.

The Committee monitors compliance with this Policy and considers all aspects containing diversity indicators promoted by the Policy itself with specific, but not sole, reference to the ones described above.

Principles related to boosting the diversity requirement that must lie behind BOD composition are reported in the annual Corporate Governance Report issued by the Company for each financial year, which specifically refers to this Policy.

5. ADOPTION AND AMENDMENTS

The Policy is adopted and amended by the Board of Directors of the Company without prejudice to the fact that delegated bodies may directly update the Policy and make purely formal amendments, or amendments connected to future binding regulatory provisions.