

REMUNERATION REPORT

Approved by the Board of Directors held on 2 March 2017

The Report is published in the “Governance” section of the Company’s Website
(www.geox.biz)



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Geox S.p.A.

Registered office in Montebelluna (province of Treviso), via Feltrina Centro 16

Share capital Euro 25,920,733.1 - fully paid up

Tax code and registration number in the Treviso Companies Register 03348440268

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INTRODUCTION

The Remuneration Report (the "Report") was drafted by Geox S.p.A. ("**Geox**" or "**Company**") in compliance with what is provided for by Article 123-ter of Legislative Decree 58/1998 as amended ("TUF") [Consolidated finance Law] and by Article 84-quater and Annex 3A, Table 7-bis of CONSOB Regulation 11971/1999 ("Issuer Regulation") as amended and includes:

- in Section I, a description of the 2017 Remuneration Policy for the members of the board of directors (the "**Directors**"), for the General Manager for the Administration, Finance, Control and for the Executives with strategic responsibilities (the "**Strategic Executives**") of the Company and of the companies it controls pursuant to sec. 2359 of the Italian Civil Code and art. 93 of the FCA (the "**Policy**"), and of the procedures used for the adoption and the implementation of said Policy.
- - In Section II, there is a report on remuneration paid during the 2016 Financial Year.

In addition, the Report includes:

- (i) pursuant to Article 84-quater par. 4 of the Issuer Regulation, in specific charts, the data related to the interests held in Geox Spa by the members of the board of directors and auditors, by the General Manager for the Administration, Finance, Control and by the executives with strategic responsibilities
- (ii) pursuant to Article 84-bis par. 5 of the Issuer Regulation, the data related to the financial instruments allotted to implement the plans approved pursuant to Article 114-bis of the TUF.

This Policy was set out independently by Geox without using criteria adopted by other companies as a reference.

Geox shall adopt the Code of Conduct drawn up by the Committee for the Corporate Governance of Listed Companies as issued by Borsa Italiana S.p.A..

SECTION I – 2017 REMUNERATION POLICY

I. GOVERNANCE

I.1. BODIES AND PARTIES INVOLVED

The definition of the Policy is the result of a process that involves Human Resources and Organisation Management, the Appointment and Remuneration Committee, the CEO, the Board of Directors and the Company Shareholders' Meeting.

The corporate governance of the remuneration policies provides that:

- **The Shareholders' Meeting of the Company**¹ shall resolve, by way of a purely consultation vote, in favour or against Section I of the Report
- **The Board of Directors** shall examine and approve the Remuneration Policy and Report (pursuant to sec. 123-ter of the TUF) to be submitted every year to the Shareholders' Meeting by providing the latter with adequate feedback
- **The Appointment and Remuneration Committee:**
 - shall submit to the Board of Directors², every year, a proposal related to the Remuneration Policy of the Company
 - shall assess on a regular basis the adequacy, overall consistency, and actual application of the Remuneration Policy
- **The CEO** shall validate the contents of the Company's Remuneration Policy and submit it to the Appointment and Remuneration Committee

As regards the relevant company departments:

- **The Human Resources and Organisation Management:**
 - shall draw up a Remuneration Policy plan³ and submit it to the CEO
 - shall implement the Remuneration Policy for every single department/employee with reference to the Strategic Executives on the basis of principles of meritocracy
- **The Legal and Corporate Affairs Department** shall make a prior assessment of compliance of the Remuneration Policy in order to verify the consistency with the objectives of compliance with the rules, the bylaws and the Code of Ethics

I.2. APPOINTMENT AND REMUNERATION COMMITTEE

The Appointment and Remuneration Committee, established by the Board of Directors, shall be composed by 3 non-executive directors, 2 of whom shall be independent.

The Appointment and Remuneration Committee members have been selected from a group of persons who possess the necessary expertise concerning the peculiarities of their assignments. Specifically, they were chosen from a group of qualified individuals, expert in legal, accounting or tax issues, with specific skills in inspection, advisory, financial activities as well as in remuneration policies. For the most part, they have the requisites of autonomy and independence set out in the Code of Conduct drafted by the Corporate Governance Committee of Listed Companies promoted by Borsa Italiana S.p.A..

As on the date of this Report, the Appointment and Remuneration Committee shall be composed by:

- Lara Livolsi (Chairman of the Committee), Independent director
- Ernesto Albanese, Independent director

¹ The Shareholders' Meeting of the Company, called for the approval of the annual financial statements pursuant to sec. 2364, par. 2 of the Italian Civil Code

² By no later than during the meeting of the Board of Directors resolving upon the call of the Shareholders' Meeting asked to approve the annual financial statements and express an opinion on Section I of the Report

³ The Human Resources and Organisation Management shall avail themselves of the support of independent contractors from among the major consultancy firms specialising in Executive Compensation services.

- Alessandro Antonio Giusti, Director

From 1st January 2016 to 19 April 2016 (date in which the new Board of Directors was appointed), the Remuneration Committee was composed of the following Directors:

- Lara Livolsi (Chairman of the Committee), Independent director
- Fabrizio Colombo, Independent director
- Alessandro Antonio Giusti, Director

MAIN DUTIES

- Setting out proposals to the Board of Directors for the remuneration of the CEOs and of other Directors who hold particular offices, by monitoring the implementation of the decisions made by the Board of Directors and, upon indication of the Managing Directors, for the determination of the remuneration criteria applied to the Company's top executives, capable of attracting and motivating persons with appropriate levels of experience
- Periodically assessing the criteria adopted for the remuneration of strategic executives, through monitoring their application on the basis of the information given by managing directors and providing the Board with general, pertinent recommendations
- Making proposals regarding any stock option plans in favour of Directors, employees and associates
- Setting out proposals to the Board of Directors on performance objectives as concerns the CEO's annual monetary incentive (MBO)
- Providing opinions on remuneration or on any other connected or pertinent issues from time to time submitted by the Board of Directors.

OPERATIONAL PROCEDURES

The Appointment and Remuneration Committee shall meet whenever necessary to carry out its own functions, when convened by at least one member, and upon request of the Chairman of the Board of Statutory Auditors, in any form, even by telephone or web, normally at least eight days prior to the date set for the meeting, or, in urgent cases, at least three days prior to that date. The Appointment and Remuneration Committee shall be validly established with the majority of members in office present and shall resolve with an absolute majority of those voting. Any member of the Appointment and Remuneration Committee must abstain from voting if s/he should find himself or herself in conflict of interest concerning a specific item on the agenda.

PERFORMED AND PLANNED ACTIVITIES

During financial year 2016, the Appointment and Remuneration Committee met 7 times: 3 times during the part of financial year until the appointment of the new Board of Directors, which took place on 19 April 2016, and 4 times in the remaining part of the 2016 financial year, to discuss several topics on the Policy contained in the Remuneration Report approved by the Board of Directors on 25 February 2016. The main items discussed are the following:

- one-off premium in favour of the Strategic Executives and for the CEO for the efforts made during 2015 as well as to encourage the implementation of the 2016-2018 strategic plan.
- definition of the targets for the variable short-term remuneration (MBO) in 2016 of the CEO and for the Executives with Strategic Responsibilities.

In this particular instance, the principle of close correlation between the company performance and the variable monetary component has been strengthened, in order to evaluate the targets and the individual performance of the CEO and the Strategic Executives, for the purpose of awarding a monetary bonus, exclusively if the Company achieves company performance targets that are higher than a certain threshold gross of the bonuses.

Analysis of the individual targets set for the CEO and for the Strategic Executives.

- Definition of the targets for the medium to long-term variable remuneration (LTI) for 2016-2018.
In order to favour the retention and the incentives of the management, as well as the increase in the Company's value and the spread of a value creation culture, Geox approved an incentive plan (Stock Option Plan) for the 2016-2018 three-year period, as detailed below in the specific section 3.2.2.
- Appointment of a Strategic Executive, as well as definition of roles and functions of other Strategic Executives, following certain changes occurred in the company structure.
- Allocation of the fixed remuneration for the directors, including those tasked with particular duties following the appointment of the new Board of Directors on 19 April 2016.
- Supplementing the fixed remuneration of the CEO, due to accounting adjustments.

- Supplementing the remuneration of an Executive with Strategic Responsibilities following his appointment as General Manager for the Administration, Finance, Control.

All of the members of the Appointment and Remuneration Committee attended the meetings held in 2016. These lasted an average of one hour and were documented with minutes. A similar number of meetings is expected to be held this financial year.

Whilst carrying out its functions, the Committee was able to access the information and the corporate departments necessary for the performance of its tasks, as well as availing itself of outside consultants. Should the Committee require a consultant to obtain information on market practices on remuneration policy, it shall have verified in advance that the consultant will not be subject to situations that compromise his/her independence.

Whereas non-members attended any Committee meeting, their participation was upon invitation of the Committee itself and concerned specific items on the agenda.

When covering any expenses, the Committee may make use of monies allocated for contingent requirements.

In 2017, the Appointment and Remuneration Committee, pursuant to its vested authority, shall verify the proper implementation of the Remuneration Policy and report its findings to the Board of Directors.

2. GUIDELINES OF THE REMUNERATION POLICY

The Policy sets out standards and guidelines adopted by the Board of Directors to define remuneration for the:

- members of the Board of Directors
- the General Manager for the Administration, Finance, Control and the Strategic Executives

The Policy is developed consistently with the most recent regulatory requirements as well as with Geox Group's mission and principles, and it represents a fundamental tool to pursue the targets of the Business Plan.

The Policy is aimed mainly at attracting, motivating and securing the loyalty of resources with the professional qualities required for successfully pursuing Geox Group's objectives and aligning the interests of the top management with those of shareholders and investors.

Specifically, through the adoption of the Policy, the Company intends to:

- Ensure that the remuneration policy is fairly and transparently implemented, pursuant to market benchmarks
- Share the Company's increased value with its top professionals
- Involve and encourage Directors and top management to achieve the objectives set by Company management
- Develop a remuneration system in line with the Company policy, comprised of fixed and variable parts correlated to the achievement of results, even over the medium- to long-term.
- Attract, motivate and secure the loyalty of resources with the professional skills required for successfully pursuing Geox Group's business continuity and success

Unlike the 2016 Policy, the 2017 Policy also includes principles applicable to the remuneration of the General Manager for the Administration, Finance, Control, a new position which was identified and included starting from 27 July 2016. The Remuneration Policy proposed to the Board of Directors for approval on 2 March 2017, applicable to the term of office of the current bodies and their appointment, is in line with the Policy for the financial year 2016.

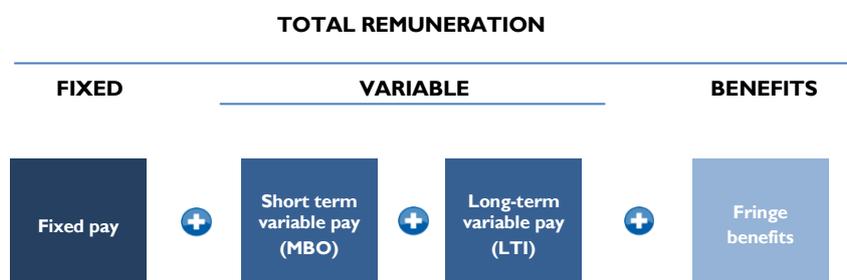
The mechanisms to incentivize the person in charge of the internal audit function and the executive in charge of drawing up the corporate-accounting documents are consistent with the duties assigned to them⁴.

⁴ 6.c.3. Criterion of the Code of Conduct

3. COMPONENTS OF REMUNERATION

The remuneration package provided for the Executive Directors, for the General Manager for the Administration, Finance, Control and for the Strategic Executives shall consist of:

- a fixed component (par. 3.1.)
- a variable component (par. 3.2.)
- fringe benefits (par. 3.3.)



The definition of remuneration packages shall be informed by the following principles:

- balancing of the fixed and variable components of the remuneration on the basis of the Company's strategic objectives and its risk management policy, taking also into account the business sectors in which it operates;
- with reference to the variable component of the remuneration:
 - adequately weighting the annual variable pay and the long term variable pay
 - relating the payment of the remuneration to short- and medium/long-term performance targets to be pre-determined, measureable and strictly connected with the creation of value
 - providing for a maximum amount of variable pay, and
 - taking into account a three-year vesting for the variable long-term portion
- supplementing the remuneration package through the offer of fringe benefits, in relation to the role/duty occupied; and
- monitoring and analysing remuneration practices and the practices adopted in the relevant market, with the aim of ensuring a comprehensive remuneration package in line with the market.

3.1. FIXED COMPONENT

The gross yearly fixed component of the remuneration shall reflect the complexity of the roles and characteristics of eligible persons (professionalism, experience, level of responsibility, distinctive competences, performances, organisational conduct).

The verification of the levels of adequacy shall take place on the basis of the assessments related to the internal and external market of reference, and in the case of relevant changes to the roles and responsibilities assigned, according to differentiation criteria and meritocracy.

3.2. VARIABLE COMPONENT

The variable component of the remuneration shall reward the achievement of the short- and medium-long term targets and it is strictly connected with the Company's performance and to the staff members' individual performances; it shall decrease remarkably until zeroing in the case of underperformance.

The Company can evaluate the payment of extraordinary or one-off bonuses in favour of the CEO, the General Manager for the Administration, Finance, Control and the Strategic Executives on the basis of considerations relating to individual performance or the efforts made during the reference financial year or in order to incentivize the implementation of the Targets of the strategic plan.

3.2.1. SHORT-TERM VARIABLE PAY (MBO)

The annual monetary incentive aims to reward the achievement of the company targets, both quantitative and qualitative, also in relation to matters of sustainability, by relating company performance to individual performance.

The tool used to pursue this purpose is the Management by Objectives ("MBO"), which represents the only formal

annual incentive tool in the Group.

There are some caps to the amount payable as MBO depending on the role occupied by the individual within the companies of the Group, his/her ability to affect the results and the relevant market.

The target incentive values are:

- for the Chairman and the Vice Chairman of the Company: no variable short term remuneration is provided for
- for the CEO of the Company: max. 50% of the fixed pay
- for the General Manager for the Administration, Finance, Control and for the Strategic Executives of the Company: max. 40% of the fixed pay

The Company shall assess the achievement of performance targets for the purposes of assigning the variable components in the annual monetary incentive plans (MBO), if possible during the first meeting of the Board of Directors of the financial year following the year being considered. Such variable components shall then be promptly allocated following the foregoing Board resolution.

No specific deferred payment systems are provided for.

3.2.2. MEDIUM- TO LONG-TERM VARIABLE PAY (LTI)

The Company has in place two medium-term incentive plans (LTI): the 2014-2016 LTI Plan and the 2016-2018 Stock Option Plan.

- I. **2014-2016 LTI Plan:** for the 2014–2016 three-year period the Company has adopted a medium- to long-term incentive plan providing for a variable component including:
 - payment of cash (50%) (“**2014-2016 Monetary Incentive Plan**”)
 - allotment of financial instruments, represented by stock options (50%) (“**2014-2016 Stock Option Plan**”)

The monetary incentive within the 2014-2016 Monetary Incentive Plan is a percentage ranging from 25% to 75% of the fixed pay, established on the basis of achieving certain portions (expressed as percentages) of cumulated NET PROFIT (i.e. profit after taxes and after the result of financial management as per the consolidated financial statements of the Group) compared to the targets indicated in the 2014-2016 Business Plan.

The percentage of stock options exercisable within the 2014-2016 Stock Option Plan ranges from 100% to 33.33% of the stock options allotted, determined on the basis of the achievement of certain portions (expressed as percentages) of cumulated NET PROFIT (understood to be profit after taxes and after the result of financial management as emerging from the consolidated financial statements of the Group) compared to the targets indicated in the 2014-2016 Business Plan.

The rights carried by the stock options and the medium- to long-term monetary portion, representing the variable component of the remuneration, may be exercised only after a vesting period that ends following the approval, by the Board of Directors of Geox, of the consolidated financial statements related to the financial year ended on 31 December 2016.

The Policy provides that the rights carried by the stock options and the medium- to long-term monetary portion, representing the variable component of the remuneration, may be exercised only after a vesting period, to be determined consistently with the expected results of the Group and with the market situation in the allotment period which, in general, is of no less than 3 years (except for the LTI, whose vesting period is slightly less than 3 years in view of the timelines of approval of said plan in 2014).

With reference to the 2014-2016 Monetary Incentive Plan and the 2014-2016 Stock Option Plan, it is acknowledged that the plans provided for performance targets in connection with the consolidated Net Profit with a minimum threshold of 90%. In light of the fact that the three years of the strategic plan have elapsed and given that the Company achieved lower performance targets than those foreseen, the Net Profit threshold of 90% has not been achieved and therefore the monetary incentives and the rights granted to the beneficiaries of the plans cannot be exercised. The Board of Directors resolved to waive exercising the right, provided for under the last paragraph of point 6 of the 2014-2016 Monetary Incentive Plan Regulations and point 7 of the 2014-2016 Stock Option Plan, to allow, respectively, the payment of the Monetary Bonus and the beneficiaries to exercise, in whole or in part, the stock options granted even if the performance targets are not achieved.

2. **2016-2018 Stock Option Plan:** for the 2016–2018 three-year period the Company has adopted a medium to long-term incentive plan providing for a variable component by means of allotment of securities represented by stock options.

The percentage of stock options exercisable within the 2016-2018 Stock Option Plan ranges from 100% to 66.66% of the stock options allotted, determined on the basis of achieving certain portions (expressed as percentages) of cumulated NET PROFIT i.e. profit after taxes and after the result of financial management as per the consolidated financial statements of the Group) compared to the targets indicated in the 2016-2018 Business Plan

The rights carried by the stock options, representing the variable component of the remuneration, may be exercised only after a vesting period that ends following the approval, by the Board of Directors of Geox, of the consolidated financial statements related to the financial year ended on 31 December 2018.

The Policy provides that the rights carried by the stock options, representing the variable component of the remuneration, may be exercised only after a vesting period, to be determined consistently with the expected results of the Group and with the market situation in the allotment period which, in general, is of no less than 3 years (the vesting period of the plan is slightly less than 3 years in view of the timelines of approval of said plan in 2016).

The 2016-2018 Stock Option Plan provides for performance targets in connection with the cumulated consolidated Net Profit with a minimum threshold of 80%, subject to verification only at the end of the vesting period.

The above-mentioned plans were conceived in order to incentivize and encourage the retention of the *management*, by promoting the increase in the Company's value and the spread of a value creation culture in all strategic and operational decisions.

No specific deferred payment systems are provided for.

Additional information on the 2016-2018 Stock Option Plan is publicly available on the Company's Website (www.geox.biz) in the Governance section.

3.2.3. RELATION BETWEEN THE COMPANY PERFORMANCE AND THE VARIABLE COMPONENT

The Company believes that the overall remuneration system is consistent with the objective of creating value for all shareholders and investors.

In particular, in order to encourage the Company's key resources to pursue strategies aimed at medium- to long-term results, the Policy provides that part of the variable component of the remuneration of the CEO, of the General Manager for the Administration, Finance, Control and of the Strategic Executives may be represented by the allotment of variable components (MBO) and elements represented by financial instruments (2016-2018 Stock Option Plan). In the context of the plans already approved or to be approved in future by the Company, any payments and exercises shall be connected to the achievement of company performance results to be identified on the basis of economic indices.

As regards the short-term variable component (MBO), in the instant case, the CEO, the General Manager for the Administration, Finance, Control and the Strategic Executives shall have access to an individual bonus in view of the achievement of economic indicators, currently being identified, to be formalised by the Board of Directors upon the proposal of the Appointment and Remuneration Committee by April 2017.

As regards the medium- to long-term variable component a (LTI), reference shall be made to the regulation of the plan made available to the public on the Company's Website (www.geox.biz) in the Governance section.

The Policy is such that it will not, in any manner whatsoever, induce the Directors, the General Manager for the Administration, Finance, Control or the Strategic Executives to assume any risks greater than the risk level provided for by applicable Company strategies. This, with particular reference to risk management, shall also take into account the various levels of control carried out by responsible Corporate bodies.

3.3. FRINGE BENEFITS

The CEO, the General Manager for the Administration, Finance, Control and the Strategic Executives shall be provided

with certain fringe benefits, including tax withholding in compliance with the law, for discretionary use, some of which are ordinary fringe benefits generally provided to persons in similar positions in joint stock companies, similar in size and qualitatively comparable to the Company.

In particular, the foregoing individuals shall be provided an automobile and, as required, based on an individual agreement, housing. Note also that all employees, therefore Directors who are employees of the Company, as well as the General Manager for the Administration, Finance, Control and the Strategic Executives, may use the company crèche, whose places are allocated on the basis of availability and priority based on the application date.

The CEO, the General Manager for the Administration, Finance, Control and the Strategic Executives shall receive the following insurance coverage, in addition to what is compulsory:

- Supplementary medical insurance for the foregoing officers and their families
- Life insurance for causes other than occupational accident and disease, which is more advantageous than what is specified in Article 12 paragraph 5 of the National Collective Contract for Executives of Industrial Companies. The capital insured for each individual is Euro 1,000,000.00.
- Medical check-up

Moreover, it is pointed out that the CEO shall also benefit from insurance coverage in the case of death and accident at work.

4. POLICIES ON PROVISIONS FOR TERMINATION OF AN APPOINTMENT OR EMPLOYMENT

In general, the Company does not enter into agreements regulating, in advance, the economic aspects relating to the early termination of employment relationships with the management, without prejudice to the duties provided by the law and the applicable collective agreement for the category. Nonetheless, in relation to the CEO and other top figures, in consideration of the specific professional skills and the retention purposes connected to the role held, the Company can provide for specific clauses regulating in advance the effects of a possible termination of the employment relationship, in line with the strategies, the values and the long-term interests determined by the Board of Directors.

Specifically, the Company, having made careful considerations, can determine, with reference to Strategic Executives, specific indemnities in case of early termination of the directorship relationship or resignation and/or dismissal from the subordinate employment contract, without prejudice to the legal and/or contractual obligations and except for just cause.

Such indemnities are in any case determined in relation to the added value and the contribution given to the development and maintenance of the business, as well as the retention purposes of the person in the interest of the company.

The Company shall set out its own internal criteria, which the other companies in the Group shall also adopt, for the management of agreements of early termination of executive positions and/or of Directors vested with special assignments.

In general, the Company does not provide for payment of any indemnities, extraordinary payments or remunerations for a Non-Compete Clause linked to termination.

No succession plans are currently provided for executive Directors⁵.

⁵ Criterion 6.c.8. paragraph d) of the Code of Conduct.

5. POLICIES APPLICABLE TO THE REMUNERATION OF THE DIRECTORS AND OF THE STRATEGIC EXECUTIVES

5.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

The remuneration of the Chairman and of the Vice Chairman shall only consist of an annual fixed pay to be determined pursuant to art. 2389 of the Italian Civil Code.

5.2. NON-EXECUTIVE DIRECTORS

Non-executive Directors' remuneration is composed of a fixed annual compensation commensurate with their workload. All non-executive Directors currently receive the same compensation. Non-executive Directors' remuneration is set at a fixed amount, as it is felt that linking it to results might compromise the quality of their work.

In addition, for the participation of non-executive Directors in the activities of each internal committee and/or supervisory body pursuant to Legislative Decree 231/2001, they shall receive an additional fixed payment, which is currently the same amount for all members of the committees and/or supervisory bodies, unless the director has the role of Chair of the Committee. In this latter case, compensation shall be twice the annual fixed amount paid to a normal member of the committee.

5.3. CHIEF EXECUTIVE OFFICER

The remuneration of the CEO consists of:

- a fixed annual salary
- an annual monetary incentive plan (MBO)
- A variable medium- to long-term component (LTI) made up of a bonus comprised in the rights to options on company stock (stock options)
- fringe benefits

The fixed pay shall be determined by the Board of Directors, further to a proposal of the Appointment and Remuneration Committee.

The MBO component shall be based on targets set by the Appointment and Remuneration Committee and proposed to the Board of Directors.

The individual targets for the CEO, currently being calculated, shall be formalised by April 2017.

The characteristics of the short-term variable component (MBO) and the variable medium to long-term component (LTI) pursuant to the 2016-2018 Stock Option Plan are respectively described in paragraphs 3.2.1 and 3.2.2.

Note that the current CEO also holds office as:

- Strategic Executive of the Company in his capacity as Innovation, Research and Development Manager
- Chairman and CEO of the subsidiaries Geox Retail S.r.l. and XLOG S.r.l.. In relation to such offices the CEO does not receive any compensation.

The 2017 Remuneration Policy Guidelines provide for a pay mix consistently with the managerial position occupied, to be calculated by considering the value of the short-term and medium- to long-term incentives in the case of achievement of target results:

- CEO of Geox S.p.A.: fixed pay (56%), short-term variable pay (28%), medium- to long-term variable pay (16%)
- Strategic Executive: fixed pay (67%), short-term variable pay (33%)

Note that on 2 March 2017, the current CEO was assigned no. 572,905 option rights in the context of the 2016-2018 Stock Option Plan. The exercise price for such option rights was determined taking as a reference the arithmetic average of official prices of the Geox share in the month preceding 2 March 2017, equal to € 1.99514.

5.4. OTHER EXECUTIVE DIRECTORS OR DIRECTORS VESTED WITH SPECIAL ASSIGNMENTS WITHOUT EXECUTIVE POWERS

The remuneration of other Executive Directors or Directors vested with special assignments without executive powers is established exclusively as a fixed monetary component, since it is considered to be the most suitable method for properly recognising the quality of the work done by the person in that office.

On the date of this Report, the actual remuneration of Executive Directors or Directors vested with special assignments without executive powers is composed only of fixed components.

5.5. INDEPENDENT DIRECTORS

The Company has not provided for a specific remuneration policy for non-executive and independent Directors.

For participation in a Committee in the Board of Directors, being a member of the same, Directors shall receive a fixed annual salary. The amount of the fixed annual salary shall be the same, regardless of any participation in any specific internal committee. Should the Director be Chairman of the Committee, that director shall receive twice the annual fixed salary of a normal member of the committee.

5.6. COMPENSATION FOR POSITIONS IN SUBSIDIARY COMPANIES

Directors and Strategic Executives who are also members of management Bodies in GEOX Group subsidiaries, pursuant to section 2359 of the Italian Civil Code and Article 93 of the TUF, do not generally receive any remuneration for their post in the subsidiary.

5.7. GENERAL MANAGER FOR THE ADMINISTRATION, FINANCE, CONTROL AND STRATEGIC EXECUTIVES

For the purposes of identifying the persons who fall within the category of “Strategic Executives”, the Company refers to the definition of “*dirigenti (executives) with strategic responsibilities*” of Annex I of Consob Regulation No. 17221/2010 as subsequently amended, excluding the directors. Annex I of Consob Regulation No. 17221/2010 provides that: “*The executives with strategic responsibilities shall be those who directly or indirectly have the power and responsibilities connected with the planning, management, and control of the company’s activities, including the (executive or non-executive) directors of the company.*”

The persons included in the definition of Strategic Executives shall be identified by the Board of Directors or by the CEO and shall be employed, within the general classification of the Company’s positions, as “Strategic Executives”.

Note also that the Appointments and Remuneration Committee, the Chairman of the Board of Statutory Auditors, the Chairman of the Audit and Risks Committee and of the Human Resources and Organisation Management have selected seven Strategic Executives for the year 2017. [number not inclusive of the CEO, who also has the role of Strategic Executive]

Please also note that as of the date of approval of this Report, one Strategic Executive also holds the position of General Manager for the Administration, Finance, Control.

The remuneration of the General Manager for the Administration, Finance, Control and of the Strategic Executives shall consist of:

- an annual fixed pay
- an annual monetary incentive plan (MBO)
- A variable medium- to long-term component (LTI) made up of a bonus comprised in the rights to options on company stock (stock options)
- fringe benefits

The fixed pay shall be determined on the basis of the role and responsibilities assigned by considering the remuneration payable in the national and international executive markets for roles requiring the same level of responsibility and managerial complexity.

The remuneration may be periodically reviewed within the annual wage review process involving all executives.

The annual monetary incentive (MBO) component is connected to the targets formulated by the CEO, to be approved by the Appointment and Remuneration Committee and subsequently submitted to the Board of Directors.

The individual targets for the General Manager for the Administration, Finance, Control and for the Strategic Executives (excluding the CEO), currently being calculated, shall be disclosed and formalised by April 2017.

The characteristics of the variable component (MBO) and of the LTI are described in paragraph 3.2.

The 2017 Remuneration Policy Guidelines provide, in favour of the General Manager for the Administration, Finance, Control, for pay mix consistently with the managerial position occupied, to be calculated by considering the value of the short-term and medium- to long-term incentive (stock option) in the case of achievement of target results:

- Fixed pay: 70%
- Short-term variable pay: 21%
- Medium- to long-term variable pay: 9%

The 2017 Remuneration Policy Guidelines provide, in favour of the Strategic Executives, for pay mix consistently with the managerial position occupied, to be calculated by considering the value of the short-term and medium to long-term incentive (stock option) if target results are achieved:

- Fixed pay: 66%
- Short-term variable pay: 25%
- Medium to long-term variable pay: 9%

SECTION II – DETAILS OF REMUNERATION

This section, divided into two parts, illustrates the remuneration paid to the management and audit bodies, as well as to the General Manager for the Administration, Finance, Control and an aggregate compensation of the Company's nine Strategic Executives as of 31 December 2016.

The reason the Strategic Executive's compensation may be aggregated is that during the 2016 financial year, none of them received total compensation greater than the overall highest compensation paid to any member of the management and audit bodies or to the General Manager for the Administration, Finance, Control (specifically the Chairman of the Board of Directors' compensation).

Remuneration paid to Directors and Strategic Executives in 2016, including the economic indemnities provided for in case of resignation or termination, were consistent with the 2016 remuneration policy.

I. DETAILS OF THE REMUNERATION OF THE MANAGEMENT AND AUDIT BODIES

I.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

Compensation received, during the 2016 financial year, by the Chairman of the Board of Directors, member of the Executive Committee and member of the Ethics Committee of Geox S.p.A., is represented by a fixed annual salary of Euro 1,800,000.

The compensation received, during the 2016 financial year, by the Vice Chairman of the Board of Directors, member of the Executive Committee, is represented by a fixed annual salary of Euro 150,000.

I.2. CHIEF EXECUTIVE OFFICER

I.2.1. FIXED REMUNERATION

The aggregate amount of fixed remuneration received by Mr Giorgio Presca in 2016 shall be equal to Euro 1,463,248.09, broken down as follows:

- 37.6% as CEO of Geox S.p.A.
- 30.8% as Chairman and CEO of Geox Retail S.r.l. and Xlog S.r.l.
- 31.1% as Strategic Executive
- 0.5% fringe benefits

I.2.2. VARIABLE REMUNERATION

No payments of short-term variable remuneration (MBO) in relation to year 2016, or of remuneration in connection with medium to long-term incentive plans, are provided for.

A one-off premium was paid in 2016 for a gross amount of €206,036.

I.3. GENERAL MANAGER FOR THE ADMINISTRATION, FINANCE, CONTROL AND STRATEGIC EXECUTIVES

Compensation paid to the General Manager for the Administration, Finance, Control and to Strategic Executives is represented by a Gross Annual Salary, variable Bonuses to be paid upon the achievement of predetermined short-term corporate objectives (MBO) and medium- to long-term corporate objectives (LTI), as well as fringe benefits.

Remuneration paid to the General Manager for the Administration, Finance, Control in 2016 amounted to Euro 342,528.05, broken down as follows:

- 98.4% Gross Annual Pay
- In light of the fact that the 2016 performance targets in connection with the NET PROFITS of the Group, to whom the variable component is strictly related, were not achieved, please note that no payment of short-term variable bonuses (MBO) are provided for
- 1.6% Fringe benefits

A one-off premium was paid in 2016 to the General Manager for the Administration, Finance, Control for a total gross amount of €79,278.

The total aggregate remuneration earned by Strategic Executives in 2016 amounted to Euro 2,581,414.30, broken down as follows:

- 97.5% Gross Annual Pay
- In light of the fact that the 2016 performance targets in connection with the NET PROFITS of the Group, to which the variable component is strictly related, were not achieved, please note that no payment of short-term variable bonuses (MBO) are provided for
- 2.5% Fringe benefits

One-off premiums were paid in 2016 in favour of the Strategic Executives for a total gross amount of € 544,972.

As regards the 2014-2016 Monetary Incentive Plan and the 2014-2016 Stock Option Plan, such plans are no longer exercisable, as indicated in Section I, Paragraph 3.2.2 of this Report. With reference to the 2016-2018 Stock Option Plan, considering that the achievement of the targets is not quantifiable, and which will be verified only after the end of the vesting period, the Company decided not to consider any cost for accrual in 2016.

I.4. REMUNERATIONS FOR TERMINATION OF OFFICE OR TERMINATION OF EMPLOYMENT RELATIONSHIP

The Company entered into agreements with the CEO, the General Manager for the Administration, Finance, Control and certain Strategic Executives, providing for indemnities in the case of early termination of the relationship.

On the basis of a severance agreement, the CEO and Strategic Executive, Mr Giorgio Borgo, has the right to receive, in case of early termination of the office and of the employment without just cause, an indemnity equal to a maximum of 36 months of the gross remuneration (both for the office of Strategic Executive and as Director), which could vary depending on the duration of the relationship.

Furthermore, if the above cases of termination of the relationship occur after the first three-year period, the agreed indemnity will be equal to 24 months of the gross remuneration, and this both for the office of Strategic Executive and CEO.

The General Manager for the Administration, Finance, Control has entered into a severance agreement that provides for the right to receive, in case of termination of the employment agreement without just cause, an indemnity between a minimum of 12 and a maximum of 24 months of the gross salary.

For the other Strategic Executives, in the event of termination of employment with the Group for reasons other than just cause, the policy is to seek an agreement to terminate the relationship consensually. In such cases, notwithstanding any legal and/or contractual obligations, the agreements for termination of employment with the Group shall follow the applicable benchmarks on the issue as well as standard procedures, jurisprudence and collective parameters.

During the month of November 2016, the employment relationships with two Strategic Executives have been consensually terminated. As concerns one of them, vested with specific assignments, the Company had a special indemnity agreement in place for a non-compete clause, linked to termination of employment.

On the contrary, the Company has not entered into agreements providing for the allocation or continuation of fringe benefits in favour of persons that have terminated their office or the execution of consulting agreements for a period following termination of the relationship.

With reference to possible effects of the termination of the relationship on the rights allocated in the context of incentive plans, the 2016-2018 Stock Option Plan provides that the beneficiary of the stock options must immediately exercise the options that are exercisable (but will have no right to exercise the options not yet due) in case of termination of the relationship in the following cases: (a) dismissal of the beneficiary by Geox or another company of the Group, if the beneficiary is an employee; (b) revocation of the office by Geox or another company of the Group, if the beneficiary is a director; (c) resignation of the beneficiary, if the beneficiary is an employee; (d) resignation from the office, if the beneficiary is a director in Geox or in another company of the Group; (e) consensual termination of the employment relationship.

Below is a brief summary of the remuneration paid during the 2016 financial year for any reason and in any form whatsoever by the Company and by the Companies in the Geox Group, using the tables drawn up according to the provisions of the Issuer Regulation. The information is provided separately with reference to the positions in the Company and for those carried out in subsidiaries and associated companies, whether listed and unlisted, in the Geox Group.

Note that table 3A provided for by the Issuer Regulation Annex is missing since the Company has no current plan based on financial instruments other than stock options.

The Report includes a table indicating shareholdings, held in Geox and in its subsidiaries, by members of the management and audit bodies and by the Strategic Executives as well as by legally separated spouses and minor children, directly or through subsidiaries, trust companies or through third parties, on the basis of information from the shareholders ledger, communications received, or information obtained from the same members of the management and audit bodies and from the Strategic Executives.

2 March 2017

On behalf of the Board of Directors
The Chairman
Mr. Mario Moretti Polegato

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A) Name and surname	(B) Office	(C) Office term	(D) Expiry of the office	(1) Fixed remuneration	(2) Remuneration for participation in committees	(3) Variable non-equity remuneration		(4) Fringe benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					
Mario Moretti Polegato	BoD Chairman	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				1,800,000.00						1,800,000.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				1,800,000.00						1,800,000.00		
Enrico Moretti Polegato	BoD Vice Chairman	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				150,000.00						150,000.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				150,000.00						150,000.00		
Giorgio Presca	Managing Director	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				1,004,279.11		206,036.00		8,968.98		1,219,284.09		
(II) Remuneration from subsidiaries and affiliates				450,000.00		-		-		450,000.00		
(III) Total				1,454,279.11		206,036.00		8,968.98		1,669,284.09		
Livio Libralesso	General Manager for the Administration, Finance, Control	from 01.01.2016 to 31.12.2016										
(I) Remuneration within the company that drafts the financial statements				337,028.41		79,278.00		5,499.64		421,806.05		
(II) Remuneration from subsidiaries and affiliates				-		-		-		-		
(III) Total				337,028.41		79,278.00		5,499.64		421,806.05		

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A) Name and surname	(B) Office	(C) Office term	(D) Expiry of the office	(1) Fixed remuneration	(2) Remuneration for participation in committees	(3) Variable non-equity remuneration		(4) Fringe benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					
Duncan Niederauer	Independent Director	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				25,000.00						25,000.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				25,000.00						25,000.00		
Roland Berger	Independent Director	from 01.01.2016 to 19.04.2016	19.04.2016									
(I) Remuneration within the company that drafts the financial statements				7,513.66	9,016.39					16,530.05		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				7,513.66	9,016.39					16,530.05		
Fabrizio Colombo	Independent Director	from 01.01.2016 to 19.04.2016	19.04.2016									
(I) Remuneration within the company that drafts the financial statements				7,513.66	12,021.84					19,535.50		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				7,513.66	12,021.84					19,535.50		
Alessandro Antonio Giusti	Non-Independent Director	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				80,000.00	23,005.35					103,005.35		
(II) Remuneration from subsidiaries and affiliates				-	-					-		
(III) Total				80,000.00	23,005.35					103,005.35		
Claudia Baggio	Non-Independent Director	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				25,000.00						25,000.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				25,000.00						25,000.00		
Lara Livolsi	Independent Director	from 01.01.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				25,000.00	20,000.00					45,000.00		
(II) Remuneration from subsidiaries and affiliates				-	-					-		

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A) Name and surname	(B) Office	(C) Office term	(D) Expiry of the office	(1) Fixed remuneration	(2) Remuneration for participation in committees	(3) Variable non-equity remuneration		(4) Fringe benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					
(I) Remuneration within the company that drafts the financial statements				12,500.00						12,500.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				12,500.00						12,500.00		
Francesca Meneghel	Standing Auditor	from 01.01.2016 to 19.04.2016	19.04.2016									
(I) Remuneration within the company that drafts the financial statements				15,027.00						15,027.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				15,027.00						15,027.00		
Fabrizio Colombo	Standing Auditor	from 19.04.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				34,972.00						34,972.00		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				34,972.00						34,972.00		
Francesco Gianni	Standing Auditor	from 19.04.2016 to 31.12.2016	31.12.2016									
(I) Remuneration within the company that drafts the financial statements				34,972.68						34,972.68		
(II) Remuneration from subsidiaries and affiliates				-						-		
(III) Total				34,972.68						34,972.68		
Executives with Strategic Responsibilities (no. 9)		from 01.01.2016 to 31.12.2016										
(I) Remuneration within the company that drafts the financial statements				2,517,556.49		544,972.00		63,857.81		3,126,386.30		673,700.00
(II) Remuneration from subsidiaries and affiliates						-						
(III) Total				2,517,556.49		544,972.00		63,857.81		3,126,386.30		673,700.00

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Office term	Expiry of the office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Fringe benefits	Other remuneration	Total	Fair Value of equity remuneration	Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					

Mario Moretti Polegato - Notes:

Remuneration relating to the office of the Chairman of the Board of Directors, Member of the Executive Committee and a Member of the Ethics Committee of Geox S.p.A.

Enrico Moretti Polegato - Notes:

Remuneration relating to the office of the Vice Chairman of the Board of Directors and Member of the Executive Committee of Geox S.p.A.

Giorgio Presca - Notes:

Remuneration in his capacity as Strategic Manager € 454,279.11; fringe benefits € 8,968.98; variable remuneration € 0; in 2016 a one-off premium for a total of € 206.036 was paid.

Remuneration in his capacity as Managing Director and a Member of the Executive Committee of Geox S.p.A. € 550,000; variable remuneration € 0.

Remuneration in his capacity as Director from Subsidiaries and Affiliates - Geox Retail Srl and Xlog Srl € 450,000; variable remuneration € 0.

Livio Libralesso - Notes:

Remuneration makes reference both to the office of Strategic Manager until 26.07.2016 and to the office of General Manager for the Administration, Finance, Control from 27.07.2016

Term of the office is subject to removal or resignation

Fixed remuneration € 337,028.41; fringe benefits € 5,499.64; variable remuneration € 0; in 2016 a one-off premium for a total of € 79,278 was paid.

Duncan Niederauer - Notes:

Remuneration for the period from 01.01.2016 until 31.12.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 25,000

Roland Berger - Notes:

Remuneration for the period from 01.01.2016 until 19.04.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 7,513.66

Remuneration in his capacity as Member of the Audit and Risks Committee of Geox S.p.A. € 3,005.46

Remuneration in his capacity as Chairman of the Appointment Committee of Geox S.p.A. € 6,010.93

Fabrizio Colombo - Notes:

Remuneration for the period from 01.01.2016 until 19.04.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 7,513.66

Remuneration in his capacity as Chairman of the Audit and Risks Committee of Geox S.p.A. € 6,010.92

Remuneration in his capacity as Member of the Remuneration Committee of Geox S.p.A. € 3,005.46

Remuneration in his capacity as Member of the Appointment Committee of Geox S.p.A. € 3,005.46

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Office term	Expiry of the office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Fringe benefits	Other remuneration	Total	Fair Value of equity remuneration	Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					

Alessandro Antonio Giusti - Notes:

Remuneration for the period from 01.01.2016 until 31.12.2016

Remuneration in his capacity as Non-Independent Director charged with overseeing the Audit and Risk System of Geox S.p.A. € 80,000

Remuneration in his capacity as Member of Remuneration Committee of Geox S.p.A. € 10,000

Remuneration in his capacity as Member of Audit and Risk Committee of Geox S.p.A. € 10,000

Remuneration in his capacity as Member of Appointment Committee of Geox S.p.A. € 3,005.35

Claudia Baggio - Notes:

Remuneration for the period from 01.01.2016 until 31.12.2016

Remuneration in his capacity as Non-Independent Director of Geox S.p.A. € 25,000

Lara Livolsi - Notes:

Remuneration for the period from 01.01.2016 until 31.12.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 25,000

Remuneration in his capacity as Chairman of the Appointment and Remuneration Committee of Geox S.p.A. € 20,000

Francesca Meneghel - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 17,486.34

Remuneration in his capacity as Chairman of the Audit and Risks Committee of Geox S.p.A. € 13,989.07

Emanuela Soffientini - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 24,481

Ernesto Albanese - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Independent Director of Geox S.p.A. € 24,481

Francesco Gianni - Notes:

Remuneration for the period from 01.01.2016 until 19.04.2016

Remuneration in his capacity as Chairman of the Board of Statutory Auditors of Geox S.p.A. € 22,540.98

Sonia Ferrero - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Chairman of the Board of Statutory Auditors of Geox S.p.A. € 52,459.02

Valeria Mangano - Notes:

Remuneration for the period from 01.01.2016 until 19.04.2016

Remuneration in his capacity as Standing Auditor of Geox S.p.A. € 12,500

Francesca Meneghel - Notes:

Remuneration for the period from 01.01.2016 until 19.04.2016

Remuneration in his capacity as Standing Auditor of Geox S.p.A. € 15,027

TABLE 1: Remuneration paid to the members of the management and audit bodies, general managers and other executives with strategic responsibilities.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Office term	Expiry of the office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Fringe benefits	Other remuneration	Total	Fair Value of equity remuneration	Remuneration for end of term of office or termination of employment relationship
						Bonuses and other incentives	Share in profits					

Fabrizio Colombo - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Standing Auditor of Geox S.p.A. € 34,972

Francesco Gianni - Notes:

Remuneration for the period from 19.04.2016 until 31.12.2016

Remuneration in his capacity as Standing Auditor of Geox S.p.A. € 34,972.68

Executives with strategic responsibilities - Notes:

Remuneration for Executives with Strategic Responsibilities € 2,517,556,49; fringe benefits € 63,857.81; variable remuneration € 0; in 2016 a one-off premium for a total of € 544,972 was paid

€ 673,700 paid for compensation for end of term of office/termination of employment relationship /non-competition agreement

TABLE 2: Stock-options allocated to the members of the management body, general directors and other executives with strategic responsibilities

A	B	(1)	Options held at the beginning of financial year			Options allocated during the financial year						Options exercised during the financial year			Expired options during financial year	Options held at the end of financial year	Options relating to the financial year
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)=(2)+(5)-(11)-(14)	(16)
Name and surname	Office	Plan	Number of options	Exercise price	Period of possible exercise (from - to)	Number of options	Exercise price	Period of possible exercise (from - to)	Fair Value at the date of allocation	Date of allocation	Market price of the shares underlying the allocation of options	Number of options	Exercise price	Market price of the underlying shares on the date of exercise	Number of options	Number of options	Fair Value
Giorgio Presca	Managing Director																
(I) Remuneration within the company that drafts the financial statements		LTI Plan 2014-2016 (22.12.2014)	554,564	2.039	100% from 31.1.2017 until 31.12.2020											554,564	
		LTI Plan 2016-2018 (19.04.2016)				1,007,368	2.86	100% from 1.4.2019 until 31.12.2020	0.61226	07/03/2016	2.82					1,007,368	
(II) Remuneration from subsidiaries and affiliates		Plan A (date of relevant resolution)															
		Plan B (date of relevant resolution)															
(III) Total			554,564			1,007,368			0.61226			-			-	1,561,932	-

Livio Libralesso	General Manager for the Administration, Finance, Control																
(I) Remuneration within the company that drafts the financial statements		LTI Plan 2014-2016 (22.12.2014)	122,387	2.039	100% from 31.1.2017 until 31.12.2020											122,387	
		LTI Plan 2016-2018 (19.04.2016)				222,316	2.86	100% from 1.4.2019 until 31.12.2020	0.61226	07/03/2016	2.82					222,316	
(II) Remuneration from subsidiaries and affiliates		Plan A (date of relevant resolution)															
		Plan B (date of relevant resolution)															
(III) Total			122,387			222,316			0.61226			-			-	344,703	-

TABLE 2: Stock-options granted to the members of the management body, general directors and other executives with strategic responsibilities

Executives with Strategic Resp. (no. 9)																
(I) Remuneration within the company that drafts the financial statements	LTI Plan 2014-2016 (22.12.2014)	719,020	2.039	100% from 31.1.2017 until 31.12.2020											719,020	
	LTI Plan 2016-2018 (19.04.2016)				1,650,000	2.86	100% from 1.4.2019 until 31.12.2020	0.61226	07/03/2016	2.82					1,650,000	
(II) Remuneration from subsidiaries and affiliates	Plan A (date of relevant resolution)															
	Plan B (date of relevant resolution)															
(III) Total		719,020			1,650,000			0.61226				-		-	2,369,020	-

Notes:

Point 16 plan 2014-2016: allocation took place on 22.12.2014; No value shown in the accounts.

Point 16 plan 2016-2018: allocation took place on 19.04.2016; No value shown in the accounts.

With reference to the 2014-2016 Monetary Incentive Plan and the 2014-2016 Stock Option Plan, it is acknowledged that the plans provided for performance targets in connection with the consolidated Net Profit with a minimum threshold of 90%. In light of the fact that the three years of the strategic plan have elapsed and given that the Company achieved lower performance targets than those foreseen, the Net Profit threshold of 90% has not been achieved and therefore the monetary incentives and the rights granted to the beneficiaries of the plans cannot be exercised. The Board of Directors resolved to waive exercising the right, provided for under the last paragraph of point 6 of the 2014-2016 Monetary Incentive Plan Regulations and point 7 of the 2014-2016 Stock Option Plan, to allow, respectively, the payment of the Monetary Bonus and the beneficiaries to exercise, in whole or in part, the stock options granted even if the performance targets are not achieved.

TABLE 3B: Monetary incentive plans in favour of the members of the management body, general managers and other executives with strategic responsibilities

A Surname and name	B Office	(1) Plan	(2)			(3)			(4) Other Bonuses
			Bonus for the year			Bonus for the previous years			
			(A)	(B)	(C)	(A)	(B)	(C)	
Giorgio Presca	Managing Director		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Deferred further	
(I) Remuneration within the company that drafts the financial statements		Plan A 2016	206,036.00	-	from 01.01.2016 to 31.12.2016				
		Plan B (date of relevant resolution)							
		Piano C (date of relevant resolution)							
(II) Remuneration from subsidiaries and affiliates		Plan A 2014							
		Plan B (date of relevant resolution)							
(III) Total			206,036.00	-					

Livio Libralesso	General Manager for the Administration, Finance, Control		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Deferred further	
(I) Remuneration within the company that drafts the financial statements		Plan A 2016	79,278.00	-	from 01.01.2016 to 31.12.2016				
		Plan B (date of relevant resolution)							
		Piano C (date of relevant resolution)							
(II) Remuneration from subsidiaries and affiliates		Plan A 2014							
		Plan B (date of relevant resolution)							
(III) Total			79,278.00	-					

Managers with Strategic Responsibilities (no. 9)			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Deferred further	
(I) Remuneration within the company that drafts the financial statements		Plan A 2016	544,972.00	-	from 01.01.2016 to 31.12.2016				
		Plan B (date of relevant resolution)							
		Plan C (date of relevant resolution)							
(II) Remuneration from subsidiaries and affiliates		Plan A (date of relevant resolution)							
		Plan B (date of relevant resolution)							
(III) Total			544,972.00	-					

TABLE 4:**- Equity stake of the members of management and audit bodies**

Surname and name	Office	Subsidiary	Number of Shares held at the end of Previous financial year	Number of Shares Purchased	Number of Shares Sold	Number of Shares Held at the end of current financial year
Mario Moretti Polegato (*)	BoD Chairman	Geox S.p.A.	156,873,917	0	0	156,873,917
Duncan Niederauer	BoD Member	Geox S.p.A.	0	100,000	0	100,000

(*)

Directors **Mario Moretti Polegato** and **Enrico Moretti Polegato** respectively hold an equity stake of 85.12% and 14.88% of LIR S.r.l.'s share capital. The details in the table refer only to the majority shareholder.

LIR S.r.l., with registered office in Treviso (TV) – Italy, owns the controlling interest in Geox S.p.A.'s capital with an equity stake of 71.10%.

- Equity stake of the General Manager for the Administration, Finance, Control

Surname and name	Office	Subsidiary	Number of Shares held at the end of Previous financial year	Number of Shares Purchased	Number of Shares Sold	Number of Shares Held at the end of current financial year
Livio Libralesso	General Manager for the Administration, Finance, Control	Geox S.p.A.	0	0	0	0

- Equity stake of executives with strategic responsibilities

Surname and name	Office	Subsidiary	Number of Shares held at the end of Previous financial year	Number of Shares Purchased	Number of Shares Sold	Number of Shares Held at the end of current financial year
Executives with Strategic Responsibilities (no. 9)		Geox S.p.A.	0	0	0	0

