

**GEOX S.P.A.**

**REPORT ON THE REMUNERATION POLICY AND  
REMUNERATION PAID**

Approved by the Board of Directors held on 15 March 2021

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



## TABLE OF CONTENTS

### **Geox S.p.A.**

Registered office in Biadene di 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

<b>TABLE OF CONTENTS .....</b>	<b>3</b>
<b>INTRODUCTION.....</b>	<b>5</b>
<b>SECTION I – 2021 REMUNERATION POLICY .....</b>	<b>6</b>
<b>1.GOVERNANCE.....</b>	<b>6</b>
<b>1.1. BODIES AND PARTIES INVOLVED .....</b>	<b>6</b>
<b>1.2. APPOINTMENT AND REMUNERATION COMMITTEE.....</b>	<b>7</b>
<b>2.GUIDELINES OF THE REMUNERATION POLICY .....</b>	<b>9</b>
<b>3. COMPONENTS OF REMUNERATION.....</b>	<b>11</b>
<b>3.1. FIXED COMPONENT .....</b>	<b>11</b>
<b>3.2. VARIABLE COMPONENT .....</b>	<b>11</b>
<b>3.2.1. SHORT-TERM VARIABLE PAY (MBO) .....</b>	<b>12</b>
<b>3.2.2. MEDIUM/LONG-TERM VARIABLE PAY (LTI) .....</b>	<b>13</b>
<b>3.2.3. RELATION BETWEEN THE COMPANY PERFORMANCE AND THE VARIABLE COMPONENT .....</b>	<b>14</b>
<b>3.3. FRINGE BENEFITS .....</b>	<b>14</b>
<b>4. POLICY ON PROVISIONS FOR TERMINATION OF AN APPOINTMENT OR EMPLOYMENT .....</b>	<b>16</b>
<b>5. POLICIES APPLICABLE TO THE REMUNERATION OF DIRECTORS AND STRATEGIC EXECUTIVES.....</b>	<b>17</b>
<b>5.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS .....</b>	<b>17</b>
<b>5.2. NON-EXECUTIVE DIRECTORS.....</b>	<b>17</b>
<b>5.3. CHIEF EXECUTIVE OFFICER.....</b>	<b>17</b>
<b>5.4. OTHER EXECUTIVE DIRECTORS OR DIRECTORS VESTED WITH SPECIAL ASSIGNMENTS WITHOUT EXECUTIVE POWERS.....</b>	<b>18</b>
<b>5.5. INDEPENDENT DIRECTORS.....</b>	<b>18</b>
<b>5.6 REMUNERATION FOR POSITIONS IN SUBSIDIARY COMPANIES.....</b>	<b>18</b>
<b>5.7 GENERAL MANAGER OF ADMINISTRATION, FINANCE &amp; CONTROL, CORPORATE LEGAL &amp; IT AND STRATEGIC EXECUTIVES.....</b>	<b>18</b>
<b>5.8. MEMBERS OF THE AUDIT BODY.....</b>	<b>19</b>
<b>6. EXCEPTIONAL CIRCUMSTANCES.....</b>	<b>20</b>
<b>SECTION II – DETAILS OF REMUNERATION .....</b>	<b>21</b>
<b>I. DETAILS OF THE REMUNERATION OF MANAGEMENT AND AUDIT BODIES .....</b>	<b>21</b>
<b>5.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS .....</b>	<b>21</b>
<b>1.2. NON-EXECUTIVE (INDEPENDENT AND NON-INDEPENDENT) DIRECTORS.....</b>	<b>21</b>
<b>1.3. CHIEF EXECUTIVE OFFICER.....</b>	<b>22</b>
<b>1.3.1.FIXED COMPONENT .....</b>	<b>22</b>
<b>1.3.2.VARIABLE COMPONENT .....</b>	<b>22</b>
<b>II. DETAILS OF THE REMUNERATION OF THE GENERAL MANAGER OF ADMINISTRATION, FINANCE &amp; CONTROL, CORPORATE LEGAL &amp; IT AND STRATEGIC EXECUTIVES .....</b>	<b>23</b>
<b>2.1.GENERAL MANAGER OF ADMINISTRATION, FINANCE &amp; CONTROL, CORPORATE LEGAL &amp; IT .....</b>	<b>23</b>
<b>2.2. STRATEGIC EXECUTIVES.....</b>	<b>23</b>
<b>III.PROVISIONS FOR TERMINATION OF AN APPOINTMENT OR EMPLOYMENT.....</b>	<b>23</b>
<b>IV. INFORMATION ON EXCEPTIONS TO THE REMUNERATION POLICY APPLIED IN EXCEPTIONAL</b>	

**CIRCUMSTANCES.....24**

**V. COMPARATIVE INFORMATION WITH PREVIOUS FINANCIAL YEARS.....24**

## INTRODUCTION

The Remuneration Report (the "**Report**") was drafted by Geox S.p.A. ("**Geox**" or the "**Company**") in compliance with what is provided for by Article 123-ter of Italian Legislative Decree 58/1998 as amended ("**TUF**") and by Article 84-quater and Annex 3A, Table 7-bis of CONSOB Regulation No. 11971/1999 ("**Issuers' Regulation**") as amended, and includes:

- in Section I, a description of the 2021 Remuneration Policy for the members of the Board of Directors (the "**Directors**"), the members of the Board of Statutory Auditors, the General Manager of Administration, Finance & Control, Corporate Legal & IT, and for 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 TUF (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 2020 Financial Year.

In addition, the Report includes:

- (i) pursuant to Article 84-quater par. 4 of the Issuers' Regulation, in specific charts, the data related to the interests held in Geox by the members of the boards of directors and auditors, the General Manager of Administration, Finance & Control, Corporate Legal & IT and by Strategic Executives;
- (ii) pursuant to Article 84-bis par. 5 of the Issuers' 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 Corporate Governance Code drawn up by the Committee for the Corporate Governance of Listed Companies as issued by Borsa Italiana S.p.A. ("**Corporate Governance Code**"). On 25 February 2021, the Board of Directors adopted several resolutions in order to align with the Corporate Governance Code approved by the Committee for Corporate Governance in January 2020.

## SECTION I – 2021 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 & Organisation, Corporate Services, 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**<sup>1</sup> of the Company resolves on Section I of the Report by binding vote and on Section II of the Report by advisory vote.
- **The Board of Directors** examines and approves the Remuneration Policy and Report (pursuant to art. 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:**
  - Submits to the Board of Directors<sup>2</sup> a proposal regarding the Company's Remuneration Policy and any revision thereof.
  - Assesses on a regular basis the adequacy, overall consistency, and actual application of the Remuneration Policy.
- The **Related-Party Transactions Committee** (More Relevant or Less Relevant RPTs) provides its opinion in the event of an exception to the remuneration policy with reference to the elements indicated in Section I, paragraph 6, in accordance with the procedural conditions set out in the RPT Regulation adopted by the Company.
- The **CEO** validates the contents of the Company's Remuneration Policy, with specific reference to the Strategic Executives, and submits it to the Appointment and Remuneration Committee, possibly delegating the activity to the Human Resources Management.

As regards the relevant company departments:

- **The Human Resources & Organisation, Corporate Services Department:**
  - Prepares a Remuneration Policy plan for the General Manager and the Strategic Executives based on the principles of meritocracy, in accordance with market benchmarks, and submits it to the CEO and, at the latter's request, to the Appointment and Remuneration Committee.
  - Prepares a Remuneration Policy for the CEO based on the principles of meritocracy, in accordance with market benchmarks, and submits it to the Appointment and Remuneration Committee.
  - Implements the Remuneration Policy for every single department/employee with reference to the Strategic Executives based on the principles of meritocracy.
- **The Legal and Corporate Affairs Department**
  - Makes a prior assessment of the Remuneration Policy compliance, in order to assess consistency with the objectives of compliance with the rules, the Articles of Association and the Code of Ethics.
  - Supports the Appointment and Remuneration Committee in formulating a proposal regarding the Company's Remuneration Policy with specific reference to the members of the management bodies (other than the CEO) and control bodies, to be submitted to the Board of Directors.

The Independent Auditors Deloitte & Touche S.p.A. verify that Section II of the Report has been prepared in accordance with Article 123-ter of the TUF.

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

<sup>2</sup> At the latest during the meeting of the Board of Directors that resolves to convene the Shareholders' Meeting called to approve the annual financial statements and to express an opinion on Section I of the Report.

On 25 February 2021 the Company approved a policy governing the preparation of the Remuneration Policy.

## **1.2. THE APPOINTMENT AND REMUNERATION COMMITTEE**

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

The members of the Appointment and Remuneration Committee are selected from among individuals possessing the necessary competences in relation to the special nature of their powers. In particular, they are selected from among qualified individuals and experts in the legal, accounting or tax field, with specific expertise in auditing, consultancy, financial activities or remuneration policies, and the majority of them must meet the requirements of autonomy and independence set forth in the Corporate Governance Code. As of the date of this Report, the Appointment and Remuneration Committee consists of:

- Lara Livolsi (Chairwoman of the Committee), independent Director;
- Alessandra Pavolini, independent Director;
- Alessandro Antonio Giusti, Director.

### MAIN DUTIES

- Assist the Board of Directors in the preparation of the Remuneration Policy and submit a proposal to it regarding the Company's Remuneration Policy and specifically for the members of the management bodies, general managers, executives with strategic responsibilities and members of the control body;
- Monitor the concrete application of the Remuneration Policy and verify, in particular, the actual achievement of the performance targets;
- Periodically assess the adequacy and overall consistency of the Remuneration Policy;
- Make proposals regarding any stock option plans in favour of Directors, employees and associates;
- Make proposals to the Board of Directors on performance objectives as concerns the CEO's annual monetary incentive (MBO);
- Give opinions on the issues submitted by the Board of Directors from time to time in relation to remuneration or any other connected or pertinent issue.

### 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 2020, the Appointment and Remuneration Committee met five times, also resolving on various topics related to the Policy contained in the Report approved by the Board of Directors on 05 March 2020. The main issues addressed were the following:

- Acknowledgement of the resignation of CEO Matteo Carlo Maria Mascazzini and examination of the proposed agreement for the consensual termination of the employment and management relationships in place with the Company.
- Examination and assessment of the economic proposal relating to the "remuneration package" of CEO Livio Libralesso, also in his role as General Manager of Administration, Finance & Control, Corporate Legal & IT.
- Remuneration policy in accordance with article 123-ter of Italian Legislative Decree 58/98;
- "Report on the remuneration policy and remuneration paid" prepared pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998 (as amended) and pursuant to Art. 84-quater and Annex 3A, Table 7-bis of CONSOB Regulation no. 11971/1999 (as amended). The Committee also highlighted the changes made pursuant

to the Italian Legislative Decree no. 49/2019 which transposed into Italian law Directive (EU) 2017/828 (“Shareholder Rights Directive II” - SHRD 2”) reporting the new rules introduced to ensure greater transparency and shareholder engagement concerning Directors’ remuneration.

- Short-term variable pay (MBO) in 2020 for the CEO and Strategic Executives.
- Short-term variable pay (MBO) in 2019 for the CEO and Strategic Executives: acknowledgement of the non-achievement of corporate performance targets.
- Proposal regarding the definition and distribution of the remuneration of the Directors, including those holding special offices, following confirmation of total remuneration by the Shareholders’ Meeting of 22 April 2020.
- Acknowledgement of the announcements made by the CEO and the Strategic Executives waiving their rights to the short-term variable remuneration (“MBO”) in the new 2020 plan, in consideration of the extremely serious economic and financial crisis due to the COVID-19 health emergency.
- Examination and assessment of a Stability Agreement in favour of a Strategic Executive.
- Half-year report of the Appointment and Remuneration Committee on the remuneration policy.

All of the members of the Appointment and Remuneration Committee attended the meetings held in 2020. 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. In cases where the Committee has used the services of a consultant to obtain information on market practices regarding remuneration policies, the Committee has verified in advance that the consultant was not in a situation that would compromise his/her independence.

Where 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 2021, the Appointment and Remuneration Committee shall verify the proper implementation of the Remuneration Policy and report its findings to the Board of Directors.

## 2. GUIDELINES OF THE REMUNERATION POLICY

In defining its remuneration policy, the Company takes account of the working conditions and remuneration of its employees:

- By fostering team spirit and cooperation and putting in place company practices that ensure safe and dignified working conditions for workers. The Company safeguards the position of employees whose professional activities are limited through the adoption of measures that can maintain physical and moral integrity, also in compliance with the laws in force;
- By adopting objective, transparent and verifiable merit criteria in order to develop the skills and competences of its employees.

The Company considers the Remuneration Policy to be a strategic lever for managing and developing its staff.

Specifically, the Policy defines standards and guidelines that the Company follows in defining remuneration of:

- The members of the Board of Directors;
- The members of the Board of Statutory Auditors;
- The General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives.

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

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 incentivise the Directors and the top management in pursuing the long-term interests, also with reference to the Company's sustainability, established by the management;
- Develop a balanced remuneration system, in line with the Company's corporate policies, consisting of a fixed and a variable component related to the achievement of both short and medium/long-term results.
- Attract, motivate and retain resources with the professional skills required for successfully pursuing Geox Group's business continuity and success, also through the granting of fringe benefits in line with market best practices.

The Remuneration Policy contributes to the corporate strategy and to the pursuit of long-term interests also through:

- The share-bonus plan represented by the 2019-2021 Stock Grant Plan, having enhanced the medium-long term variable pay with a view to aligning management to the achievement of financial targets (2019-2021 Accumulated Net Profit) and, indirectly, to pursuing the goals relating to the sustainability of the Company's business as contained in the 2019-2021 Industrial Plan. On 15 March 2021, the Board of Directors approved to propose to the Shareholders' Meeting the adoption of an additional long-term incentive plan, the 2021-2023 Equity (Stock Grant) & Cash-Based Plan, in order to align the targets for the years 2022 and 2023 contained in the 2021-2024 Business Plan.
- The assignment in terms of the quantity for the short-term variable component to financial targets linked to profitability and, in terms of quality, to non-financial targets linked to strategic activities and projects both at corporate level and for the specific area of responsibility.

In relation to sustainability, the Company is evaluating the inclusion of non-financial targets, relating to sustainability and corporate social responsibility issues, and linking them to the variable component of remuneration.

This remuneration policy lasts one year.

Compared to the 2020 Remuneration Policy, the 2021 Remuneration Policy provides for several changes, namely:

- It specifically expresses as a component linked to the termination of office or termination of the relationship, the possibility of entering into stability agreements with top management aimed at ensuring the Company long-term stability of the relationship;
- It includes, among the elements of the policy from which it is possible to derogate in case of exceptional circumstances, the performance targets to which the variable component of remuneration is linked in the event of significant changes to the scope of the Company's activities during the period covered by the Remuneration Policy.

Without prejudice to the above, the 2021 Remuneration Policy is in line with the 2020 Remuneration Policy.

During the Shareholders' Meeting of 22 April 2020, no shareholders expressed opinions on the 2020 Remuneration Policy, which was passed unanimously by over 98% of those in attendance.

The incentive mechanisms regarding the Head of Internal Audit and the Manager in Charge of Financial Reporting are consistent with the tasks assigned to them.<sup>3</sup>

---

<sup>3</sup> Criterion 6.c.3. of the Corporate Governance Code.



a) with reference to the short-term variable component,

- financial targets are linked to the Company's profitability, the main ones being: Earnings Before Interest and Taxes (EBIT), Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA), Revenues, Costs, Gross Margin and Sell Through. These targets are considered as achieved only if the target is fully met;
- non-financial targets are linked to strategic activities and projects at both corporate level and for the specific area of responsibility. In addition, the Company is assessing the inclusion of non-financial targets relating to issues of sustainability and corporate social responsibility. These targets are considered to have been reached in proportion to their degree of achievement;

b) with reference to the medium/long-term variable component:

- for the 2019-2021 Stock Grant Plan, a minimum threshold (60% of the target) and a maximum threshold (100% of the target) have been defined as the performance targets. Achievement of the minimum threshold will result in the assignment of shares for 40% of the rights granted, while achievement of the maximum threshold will result in the assignment of shares for 100% of these rights. It is also envisaged that between these two values the variable medium/long-term component is considered achieved to the extent calculated using the linear interpolation method.

It is also specified that the Board of Directors, subject to the opinion of the Appointment and Remuneration Committee, may, at its complete discretion, assign the rights allocated to the Recipients, in whole or in part, even in the event of failure to reach the Performance Targets.

- the 2021-2023 Equity (Stock Grant) & Cash-Based Plan, the subject of a proposal for approval at the Shareholders' Meeting called for 22 April 2021, provides for a minimum threshold linked to the Service Condition, which entails the assignment of 30% of allocated rights, and a maximum threshold in case of overachievement, which provides for the payment of a gross cash amount based on a maximum percentage of the fixed remuneration of each Recipient. For these two thresholds, shares can be assigned upon achievement of all or part of the performance or financial/equity targets.

It should be noted that for the purposes of verifying the achievement of the performance objectives, reference is made to the adjusted financial statements (i.e. adjusted for extraordinary items), as published in the Management Report made available to the public on the Company's website ([www.geox.biz](http://www.geox.biz)) in the section Investor Relation.

Considering the current economic climate in which it operates, the Company has decided, for the time being, not to adopt ex-post correction mechanisms within the variable payments.

The Company can also evaluate giving the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT and the Strategic Executives extraordinary bonuses or one-off payments on the basis of considerations linked to individual performance or ongoing commitment in the relevant year, or to incentivise the implementation of the objectives of the strategic plan.

### 3.2.1. SHORT-TERM VARIABLE PAY (MBO)

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

The tool used to pursue this purpose is the Management by Objectives ("MBO") system, which represents the only formal annual incentive tool in the Group.

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

The maximum limit of the short-term variable component as a percentage of the fixed component are:

- for the Chairman and the Vice Chairman of the Company: no variable short-term pay is provided for;
- for the CEO of the Company: maximum 50% of fixed remuneration;
- for the Administration, Finance % Control, Corporate Legal & IT Department Manager and for the Company's Strategic Executives: maximum 50% of fixed remuneration.

The Company shall assess the achievement of performance targets for the purposes of assigning the variable components envisaged by the annual monetary incentive plans (MBO), linked to the achievement of financial and also non-financial targets, possibly at the first meeting of the Board of Directors of the financial year following the reference year. All variable components shall then be promptly assigned following the aforementioned board resolution.

No specific deferred payment systems are provided for.

### **3.2.2. MEDIUM/LONG-TERM VARIABLE PAY (LTI)**

The Company has in place a medium/long-term incentive plan (LTI) represented by the 2019-2021 Stock Grant Plan which envisages variable remuneration through the free assignment of a maximum of 5,000,000 of the Company's shares.

The beneficiaries of the Plan are the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT, the Strategic Executives and other executives and employees who are considered as key for Geox or another company in the Geox Group.

If, prior to his appointment, the Chief Executive Officer has been assigned stock grant rights by virtue of the executive office held, the Company can reserve the right to proceed or otherwise with a further assignment of such options.

The assignment of the shares occurs at the end of the vesting period, which starts from the date of assignment of the options to underwrite for free the Company's shares and ends with the approval by the Geox Shareholders' Meeting of the consolidated financial statements relating to the year ended 31 December 2021.

The assignment of the shares is linked to achieving the ACCUMULATED NET PROFIT targets – understood to be profit after taxes and after the result of financial management as emerging from the consolidated financial statements of the Group drawn up without applying IFRS16 – envisaged in the 2019-2021 Business Plan. This assignment is set at a percentage between 40% (after achieving the minimum performance target of 60%) and 100% (after achieving the performance target) of the maximum number of options assigned to each beneficiary (for example achieving 80% of the accumulated Net profit target corresponds to the assignment of 70% of the shares, calculated using the linear interpolation method).

Achieving percentages below the minimum performance target (60%) does not entail the assignment of shares.

The assignment of the shares is also linked to the beneficiary maintaining their employment relationship when the achievement of the targets is verified.

It should also be noted that on 15 March 2021, the Board of Directors resolved to call the Ordinary Shareholders' Meeting to submit for approval a new medium- to long-term plan (LTI), the 2021-2023 Equity (Stock Grant) & Cash-Based Plan or 2021-2023 Plan regarding the allocation, free of charge, of a maximum of 7,696,250 shares of the Company ("Equity Quota") and the disbursement of a cash component, gross of taxes and social security contributions ("Cash Portion") in case of overachievement.

The beneficiaries of the 2021-2023 Plan are the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT, the Strategic Executives and other executives and employees who are considered as key for Geox or another company in the Geox Group.

The assignment of the Equity Quota takes place according to the following conditions and limits:

- A predetermined number of shares equal to 30% of the total number of rights assigned shall be allocated on condition that the Recipient's employment/management relationship with the Group is ongoing at the date of approval, by the Geox Board of Directors, of the draft financial statements for the year ended 31 December 2023 (the "Service Condition"). These shares shall be assigned following approval, by the Geox Shareholders' Meeting, of the consolidated financial statements for the year ended 31 December 2023;

- Following the same date of approval by the Geox Shareholders' Meeting of the consolidated financial statements for the year ended 31 December 2023, a number of shares between a minimum of 23% and a maximum of 70% of the rights assigned will also be assigned in the event that the Service Condition is met, as well as some or all of the 2022 EBIT (Earnings Before Interest and Taxes) and EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortisation) performance targets for 2022, as set out in the Business Plan for the three-year period 2021-2023 (the

so-called Targets).

If the 2023 EBITDA performance target is not achieved, but certain targets linked to the Company's financial and equity situation are achieved, a number of shares equal to 20% of the rights granted will still be assigned. These targets, to be considered joint and not alternative, are defined as follows:

- Group Net Profit 2023 > 0;

- Reduction of the Geox Group's debt at 31 December 2023 compared to the debt recorded at 31 December 2020 ("Net Financial Position");

- Compliance with the covenants on the net financial position compared to the net assets contained in the Geox Group's loan agreements in place at the date of approval of the Plan by the Board of Directors.

Disbursement of the Cash Portion is subject, in addition to compliance with the Service Condition, to at least 20% of the Plan's EBITDA targets being exceeded (the so-called Overachievement).

The achievement of percentages lower than the performance targets (the so-called Targets) will not result in the assignment of shares or the payment of the Cash Portion, in the same way as non-achievement of the financial/equity targets.

The assignment of shares, regardless of the type of targets achieved, is in any case linked to compliance with the Service Condition.

Additional information on the 2019-2021 Stock Grant Plan and on the approval by the Shareholders' Meeting of the 2021-2023 Equity (Stock Grant) & Cash-Based Plan is publicly available on the Company's Website ([www.geox.biz](http://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/long-term results and to contribute to corporate strategy, the Policy provides that part of the variable component of the remuneration of the CEO, the General Manager of Administration, Finance & Control, Corporate Legal & IT and of Strategic Executives may be represented by the allotment of short-term variable components (MBO) and medium/long-term variable components (LTI) represented by financial instruments. In the context of the Stock Grant Plan or other plans 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 particular, the CEO, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives shall have access to an individual bonus in view of the achievement of economic and non-financial indicators linked to strategic company projects and to the specific area of competence. These indicators are formalised by the Board of Directors, on the proposal of the Appointment and Remuneration Committee.

As regards the medium/long-term variable component (LTI), please refer to the 2019-2021 Stock Grant Plan, where there is a six-month Lock-up clause that further strengthens the pursuit of the Company's long-term interests.

This Plan is available to the public on the Company's website ([www.geox.biz](http://www.geox.biz)) in the Governance section.

It is noted that the variable component of remuneration contributes to the pursuit of the corporate strategy and long-term interests through the close correlation between company and individual performances, possible with the achievement of the annual and medium- to long-term targets contained in the 2019-2021 Business Plan and, if the 2021-2023 Equity (Stock Grant) & Cash-Based Plan proposed to the Shareholders' Meeting is approved, those contained in the Business Plan for the three-year period 2021-2023. In relation to sustainability, the Company is evaluating the inclusion of non-financial targets, relating to sustainability and corporate social responsibility issues, and linking them to the variable component of remuneration.

### 3.3. FRINGE BENEFITS

The CEO, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives have been attributed, for multiple-purpose usage with tax deductions in compliance with the law, some fringe benefits which fall within the ordinary type of benefits generally attributed to subjects who cover similar positions in corporations with similar dimensional and qualitative characteristics as those of the Company.

In particular, the afore-mentioned individuals benefit from a car and, in some cases, on the basis of an individual agreement, they may benefit from housing. Note also that all employees, and therefore also Directors who are employees of the Company, as well as the General Manager of Administration, Finance & Control, Corporate Legal & IT and 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 of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives benefit from the following insurance coverage, other than the compulsory ones:

- Supplementary medical insurance for them 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 max. Euro 1,000,000;
- Medical check-up.

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

The other Directors are covered by civil, criminal and administrative liability insurance.

#### **4. POLICY ON PROVISIONS FOR TERMINATION OF AN APPOINTMENT OR EMPLOYMENT**

The Company does not generally stipulate agreements to regulate ex ante the economic aspects relating to the early termination of the employment relationship with management, without prejudice to the obligations envisaged by the law and by the applicable collective contract.

Nonetheless, for the Chief Executive Officer and other senior figures such as the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives, in some circumstances in consideration of the particular professional skills they have and for the purposes of staff retention connected to the position held, the Company can envisage agreements to regulate in advance the effects of the possible termination of the employment relationship, in line with the long-term strategies, values and interests of the Group, as determined by the BoD.

With specific reference to the Chief Executive Officer, any ex-ante severance agreements may include, in the case of termination of the position, the payment, by way of additional compensation, of a one-off amount related to a maximum limit set at 12 months of the gross fixed pay and a minimum limit set at 6 months of the gross fixed pay, together with any annuities relating both to the short-term variable component paid and to any one-off monetary benefits paid.

In relation to the General Manager of Administration, Finance & Control, Corporate Legal & IT and the Strategic Executives, the Company can envisage specific severance agreements, valid for the entire duration of the employment relationship, with particular packages in the case of termination of the employment relationship by the Company, including the payment, by way of additional compensation, of a maximum amount of 24 months of gross pay, excluding any bonus, MBO, one-off payments and benefits, in addition to what may be provided for by compensation in lieu of notice.

It is understood that such compensation is in any case determined in related to the added value provided as well as to the related purposes of retaining the person in the interest of the Company.

For individuals with whom ex-ante severance agreements have not been entered into, in the event of termination of the existing relationship with the Group for reasons other than just cause, the tendency is to try to conclude agreements for the termination of the relationship by consent. 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.

Moreover, the Company, in certain circumstances linked to the need to retain and motivate top management professionals considered fundamental for the achievement of the strategic objectives, may provide for the signing of stability agreements (commitments to guarantee a minimum duration of the relationship) for a maximum amount of 12 months' gross salary, aimed at guaranteeing the Company long-term stability of the relationship.

In general, the Company does not provide for payment of any indemnities, extraordinary payments or remuneration for a Non-Compete Clause linked to termination of the mandate, nor the entering into subsequent consultancy contracts, nor any provision for the granting or continuation of fringe benefits.

In addition, the Company does not provide for a correlation between the payments for termination of office or termination of employment and the Company's performance, as these payments are the result of individual agreements aimed at retaining the employee and providing, ex-ante, what is due in the event of termination, regardless of the Company's performance.

In relation to the effects of termination of the position or termination of the employment relationship on the incentive plans based on financial instruments, reference should be made to the Regulation of the 2019-2021 Stock Grant Plan and on the proposal for approval by the Shareholders' Meeting of the 2021-2023 Equity (Stock Grant) & Cash-Based Plan published on the Company's website ([www.geox.biz](http://www.geox.biz)) in the *Governance* section.

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. No succession plans are currently provided for executive Directors<sup>4</sup>.

---

<sup>4</sup> Criterion 6.c.8. paragraph d) of the Corporate Governance Code.

## **5. POLICIES APPLICABLE TO THE REMUNERATION OF DIRECTORS AND 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 sec. 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. The remuneration of non-executive Directors is set as a fixed amount, as it is considered that any reference to results may compromise the quality of their work.

In addition, for the participation of non-executive Directors in the activities of each Board of Directors' Committee, 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 Chairman 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 pay;
- an annual monetary incentive plan (MBO);
- a medium/long-term variable component (LTI);
- fringe benefits.

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

The annual monetary incentive component (MBO) 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 are formalised by the Board of Directors further to a proposal of the Appointment and Remuneration Committee.

The characteristics of the short-term variable component (MBO) and of the medium/long-term variable component (LTI) are described respectively in paragraphs 3.2.1 and 3.2.2.

If, prior to his appointment, the Chief Executive Officer has been assigned stock grant rights by virtue of the executive office held, the Company can reserve the right to proceed or otherwise with a further assignment of such options.

The Company can pay to the Chief Executive Officer extraordinary bonuses or one-off payments on the basis of considerations linked to individual performance or ongoing commitment in the relevant year, or to incentivise the implementation of the objectives of the strategic plan.

The 2021 Remuneration Policy Guidelines provide for a pay mix consistent with the managerial position held, to be calculated by considering the value of the short-term incentives in the case of achievement of target results:

- Fixed pay; 50%;
- Short-term variable pay: 25%;
- Medium/long-term variable pay: 25%;

#### **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.

As of 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**

Non-executive and independent Directors shall receive a fixed annual pay.

For their participation in each Board of Directors' Committee, as a member of the same, Directors shall receive an additional fixed annual pay. The amount of this compensation is the same, regardless of the specific Internal Committee in which the Director participates.

Should the Director act as Chairman of the Committee, he/she shall receive twice the additional annual fixed pay awarded to ordinary members of the Committee.

#### **5.6. REMUNERATION FOR POSITIONS IN SUBSIDIARY COMPANIES**

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

#### **5.7 GENERAL MANAGER OF ADMINISTRATION, FINANCE & CONTROL, CORPORATE LEGAL & IT 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 "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".

It should be noted that, with the support of the Appointment and Remuneration Committee, the Chairman of the Board of Statutory Auditors, the Chairman of the Audit, Risks and Sustainability Committee and the Human Resources & Organisation Management, Corporate Services Department, three Strategic Executives (except for the CEO who is also considered a Strategic Executive) have been identified for 2021.

The remuneration of the General Manager of Administration, Finance & Control, Corporate Legal & IT and of Strategic Executives is composed of:

- an annual fixed pay;
- an annual monetary incentive plan (MBO);
- a medium/long-term variable component (LTI) consisting of stock options relating to Company's shares;
- 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 of Administration, Finance & Control, Corporate Legal & IT and for Strategic Executives (excluding the Chief Executive Officer) are formalised by the Board of Directors upon the proposal of the Appointment and Remuneration Committee.

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

The 2021 Remuneration Policy Guidelines provide for the General Manager of Administration, Finance & Control, Corporate Legal & IT a pay mix, consistent with the managerial position held, to be calculated by considering the value of short-term and medium/long-term incentives in the case of achievement of target results:

- Fixed pay; 50%;
- Short-term variable pay: 25%;
- Medium/long-term variable termine25%.

The 2021 Remuneration Policy Guidelines provide for Strategic Executives a pay mix, consistent with the managerial position held, to be calculated by considering the value of short-term and medium/long-term incentives in the case of achievement of target results: Fixed pay:

- Fixed pay; 56%;
- Short-term variable pay: 22%;
- Medium/long-term variable pay: 22%;

It should be noted that the pay mix calculation for the CEO, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives does not include non-monetary benefits or any severance and stability agreements.

## **5.8 MEMBERS OF THE AUDIT BODY**

Pursuant to Article 22 of the Articles of Association, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting. Among the determination criteria, it will be possible to take account of the parameters contained in Ministerial Decree no. 140 of 20 July 2012 regarding court-ordered liquidation of professional fees or packages established by professional orders, taking into consideration, if relevant for the adequacy of the fee, the commitment required to carry out the role.

## 6. EXCEPTIONAL CIRCUMSTANCES

The Company attributes fees only in conformity with the Policy.

Given exceptional circumstances, the Company, at the proposal of the Appointment and Remuneration Committee, may temporarily waive the Remuneration Policy in order to pursue long-term interests and the sustainability of the Company overall or to ensure its ability to remain on the market.

In particular, for the purposes of “pursuing long-term interests and overall sustainability or ensuring its ability to remain on the market” (art. 123-ter, par. 3-bis of the TUF), the Company can waive the following elements of the Policy:

- the pay-mix of the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives;
- the allotment of medium/long-term financial instruments to the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives;
- the signing of agreements to take on a non-competition commitment linked to the termination of the mandate or the termination of the relationship with the Chief Executive Officer, the General Manager of Administration, Finance & Control, Corporate Legal & IT and the Strategic Executives;
- packages envisaged in the case of termination of the office or termination of the employment relationship which are better than what is envisaged by the collective labour contract;
- the performance objectives to which the variable component of remuneration for the CEO, the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives is linked in the event of significant changes to the scope of the Company’s activities during the validity of the remuneration policy.
- assignment or maintenance of fringe benefits beyond the date of termination.

In order to approve such exceptions to the Policy, the Company applies the procedure envisaged to approve Related Party Transactions.

## SECTION II – DETAILS OF REMUNERATION

This section, broken down into two parts, illustrates each of the items that make up the pay of the administration and audit bodies as well as of the Chief Executive Officer and of the General Manager of Administration, Finance & Control, Corporate Legal & IT. This section sets out in aggregate each of the items that make up the pay of the three Strategic Executives of the Company relating to 2020 (excluding the General Manager of Administration, Finance & Control, Corporate Legal & IT whose pay is illustrated individually). The reason why the Strategic Executive's remuneration may be aggregated is that, during 2020, none of them received total remuneration greater than the overall highest remuneration paid to the General Manager of Administration, Finance & Control, Corporate Legal & IT (specifically, the remuneration of the Chairman of the Board of Directors).

Remuneration paid to Directors and Strategic Executives in 2020, including the economic indemnities provided for in case of resignation or termination, were consistent with the 2020 remuneration policy.

With regard to short-term variable remuneration, it is made known that during April 2020 the Company took note of the announcements made by the CEO and the Strategic Executives waiving their rights to the short-term variable remuneration ("MBO") in the new 2020 plan, in consideration of the economic and financial crisis due to the COVID-19 health emergency, despite the fact that the Board of Directors, on 5 March 2020, had resolved on the cash incentive structure.

Moreover, with reference to the medium- to long-term variable remuneration, the 2019-2021 Stock Grant Plan as described above, intended for purposes of retention and value creation for the Company, would have represented a valid tool for the pursuit of medium- to long-term results.

However, with regard to this Plan, in consideration of the economic and financial crisis due to the COVID-19 health emergency, the Company expects that the minimum threshold of 60% of the performance target related to the 2019-2021 cumulative Net Profit will not be reached. In addition, the Board of Directors resolved on 15 March 2021 not to exercise the right, as provided in the last section of item 7 of the 2019-2021 Stock Option Plan regulation, to allow Recipients to exercise, in whole or in part, the granted stock options even in the absence of the achievement of the performance targets.

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

On appointment of the Board of Directors by the Shareholders' Meeting of 16 April 2019, the latter approved an overall remuneration due to the Board of Directors, including directors with particular positions, for each of the three years of service, of Euro 3,150,000.

The Shareholders' Meeting of 16 April 2019 passed a resolution that the remuneration due to the Board of Statutory Auditors, for the whole duration of the engagement, be established at Euro 175,000.00, of which Euro 75,000.00 for the Chairman and Euro 50,000.00 for each standing Auditor, an all-inclusive amount including the possible function as the supervisory body under Leg. 231/2001.

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

Compensation received in 2020 by the Chairman of the Board of Directors, Member of the Executive Committee and Member of the Ethics Committee of Geox S.p.A., consisted of a fixed annual pay of Euro 1,800,000. The compensation received in 2020 by the Vice Chairman of the Board of Directors, Member of the Executive Committee, consisted of a fixed annual pay of Euro 150,000.

#### I.2. NON-EXECUTIVE (INDEPENDENT AND NON-INDEPENDENT) DIRECTORS

On 22 April 2020 the Board of Directors, following confirmation of total remuneration by the Shareholders' Meeting of 22 April 2020, passed a resolution to recognise for non-executive and independent directors a fixed annual fee of Euro 25,000. A further fixed annual fee of Euro 20,000 is recognised to the Chairman of the Appointment and Remuneration Committee and to the Chairman of the Audit, Risk and Sustainability Committee, while a further fixed annual fee of Euro 10,000 is recognised to the members of the Appointment and Remuneration Committee and to the members of the Audit, Risk and Sustainability Committee for the specific duties as members of the Board of Directors' committees.

The Board of Directors on 22 April 2020, again following confirmation of total remuneration by the Shareholders'

Meeting of 22 April 2020, passed a resolution to recognise to the non-independent director responsible for overseeing the Audit and Risk Management System a fixed annual fee of Euro 100,000, in addition to the aforementioned fees for taking part as a member of the Board of Directors' committees.

Finally, as also approved by the Board of Directors on 22 April 2020, the Lead Independent Director is paid a further annual fixed fee of Euro 10,000.

### **1.3. CHIEF EXECUTIVE OFFICER**

#### **1.3.1. FIXED REMUNERATION**

The aggregate amount of fixed remuneration received in 2020 by the Chief Executive Officer, Matteo Carlo Maria Mascazzini, who terminated his appointment as Chief Executive Officer and his employment relationship on 16 January 2020, was Euro 85,545,46 (gross amount), divided as follows:

- 19% as Chief Executive Officer of Geox S.p.A.;
- 79% as Strategic Executive;
- 2% of fringe benefits.

The aggregate amount of fixed remuneration received in 2020 by the Chief Executive Officer, Livio Libralesso, who was appointed as Chief Executive Officer on 16 January 2020, was Euro 622,434,19 (gross amount), divided as follows:

- 38% as Chief Executive Officer of Geox S.p.A.;
- 60% as Strategic Executive;
- 2% of fringe benefits.

#### **1.3.2. VARIABLE REMUNERATION**

In consideration of the CEO's waiver of the current 2020 plan relating to short-term variable remuneration (MBO), no short-term variable bonus (MBO) payments will be made for the 2020 financial year.

In 2020, the CEO Livio Libralesso received a one-off gross bonus payment of Euro 80,000.

The CEO Livio Libralesso currently holds, as the General Manager of Administration, Finance & Control, Corporate Legal & IT, 273,973 options which give the right to the free assignment of 1 Company share for each Option assigned (Stock Grant).

It should be noted that, in the context of total remuneration, for 2020 the proportion between fixed remuneration and non-monetary benefits only (as no variable remuneration was paid), was taken as a reference, calculating the proportion of each component paid (fixed part as CEO, fixed part as Strategic Executive and non-monetary benefits) in relation to the total sum of the above components.

## **II DETAILS OF THE REMUNERATION OF THE GENERAL MANAGER OF ADMINISTRATION, FINANCE & CONTROL, CORPORATE LEGAL & IT AND STRATEGIC EXECUTIVES**

Remuneration paid to the General Manager of Administration, Finance & Control, Corporate Legal & IT and Strategic Executives consists of a Gross Annual Pay, variable bonuses to be paid upon the achievement of predetermined short-term corporate objectives (MBO) and medium/long-term corporate objectives (LTI), as well as fringe benefits.

### **2.1 GENERAL MANAGER OF ADMINISTRATION, FINANCE & CONTROL, CORPORATE LEGAL & IT**

The remuneration received by the General Manager of Administration, Finance & Control, Corporate Legal & IT in the 2020 financial year was Euro 382,694.87 gross, divided as follows:

- 97% Gross Annual Pay;
- 3% fringe benefits.

In consideration of the General Manager of Administration, Finance & Control, Corporate Legal & IT's waiver of the new 2020 plan relating to short-term variable remuneration (MBO), no short-term variable bonus (MBO) payments will be made for the 2020 financial year.

In 2020 the General Manager of Administration, Finance & Control, Corporate Legal & IT was paid a one-off bonus of Euro 5,550 (gross amount).

In 2019, the General Manager of Administration, Finance & Control, Corporate Legal & IT was assigned 273,973 options which give the right to the free assignment of 1 Company share for each Option assigned (Stock Grant).

It should be noted that the context of total remuneration, for 2020 the proportion between fixed remuneration and non-monetary benefits only (as no variable remuneration was paid), was taken as a reference, calculating the proportion of each component paid (fixed part and non-monetary benefits) to the total sum of the above components.

### **2.2 STRATEGIC EXECUTIVES**

The overall remuneration paid to Strategic Executives in 2020 amounted to Euro 996,450.63 (gross amount), broken down as follows:

- 97% Gross Annual Pay;
- 3% fringe benefits.

In consideration of the Strategic Executives' waiver of the current 2020 plan relating to short-term variable remuneration (MBO), no short-term variable bonus (MBO) payments will be made for the 2020 financial year.

In 2020, Strategic Executives were paid one-off bonuses for a total of Euro 17,373 (gross amount).

In 2019, Strategic Executives were assigned a total of 720,157 options which give the right to the free assignment of 1 Company share for each Option assigned (Stock Grant).

It should be noted that, with reference to the total remuneration, for 2020 the proportion between fixed remuneration and non-monetary benefits only (as no variable remuneration was paid) was taken as a reference, calculating the impact of each component paid (fixed part and non-monetary benefits) on the total sum of the above components.

## **III PROVISIONS FOR TERMINATION OF AN APPOINTMENT OR EMPLOYMENT**

In January 2020, the Company and the previous CEO Matteo Carlo Maria Mascazzini, having lost interest in the continuation of the relationship, terminated the employment relationship by consent and at the same time Matteo Carlo Maria Mascazzini tendered his resignation from all positions held within the Company.

The Company had an agreement in place with Matteo Carlo Maria Mascazzini providing for ex-ante compensation in

the event of early termination of the relationship. According to the severance agreement, Matteo Carlo Maria Mascazzini had the right to receive a total gross sum of 18 months' gross remuneration paid to the Executive at the time of termination of the relationship, inclusive of both the remuneration for the position of Strategic Executive and the remuneration for the position of Director. The determination of this amount is not linked to the Company's performance criteria.

According to this agreement, in February 2020 the Company paid Matteo Carlo Maria Mascazzini, upon the consensual termination of the employment relationship and all other management relationships, a total gross amount of Euro 990,000 as severance payment and Euro 10,000 as transaction payment, as well as the severance gratuity and the other amounts due at the date of termination, the accrued amounts for additional monthly salary payments, holidays and leaves of absence accrued but not taken, and anything else legally and contractually due.

The payment of this amount is in accordance with the indications contained in the Remuneration Policy.

These options granted to Dott. Matteo Carlo Maria Mascazzini within the scope of the 2019-2021 Stock Grant Plan expired on 16 January 2020, given the termination of the office of Chief Executive Officer and termination of the employment relationship of Matteo Carlo Maria Mascazzini on the same date.

Furthermore, no remuneration was paid for non-competition agreements and no agreements were entered into that provide for the assignment or maintenance of non-monetary benefits beyond the termination of the relationship.

#### **IV. INFORMATION ON EXCEPTIONS TO THE REMUNERATION POLICY APPLIED IN EXCEPTIONAL CIRCUMSTANCES**

In order to pursue its long-term interests, the Company has provided for a temporary exception with regard to payments in the event of termination of office or termination of the employment relationship that are better than those provided for in the collective bargaining agreements by entering into a stability agreement with the Strategic Executive. The possibility of making such an exception was already provided for in the event of exceptional circumstances pursuant to Section I of the Report, Point 6 – "Exceptional Circumstances". The Company approved this exception by applying the procedure provided for the approval of Less Relevant Related-Party Transactions.

In particular, the stipulation of such an agreement depended on the Company's need to retain and motivate top management professionals considered fundamental for the achievement of the Company's predetermined long-term strategic objectives. The stability agreement entered into with the Strategic Executive is aimed at guaranteeing the stability of the employment relationship for at least 36 months with the payment of 12 months' gross salary.

#### **V. COMPARATIVE INFORMATION WITH PREVIOUS FINANCIAL YEARS**

The following comparative information is provided with regard to the financial years starting from 1 January 2019, between the annual change in:

- (i) total remuneration of each individual for whom the information in this section of the Report is provided by name;
- (ii) the Company's results;
- (iii) the average annual gross remuneration of full-time employees and employees other than those whose remuneration is represented by name in this section of the Report

It should be noted that, for the Company's results, the figures of the consolidated financial statements of Geox Group have been taken as a reference, as they are representative of the Company's performance. With reference to the remuneration of the individuals for whom the information is provided by name, Livio Libralesso, as CEO, is excluded from the comparative information as he was appointed to this position on 16 January 2020. Instead, the annual changes in the total remuneration of Livio Libralesso as General Manager of Administration, Finance & Control, Corporate Legal & IT are clarified below.

The year 2020 was marked by the COVID-19 pandemic which resulted in a significant reduction in the mobility of people and the temporary suspension of non-essential business activities, and therefore affected the Group's revenue performance.

Given this particular context, the negative change in the Group's Operating Result (EBIT) in 2020 compared to 2019 must therefore be analysed. This change was accompanied by a simultaneous reduction in total remuneration, both with regard to the remuneration of the General Manager of Administration, Finance & Control, Corporate Legal & IT and the average gross annual remuneration of the Company's other employees.

This reduction is attributable to the effects of the COVID-19 pandemic, which led the relevant recipients to waive their rights to short-term variable remuneration ("MBO") in the 2020 plan and the simultaneous use of the COVID-19 Redundancy Fund for all non-management employees.

On the other hand, it should be noted that the total remuneration of the other individuals belonging to the management and control bodies in the 2020 financial year did not change compared to the previous year.

During the Shareholders' Meeting of 22 April 2020, no shareholders expressed opinions on the 2020 Remuneration Policy, which was passed unanimously by over 98% of those in attendance.

\*\*\*\*\*

Below is a brief summary of the remuneration paid in 2020 for any reason and in any form whatsoever by the Company and by the Companies of the Geox Group, using the tables drawn up according to the provisions of the Issuers' 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.

The Report includes a table indicating shareholdings, held in Geox and in its subsidiaries, by members of the management and audit bodies and by 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 Strategic Executives.

15 March 2021

---

On behalf of the Board of Directors

The Chairman

Mario Moretti Polegato

**Table 1 Remuneration of members of management and audit bodies, General Managers and Strategic Executives.**

(A) Name and surname	(B) Office	(C) Period in office	(D) Expiry of the office	(1) Fixed remuneration	(2) Remuneration for serving on committees	(3) Non-equity variable remuneration		(4) Fringe benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Remuneration for termination of office or employment
						Bonuses and other incentives	Profit-sharing					
<b>Mario Moretti Polegato</b>	<b>Chairman of the Board of Directors</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				1,800,000.00						1,800,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				1,800,000.00						1,800,000.00		
<b>Enrico Moretti Polegato</b>	<b>Vice Chairman of the Board of Directors</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				150,000.00						150,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				150,000.00						150,000.00		
<b>Matteo Carlo Maria Mascazzini</b>	<b>Chief Executive Officer</b>	from 01.01.2020 to 16.01.2020	16.01.2020									
(i) Remuneration by the company drafting the financial statements				83,895.39	0.00		1,650.07	0.00		85,545.46		1,000,000.00
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				83,895.39	-	-	1,650.07	-		85,545.46	-	1,000,000.00
<b>Livio Libralesso</b>	<b>Director</b>	from 01.01.2020 to 31.12.2020	16.01.2020									
	<b>Chief Executive Officer</b>	from 16.01.2020 to 31.12.2020	31.12.2021									
	<b>General Manager of Administration, Finance &amp; Control, Corporate Legal &amp; IT</b>	from 01.01.2020 to 31.12.2020										
(i) Remuneration by the company drafting the financial statements				612,548.48	85,550.00		9,885.71			707,984.19		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				612,548.48	-	85,550.00	-	9,885.71	-	707,984.19	-	-
<b>Alessandro Antonio Giusti</b>	<b>Non-Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				120,000.00						120,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				120,000.00						120,000.00		
<b>Claudia Baggio</b>	<b>Non-Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				25,000.00						25,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				25,000.00						25,000.00		
<b>Alessandra Pavolini</b>	<b>Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				35,000.00						35,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				35,000.00						35,000.00		
<b>Lara Livakki</b>	<b>Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				45,000.00						45,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				45,000.00						45,000.00		
<b>Francesca Meneghel</b>	<b>Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				55,000.00						55,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				55,000.00						55,000.00		
<b>Ernesto Albanese</b>	<b>Independent Director</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				35,000.00						35,000.00		
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				35,000.00						35,000.00		
<b>Sonia Ferrero</b>	<b>Chairwoman of the Board of Statutory Auditors</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				75,000.00						-	75,000.00	
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				75,000.00						-	75,000.00	
<b>Fabrizio Colombo</b>	<b>Standing Auditor</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				50,000.00						-	50,000.00	
(ii) Remuneration by subsidiary and associated companies				-						-		
(iii) Total				50,000.00						-	50,000.00	
<b>Francesco Gianni</b>	<b>Standing Auditor</b>	from 01.01.2020 to 31.12.2020	31.12.2021									
(i) Remuneration by the company drafting the financial statements				50,000.00						-	50,000.00	

(A) Name and surname	(B) Office	(C) Period in office	(D) Expiry of the office	(1) Fixed remuneration	(2) Remuneration for serving on committees	(3)		(4) Fringe benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Remuneration for termination of office or employment
						Bonuses and other incentives	Profit-sharing					
(II) Remuneration by subsidiary and associated companies				-						-		
(III) Total				50.000,00						-	50.000,00	
<b>Strategic Executives (3)</b>												
		from 01.01.2020 to 31.12.2020										
(I) Remuneration by the company drafting the financial statements				969.836,12		17.373,00		26.614,51		1.013.823,63		
(II) Remuneration by subsidiary and associated companies				-						-		
(III) Total				969.836,12	-	17.373,00	-	26.614,51	-	1.013.823,63	-	

**Mario Moretti Polegato - Notes:**

Remuneration for the office of Chairman of the Board of Directors, Member of the Executive Committee and Member Committee for Ethics and Sustainable Development of Geox S.p.A.

**Enrico Moretti Polegato - Notes:**

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

**Matteo Mascazzini - Notes:**

Remuneration as Strategic Executive until 16.01.2020: fixed remuneration € 67,766.36; fringe benefits €1,650.07; variable remuneration € 0; other remuneration € 0; bonus € 0  
Remuneration as CEO and Member of the Executive Committee of Geox S.p.A. until 16.01.2020: € 16,129.03; variable remuneration € 0  
Compensation for termination of the employment relationship by consent: € 1,000,000.00, of which: € 990,000.00 as severance payment and € 10,000.00 as transaction payment

**Livio Librasso - Notes:**

Remuneration refers to the position as Strategic Executive, in his capacity as General Manager of Administration, Finance & Control, Corporate Legal & IT and the position as CEO.  
The term of office as General Manager is subject to revocation or resignation.  
Remuneration as Strategic Executive: fixed remuneration € 372,809.16; fringe benefits € 9,885.71; variable remuneration € 0; one-off payment € 5,500.00  
Remuneration as CEO: fixed remuneration € 239,739.32; bonus € 80,000.00

**Alessandro Antonio Giusti - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Non-Independent Director assigned to supervise the Control and Risks System of Geox S.p.A. € 100,000.00  
Remuneration as Member of the Appointment and Remuneration Committee of Geox S.p.A. € 10,000.00  
Remuneration as Member of the Audit, Risk and Sustainability Committee of Geox S.p.A. € 10,000.00

**Claudia Baggio - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Non-Independent Director of Geox S.p.A. € 25,000.00

**Alessandra Pavolini - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Independent Director of Geox S.p.A. € 25,000.00  
Remuneration as Member of the Appointment and Remuneration Committee of Geox S.p.A. € 10,000.00

**Lara Livolsi - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Independent Director of Geox S.p.A. € 25,000.00  
Remuneration for the office of Chairwoman of the Appointment and Remuneration Committee of Geox S.p.A. € 20,000.00

**Francesca Meneghel - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Independent Director of Geox S.p.A. € 25,000.00  
Remuneration as Lead Independent Director of Geox S.p.A. € 10,000.00  
Remuneration as Member of the Audit, Risk and Sustainability Committee of Geox S.p.A. € 20,000.00

**Ernesto Albanese - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Independent Director of Geox S.p.A. € 25,000.00  
Remuneration as Member of the Audit, Risk and Sustainability Committee of Geox S.p.A. € 10,000.00

**Sonia Ferrero - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration for the office of Chairwoman of the Board of Statutory Auditors of Geox S.p.A. € 75,000.00

**Fabrizio Colombo - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Standing Auditor of Geox S.p.A. € 50,000.00

**Francesco Gianni - Notes:**

Remuneration period from 01.01.2020 to 31.12.2020  
Remuneration as Standing Auditor of Geox S.p.A. € 50,000.00

**Strategic Executives - Notes:**

Fixed remuneration € 969,836.12; fringe benefits € 26,614.51; variable remuneration € 0; one-off payment € 17,373.00

**TABLE 3A: Incentive plans based on financial instruments other than stock-options, in favour of the members of the Board of Directors, general managers and other Strategic Executives**

A	B	(1)	Financial instruments allocated during previous FYs not vested during this FY		Financial instruments allocated during this FY					Financial instruments vested during this F/Y and non-allocated	Financial instruments vested during this F/Y and that can be allocated		(12)
			(2)	(3)	(4)	(5)	(6)	(7)	(8)		(9)	(10)	
Name and surname	Office	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair Value at allocation date	Vesting period	Allocation date	Market price at allocation	Number and type of financial instruments	Number and type of financial instruments	Value at the vesting date	Fair Value
<b>Matteo Carlo Maria Mascazzini</b>	<b>Chief Executive Officer from 01/02/2018 to 16/01/2020</b>												
(I) Remuneration by the company drafting the financial statements		2019-2021 Stock Grant Plan (16.04.2019)			733.855	1,59577	36 months	16/04/2019	1,68				
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)											
		Plan B (resolution date)											
(III) Total			-		733.855					-	-		
<b>Livio Libralesso</b>	<b>General Manager of Administration, Finance &amp; Control, Corporate Legal &amp; IT</b>												
(I) Remuneration by the company drafting the financial statements		2019-2021 Stock Grant Plan (16.04.2019)			273.973	1,59577	36 months	16/04/2019	1,68				
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)											
		Plan B (resolution date)											
(III) Total			-		273.973					-	-		
<b>Strategic Executives (3)</b>													
(I) Remuneration by the company drafting the financial statements		2019-2021 Stock Grant Plan (16.04.2019)			720.157	1,59577	36 months	16/04/2019	1,68				
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)											
		Plan B (resolution date)											
(III) Total			-		720.157					-	-		

**Notes:**

With regard to the 2021-2023 Stock Grant Plan, the Company, in consideration of the economic and financial crisis due to the COVID-19 health emergency, expects that the minimum threshold of 60% of the performance target related to the 2019-2021 cumulative Net Profit will not be reached. In addition, the Board of Directors resolved on 15 March 2021 to waive the exercise of the right, as provided in the last section of item 7 of the 2019-2021 Stock Grant Plan regulation, to allocate Shares to the Recipients, in whole or in part, even if the Performance Targets are not achieved.

It should be noted that the Rights granted to Matteo Carlo Maria Mascazzini within the scope of the 2019-2021 Stock Grant Plan expired on 16 January 2020, given the termination of the office of Chief Executive Officer and termination of the employment relationship of Matteo Carlo Maria Mascazzini on the same date.

**TABLE 3B: Monetary incentive plans in favour of the members of the Board of Directors, general managers and other Strategic Executives**

A	B	(1)	(2)			(3)			(4)
Name and Surname	Office	Plan	Bonus for the year			Bonuses of previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
<b>Matteo Carlo Maria Mascazzini</b>	<b>Chief Executive Officer</b>		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration by the company drafting the financial statements		Plan A 2020	0,00	-	from 01.01.2020 to 31.12.2020				
		Plan B (resolution date)							
		Plan C (resolution date)							
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)							
		Plan B (resolution date)							
(III) Total			0,00	-					

<b>Livio Libralesso</b>	<b>Chief Executive Officer, General Manager of Administration, Finance &amp; Control, Corporate Legal &amp; IT</b>		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration by the company drafting the financial statements		Plan A 2020	85.550,00	-	from 01.01.2020 to 31.12.2020				
		Plan B (resolution date)							
		Plan C (resolution date)							
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)							
		Plan B (resolution date)							
(III) Total			85.550,00	-					

<b>Strategic Executives (3)</b>			Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration by the company drafting the financial statements		Plan A 2020	17.373,00	-	from 01.01.2020 to 31.12.2020				
		Plan B (resolution date)							
		Plan C (resolution date)							
(II) Remuneration by subsidiary and associated companies		Plan A (resolution date)							
		Plan B (resolution date)							
(III) Total			17.373,00	-					

One-off payments

**Table 4****- Shareholdings of members of management and audit bodies**

Name and Surname	Office	Invested Company	No. Shares owned at end of previous FY	No. Shares purchased	No. Shares sold	No. Shares owned at end of current FY
<b>Mario Moretti Polegato (*)</b>	Chairman of the Board of Directors	Geox S.p.A.	156,873,917	0	0	156,873,917

(\*)

The Directors **Mario Moretti Polegato** and **Enrico Moretti Polegato** hold an 85.12% stake and a 14.88% stake in the share capital of Lir S.r.l., respectively. The specification in the table only refers to the owner of the majority share.

LIR S.r.l. with registered offices in Treviso (TV) – Italy, holds the controlling shareholding in the capital of Geox S.p.A. with a 71.10% stake

**- Shareholdings of the General Manager of Administration, Finance & Control**

Name and Surname	Office	Invested Company	No. Shares owned at end of previous FY	No. Shares purchased	No. Shares sold	No. Shares owned at end of current FY
<b>Livio Libralesso</b>	<b>General Manager of Administration, Finance &amp; Control, Corporate Legal &amp; IT</b>	Geox S.p.A.	0	0	0	0

**- Shareholdings of Strategic Executives**

Name and Surname	Office	Invested Company	No. Shares owned at end of previous FY	No. Shares purchased	No. Shares sold	No. Shares owned at end of current FY
<b>Strategic Executives (3)</b>		Geox S.p.A.	0	0	0	0