

## **REGULATIONS OF THE GEOX BOARD OF DIRECTORS GOVERNING THE PROCEDURES FOR THE CONDUCT OF THE SHAREHOLDERS' MEETING**

### **Article 1. General Provisions**

1. These Regulations (il “**Regolamento**”) govern, in compliance with Article 125-*bis*.1 of Legislative Decree No. 58 of 24 February 1998 (the “**TUF**”), the conditions and procedures for the conduct of General Meetings of Geox S.p.A. (“**Geox**” or the “**Company**”).
2. The procedures for the conduct of the General Meeting are established and implemented to ensure efficiency, transparency and equal treatment of Geox’s shareholders, the security of communications and the orderly exercise of the rights provided by law and the Articles of Association.
3. These Regulations are approved by the Board of Directors by the affirmative vote of a majority of the independent directors then in office and are published on the Company’s *website*.

### **Article 2. Resolutions of the Board of Directors**

1. Where the Articles of Association do not specify, pursuant to Article 125-*bis*.1, paragraph 1, of the Consolidated Law on Finance (TUF), the exclusive manner in which the General Meeting may be held, the Board of Directors shall determine, on a case-by-case basis, the manner in which the Shareholders’ Meeting is to be held, taking into account criteria of efficiency and transparency, the nature of the items on the agenda, the expected attendance of shareholders and the need to facilitate the informed exercise of shareholders’ rights.
2. The Board of Directors may, with the favorable vote of a majority of the independent directors in office, provide that the General Meeting is held exclusively by means of telecommunications and/or that participation in the General Meeting and the exercise of voting rights take place exclusively through the representative appointed by the Company pursuant to Article 135 -*undecies* of the TUF, to whom proxies or sub-proxies may be granted in accordance with Article 135-*novies* of the TUF, even by way of derogation from Article 135-*undecies*, paragraph 4, of the TUF.
3. The Board of Directors may also provide, within the limits permitted by the Articles of Association and applicable legislation, by postal or electronic ballot in accordance with Article 2370, paragraph 4, of the Italian Civil Code, including in combination with a physical meeting, participation via telecommunications or the use of a designated representative.
4. The resolution of the Board of Directors establishing the exclusive procedures for holding the General Meeting or remote voting methods must be fully justified with reference to criteria of efficiency and transparency and must specify the operational safeguards adopted to ensure the orderly and transparent exercise of shareholders’ rights, as well as any technical measures entrusted to third parties specializing in the management of General Meetings.

### **Article 3. Notice of Meeting**

The English version of this document is not the official version and has been translated into English solely for the convenience of international readers. In the event of discrepancies, the original Italian text shall prevail.

1. The notice of the Shareholders' Meeting shall clearly and precisely describe the procedures applicable to participation, the granting of proxies, the possible use of a designated representative (including an exclusive representative), any voting by mail or electronically, and the exercise of shareholders' rights, and shall also specify—if the Shareholders' Meeting provides for participation via telecommunications—the access procedures, any necessary credentials, and the channels for technical assistance.
2. The notice convening the Shareholders' Meeting shall refer to (i) these Regulations and (ii) the resolution of the Board of Directors regarding the procedures for conducting the Shareholders' Meeting as established from time to time.

#### **Article 4. Shareholders' Meeting Held Exclusively via Telecommunication Means**

1. When the Board of Directors, in accordance with the provisions of Article 2 of these Regulations, resolves that the Shareholders' Meeting shall be held exclusively via telecommunication means, the Chair of the Meeting, the secretary, the members of the corporate bodies, the designated representative (including an exclusive representative), and other authorized persons may connect in accordance with the technical instructions provided by the Company in the notice of meeting.
2. The selected platform must allow for the identification of participants and the verification of their eligibility to attend; it must ensure real-time, two-way communication that enables participants to speak and vote, as well as the orderly management of interventions, the traceability of operations, and the retention of records relevant to the minutes; and, where applicable, the casting of votes electronically.
3. The Company shall provide eligible participants, in accordance with the procedures and within the timeframes specified in the notice of meeting, with the technical specifications for accessing the platform and participating in the Meeting, including individual credentials or any other authentication tools that may be necessary. Individual credentials are personal and non-transferable. The Company shall provide technical support for access and participation.
4. The voting system provides confirmation of receipt and registration of votes cast via the platform and guarantees their integrity, traceability, and confidentiality until the start of the vote count, as well as the preservation of the records necessary for the minutes. In the event of an interruption, malfunction, or unauthorized access to telecommunications systems, the Chair of the Meeting shall take the necessary measures to ensure the orderly conduct of the proceedings. If the malfunction is widespread and prevents or significantly limits identification, connection, participation, or the exercise of voting rights, the Chair shall suspend the proceedings and, in compliance with applicable regulations, take the necessary measures to allow them to continue, including postponing the meeting. Transactions and votes validly cast prior to the malfunction remain valid, where verifiable; connection difficulties experienced by individual participants do not, in and of themselves, result in the interruption of the Meeting.

## **Article 5. Shareholders' Meeting with Participation and Voting Exclusively Through a Designated Representative**

1. When the Board of Directors, pursuant to the provisions of Article 2 of these Bylaws, resolves that participation in the Shareholders' Meeting and the exercise of voting rights shall occur exclusively through a designated representative, shareholders shall participate and vote by granting a proxy or sub-proxy, with voting instructions, to the sole designated representative specified in the notice of meeting.
2. The proxy to the designated representative is granted at no cost to the proxy grantor, except for any transmission costs, using the forms and channels specified by the Company, and is effective exclusively for the proposals regarding which voting instructions have been provided. The proxy and voting instructions may be revoked at any time, using the same procedures, within the deadline specified in the notice of meeting and in accordance with Article 135-*undecies*, paragraph 1, of the TUF.
3. The Company appoints as designated representative and, where appropriate, as the entity responsible for managing the shareholders' meeting, a specialized service provider equipped with adequate organizational, technological, and confidentiality safeguards.
4. The designated representative shall disclose any interests—whether on his or her own behalf or on behalf of third parties—regarding the proposed resolutions on the agenda and shall maintain the confidentiality of the content of the proxies and voting instructions received until the start of the vote count, except for disclosures to employees and agents subject to the same confidentiality obligation.
5. If participation in the Shareholders' Meeting and the exercise of voting rights occur exclusively through the designated representative, the right to ask questions may be exercised only prior to the Shareholders' Meeting, in accordance with Article 127-*ter*, paragraph 3-*bis*, of the TUF. The notice of meeting specifies the deadline—which may not be earlier than the date indicated in Article 83-*sexies*, paragraph 2, of the TUF—by which questions must be received by the Company; answers are provided at least three days before the Shareholders' Meeting.
6. Replies received may also be provided in a consolidated form when the questions have similar content and are published, together with the text of the questions, in a dedicated section of the Company's *website*, in compliance with applicable regulations and the limitations arising from confidential information and the protection of personal data.
7. Shareholders participating through a designated representative may submit any voting declarations using the same procedures and within the same deadline as that for questions. Notice of the voting declarations received is given at the Shareholders' Meeting.

## **Article 6. Participation in Shareholders' Meeting Discussions**

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1. Should the General Meeting be held in person at a physical location or allows for participation via telecommunication means, participation in the meeting's discussion is subject to an individual shareholding threshold equal to 0.5 per thousand of the Company's share capital, determined based on the shares held at the end of the day indicated in Article 83-sexies, paragraph 2, of the TUF. Evidence of the application of this threshold is provided in the notice of call. The threshold does not apply when participation in the Shareholders' Meeting and the exercise of voting rights takes place exclusively through a designated representative.
2. Even when the threshold referred to in paragraph 1 is applied, the rights of shareholders provided for in Articles 126-bis and 127-ter of the TUF remain unaffected, including the right to add items to the agenda or submit proposals for resolutions and the right to ask questions prior to the Shareholders' Meeting, in accordance with the terms and procedures established by law.

#### **Article 7. Request to Hold the Shareholders' Meeting in Person**

1. If the Bylaws or the resolution of the administrative body referred to in Article 2 provide that the Shareholders' Meeting shall be held exclusively by means of telecommunications or through a representative designated by the Company, shareholders who, individually or collectively, represent one-twentieth of the voting share capital for the matters on the agenda—or the lower threshold provided for in the Bylaws—may, in any case, request that the Shareholders' Meeting be held in person, without relying exclusively on the designated representative or on telecommunication means, without prejudice to the provisions of Article 125-bis.1, paragraph 4, of the TUF.
2. The request shall be received by the Company within five days from the publication of the notice convening the Shareholders' Meeting, in the manner specified in said notice and in compliance with the requirements necessary to identify the applicants and verify ownership of the requested shareholding.
3. The Company shall provide notice of the exercise of the rights referred to in this article within three days by amending the notice of the Shareholders' Meeting pursuant to Article 125-bis of the TUF, without prejudice to the provisions of these Regulations regarding participation in the discussion.

#### **Article 8. Coordination with the Shareholders' Meeting Regulations, Articles of Incorporation, and Transitional Provisions**

1. These Regulations must be read in conjunction with the Company's Articles of Incorporation and Shareholders' Meeting Regulations. In case of conflict, the mandatory provisions of law shall override.
2. Any matters not expressly governed by these Regulations shall be subject to the applicable laws and regulations.

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3. The provisions of these Regulations apply to Shareholders' Meetings to be held after the date of their approval and publication.
4. The Board of Directors may update these Regulations to bring them into line with the laws and regulations in force at the time. Substantial amendments and updates must be approved by a majority vote of the independent directors in office, pursuant to Article 125-bis.1, paragraph 3, of the TUF. This is without prejudice to the automatic adaptation of these Bylaws to any new mandatory provisions that may arise, which takes effect without the need for a specific resolution, subject to the updating of the published text.