



GEOX S.p.A.

*with registered office in Biadene di Montebelluna (TV), Via Feltrina Centro no. 16, enrolled with the
Treviso Companies Register under no. 03348440268, Tax Code and VAT no. 03348440268,
share capital Euro 25,920,733.10 fully paid up*

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF GEOX S.P.A. ON ITEMS 3 AND 4 ON
THE ORDINARY AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
CALLED FOR APRIL 17, 2025, IN A SINGLE CONVOCATION, DRAWN UP IN ACCORDANCE WITH
ARTICLE 125-TER OF LEGISLATIVE DECREE LGS. N. 58 OF FEBRUARY 24, 1998, AS SUBSEQUENTLY
AMENDED**

Approved by the Board of Directors on 5 March 2025

The English version of this report constitutes a non-official version, which has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.

Illustrative Report of the Board of Directors of GEOX S.p.A. prepared in accordance with article 125-ter of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the Consolidated Law on Finance, "TUF")

- 3. Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for the year 2025;**
- 4 Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree no. 58/1998: Section II - Resolution on Section II of the Report on compensation paid in 2024.**

Dear Shareholders,

Art. 123-ter of TUF and Art. 84-*quater* of the Consob Issuers' Rules no. 11971/99 envisage that a "*Report on the remuneration policy and the remuneration paid*" (the "**Report**") is made available to the public, at the registered office, on the website and with other means indicated by Articles 65-*bis*, paragraph 2, 65-*quinquies*, 65-*sexies* and 65-*septies*, of the Consob Issuers' Regulation no. 11971/99.

As required by law, the Report is divided into two sections: (i) Section I, which illustrates the Company's policy regarding the remuneration payable to the members of the board of directors, general managers, and executives with strategic responsibilities with reference to at least the following financial year and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, for the remuneration of the members of the board of statutory auditors; and (ii) Section II, which describes the fees paid to the members of the board of directors and the board of statutory auditors, general managers, and executives with strategic responsibilities in the reference financial year.

Pursuant to art. 123-ter of TUF, the Shareholders' Meeting is required to pass a binding resolution on the remuneration policy (Section I), while it is required to deliberate a non-binding resolution on the remuneration paid to the aforementioned subjects (Section II).

In light of the applicable legislation, we have therefore convened this meeting to also propose that you resolve on:

with reference to point 3 on the agenda

- a binding vote in favour of Section I of the Report on the remuneration policy for 2025 pursuant to Art. 123-ter, paragraph 3-ter, of the TUF;

with reference to point 4 on the agenda

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- a non-binding vote in favour of Section II of the Report on the remuneration paid in 2024 pursuant to Art. 123-ter, paragraph 6, of the TUF.

The Report on remuneration policy and the remuneration paid of Geox S.p.A., including Sections I and II above, which you are required to vote on, will be made available to the public by 26 March 2025 at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting 2025".

Biadene di Montebelluna (TV), 5 March 2025

The Board of Directors

GEOX S.p.A.

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