

## ORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL

Those with the right to participate in the Shareholders' Meeting and with voting rights are called to an Ordinary Shareholders' Meeting at "Villa Sandi", in via Erizzo no. 105, Crocetta del Montello (Treviso), Italy, with a single call for 17 April 2018, at 10:00 am, to resolve on the following

### Agenda

1. Approval of the Financial Statements as of 31 December 2017; presentation of the Board of Directors' Report, the statement containing non-financial information in accordance with Legislative Decree No. 254 of 30 December 2016, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of 31 December 2017. Resolutions relative to the results for the year.
  - 1.1. Approval of the Financial Statements as of 31 December 2017; presentation of the Board of Directors' Report, the statement containing non-financial information in accordance with Legislative Decree No. 254 of 30 December 2016, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of 31 December 2017.
  - 1.2. Allocation of the results for the year.
2. Remuneration Report; resolutions referring to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No.58/1998.
3. Appointment of a Director pursuant to Article 2386, paragraph 1 of the Italian Civil Code.
4. Proposal to increase the number of directors from 10 to 11, in accordance with Article 17 of the Bylaws and consequently appoint a director.
  - 4.1. Proposal to increase the number of directors from 10 to 11, in accordance with Article 17 of the Bylaws
  - 4.2. Appointment of a new Director
5. Authorisation to purchase and sell treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code. Related and consequent resolutions.

**Share capital information:** The Company's share capital is currently equal to EUR 25,920,733.10, subdivided into 259,207,331 ordinary shares, with a nominal value of EUR 0.10 (zero point ten cents) each. Each ordinary share gives the right to one vote in the Shareholders' Meeting. At the present date, the Company does not hold any treasury shares. Information about share capital is available on the Company's website, [www.geox.biz](http://www.geox.biz), under the Governance Section, "2018 Shareholders' Meeting".

**Participation in the Shareholders' Meeting:** pursuant to Article 83-sexies of Legislative Decree 58/98, as amended, (the "Consolidated Law on Finance" or "TUF") and to Article 12 of the Bylaws, those subjects that hold shares the seventh open market day prior to the date of the Shareholders' Meeting, specifically 6 April 2018 (the "record date"), and which have communicated their desire to participate in the Shareholders' Meeting through the appointed representative, pursuant to the applicable legal and regulatory provisions, have the right to participate and vote in the Shareholders' Meeting. The Company must receive the communication by the end of the third open market day prior (12 April 2018) prior to the date set for the Shareholders' Meeting. Nonetheless, if the Company receives the communication after said deadline, but prior to the start of the Shareholders' Meeting, participation and voting is still legitimate. Those who begin to hold shares only after the *record date* do not have the right to participate and vote in the Shareholders' Meeting.

Pursuant to Article 135-novies of the TUF and to Article 12 of the Bylaws, subjects with the right to participate and vote in the Shareholders' Meeting may choose to be represented through a proxy, using the forms available at Geox headquarters at Geox S.p.A., Direzione Affari Legali e Societari, via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV), Italy and on the Company's website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2018 Shareholders' Meeting". The form is also available through the appointed representatives. The proxy can be sent to the Company by post, with a registered letter with return receipt sent to company headquarters, by fax to the number +39 0423 28 1677, or by sending an email to the certified email [societario@pec.geox.com](mailto:societario@pec.geox.com). Preventive notification of the proxy does not exempt the proxy from the obligation of certifying that the copy sent complies with the original and the identity of the delegating party when accessing the Shareholders' Meeting.

The proxy can be granted, with voting instructions for all or some of the proposed resolutions in regards to the agenda, to Computershare S.p.A., with registered office in Milan, Italy, in via Lorenzo Mascheroni, no. 19, 20145, designated for this purpose by the Company, pursuant to article 135-undecies, Legislative Decree no. 58/1998. To that end, the specific proxy form must be used, prepared by the same Appointed Representative, in accordance with the Company, available on the website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2018 Shareholders' Meeting". The proxy given to the appointed representative, together with the voting instructions, must be sent in its original copy to Computershare S.p.A.,

### GEOX S.p.A.

Via Feltrina Centro, 16 - 31044 Biadene di Montebelluna - Treviso - Italy  
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VAT No, Tax Code and Treviso Companies Register No. IT03348440268  
Share Capital EUR 25.920.733,10 fully paid up

via Lorenzo Mascheroni, no. 19, 20145, Milan, Italy. If desired, a copy can be sent beforehand by fax, to +39 02.46776850, or by attaching it to an email message sent to: [ufficiomilano@pecserviziitolitoli.it](mailto:ufficiomilano@pecserviziitolitoli.it), by the end of the second open market day prior to the date set for the single call of the Shareholders' Meeting (specifically by 13 April 2018). The proxy provided in this way is effective solely for the proposals for which voting instructions have been provided. The proxy and the voting instructions can be revoked, using the same procedure and within the same deadline envisaged above for the granting of the proxy.

The intermediary's notice to the Company certifying the right to participate in the Shareholders' Meeting is required also if the proxy is granted to the Appointed Representative by the Company; therefore, if the above notice has not been provided, the proxy shall be deemed null and void.

The proxy form, with the relative instructions for completion and transmission, is available at the company headquarters and on the website, [www.geox.biz](http://www.geox.biz), in the Governance section, "2018Shareholders' Meeting".

Preventive notification does not exempt the proxy from the obligation of certifying that the copy sent complies with the original and the identity of the delegating party when accessing the Shareholders' Meeting.

Article 12 of the Bylaws envisages that those with voting rights may exercise said voting right via certified mail or PEC in compliance with the law, the regulatory provisions on the subject, and any provisions contained in the regulations for the Shareholders' Meeting. While awaiting the relative amendments to the Shareholders' Meeting regulations, to which the efficacy of the aforementioned provision is subordinated, as foreseen in article 12 of the Bylaws, the expression of votes electronically is not allowed in relation to the Shareholders' Meeting called with the present notice.

**Right to ask questions:** pursuant to Article 127-ter of the TUF, those with voting rights may ask questions on the issues on the agenda, also prior to the Shareholders' Meeting, by the deadline of 14 April 2018, through registered letter with return receipt to be sent to Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), Italy, or by fax to the number +39 0423 28 1677, or via certified email sent to [societario@pec.geox.com](mailto:societario@pec.geox.com). In order to make use of this right, the Company must receive the appropriate communication issued by the intermediaries with whom the shares owned by the Shareholder are deposited. These questions will be responded to later during the Shareholders' Meeting, with the Company having the right to provide a single response to questions with the same content.

**Integration of the Agenda and presentation of new proposed resolutions relative to issues already on the Agenda:** recall that, pursuant to Article 10 of the Bylaws and to Article 126-bis of the TUF, Shareholders who, individually or jointly, account for at least one fortieth of the share capital may request, in writing, to integrate the list of issues to be discussed, indicating in the request the further items proposed, or presenting further proposed resolutions relative to issues already on the Agenda.

The requests must arrive, in writing, in the original copy and signed, either hand-delivered or via registered letter with return receipt, to the Company's headquarters, Direzione Affari Legali e Societari di Geox S.p.A., via Feltrina Centro no. 16, 31044, Biadene di Montebelluna (TV), within the tenth day after publication of this notice (that is by 26 March 2018). By the same date, a report must be presented on the matters proposed for discussion, sent in the same way, that provides the reasons behind the proposals for discussion of new issues or the reasons for the additional proposed resolutions on the issues already on the agenda. The requests/questions must be accompanied by: (i) the identifying information of the requesting shareholder (surname and name, location and date of birth; in the case of an entity or company, company name and location and tax ID code); and (ii) the communication made by the intermediary to exercise said right certifying the registration of the shares, the date the request was made, in the name of the requesting shareholder.

Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda are communicated with the same methods foreseen for publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (specifically 2 April 2018). Additional proposed resolutions on items already on the agenda are made available at the same time the news of the presentation is published, accompanied by any observations made by the Board of Directors.

Also recall that integration of the items on the agenda is not allowed for issues for which the Shareholders' Meeting resolves, under the law, based on a proposal made by the Directors, or on the basis of a project or report prepared by the same, other than for those indicated in Article 125-ter, paragraph 1 of the TUF.

#### **Appointment of a member of the board of directors under Article 2386 of the Italian Civil Code.**

It should be recalled that, on 18 January 2018, the Board of Directors of Geox S.p.A. acknowledged Mr Gregorio Borgo's resignation as Managing Director of the Company. On the same date, the Board of Directors co-opted Matteo Carlo Maria Mascazzini from the Board and appointed him as Managing Director with effect from 1 February 2018.

#### **GEOX S.p.A.**

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Share Capital EUR 25.920.733,10 fully paid up

Pursuant to Article 2386 of the Italian Civil Code, Mr Matteo Carlo Maria Mascazzini will remain in office until the shareholders' meeting to be called. Consequently, the Shareholders' Meeting is called to resolve on the increase of members of the Board of Directors by appointing a new director.

We remind you that the appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code will be resolved by the Shareholders' Meeting with the majorities required by law, without list voting. For further information on the appointment of a member of the Board of Directors, please refer to the provisions of Article 17 of the Articles of Association.

**Proposal to increase the number of directors from 10 to 11, in accordance with Article 17 of the Bylaws, and consequently appoint a new director.**

Pursuant to Article 16 of the Bylaws, the Company is governed by a Board of Directors composed of 5 to 11 members. Currently, the Board of Directors is composed of ten members (including the director that shall be appointed pursuant to Article 2386 of the Italian Civil Code). Except for the director that shall be appointed at the upcoming Shareholders Meeting, the aforementioned directors of the Board were appointed at the Ordinary Shareholders' Meeting of 19 April 2016 with their term ending at the Shareholders' Meeting called to approve the financial statements as at 31 December 2018.

If the proposal to increase the number of directors is approved, it should be noted that all the non-elected individuals – taken from the list that obtained the highest number of votes given by the Shareholders when appointing the directors currently in office – have already stated that they are unavailable to accept the position. Therefore, it is necessary to proceed with the appointment without complying with the above, however, complying with the legally-required majorities and the gender division criterion provided under Article 147-ter, paragraph 1-ter of the TUF.

The Shareholders that intend to propose nominees for the new Director are invited to submit the related candidacy, together with: (i) the personal and professional *curriculum vitae* of the candidate; (ii) a statement by the candidate accepting the candidacy and confirming, under his or her own responsibility, that there are no circumstances that could render his or her candidacy ineligible or incompatible pursuant to law and the Bylaws, as well as that he or she has fulfilled the requirements for the position, pursuant to law and the regulations, with the necessary confirmation that he or she qualifies as "independent" under the law in force and is compliant with the limit on the cumulative number of positions that one person may hold in the company as specified in the Bylaws; (iii) information related to the identity of the Shareholders that have submitted the nomination; and (iv) the notice provided by the intermediary where the shares are deposited to substantiate such holding for the participation in the Shareholders' Meeting.

Candidate proposals may be submitted, together with the aforementioned documents, by: (i) registered mail to Legal and Corporate Affairs Department of Geox S.p.A., via Feltrina Centro n. 16, 31044 Biadene di Montebelluna (TV) or (ii) certified email to [societario@pec.geox.com](mailto:societario@pec.geox.com) no later than 8 April 2018, such is to allow the Company to provide the public with the abovementioned documentation.

Following the vote, the candidate that has received the majority of the votes shall be elected. The new director's term shall lapse on the same date as those directors in office at the time of the new directors appointment, that is, his or her term shall expire at the date of the Shareholders' Meeting called to approve the financial statement of year ending 31 December 2018 and the provisions of law and the Bylaws applicable to the other directors shall also be applicable to the new director.

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**Documentation:** the explanatory reports issued by the Board of Directors relative to the items on the agenda and the proposals for resolution contained therein, as well as the documentation relative to the issues on the agenda, foreseen under the regulations in effect, are made available to the public at the company's headquarters, on the website [www.geox.biz](http://www.geox.biz), in the Governance section, "2018Shareholders' Meeting", and through the authorised filing service, eMarket Storage, at [www.emarketstorage.com](http://www.emarketstorage.com), under the terms of the law. Any other useful documentation for the Shareholders' Meeting will be published in accordance with the law. Shareholders have the right to obtain a copy of documentation filed.

More specifically, the Directors' Reports on the items 1,2,3,4 and 5 of the Agenda will be made available on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "2018Shareholders' Meeting", and through the authorised

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filing service, eMarket Storage, at [www.emarketstorage.com](http://www.emarketstorage.com), at the time of publication of this notice, at least 30 days before the date of the shareholders' meeting in single call, i.e. on 16 March 2018.

Also recall that, pursuant to Article 125-*quater* of the TUF, the following documents and information is available on the Company website [www.geox.biz](http://www.geox.biz): (i) the documents that will be submitted to the Shareholders' Meeting; (ii) the forms that the Shareholders have the right to use for proxy voting with the relative instructions; (iii) information on the Company's share capital with the indication of the number and categories of shares into which it is divided.

**Request for information:** for any further information relative to the Shareholders' Meeting and in particular the methods of exercising voting rights, please consult the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "Shareholders' Meetings", or write to [societario@pec.geox.com](mailto:societario@pec.geox.com).

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The notice of call will be published today on the Company's website [www.geox.biz](http://www.geox.biz), in the Governance section, "2018 Shareholders' Meeting", and will also be available through the authorised filing service, eMarket Storage, at [www.emarketstorage.com](http://www.emarketstorage.com). It will also be published in the newspaper "Italia Oggi" by the following date.

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Shareholders are asked to please arrive appropriately in advance with respect to the planned start time for the Shareholders' Meeting, in order to carry out registration.

Biadene di Montebelluna (TV), 16 March 2018

For the Board of Directors

The Chairman

Mario Moretti Polegato