

PRESS RELEASE

## **GEOX S.P.A. SHAREHOLDERS' MEETING 2022**

- **2021 FINANCIAL STATEMENT APPROVED**
- **NEW BOARD OF DIRECTORS APPOINTED FOR 2022-2024**
- **NEW BOARD OF STATUTORY AUDITORS APPOINTED FOR 2022-2024**

**Crocetta del Montello, April 14, 2022** – The ordinary Shareholders' Meeting of Geox S.p.A., a leading brand in classic and casual footwear, listed on the Milan Stock Exchange (GEO.MI), was held today.

Please find below the resolutions passed by the ordinary Shareholders' Meeting.

### **FINANCIAL STATEMENTS OF GEOX GROUP AND THE PARENT COMPANY GEOX S.P.A.**

The Shareholders' Meeting read the Group's consolidated financial and non financial statements and approved the financial statements of the parent company Geox S.p.A., in accordance with the draft financial statements approved by the Board of Directors meeting held on 24 February 2022 and already disclosed to the market with the press release issued on the same date.

The Shareholders' Meeting passed a resolution to carry forward the loss for the 2021 financial year.

### **REMUNERATION REPORT**

The Shareholders' Meeting approved the Remuneration Report pursuant to art. 123-ter, paragraph 6, of (Italian) Legislative Decree no. 58/98, as amended.

### **APPOINTMENT OF DIRECTORS**

In relation to the term of the Board of Directors expiring, the Shareholders' Meeting decided to appoint nine members to the new Board, who will hold office for three financial years (and therefore until approval of the financial statements at December 31, 2024). Based on the lists submitted by the majority shareholder, Lir S.r.l., –which owns 71.1004% of the subscribed and paid-in share capital –the Shareholders' Meeting appointed the following Directors:

1. Mario Moretti Polegato (Chairman)
2. Enrico Moretti Polegato
3. Livio Libralesso
4. Claudia Baggio
5. Lara Livolsi
6. Alessandro Antonio Giusti
7. Silvia Zamperoni\*
8. Francesca Meneghel\*
9. Silvia Rachela \*

\*The Directors indicated with an asterisk have declared that they meet the independence requirements provided for by current regulations and the Corporate Governance Code.

### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

With the approval of the financial statements at December 31, 2021, the mandate for the Board of Statutory Auditors came to an end. Based on the lists submitted by the majority shareholder, Lir S.r.l. – which owns 71.1004% of the subscribed and paid-in share capital – and a number of minority (Fideuram Asset Management (Ireland) Fonditalia Equity Italy, Fideuram Intesa Sanpaolo Private Banking Asset Management SGR (Fideuram Italia), Interfund SICAV Interfund Equity Italy, Mediolanum International Funds Limited –Challenge Funds–Challenge Italian Equity, Mediolanum Gestione Fondi SGR - Flessibile Futuro Italia; Mediolanum Gestione Fondi SGR - Flessibile Sviluppo Italia) shareholders - that together own a total of 1.3676% of the subscribed and paid-in share capital - the Shareholders' Meeting, for the 2022-2024 three-year period, appointed three statutory auditors:

- Sonia Ferrero, Chairman
- Gabriella Covino
- Fabrizio Colombo

and two substitute auditors

- Francesca Salvi
- Filippo Antonio Vittore Caravati

who will remain in office until approval of the financial statements at December 31, 2024. In particular, Sonia Ferrero and Filippo Antonio Vittore Caravati were indicated in the list submitted by the minority shareholders.

**AUTHORISATION TO BUY BACK AND HOLD TREASURY SHARES IN ACCORDANCE WITH ARTICLES 2357 AND 2357-TER OF THE (ITALIAN) CIVIL CODE**

The Shareholders' Meeting, subject to revocation of the previous authorisation to purchase treasury shares for what was not used, authorised a new plan to buy back and hold treasury shares, with the aim to limit abnormal price fluctuations, regulate trading whenever there are distortions linked to excessive volatility or to a lack of market liquidity and provide the issuer with shares for both the allocation of stock options, in view of said options being exercised as part of the Stock Option Plan approved by the shareholders' meeting to the benefit of employees, and for current and any future Stock Grant Plans, as well as for any extraordinary financial transactions in line with the Company's development strategy.

The Company may buy a number of ordinary shares not exceeding 10% of the share capital for a period of 18 months from the date of the shareholders' meeting resolution (therefore with a deadline of 14 October 2023). Purchases must be made at a price per share that is no more than 10% higher or lower than the closing price posted on the business day prior to the purchase date. Maximum daily purchase volumes cannot exceed 25% of the average volumes traded during the 20 Stock Exchange sessions preceding the purchase date. The share buy-back must be carried out on regulated markets in accordance with the procedures provided for by applicable regulations (in particular, pursuant to art. 144-bis, para. 1, letter b) of the Issuers' Regulation and the provisions that are in any case applicable in order to meet the requirement to treat all shareholders equally, as stated by art. 132 of the 'TUF' – *Italian consolidated law on financial intermediation*, and in accordance with applicable legislation and market practices permitted by CONSOB pursuant to article 13 of (EU) Regulation no. 596/2014), following the operating procedures set forth by the markets' own organisational and operating rules, in order to ensure that all shareholders are treated equally.

It should be noted that, as of today, the Company holds 3,996,250 treasury shares.

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*The minutes of the Shareholders' Meeting will be made available to the public at the Company's registered office and on the authorised storage system eMarket Storage, at the address [www.emarketstorage.it](http://www.emarketstorage.it), within thirty days from the date of the Shareholders' Meeting. The minutes will also be made available on the website [www.geox.biz](http://www.geox.biz), in the Governance section under "Shareholders' Meeting". The summary report regarding the votes cast by shareholders will also be made available on the same website, in accordance with applicable legal provisions.*

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**RESOLUTIONS PASSED BY THE BOD MEETING HELD AFTER THE SHAREHOLDERS' MEETING**

The Board of Directors of Geox S.p.A. met after the Shareholders' Meeting and, among the other issues on the agenda, passed the following resolutions:

1. Enrico Moretti Polegato appointed as Vice-Chairman;
2. Livio Libralesso confirmed as Chief Executive Officer;
3. Massimo Nai confirmed as executive responsible for the preparation of corporate accounting documents (paragraph 2, Article 154, Legislative Decree no. 58/98);
4. Members of the Executive Committee appointed: Mario Moretti Polegato (Chairman), Enrico Moretti Polegato e Livio Libralesso;
5. Members of the Internal Audit, Risk and Sustainability Committee appointed: Francesca Meneghel (Chairman), Alessandro Antonio Giusti, Silvia Rachela;
6. Members of the Appointment and Remuneration Committee appointed: Silvia Zamperoni (Chairman), Lara Livolsi, Silvia Rachela;
7. Francesca Meneghel appointed as *Lead Independent Director*;
8. Members of the Ethics and Sustainable Development Committee appointed: Mario Moretti Polegato (Chairman), Chemi Peres, Renato Alberini;
9. Supervisory Board pursuant to (Italian) Legislative Decree no. 231/200 appointed: Marco Dell'Antonia (Chairman), Fabrizio Colombo, Renato Alberini.

**DECLARATION BY THE EXECUTIVE RESPONSIBLE FOR THE PREPARATION OF CORPORATE ACCOUNTING DOCUMENTS**

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The executive responsible for the preparation of corporate accounting documents, Mr Massimo Nai, hereby declares, to the best of his knowledge and in accordance with paragraph 2, Article 154(a) of the “Testo Unico della Finanza” (Italian Consolidated Law on Financial Intermediation), that the accounting information disclosed in this press release reflects documentary evidence, accounting entries and other records of the company.

**FOR MORE INFORMATION**

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**GEOX GROUP**

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Geox Group operates in the classic and casual footwear sector for men, women and children, with a medium/high price level, and in the apparel sector. The success of Geox is due to the constant focus on the application of innovative solutions and technologies on the product that guarantee both impermeability and breathability.

Geox is one of the leading brands in the “International Branded Casual Footwear Market”. Geox technology is protected by 61 different patents and by 5 more recent patent applications.

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