

[Emblem of the Italian Republic].

Matteo Contento - Giuseppe Scioli

Associated notaries

Montebelluna - Treviso - Conegliano

www.notaicontentoscioli.it

Index No. 30298

Folder No. 18890

Minutes of the Ordinary Shareholders' Meeting
of the listed company "GEOX S.P.A. "

ITALIAN REPUBLIC

In the year two thousand and twenty-two, on the third day of May.

(3 May 2022)

In Montebelluna, Via Feltrina Sud no. 6 at the offices of 'Geox Management', where requested.

Before me, Mr. Matteo Contento, Notary Public in Montebelluna, registered with the Board of Notaries of the District of Treviso, the following person appeared Mr:

- **POLEGATO MORETTI MARIO**, born in Crocetta del Montello (TV) on 16 August 1952, domiciled for the purpose at the registered office indicated below, who declares that he is taking part in this deed in his capacity as Chair of the Company's Board of Directors:

"GEOX S.P.A.", with registered office in Montebelluna (TV), in the district of Biadene, Via Feltrina Centro n. 16, with a subscribed and fully paid-up share capital of EUR 25,920,733.10 (twenty-five million nine hundred and twenty thousand, seven hundred and thirty-three point ten), tax code and registration number with the Companies Register of Treviso-Belluno 03348440268, listed on the *Euronext Milan Market*, organised and managed by "Borsa Italiana S.p.A. ".

The Appearing Party, whose personal identity I, the Notary Public, am certain of, asked me to draw up the minutes of the Ordinary Shareholders' Meeting of the aforesaid company, convened in a single call for 14 (fourteen) April 2022 (two thousand and twenty-two) in Crocetta del Montello (TV), Via Erizzo no. 105 at "Villa Sandi", scheduled to begin at 10:00 a.m. and held before me, the Notary Public, and attended by the aforementioned Appearing Party, as well as the other Directors, Statutory Auditors and Shareholders, all of whom shall attend.

As per the Appearing Party's request, I, the Notary Public, hereby acknowledge the following:

"Mr. POLEGATO MORETTI MARIO, having extended a cordial welcome to those in attendance, also on behalf of his colleagues of the Board of Directors, the Board of Statutory Auditors and the personnel of "GEOX S.P.A. ", and having introduced himself to the Shareholders' Meeting as Chair of the Board of Directors, took the chair of said meeting at ten minutes past ten (10:10) pursuant to Article 14 of the Articles of Association and appointed me, the Notary, pursuant to Article 14, paragraph 2 of the Articles of Association and Article 4, paragraph 2 of the Shareholders' Meeting Regulations currently in force, to draw up the minutes of said meeting.

The Chair acknowledged:

- that for the Board of Directors, in addition to himself, Chair, the Vice-Chair of the Board of Directors, Mr ENRICO POLEGATO MORETTI, the following individuals were participating;

Registered in Treviso

Dated 04 May 2022

N. 13973

1T Series

Collected Euro 200.00

the Chief Executive Officer, Mr LIVIO LIBRALESSO, as well as the Directors, Messrs ALESSANDRO ANTONIO GIUSTI, CLAUDIA BAGGIO, FRANCESCA MENEGHEL, LARA LIVOLSI, ALESSANDRA PAVOLINI and ERNESTO ALBANESE;

– that the members of the Board of Statutory Auditors participating were Ms SONIA FERRERO, Chair, and Messrs FABRIZIO NATALE PIETRO COLOMBO and FRANCESCO GIANNI, Standing Auditors;

and called upon to assist him in illustrating the items on the agenda, pursuant to Article 4, paragraph 3, of the Shareholders' Meeting Regulations, the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI; the Chief Executive Officer, Mr. LIVIO LIBRALESSO, and Lawyer PIERLUIGI FERRO, Head of the Company's Legal and Corporate Affairs Department.

At this point, the Chair gave the floor to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, who, taking the floor, acknowledged:

– that the Ordinary Shareholders' Meeting that is the subject of these minutes would be held in compliance with the relevant legislation in force, the Articles of Association and the Shareholders' Meeting Regulations approved by the Ordinary Shareholders' Meeting, as well as the anti-COVID rules and measures for the containment of the infection, in force as of 14 April 2022, the date of the Shareholders' Meeting;

– that the Ordinary Shareholders' Meeting recorded herein was duly convened for 14 April 2022, in a single call, at 10:00 a.m., in accordance with the law and the Articles of Association, by means of a notice of call stating the following:

"AGENDA

1. Approval of the Financial Statements as of 31 December 2021; presentation of the Board of Directors' report on operations, the statement containing non-financial information pursuant to 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 2021.

2. Resolutions concerning the allocation of the result for the year.

3. Report on the remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree No. 58/1998: Section I - Approval of the remuneration policy for the year 2022.

4. Report on remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree No. 58/1998: Section II - Resolution on Section II of the Report on fees paid in the Year 2022.

5. Determination of the number of members of the Board of Directors.

6. *Determination of the term of office of the Board of Directors.*
 7. *Appointment of the members of the Board of Directors.*
 8. *Appointment of the Chair of the Board of Directors.*
 9. *Determination of the total remuneration due to Directors, including those holding special offices.*
 10. *Determination of the remuneration of the Board of Statutory Auditors.*
 11. *Appointment of the members of the Board of Statutory Auditors.*
 12. *Appointment of the Chair of the Board of Statutory Auditors.*
 13. *Authorisation for the purchase and disposal of treasury shares, subject to revocation of the previous one to the extent not used. Related and consequent resolutions. "*
- informed that no requests for additions to the agenda of the Shareholders' Meeting, nor proposals for resolutions on items already on the agenda, had been submitted by Shareholders, pursuant to and within the terms of Article 126-bis of Legislative Decree No. 58 of 24 February 1998 (hereinafter also referred to as the "TUF");
 - declared that, **26** (twenty-six) Shareholders having the right to vote having been present, in person or by proxy, representing **188,550,451** (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to **72.741172%** (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the approximately 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital, the Ordinary Shareholders' Meeting, duly convened, was therefore validly held in a single call in accordance with the law and the Articles of Association and could deliberate on the items on the agenda;
 - noted that, during the course of the Meeting, and before each vote, he would communicate the updated attendance figures;
 - informed that the notifications from intermediaries for the purpose of the participation in the Shareholders' Meeting of the eligible parties had been made to the Issuer in the manner and within the terms set forth by the applicable provisions of law;
 - informed that, as indicated in the notice of call, the company "GEOX S.P.A. " had appointed the company "COMPUTERSHARE S.P.A. " as the designated representative for the conferment of proxies and the related voting instructions pursuant to Article 135-undecies of the TUF and had made the form for the conferment of proxies and voting instructions available at the company's registered office and on its website, as well as through a link to a procedure for the electronic submission of the proxy;
 - specified that, as per the communication received from the designated representative, no proxies had been issued to the same person by the persons entitled to exercise voting rights within the terms established by law;

- also stated that no voting proxies had been solicited pursuant to Article 136 et seq. of the TUF in connection with the Shareholders' Meeting in question;
- informed that none of the entitled persons had submitted questions on the items on the agenda prior to the Shareholders' Meeting recorded herein pursuant to Article 127-ter of the TUF;
- informed that, pursuant to Article 12 of the Articles of Association, Article 3 of the Shareholders' Meeting Regulations, and current applicable regulations in this regard, it had been checked that all participants were entitled to take part and had the right to vote in the shareholders' meeting and, in particular, it had been checked that all proxies complied with current legal provisions and with the articles of association;
- informed that, pursuant to the General Data Protection Regulation no. 679/2016 (the so-called "GDPR"), the data of those participating in the Shareholders' Meeting would be collected and processed by "GEOX S.P.A. " exclusively for the purpose of fulfilling mandatory shareholders' meeting and corporate requirements. The audio and video recording of the Shareholders' Meeting would have been made for the sole purpose of facilitating the drawing up of the relative minutes and to document the content transcribed in the minutes, as specified in the information notice provided to all participants; attendees were also informed that said recording would not be subject to disclosure or dissemination;
- recalled that, according to Article 3(5) of the Shareholders' Meeting Regulations, no recording instruments of any kind, photographic or video equipment or similar devices could be brought into the premises where the Shareholders' Meeting was being held without specific authorisation from the Chair of the Shareholders' Meeting;
- he further stated:
 - * that the subscribed and paid-up share capital as of the date of the Shareholders' Meeting recorded herein was EUR **25,920,733.10** (twenty-five million nine hundred and twenty thousand seven hundred and thirty-three point ten), divided into **259,207,331** (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares with a nominal value of EUR 0.10 (zero point ten) each and that the company's shares were admitted to trading on the Euronext Milan Market, organised and managed by "BORSA ITALIANA S.P.A.;"
 - * that the company was not subject to management and coordination by other companies;
 - * that as of 14 (fourteen) April 2022 (two thousand and twenty-two), the date in which the Shareholders' Meeting herein recorded was held, the company held 3,996,250 (three million nine hundred and ninety-six thousand two hundred and fifty) treasury shares equal to 1.54% (one point fifty-four per cent) of the share capital;

- * that the company on 14 April 2022, the date of the Shareholders' Meeting, fell within the definition of an 'SME' pursuant to Article 1(1) of the TUF;
- * that, as of the same date, the entity that directly or indirectly held more than 5% (five per cent) of the subscribed share capital of "GEOX S.P.A. ", represented by shares with voting rights, according to the entries in the shareholders' register, integrated with the communications received pursuant to Article 120 of the TUF and other available information, was the company "LIR S.R.L. ", holding 184,297,500 (one hundred and eighty-four million two hundred and ninety-seven thousand five hundred) ordinary shares, equal to 71.1004% (seventy-one point one thousand and four per cent) of the share capital, as resulting from the document to be attached to the minutes of this shareholders' meeting;
 - reminded attendees that voting rights inherent in shares for which the disclosure requirements had not been fulfilled could not be exercised:
- * referred to in Article 120 of the TUF, concerning shareholdings exceeding five per cent (5%);
- * referred to in Article 122(1) of the TUF concerning shareholders' agreements;
 - also reminded attendees that, with reference to the disclosure obligations referred to by Article 120 of the TUF, "*shareholdings*" were also deemed to be shares in relation to which the right to vote is granted based on a proxy, as long as said right may be exercised in a discretionary manner without any specific instructions from the delegating party;
 - invited the attendees to declare any lack of eligibility to vote.

Having verified the absence of any statements on the matter, the Vice-Chair then acknowledged that, with regard to the items on the agenda, all requirements imposed by current legal provisions and regulations had been duly fulfilled: in particular, all legally required documentation and the lists submitted for the appointment of the new members of the Board of Directors and the Board of Statutory Auditors had been filed at the company's registered office, made available on the company's website www.geox.biz, in the Corporate Governance section under "*Shareholders' Meeting 2022*" and on the authorised storage system called eMarket Storage, available at the address www.emarketstorage.com.

In addition:

- the financial statements and summary statements of the other subsidiaries and affiliates had been filed at the company's registered office pursuant to applicable legislation ;
- all the documents listed above had been sent to the Shareholders who had requested them and had been delivered to those present at the Shareholders' Meeting recorded herein.

He recalled that, attached to the draft financial statements of "GEOX S.P.A." and to the consolidated financial statements, was a statement of the fees due to the auditing firm for the year for services provided to "GEOX S.P.A.".

Finally, he informed that the following documents would be attached to these shareholders' meeting minutes as an integral and substantial part thereof and would be made available to those entitled to vote:

- the list of names of those who attended the shareholders' meeting, in person or by proxy, complete with all the data required by CONSOB, indicating the number of shares for which the relative intermediary had provided the Issuer with the communication pursuant to Article 83-sexies of the TUF;
 - the list of names of the persons who voted for, against, or abstained or left before each vote and the relative number of shares represented in person and/or by proxy;
- and noted that the summary of the speeches with the names of the speakers, the answers given and any replies would be contained in the same minutes of the meeting.

He informed attendees that, in order to meet the technical and organisational requirements of the proceedings, a number of employees and staff of the company and representatives of the auditing firm had been allowed to attend the Shareholders' Meeting, pursuant to Article 2, paragraph 2, and paragraph 3 of the Shareholders' Meeting Regulations.

Before moving on to the discussion of the items on the agenda, the Vice-Chair recalled that, pursuant to Article 6(2) of the Shareholders' Meeting Regulations, those entitled to exercise their voting rights could ask to speak on each of the items on the agenda only once, making observations, requesting information and formulating any proposals.

The request could have been made, giving its name, to me, the Notary Public, until such time as the Chair of the Meeting declared the discussion on the matter to which the request referred closed.

He specified that, according to Article 6(6) of the Shareholders' Meeting Regulations, the Chair would answer questions from those who took the floor, if necessary inviting those assisting the Chair to do so, at the end of all speeches on the topics under discussion, or after each speech.

Upon request, after the clarifications and answers to the questions that had been submitted, a short reply from the applicants would be possible.

Finally, he informed the attendees of the technical procedures for the management of the meeting proceedings and the conduct of voting, pursuant to Article 10 of the Shareholders' Meeting Regulations.

All votes, including those relating to the proceedings of the meeting, would be cast by **a show of hands**, with the obligation for those intending to vote against or abstain to communicate the name and number of shares carried in person and/or by proxy, with the specification that those who did not cast any votes would be considered non-voting. He therefore invited those who did not wish to contribute to the calculation basis for the calculation of the majority to leave the room, before the start of the vote, by pointing out the exit to the staff in charge.

He specified that, during the course of the Shareholders' Meeting, each participant would be able to leave the Meeting hall by presenting himself to the same staff in charge; the participant's return would result in his "presence" being recorded in the computer system.

He requested the participants to the Shareholders' Meeting not to leave the room until the end of the voting operations and the announcement of the results of the vote.

He stated that he would announce the results after the vote.

The Chair, Mr MARIO POLEGATO MORETTI, then took the floor again, and moved on to discuss the **first and second items on the agenda**, which, although dealt with as a single item, would be the subject of separate votes.

The floor was then turned over to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, who after reading out the agenda items as follows:

"1. Approval of the Financial Statements as of 31 December 2021; presentation of the Board of Directors' Report on Operations, the statement containing non-financial information pursuant to Italian 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 2021.

2. Resolutions concerning the allocation of the annual result. "

recalled that, with regard to the presentation of the Consolidated Financial Statements and the Declaration containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016, no vote was scheduled.

Mr ALBERTO SARTORI, proxy of the Shareholder, company "LIR S.R.L.", then intervened. After introducing himself, he proposed to omit the reading of all the documents contained in the meeting file, in consideration of the fact that a printed file containing all the aforesaid documents, already filed in accordance with the law and published on the Company's website, had been distributed to all those in attendance; he also proposed, for the same reason, that the omission of the reading should also apply to the other documents contained in the aforesaid file concerning all the subsequent items on the agenda.

Having once again taken the floor, the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, noting the absence of dissent on the proposal made by the said delegate of the Shareholder, company "LIR S.R.L. ", declared that he would omit the full reading of the reports, it being understood that the entitled persons could request, with regard to the subsequent items on the agenda, the reading of the documents before the opening of each discussion.

He noted that, at the end of the reading, he would give the floor to the Chair of the Board of Statutory Auditors, Ms. SONIA FERRERO, to read out the Report of the Board of Statutory Auditors, if requested.

He then passed the floor to the Chief Executive Officer, Mr. LIVIO LIBRALESSO, for a strategic overview of the "GEOX" group's priorities and a brief illustration of the most significant figures of the 2021 Budget.

Having taken the floor, the Chief Executive Officer, Mr. LIVIO LIBRALESSO, delivered the following speech to the Shareholders' Meeting, which is reproduced in its entirety below:

"Good morning,

My name is Livio Libralesso and I am the CEO of the Geox Group.

The shareholders' meeting, as mentioned by the Vice-Chair, is called upon today to:

1) **view** the Consolidated Non-Financial Statement and the Consolidated Financial Statements;

2) **and approve** the financial statements of the Parent Company Geox S.p.A. I would like to take this opportunity to outline a little of the highlights of 2021, because it was a very important year for the company's restart after the catastrophe that was Covid, a catastrophe first and foremost humanitarian and social, but also for companies, especially those companies that, like Geox, have retail as one of the fundamental pillars of their business model.

So it is clear that we suffered in 2020, from 2021 despite the major lockdown in the first half of the year we saw a fast recovery. I say fast because 2021 was also the year that culminated on 2 December with the presentation of the business plan to the financial community, where we illustrated what we like to call a great path of renewal undertaken by the Company.

"Renewal" is an important term, but it does not mean that we want to reposition the brand, absolutely not. We are proud of our very loyal customers and absolutely want to satisfy them, but beyond that we have ambitions to attract new ones in a way that is absolutely consistent with what has always been the DNA of Geox.

Before moving on to the analysis of the Consolidated Financial Statements, it is appropriate to make a brief comment on the consolidated non-financial statement because IT GIVES AN IDEA OF THE RENOVATION ENTERED BY GEOX .

I invite you to pick up the sustainability report file on page 11.

Here we find the purpose of Geox. And our strategic vision also on page 10.

GEOX has the ambition to improve the wellbeing of people on the move in their daily lives; on the move is a translation from English which, however, does not do justice to the concept included in our purpose, namely "People on the Move". This concept refers to a person who is active, who wants to live their life, who has a project, be it a family project, a work project or a leisure project. Geox wants to be at the side of these people and has the goal that these people choose Geox products to feel comfortable not only as well-being but also as style, a contemporary and on-trend style.

Geox is a premium lifestyle brand. This means that it is not a consumer goods brand based solely on price, but is a brand that makes quality and attention to fashion trends fundamental pillars.

Geox wants to be a strongly contemporary but above all inclusive brand that appeals to all age groups. Today, we are very strong in the 0-3 years segment and market leader in the 3-10 years segment and then absolutely leading in the 35-40 years and up segment. Clearly teenagers are not our consumers and they are not even the target audience of Geox as teenagers have other values and other canons of communication. Therefore, we are absolutely satisfied with our current consumer base in terms of age groups. Geox is a family brand and therefore this is also definitely a key feature of our market.

As we know, the name GEOX was born thinking about GEO, the Earth, and how to create wellbeing for people through innovation, the X in our name. Geox has therefore been guided, since its establishment, by a mindset of respect and care for the environment, society and people.

It is clear that sustainability must absolutely be one of the pillars of development in the near future: therefore, on page 12 we reproduce a quote from the Chair where he says that from the inspiration that led to the shoe that breathes and that led the company to be one of the world leaders in our sector, now is the time to embark on an even more qualitative and even more innovative path, therefore an innovation based on sustainability because sustainability has certainly become one of the fundamental values of the company philosophy today.

In 2021, the Group's activities aimed at building an increasingly sustainable business have therefore found further momentum. These activities are totally consistent with both the Group's DNA and the strategic lines contained in our 2022-2024 Business Plan, where sustainability remains, as is logical, an essential pillar for Geox's development, as also witnessed by the establishment of an Ethics and Sustainable Development Committee, one of the first in Italy thanks to the Chair's intuition since 2005.

We have therefore accelerated the use of renewable energy sources in our electricity consumption (now 83%), increased the percentage of sustainable materials in our product collections, continued our environmental protection initiatives also together with the other Fashion Pact partners, and renewed our commitments to support communities and people in need with Golden Links.

An important and innovative training programme was carried out, which also received recognition from the Italian Association of Personnel Managers as the best training project in Italy, for our staff with the provision of over 40,000 hours of training in 2021. Turning to pages 30 and 31 we find some important external awards.

Precisely on these latter issues, I would like to point out that at the beginning of January, a research carried out by Pianeta 2030/Statista recognised us as the most climate-conscious Italian company in the fashion industry, confirming our continuous commitment to make our business more and more environmentally friendly, and already in 2021, *Il Sole 24 ore* and research institutes had listed GEOX as one of the sustainability leaders and Green Stars of sustainability.

Finally, it is worth mentioning the recognition in both 2021 and 2022 as “Best Brand” as a shopping experience in the footwear sector in Italy, and this too is a demonstration of our strong customer focus, which remains at the heart of our business.

At this point we are going to present the highlights of the consolidated financial statements. However, this also gives an idea of what is the business performance of GEOX SPA because it is the main company.

In commenting in detail on the numbers, however, I think it is first essential to quickly describe the context, which was particularly different between the first and second semester.

In fact, the first part of the year was still strongly impacted by the pandemic with a significant reduction in the mobility of people, a substantial cancellation of tourist flows, and with frequent suspensions of non-essential business activities. During the first half of the year in particular, one third of our shops were closed on average due to regulatory restrictions.

The second half of the year, on the other hand, thanks in part to the intensification of vaccination campaigns, showed an improvement in the situation, leading to the gradual reopening of the entire distribution network, albeit in a context that is still far from normal, especially in relation to traffic and tourist flows.

In this scenario, the Geox Group reported a strong improvement in all the main economic and equity indicators thanks to both the gradual release of the initiatives envisaged in the Strategic Plan and the major distribution rationalisation carried out over the last two years, which allowed the closure of unprofitable activities and the simultaneous release of more resources to invest in more strategic activities, such as advertising and digital.

The results for 2021 showed a strong improvement over last year due to double-digit growth in revenues, an increase in gross sales margins, and the incisive and continuous reduction in costs achieved mainly as a result of the rationalisation actions undertaken over the past two years.

In particular:

on page 51 we find the profit and loss account:

- revenues amounted to EUR 608.9 million (+13.8% at current exchange rates, +14.4% at constant exchange rates), mainly due to the good performance of the multi-brand channel and the progressive reopening of the distribution network;
- the operating result from ordinary management (EBIT) amounted to EUR -44.9 million, a strong recovery compared to 2020 (EUR -123.7 million), although still impacted by the effects of the pandemic following the lockdown in the first half-year;
- operating costs were further reduced (-4% on 2020 and -18% on 2019).

The result is still at loss of 62 million against 128 million in 2020;

on page 52 we find the balance sheet:

- sharp reduction in invested capital;
- thanks to working capital. This has resulted in very strong benefits on the net financial position.

We can see some further details on page 52 of the consolidated financial statements:

- the net financial position (before Ifrs 16) was EUR -64.3 million (EUR -99.8 million in 2020);

- the ratio of working capital to revenue decreased to 18.5% from 33.2% in 2020.

The combination of the rationalisation actions undertaken and the positive trend in sales of the direct channel at the time of the reopenings, made it possible to improve the net financial position, which at the end of December, despite the exceptional nature of the situation, stood at -€64.3 million (-€99.8 million at December 2020) (before IFRS 16 and after the fair value of derivative contracts). The net financial position before the fair value of derivative contracts stood at -€82.9 million (-€89.8 million as at December 2020), with cash generation of about €7 million, mainly concentrated in the second half of the year, thanks to the gradual reopening of shops and outlets.

It should be noted that the Group had proposed suspending the payment of certain rents in relation to the periods when the shops were closed in order to renegotiate the contractual agreements and bring them into line with the changed economic scenario. Discussions with real estate companies are proceeding fruitfully and, as at 31 December, the Group had already concluded a significant number of agreements and the few remaining ones are at an advanced stage. The overdue portion of rents suspended or partially paid as at 31 December 2021 fell to about EUR 4.1 million from about EUR 14 million as at 31 December 2020.

Net working capital amounted to around EUR 112 million, which is a significant reduction compared to EUR 178 million in December 2020. The reduction was mainly achieved thanks to the reduction in inventory (about -28 million compared to 2020) resulting from both the disposal of unsold inventory from previous seasons and the reduction in purchases during the year. In addition, the business recovery also experienced by our customers allowed for a good trend in collections with a reduction in receivables in the balance sheet of about -18 million. As a result, the ratio of net operating working capital to revenue improved significantly and dropped to 18.5% from 33.2% in 2020.

On page 55 we find details of the investments made in 2021.

Most of the investments were concentrated on *Information Technology* investments of EUR 9 million and openings and renovations of the *Geox Shops* owned (EUR 4.5 million).

On page 58 WE FIND SOME INSIGHTS on the outlook of the management.

UPDATE ON THE STATUS OF SHOPS AND SUPPLY CHAIN OPERATIONS - COVID 19 -

In conclusion, a few words on the significant events after 31 December 2021 (p. 110 of the Financial Statements) with a brief update on the current *business* trend.

At the reporting date, all the Group's shops were operational despite a scenario still characterised by restrictions that, in fact, are limiting people's mobility and still heavily impacting tourist flows. Today, on the other hand, it should be noted that in recent weeks there has been a sharp increase in contagions in the Asian area, which has led to the re-introduction of a lockdown in some areas of China (particularly in Beijing, Tianjin and Suzhou) with the consequent closure of 19 shops.

The Group's production supply areas are the Far East and the Mediterranean basin. Overall, the effects of the COVID 19 pandemic are still present, but the system, as a whole, is currently operational, albeit in a context characterised by a certain instability due to the spread of the new variants, especially in the Far East, as highlighted above. The transport situation also continues to present critical elements, although they are improving. On the one hand, all economic operators are experiencing a lengthening of ship transport times due to reduced frequency of departures and increased stops in order to optimise space. On the other hand, there are fewer opportunities to catch up on production delays with air transport due to the limited number of cargo and passenger flights. These factors have led and continue to lead to a substantial increase in freight and airfreight costs, especially to the Americas. On the other hand, we are seeing a slight improvement in freight costs to Europe, compared to the peaks at the end of 2021. As already highlighted during the presentation of the results, the Group developed a turnover of approximately EUR 56 million in the area of Russia, Ukraine and Belarus in 2021.

The Group will continue to closely monitor developments in the current crisis affecting these countries in order to assess and take the most appropriate decisions.

IN CONCLUSION OF THIS BRIEF DISCLOSURE OF FINANCIAL DATA, I WISH TO INFORM YOU THAT DELOITTE & TOUCHE S.P.A. has issued an unqualified opinion.

However, let us also summarise the data of **GEOX SPA**.

I therefore invite you to change the financial statements file, take the civil law file on page 19.

It is useful to comment, by way of difference to what I said earlier, on revenues, which are 424.8 million. Excluding intercompany revenues of 155 million, we have that:

- revenues from third parties, i.e., the contribution of GEOX SPA to the consolidation is EUR 270 million, or 44% of group revenues;
- the gross margin was EUR 119.2 million, representing 28.1% of revenues;

- restructuring costs amounted to EUR 8.6 million for Geox SpA and were mainly related to the restructuring of the distribution network;
- the operating result was negative by EUR -53.4 million;
- the loss is 64 million.

At this point, we comment on the dividends in the statutory financial statements, which are not present in the consolidated financial statements as they are elided.

Dividends amounting to EUR 2.9 million refer to those received from Xlog Srl.

On page 21 we have the balance sheet of Geox S.p.A.: invested capital of EUR 291 mln and a net worth of 120 million.

We have therefore concluded this brief examination of both the consolidated financial statements and the annual financial statements as at 31 December 2021.

Before concluding this brief examination of the financial data by confirming THAT DELOITTE & TOUCHE S.P.A. has given an unqualified opinion, I would like to take this opportunity to thank the auditing company "DELOITTE & TOUCHE S.P.A." with whom, after nine years, the mandate for the statutory audit of the accounts comes to an end.

It has been an intense nine years and "DELOITTE & TOUCHE" has always been a partner of comparison but also a support partner in particular with regard to regulatory updates and in responding at best to the third ESG pillar i.e. *governance*.

We have the good fortune to be considered a *benchmark* of financial communication especially in times of crisis where companies often tend not to communicate and not to give transparent information, and in our case instead we are recognised as a *benchmark* to actually understand how the market is doing, and I would also like to thank our *Investor Relations* Manager Mr Simone Maggi.

Finally, I welcome the auditing firm "KPMG S.p.A", which will be the company's auditor as of the financial year 2022."

Continuing, Mr. LIVIO LIBRALESSO informed that the company "DELOITTE & TOUCHE S.p.A." had expressed an opinion of conformity for both the Financial Statements as at 31 December 2021 of "GEOX S.P.A. " and the Group's Consolidated Financial Statements, as well as an opinion of consistency with the Financial Statements as at 31 December 2021 of the Management Report and an opinion of consistency and conformity on the information referred to in Article 123-bis, paragraph 1, letter. c), d), f), l) and m), and paragraph 2, letter b) of the TUF, presented in the Report on Corporate Governance and Ownership Structure, as per the reports issued on 22 March 2022, and that the company "BDO ITALIA S.p.A. " had expressed an opinion of conformity, pursuant to Articles 3 and 4 of Legislative Decree No. 254 of 2016, on the Declaration containing the non-financial information, as per the Report issued on 23 March 2022.

Mr. LIVIO LIBRALESSO gave the floor to Mr. PIERLUIGI FERRO, who, taking the floor, then submitted the following resolution proposal to the Shareholders' Meeting, in line with the one contained in the Board of Directors' Report:

“Dear Shareholders,

The financial statements for the year 2021, which we submit for your approval, closed with a net loss for the year of EUR 64,824,167.05.

We therefore propose that you:

- having taken note of the draft financial statements as at 31 December 2021, which closed with a net loss for the year of EUR 64,824,167.05;**
- having taken note of the reports of the Board of Statutory Auditors and the Independent Audit Firm;**

with reference to item 1 on the agenda:

– approve the financial statements as at 31 December 2021; with reference to item 2 on the agenda:

– carry forward the loss for the financial year 2021, amounting to EUR 64,824,167.05.”.

For further comments relating to the first and second items on the agenda of the Shareholders' Meeting, Mr. PIERLUIGI FERRO referred to what is widely contained in the Directors' Report on Operations, together with the draft Financial Statements and the Consolidated Financial Statements as at 31 December 2021, and the further documentation required by the regulations in force, made available to the public within the terms of the law, via the authorised storage mechanism (eMarket Storage), as well as on the company's website www.geox.biz, in the Governance section "*Shareholders' Meeting 2022*".

Having given the floor to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, the latter opened the discussion on the 2021 Financial Statements and the Board of Directors' Report, reserving the right to answer questions at the end of the speeches.

He also urged, for the proper course of the meeting, to keep the speeches short in order to allow all those who were interested to speak.

There being no speeches, the Vice Chair, in order:

- declared the discussion closed and put the proposed resolution, previously read out, to vote, precisely the proposed resolution on item 1 on the agenda;**
- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;**

- invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the conclusion of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;

- opened the vote on the proposal relating to **item 1 on the agenda**, concerning the approval of the draft Financial Statements as at 31 December 2021, noting that it was two past eleven (11:02), and asked, in order, those in favour to raise their hands, those against to raise their hands, and those abstaining to raise their hands.

Having declared the vote closed, the Vice-Chair proclaimed the result, stating and acknowledging that the proposal had been approved by a majority, with a number:

- 188,244,379 (one hundred and eighty-eight million two hundred and forty-four thousand three hundred and seventy-nine) votes in favour;
- 0 (zero) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, e;
- 0 (zero) non-voting shares.

The Vice-Chair then opened the vote on the proposed resolution on **item 2 on the agenda**, concerning the allocation of the 2021 financial year's result, and announced that the number of those present was unchanged, noting that it was three past eleven (11:03); he then asked, in order, those in favour to raise their hands, those against to raise their hands, and those abstaining to raise their hands.

He declared the vote closed and proclaimed the result, stating that the proposal had been approved by a majority with a number:

- 188,244,379 (one hundred and eighty-eight million two hundred and forty-four thousand three hundred and seventy-nine) votes in favour;
- 0 (zero) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, and;
- 0 (zero) non-voting shares.

The Chair, Mr MARIO POLEGATO MORETTI, resumed the floor and then moved on to the discussion of the **third and fourth items on the agenda**, noting that, although they were dealt with as a single item, they would be the subject of separate votes.

The floor was then turned over to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, who, after reading out the agenda items as follows:

"3. Report on the remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree No. 58/1998: Section I - Approval of the remuneration policy for the year 2022.

4. Report on the remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-ter and 6, of Legislative Decree No. 58/1998: Section II - Resolution on Section II of the Report on fees paid in the year 2021."

gave the floor to Mr PIERLUIGI FERRO, inviting him to explain the details.

Taking the floor, the latter reminded attendees that:

- the Remuneration Report contains, in its first section, the "remuneration and incentive policy for 2022" which: (i) in line with the past, complies with current supranational and national legislation; (ii) allows for the areas that generate value to be rewarded based on objective measurement criteria ; (iii) allows for professionals with skills that are suited to the group's needs to be attracted and retained; (iv) is aligned with the policies adopted by other national and international players;
- with reference to the policy, the Appointment and Remuneration Committee and the compliance departments validated the process adopted compared with applicable provisions;
- the Remuneration Report, approved by the Board of Directors, also contains a description of the activities carried out by the Appointment and Remuneration Committee during the financial year 2021.

Pursuant to the provisions of Article 123-ter, paragraph 3-bis of the TUF, companies submit their remuneration policy to the shareholders for a vote, with the frequency required by the duration of the policy (on an annual basis) and, pursuant to the provisions of paragraph 4-bis of the same article, the resolution on the remuneration policy is binding.

He also reminded attendees that the second section of the Report on Remuneration and Fees Paid, drawn up pursuant to the aforementioned Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998, was to be submitted for resolution, a resolution that would not be binding in any event.

Mr. PIERLUIGI FERRO then submitted the following motions to the Shareholders' meeting, with reference to the **third and fourth items on the agenda**:

"Dear Shareholders,

Article 123-ter of the TUF and Article 84-quater of the Consob Issuers' Regulation No. 11971/99 provide that a 'Report on remuneration policy and fees paid' (the 'Report') shall be made available to the public at the company's registered office, on its website, and in the other ways envisaged 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 Article 123-ter of the TUF, the Shareholders' Meeting is required to pass a binding resolution on the remuneration policy (Section I), while it is required to pass a non-binding resolution on the fees paid to the aforementioned persons (Section II).

Therefore, in light of the applicable legislation, we have called you to express: with reference to item 3 on the agenda:

- a binding vote in favour on Section I of the Report on the remuneration policy for the financial year 2022 pursuant to Article 123-ter, paragraph 3-ter, TUF; with reference to item 4 on the agenda:**
- a non-binding vote in favour on Section II of the Report relating to the fees paid in the financial year 2021 pursuant to Article 123-ter, paragraph 6, TUF. "**

Mr. PIERLUIGI FERRO himself recalled that the Report on the Remuneration Policy and Fees Paid by "GEOX S.P.A. ", including Sections I and II above, on which the Shareholders' Meeting was called upon to express an opinion, had been made available to the public on 23 March 2022, and subsequently with some additions on 12 April 2022, at the registered office of the Company, at the authorised storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting 2022".

The Vice Chair, Lawyer ENRICO POLEGATO MORETTI then took the floor, who opened the discussion on the said items on the agenda, reserving the right to answer questions at the end of the speeches.

He also urged, for the proper course of the meeting, to keep the speeches short in order to allow all those who were interested to speak.

There being no speeches, the Vice-Chair, in order:

- declared the discussion closed and put the proposed resolution, previously read out, to vote, and precisely the proposed resolution on item **3** on the agenda;
- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the conclusion of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote on the proposal for **item 3 on the agenda**, noting that it was ten past eleven (11:10), and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote closed, the Vice President proclaimed the result, stating and acknowledging that the proposal had been approved by a majority, with a number:

- 184,905,196 (one hundred and eighty-four million nine hundred and five thousand one hundred and ninety-six) votes in favour;
- 3,339,183 (three million three hundred and thirty-nine thousand one hundred and eighty-three) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, e;
- 0 (zero) non-voting shares.

The Vice-Chair then opened the vote on the proposed resolution on **item 4 on the agenda**, and announced that the number of those present was unchanged, noting that it was twelve past eleven (11:12);

therefore, he urged, in order, those in favour to raise their hand, those against to raise their hand, those abstaining to raise their hand.

He declared the vote closed and proclaimed the result, stating that the proposal had been approved by a majority with a number of:

- 184,300,699 (one hundred and eighty-four million three hundred thousand six hundred and ninety-nine) votes in favour;
- 3,943,680 (three million nine hundred and forty-three thousand six hundred and eighty) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, and;
- 0 (zero) non-voting shares.

The Chair, Mr MARIO POLEGATO MORETTI, took the floor again, and then proceeded to the discussion of the **fifth, sixth, seventh, eighth and ninth items on the agenda**, which, although dealt with as a single item, would be the subject of separate votes.

The floor was then turned over to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, who, after reading out the items on the agenda as follows:

"5. Determination of the number of members of the Board of Directors.

6. Determination of the term of office of the Board of Directors.

7. Appointment of the members of the Board of Directors.

8. Appointment of the Chair of the Board of Directors.

9. Determination of the total remuneration due to the Directors, including those holding special offices.";

gave the floor to Mr PIERLUIGI FERRO, inviting him to explain the details.

Taking the floor, the latter recalled that:

- The subject was dealt with in the Board of Directors' Explanatory Report prepared pursuant to Article 125-ter of Legislative Decree No. 58/1998, approved by the Company's Board of Directors on 24 February 2022 and made available to the public in the manner and according to the terms provided for by applicable regulations;
- Pursuant to Article 16 of the Articles of Association, the Company is to be managed by a Board of Directors composed of five to eleven members, including non-shareholders, who may be re-elected, in compliance with the gender balance pursuant to Article 147-ter of the TUF; therefore, in this regard, it recalled that the lists that presented a number of candidates equal to or greater than 3 (three) would have to ensure the presence of both genders, so that the number of candidates of the lesser represented gender would be at least equal to the number envisaged by the laws and regulations applicable from time to time (i.e. two-fifths).

Continuing, he recalled, pursuant to Article 17 of the Articles of Association, that the term of office, determined by the Shareholders' Meeting at the time of appointment, could not exceed three (3) financial years and that the Directors' terms of office would expire on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial year of their office.

For the appointment of the members of the Board of Directors, the procedure set forth in Article 17 of the Articles of Association had to be followed.

He stated that this provision stipulates, *inter alia*, that:

- the assumption of the office of director is subject to the fulfilment of the requirements laid down by Law, the articles of association and other applicable provisions;
- persons holding more than ten directorships or auditorships in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large companies may not be appointed as directors of the company and, if appointed, shall forfeit their office;
- the directors are appointed by the Ordinary Shareholders' Meeting on the basis of lists submitted by shareholders who, alone or together with other shareholders, represent at least one fortieth of the share capital or any lower threshold determined pursuant to the laws in force on the date of the Shareholders' Meeting.

He specified that the threshold for the presentation of lists of "GEOX S.P.A.", established by CONSOB with determination no. 60 of 28 January 2022, was 2.5 per cent (two point five per cent).

It announced that, within the terms and in the manner provided for in Article 16 of the Articles of Association, only one List of candidates had been submitted by 20 March 2022.

The List was submitted on 18 March 2022 by the Shareholder, the company "LIR S.R.L.", which holds a total of 184,297,500 (one hundred and eighty-four million two hundred and ninety-seven thousand five hundred) ordinary shares of "GEOX S.P.A. ", equal to 71.1004% (seventy-one point one thousand and four per cent) of the share capital.

He pointed out that, in accordance with current legislation and the Articles of Association, the following had been filed together with the List:

- information on the identity of the shareholders who had submitted the List, with an indication of the overall percentage of the shareholding and the communication issued by the intermediary showing the ownership of the shareholding, necessary for the submission of the List;
- *curricula vitae* containing comprehensive information on the personal and professional characteristics of the candidates, together with a list of offices held in other companies, and

- a declaration by which each candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by the Law and the Articles of Association, as well as the existence of the requirements prescribed by the regulations in force to hold the office of director of the company;
- a declaration as to whether they qualify as independent pursuant to Article 148, paragraph 3, of the TUF and the Corporate Governance Code of listed companies promoted by “Borsa Italiana S.p.A.”;
- a copy of a valid identity document.

He informed that the Company had received, from the candidates for the office of director, a specific declaration certifying the absence, on their part, of the causes of ineligibility envisaged by Article 2382 of the Italian Civil Code and of disqualifications from the office of director adopted against them in a European Union Member State.

He acknowledged that the List, accompanied by the legal documentation, had been made available to the public within the legal terms at the company's registered office, on the company's website, and on the EMARKET STORAGE mechanism at www.emarketstorage.it.

He read out the candidates listed in the **LIST OF CANDIDATES TO THE BOARD OF DIRECTORS** submitted by the Shareholder, the company "LIR S.R.L. ", announcing in advance that, if requested, he would read out the *curricula vitae* of the candidates, which were published in accordance with the law and made available to all participants in the Shareholders' Meeting recorded herein:

1. **MARIO POLEGATO MORETTI**, BORN IN CROCETTA DEL MONTELLO (TV) ON 16.08.1952;
2. **ENRICO POLEGATO MORETTI**, BORN IN ASOLO (TV) ON 06.07.1981;
3. **LIVIO LIBRALESSO**, BORN IN VENICE (VE) ON 11.10.1965;
4. **CLAUDIA BAGGIO**, BORN IN CAMPOSAMPIERO (PD) ON 17.08.1981;
5. **LARA LIVOLSI**, BORN IN MILAN (MI) ON 02.08.1974;
6. **ALESSANDRO ANTONIO GIUSTI**, BORN IN PRATO (PO) ON 29.10.1950;
7. **SILVIA ZAMPERONI**, BORN IN TREVISO (TV) ON 21.07.1969;
8. **FRANCESCA MENEGHEL**, BORN IN TREVISO (TV) ON 02.12.1961;
9. **SILVIA RACHELA**, BORN IN CITTADELLA (PD) ON 28.01.1977.

He specified that the candidates, Ms. **SILVIA ZAMPERONI**, Ms. **FRANCESCA MENEGHEL** and Ms. **SILVIA RACHELA**, had been designated as **independent** pursuant to the law and the Corporate Governance Code and had submitted declarations to that effect. He recalled:

- that, pursuant to Article 17 of the Articles of Association, since only one List had been filed by the due date, the Shareholders' Meeting had to pass resolutions with the legal majorities, it being understood that the minimum number of independent directors set forth in the Articles of Association had to be complied with and in any case in accordance with the gender distribution criterion provided for by the laws and regulations applicable from time to time;
- that, pursuant to Article 18 of the same Articles of Association, the Board of Directors had to choose the Chair of the Board of Directors from among its members at its first meeting, if he had not already been appointed by the Shareholders' Meeting;
- finally, that pursuant to Article 17 of the aforementioned Articles of Association, the Shareholders' Meeting was to determine the total remuneration due to the Directors, including those holding special offices. The Board of Directors, after consultation with the Board of Statutory Auditors, was to allocate the total remuneration determined by the Shareholders' Meeting among its members.

At that point, the Vice-Chair, Mr. ENRICO POLEGATO MORETTI, took the floor again, and declared the discussion open, inviting those who wished to make proposals regarding the determination of the number of members of the Board of Directors, the duration of the appointment, the appointment of the Chair of the Board of Directors and the determination of the remuneration, to reserve their names.

Mr ALBERTO SARTORI, delegate of the Shareholder, company "LIR S.R.L.", took the floor and proposed:

- to set the number of members of the Board of Directors at 9 (nine);
- to determine for the financial years 2022, 2023 and 2024 the term of office of the Directors and, therefore, until the date of the Shareholders' Meeting to be called to approve the Financial Statements as at 31 December 2024;
- to appoint Mr. MARIO POLEGATO MORETTI as Chair of the Board of Directors;
- to set the maximum total remuneration for the Board of Directors at Euro 3,150,000.00 (three million one hundred and fifty thousand point zero zero) per year.

Taking the floor again, the Vice-Chair:

- informed that, if the vote on the first proposal received an absolute majority of votes, the other proposals would not be put to the vote;
- opened the discussion, reserving the right to answer questions at the end of the speeches;
- invited, for the sake of proper economy of the meeting, to keep the speeches short so that all those who were interested could speak.

There being no speeches, the Vice-Chair declared the discussion closed and put the proposal submitted by the Shareholder, company "LIR S.R.L.", on **item 5 of the agenda** to **set the number of members of the Board of Directors at 9 (nine)** to vote.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the conclusion of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote on the proposal for **item 5 on the agenda**, noting that it was twenty-one past eleven (11:21), and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote closed, the Vice-Chair proclaimed the result, stating and acknowledging that the proposal had been approved by a majority, with a number of:

- 188,244,379 (one hundred and eighty-eight million two hundred and forty-four thousand three hundred and seventy-nine) votes in favour;
- 0 (zero) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, and;
- 0 (zero) non-voting shares;

and therefore that: "**The Board of Directors consists of 9 (nine) members.**".

The Vice-Chair then opened the vote on the proposal submitted by the Shareholder, company "LIR S.R.L.", on **item 6 of the agenda**, to **determine for the financial years 2022, 2023 and 2024** the term of office of the directors and, therefore, until the date of the Shareholders' Meeting to be convened for the approval of the Financial Statements as at 31 December 2024.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;

- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote on the proposal on **item 6 of the agenda**, noting that it was twenty-three past eleven (11:23), and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote closed, the Vice-Chair proclaimed the result, stating and acknowledging that the proposal had been approved by a majority, with a number of:

- 188,244,379 (one hundred and eighty-eight million two hundred and forty-four thousand three hundred and seventy-nine) votes in favour;
- 0 (zero) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, and;
- 0 (zero) non-voting shares;

and therefore that: **"The Directors will remain in office for the financial years 2022, 2023 and 2024 and therefore until the date of the Shareholders' Meeting to be convened to approve the Financial Statements as at 31 December 2024."**

Continuing, he then invited those present to vote on **item 7 on the agenda**, on the basis of the Lists that had been read out, in order to appoint the Board of Directors that would remain in office for the financial years 2022, 2023 and 2024 and, therefore, until the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2024.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;

- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote on the proposal for **item 7 of the agenda**, noting that it was twenty-five past eleven (11:25).

Having declared the vote closed, the Vice-Chair proclaimed the result, stating and acknowledging that the proposal had been approved by a majority, with a number of:

- 185,028,376 (one hundred and eighty-five million, twenty-eight thousand, three hundred and seventy-six) votes in favour;
- 0 (zero) votes against;
- 422,075 (four hundred twenty-two thousand seventy-five) shares abstained, and;
- 3,100,000 (three million one hundred thousand) non-voting shares;

and therefore that: **"The Board of Directors of "GEOX S.P.A. " composed of 9 directors that will remain in office for the financial years 2022, 2023 and 2024, and therefore until the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2024, is composed as follows:**

1. **MARIO POLEGATO MORETTI**
2. **ENRICO POLEGATO MORETTI**
3. **LIVIO LIBRALESSO**
4. **CLAUDIA BAGGIO**
5. **LARA LIVOLSI**
6. **ALESSANDRO ANTONIO GIUSTI**
7. **SILVIA ZAMPERONI**
8. **FRANCESCA MENEGHEL**
9. **SILVIA RACHELA.**

The Directors who have declared that they meet the independence requirements of Article 148, paragraph 3, of the TUF and the independence requirements of the Corporate Governance Code for Listed Companies are SILVIA ZAMPERONI, FRANCESCA MENEGHEL and SILVIA RACHELA. "

It was noted:

- that the Shareholders' Meeting held on 22 December 2011 had resolved to authorise, pursuant to and for the purposes of Article 2390, paragraph 1, of the Italian Civil Code, Mr. ENRICO POLEGATO MORETTI, Lawyer, to act as Director and Chair of the Board of Directors of the company "DIADORA S.P.A. ", formerly "DIADORA SPORT S.R.L. ", a company that carries out activities competing with those carried out by "GEOX S.P.A.;

- that the Shareholders' Meeting held on 20 April 2017 had resolved to authorise, pursuant to and for the purposes of Article 2390, first paragraph, of the Italian Civil Code, the Lawyer CLAUDIA BAGGIO to take on the office of Director of the company "DIADORA S.P.A. ", formerly "DIADORA SPORT S.R.L. ", a company that carries out activities competing with those performed by "GEOX S.P.A".

He then put to the vote the proposal submitted by the Shareholder, company "LIR S.R.L.", regarding **item 8 on the agenda** to appoint Mr. MARIO POLEGATO MORETTI as Chair of the Board of Directors.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;

- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;

- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;

- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;

- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;

- opened the vote, noting that it was twenty-nine past eleven (11:29) and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote on this item closed, he proclaimed that the proposal was approved by a majority, with a number of:

- 184,297,500 (one hundred and eighty-four million two hundred and ninety-seven thousand five hundred) votes in favour;

- 126,379 (one hundred and twenty-six thousand three hundred and seventy-nine) votes against;

- 1,026,572 (one million twenty-six thousand five hundred and seventy-two) shares abstained, and;

- 3,100,000 (three million one hundred thousand) non-voting shares;
and therefore acknowledging that: **"Mr. MARIO POLEGATO MORETTI has been appointed Chair of the Board of Directors of "GEOX S.P.A. ", who will remain in office for the entire term of the Board of Directors and therefore until the Shareholders' Meeting for the approval of the Financial Statements as at 31 December 2024".**

Finally, he put to the vote the proposal submitted by the Shareholder, company "LIR S.R.L.", to set the maximum total remuneration due to the members of the Board of Directors at EUR 3,150,000.00 (three million one hundred and fifty thousand point zero zero) per year.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- again invited those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote, noting that it was thirty-one past eleven (11:31) and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote on this item closed, he proclaimed that the proposal was approved by a majority with a number of:

- 184,299,270 (one hundred and eighty-four million two hundred and ninety-nine thousand two hundred and seventy) votes in favour;
- 240,612 (two hundred and forty thousand six hundred and twelve) votes against;
- 910,569 (nine hundred and ten thousand five hundred and sixty-nine) shares abstained, and;
- 3,100,000 (three million one hundred thousand) non-voting shares;

and acknowledging, therefore, that: **"The maximum total remuneration due to the Board of Directors, including Directors holding special offices, is set at EUR 3,150,000.00 (three million one hundred and fifty thousand/00) per year. "**

Having resumed the floor, the Chair, POLEGATO MORETTI MARIO, then moved on to the discussion of the **tenth, eleventh and twelfth items on the agenda**, which, although dealt with as a single item, would be the subject of separate votes.

He then gave the floor to the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, who, after reading out the said items on the agenda as follows:

"10. Determination of the remuneration of the Board of Statutory Auditors.

11. Appointment of the members of the Board of Statutory Auditors.

12. Appointment of the Chair of the Board of Statutory Auditors. ";

again gave the floor to Mr PIERLUIGI FERRO, inviting him to explain the details.

Mr PIERLUIGI FERRO took the floor:

– recalled that the subject matter is covered in the Board of Directors' Explanatory Report prepared pursuant to Article 125-ter of Legislative Decree No. 58/1998, approved by the Company's Board of Directors on 24 February 2022 and made available to the public in the manner and according to the terms provided for by applicable regulations;

– informed that, as detailed in the Board of Directors' Explanatory Report on the item on the agenda, the three-year term of office of the current members of the Board of Statutory Auditors of "GEOX S.P.A." had expired as of the date of the Shareholders' Meeting recorded herein, and therefore invited the Shareholders to appoint a new Board of Statutory Auditors;

– recalled that, for the appointment of the members of the Board of Statutory Auditors, the procedure set forth in Article 22 of the Articles of Association had to be followed. The aforementioned provision stipulates, *inter alia*, that the Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders who, alone or together with other shareholders submitting the same list, represent at least one fortieth of the share capital, or any lower threshold determined in accordance with the laws in force on the date of the Shareholders' Meeting.

In this regard, he specified that the threshold for the submission of lists of "GEOX S.P.A.", established by CONSOB in its determination number 60 of 28 January 2022, was 2.5 per cent (two point five per cent).

He also recalled that, in accordance with Article 148 of the TUF, the appointment of Statutory Auditors had to take place in accordance with the procedures indicated in the Regulation issued by CONSOB in implementation of the aforementioned Article 148, such as to ensure the election of a Standing Statutory Auditor by minority shareholders who were not connected, even indirectly, with the shareholders who had submitted or voted for the list that had come first in terms of number of votes.

Finally, it recalled that the Board of Statutory Auditors was to be composed of three standing members and two alternate members, in compliance with the gender balance pursuant to Article 148(1) of the TUF; accordingly, if the Lists - considering both sections - contained a number of candidates equal to or greater than 3 (three), the presence of both genders was to be ensured, so that the number of candidates of the lesser represented gender was at least equal to the number envisaged by the laws and regulations applicable from time to time (i.e. two-fifths), it being understood that, if the application of the gender distribution criterion did not result in a whole number, this was to be rounded off in compliance with the provisions of the laws and regulations applicable from time to time (i.e. to the lower whole number).

He announced that, within the terms and in the manner prescribed by Article 22 of the Articles of Association, two Lists of candidates had been submitted by 23 March 2022. He also announced that, within the terms and according to the procedures provided for by applicable regulations and the Articles of Association, 1 (one) List of candidates had been submitted, accompanied by all the documentation required by applicable regulations and the Articles of Association, and precisely on **18 March 2022** a List had been received from the Majority Shareholder, company "LIR S.R.L. ", holder of a total of 184,297,500 (one hundred and eighty-four million two hundred and ninety-seven thousand five hundred) ordinary shares of "GEOX S.P.A. ", equal to 71.1004% (seventy-one point one thousand four percent) of the share capital. This List was identified with the number **1**.

He specified that, by the longer deadline of 23 March 2022, namely on **21 March 2022**, pursuant to Article 144-sexies of the Consob Issuers' Regulations, a List had been submitted by minority shareholders not connected to those who had submitted the majority List, with the submission threshold reduced by half. This List had been identified with the number **2**.

List No. 2 was submitted by minority Shareholders holding a total of 3,544,970 (three million five hundred and forty-four thousand nine hundred and seventy) ordinary shares of "GEOX S.P.A. ", equal to 1.3676% (one point three thousand six hundred and seventy-six per cent) of the share capital, namely by: 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.

He specified that the latter List was accompanied by the declaration that there were no relations of connection with shareholders holding a controlling or relative majority interest pursuant to the law and the articles of association.

He pointed out that, in accordance with current legislation and the articles of association, the Lists had been filed together with:

- information on the identity of the shareholders who had submitted the list, with an indication of the total percentage of shareholding held and the communication issued by the intermediary showing the ownership of the shareholding, necessary for the submission of the list;
- *curricula vitae* containing comprehensive information on the personal and professional characteristics of the candidates, together with a list of offices held in other companies, and
- a declaration in which each candidate accepted their candidacy and attested, under their own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law and by the Articles of Association, as well as the existence of the requirements prescribed by the regulations in force to hold the office of Statutory Auditor of the Company (including the suitability to qualify as independent), accompanied by the list of administration and control offices held by them in other companies;
- copy of valid identity document.

He acknowledged that the Lists, accompanied by the legal documentation, had been made available to the public within the legal terms at the company's registered office, on the company's website, and on the EMARKET STORAGE mechanism at www.emarketstorage.it.

He also pointed out that no changes in the offices held until 14 April 2022 had been filed by the candidates.

He then read out the candidates listed in **List No. 1** submitted by the Shareholder, company "LIR S.R.L.":

Standing Statutory Auditors

1. FABRIZIO NATALE PIETRO COLOMBO, BORN IN VERONA (VR) ON 29.06.1968;

2. GABRIELLA COVINO, BORN IN BENEVENTO (BN) ON 01.01.1968;

3. MARCO DELLA PUTTA, BORN IN PORDENONE (PN) ON 01.09.1970;

Alternate Statutory Auditors

1. FRANCESCA SALVI, BORN IN FLORENCE (FI) on 30.03.1982;

2. MATTEO TOMASI, BORN IN VERONA (VR) ON 22.08.1965.

He then read out the candidates listed in **List No. 2** submitted by a group of Asset Management Companies and Financial Intermediaries, including international ones, Shareholders of "GEOX S.P.A. ", listed in detail in the file in the hands of the Shareholders' Meeting participants:

Standing Statutory Auditors

1. SONIA FERRERO, BORN IN TURIN (TO) ON 19.01.1971;

Alternate Statutory Auditors

2. FILIPPO ANTONIO VITTORE CARAVATI, BORN IN NOVARA (NO) ON 17.11.1974.

He proposed, taking into account that all the documentation had been made public within the terms of the law and made available to the participants in the shareholders' meeting referred to in these minutes, not to read out the list of offices held in other companies by the candidates for the office of statutory auditor, unless dissent was expressed by the legitimised participants. Since no dissent was expressed on the request, Mr. PIERLUIGI FERRO omitted the reading of said offices and recalled that, pursuant to the aforementioned Article 22 of the Articles of Association, two standing statutory auditors and one alternate statutory auditor would be taken from the list that had obtained the highest number of votes cast by the shareholders, in the progressive order in which they were listed on the list itself; the remaining standing statutory auditor and alternate statutory auditor would be taken from the second of the lists, ordered by the decreasing number of votes obtained. In the event of a tie between the two or more lists that had obtained the highest number of votes, the youngest candidates would be elected as standing and alternate statutory auditors, up to the number of posts to be assigned, ensuring that the standing statutory auditors were drawn from at least two different lists, all in compliance with the rules on gender balance in the bodies of listed companies pursuant to the laws and regulations applicable from time to time.

In the event that the composition of the Board of Statutory Auditors, or of the resulting category of Alternate Statutory Auditors, did not allow for compliance with the gender balance, taking into account their order of listing in the respective section, the last elected members of the majority list of the most represented gender would fall in the number necessary to ensure compliance with the requirement, and would be replaced by the first non-elected candidates from the same list and section of the least represented gender.

In the absence of candidates of the lesser represented gender within the relevant section of the majority list in sufficient number to proceed with the replacement, the Shareholders' Meeting should have appointed the missing Statutory or Alternate Statutory Auditors with the legal majorities, ensuring that the requirement was met.

For the purposes of the application of the provisions of that article, however, lists submitted by minority shareholders who were in any way connected, even indirectly, with the shareholders who had submitted or voted for the list that came first in terms of number of votes would have been excluded.

The Chair of the Board of Statutory Auditors would be the Standing Statutory Auditor indicated as the first candidate in the list that had obtained the highest number of votes at the Shareholders' Meeting after the first.

He informed that, since pursuant to the laws in force, the chairmanship of the Board of Statutory Auditors would go to the first candidate for the office of Standing Statutory Auditor of the minority list, which was not connected to the List presented by the reference Shareholder, and which had obtained the highest number of votes, and since only one minority list had been filed that had declared the absence of any connection with "LIR S.R.L. ", the vote referred to in **item 12 of** the agenda on the appointment of the Chair of the Board of Statutory Auditors would not have been taken.

Finally, he recalled that the Shareholders' Meeting was required, pursuant to Article 2402 of the Italian Civil Code, to determine the remuneration of the Board of Statutory Auditors.

At that point, the Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, took the floor again, who:

- opened the discussion by inviting those who wished to make proposals regarding the determination of the annual remuneration to be paid to the Board of Statutory Auditors to take the floor.

Mr. ALBERTO SARTORI, proxy of the Shareholder "LIR S.R.L. ", took the floor and proposed to determine the remuneration due to the Board of Statutory Auditors, for the entire term of office, in a fixed annual amount equal to EUR 75,000.00 (seventy-five thousand point zero zero) for the Chair and equal to EUR 50,000.00 (fifty thousand point zero zero) for each Standing Statutory Auditor, an all-inclusive amount for the possible function of supervisory body pursuant to Legislative Decree No. 231/2001.

As no one else had asked to speak, the Vice-Chair announced that, if the vote on the first proposal had obtained an absolute majority of votes, the other proposals would not be put to the vote.

So said, he:

- opened the discussion, reserving the right to answer questions at the end of the speeches;
- invited, for the sake of proper economy of the meeting, to limit the interventions to allow all those who were interested to be able to speak.

There being no speeches, the Vice-Chair declared the discussion closed and invited those entitled to vote on **item 10 on the agenda.**

He then put to the vote the proposal submitted by the Shareholder, the company "LIR S.R.L. ", regarding item **10** on the agenda to determine the remuneration due to the Board of Statutory Auditors, for the entire term of the assignment, in a fixed annual amount equal to EUR 75,000.00 (seventy-five thousand point zero zero) for the Chair and equal to EUR 50,000.00 (fifty thousand point zero zero) for each Standing Statutory Auditor, an all-inclusive amount for the possible function of supervisory body pursuant to Legislative Decree No. 231/2001.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- invited again those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote, noting that it was forty-four past eleven (11:44) and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote on this item closed, he proclaimed that the proposal was approved by a majority, with a number of:

- 184,299,270 (one hundred and eighty-four million two hundred and ninety-nine thousand two hundred and seventy) votes in favour;
- 124,609 (one hundred and twenty-four thousand six hundred and nine) votes against;
- 1,026,572 (one million twenty-six thousand five hundred and seventy-two) shares abstained, and;
- 3,100,000 (three million one hundred thousand) non-voting shares;

and acknowledging, therefore, that: **"The total annual remuneration due to the Board of Statutory Auditors, for the entire duration of the appointment, is set at EUR 75,000.00 (seventy-five thousand point zero zero) for the Chair and EUR 50,000.00 (fifty thousand point zero zero) for each Standing Statutory Auditor, an all-inclusive amount for the possible function of supervisory body pursuant to Legislative Decree No. 231/2001."**

He then opened the discussion in relation to **item 11 on the agenda**, concerning the appointment of the members of the Board of Statutory Auditors on the basis of the Lists that had been read out, in order to appoint the new Board of Statutory Auditors, which would remain in office for the financial years 2022-2023-2024 and, therefore, until the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2024.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- invited again those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance figures and invited the eligible voters present, or their proxies, not to be absent from the meeting until the voting procedures were completed;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- recalled that each Shareholder could only vote for one List and that shareholders belonging to the same group, and shareholders who had entered into a shareholders' agreement concerning the company's shares, could not vote for more than one List, even if through a third party or trust company;
- finally, he recalled that the vote against or abstention was intended to refer to all the Lists. To this end, he called for only one vote against/abstention to be filled in for both Lists.

He opened the vote at forty-six past eleven (11.46).

Having declared the vote on this item closed, he announced the results, noting that:

- **List No. 1** had 184,297,500 (one hundred and eighty-four million two hundred and ninety-seven thousand five hundred) votes in favour;
- **List No. 2** had 4,252,951 (four million two hundred and fifty-two thousand nine hundred and fifty-one) votes in favour;
- that there were no votes against, abstentions or non-voting shares.

Before proclaiming the statutory auditors elected, the Vice-Chair asked those present who had voted in favour of the List other than the one that had come first in terms of number of votes to declare whether they had any connection with the reference shareholder of that List.

As there was no statement on the matter, he therefore acknowledged that **"The Board of Statutory Auditors of 'GEOX S.P.A.', which remains in office for the financial years 2022-2023-2024, and thus until the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2024, is composed as follows:**

Standing Statutory Auditors, Messrs:

- 1. SONIA FERRERO;**
- 2. GABRIELLA COVINO;**
- 3. FABRIZIO NATALE PIETRO COLOMBO;**

Alternate Statutory Auditors, Messrs:

- 1. FRANCESCA SALVI;**
- 2. FILIPPO ANTONIO VITTORE CARAVATI. ";**

and that: **"The elected Chair of the Board of Statutory Auditors of "GEOX S.P.A. " is Ms. SONIA FERRERO, indicated as the first candidate for Standing Statutory Auditor in the aforementioned List No. 2, who will remain in office for the entire term of the Board of Statutory Auditors and therefore until the Shareholders' Meeting to approve the Financial Statements as at 31 December 2024".**

Having taken the floor again, the Chair, Mr MARIO POLEGATO MORETTI, then moved on to the **thirteenth item on the agenda.**

He then gave the floor to the Vice-Chair, Mr ENRICO POLEGATO MORETTI, who, after reading out the aforementioned point as follows:

"13. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous one to the extent not used. Related and consequent resolutions.";

then passed the floor to Lawyer PIERLUIGI FERRO, inviting him to illustrate the details.

Taking the floor, Mr. PIERLUIGI FERRO recalled that the topic was dealt with in the Board of Directors' Explanatory Report, prepared pursuant to Article 125-ter of the TUF and approved by the Company's Board of Directors on 24 February 2022, as well as made available to the public in the manner and according to the terms provided for by the regulations in force.

He then submitted the following proposed resolution to the Shareholders' Meeting:

"Dear Shareholders,

In light of the above, we invite you to take the following resolutions:

"The Ordinary Shareholders' Meeting of Geox S.p.A.:

- having acknowledged and approved the Board of Directors' Explanatory Report on the proposal to authorise the purchase and disposal of treasury shares for the purpose of constituting a securities portfolio and supporting the stock's liquidity;**

- having regard to the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58/1998, Article 44-bis and Article 144-bis of Consob Issuers' Regulation No. 11971/99, as amended;
- having acknowledged that Geox S.p.A. holds, as of the date of approval of this resolution, 3,966,250 treasury shares, equal to 1.54% of the share capital;
- having acknowledged that the subsidiaries do not hold any of the company's treasury shares at the date of approval of this resolution;
- having regard to the financial statements for the year ended 31 December 2021 and the allocation of the result for the year;

resolves

I. to revoke, as of today's date, the previous authorisation to purchase and dispose of treasury shares granted on 22 April 2021, to the extent not used;

II. to authorise, pursuant to article 2357 of the Italian Civil Code and the combined provisions of Article 132 of Legislative Decree No. 58/1998 and Article 144-bis of Consob Issuers' Regulation No. 11971/99 and, in any case, by any other means permitted by applicable laws and regulations, the purchase, on one or more occasions, of a maximum, on a revolving basis (meaning the maximum number of treasury shares held in the portfolio from time to time), of No. 21,924,483 ordinary shares of GEOX S.p.A. with a nominal value of EUR 0.10 each and in any case, for a total nominal value within the limits of 10% of the Company's share capital, taking into account for this purpose also the Company's treasury shares possibly held by subsidiaries; the shares may be purchased until the expiration of the eighteenth month starting from the authorisation granted by the Shareholders' Meeting of 14 April 2022; the purchase may be made according to one of the methods provided for by the combined provisions of Article 5, of Regulation (EU) 596/2014, in Delegated Regulation 2016/1052, of Article 132 of Legislative Decree No. 58/1998 and of Article 144-bis, paragraph 1, lett b) and c,) of Consob Issuers' Regulation No. 11971/99; the unit consideration for the purchase of the shares may be made at a maximum and minimum unit price equal to the closing stock market price of Geox share recorded on the business day prior to the purchase date, plus or minus 10% respectively for the maximum and minimum price. In any case, the price may not exceed the limits that may be provided for by the regulations in force or, if recognised, by the accepted market practices; the maximum purchase volumes shall not exceed 25% of the average of the daily volumes of the 20 stock exchange sessions preceding the date of the purchase transaction. Purchases may be made on regulated markets

or on the multilateral trading systems pursuant to letter b) of Article 144-bis, of the Consob Issuers' Regulations No. 11971/99 concerning the regulations on issuers, adopted by resolution No. 11971/99 and subsequent amendments, in compliance with the provisions of Article 132 of Legislative Decree No. 58/1998, and in accordance with the procedures set forth in Article 2.6.7 of the Rules of the Markets organised and managed by Borsa Italiana S.p.A. and, therefore, in compliance with the equal treatment of shareholders; finally, purchases must be made within the limits of distributable profits and available reserves resulting from the latest approved financial statements;

2. to authorise, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, the performance of acts of disposition, on one or more occasions, on the treasury shares purchased, in compliance with the laws and regulations in force from time to time, including in the authorisation contemplated herein also the sale and/or use of the securities purchased in implementation of previous shareholders' meeting resolutions and held by the Company as of the date of today's resolution, to pursue the purposes set forth in the Board of Directors' report and under the following terms and conditions

- the shares may be sold or otherwise disposed of at any time without time limit;
- the disposition operations may be carried out even before having exhausted the purchases and may take place in one or more times through the adoption of any modality that is appropriate in relation to the purposes that will be pursued from time to time;
- the sale may take place in the manner deemed most appropriate in the Company's interest including, by way of example, the sale on the Stock Exchange and/or off the Stock Exchange and/or on the block market, with an institutional placement, as consideration for corporate shareholdings and/or companies, and/or assets and/or activities, for the conclusion of agreements with strategic partners in the event of any extraordinary finance transactions involving the availability of treasury shares to be assigned, pledging them in order to obtain financing for the Company and/or the group, for the realisation of projects or the pursuit of corporate objectives, as well as, in any case, under any other form of disposition permitted by current regulations on the subject;
- the unit consideration for the disposal of the shares may not be 10% lower than the closing stock exchange price of the Geox share recorded on the business day preceding each individual disposal transaction. This limitation of consideration shall not apply in the case of acts of alienation other than sale (i.e., cases of exchange, contribution, mergers or demergers, issues

of convertible bonds, assignment of shares under stock option or stock grant plans). In such cases, different criteria may be used, in line with the purposes pursued and taking into account market practice and the indications of Borsa Italiana S.p.A. and Consob;

3. to grant all necessary powers to the Board of Directors and, on its behalf, severally to the Chair and to the Chief Executive Officer, with the power to appoint special attorneys and/or specialised intermediaries, or by entering into appropriate contracts, to implement this resolution, also by approving any and all provisions implementing the relevant purchase programme ".

The Vice-Chair, Lawyer ENRICO POLEGATO MORETTI, took the floor again and opened the discussion, reserving the right to answer questions at the end of the speeches. He also urged, for the sake of proper economy of the meeting, that speeches should be limited to allow all those who were interested to speak.

There being no speeches, the Vice-Chair declared the discussion closed and then put the motion for resolution read out earlier, namely the motion for resolution on **item 13 on the agenda**, to the vote.

So, in order:

- renewed the request to those present to declare any lack of entitlement to vote in accordance with the law and the articles of association;
- invited again those who did not wish to contribute to the calculation basis for the majority count to leave the room by signalling their exit;
- noted that there were no complaints of the existence of any grounds preventing or restricting the right to vote;
- asked the staff in charge to provide him, before the opening of the vote, with the updated attendance data and invited the eligible voters present, or their proxies, not to be absent from the meeting until the end of the voting procedures;
- announced that there were present, in person or by proxy, 26 (twenty-six) persons entitled to vote representing 188,550,451 (one hundred and eighty-eight million five hundred and fifty thousand four hundred and fifty-one) ordinary shares, equal to 72.741172% (seventy-two point seven hundred and forty-one thousand one hundred and seventy-two per cent) of the 259,207,331 (two hundred and fifty-nine million two hundred and seven thousand three hundred and thirty-one) ordinary shares constituting the share capital;
- opened the vote, noting that it was fifty-eight past eleven (11:58) and asked, in order, those in favour to raise their hands, those against to raise their hands, those abstaining to raise their hands.

Having declared the vote on this item closed, he proclaimed the result, stating and noting that the proposal was approved by a majority with a number of:

- 188,244,379 (one hundred and eighty-eight million two hundred and forty-four thousand three hundred and seventy-nine) votes in favour;
- 0 (zero) votes against;
- 306,072 (three hundred and six thousand seventy-two) shares abstained, and;
- 0 (zero) non-voting shares.

Having resumed the floor, the Chair, Mr MARIO POLEGATO MORETTI, made the following concluding remarks, which are reproduced below:

"A good morning to all, in particular to the new directors joining the Geox family, Ms Silvia Rachela and lawyer Silvia Zamperoni, and to the new standing statutory auditor, lawyer Gabriella Covino.

At the conclusion of our shareholders' meeting we are aware of the complexities generated by the current dramatic war, but extremely confident in our abilities.

We recently presented a new business plan to the financial community and today, unless any further deterioration in the global geopolitical environment, we feel confident that we will deliver the growth and profitability envisaged in that plan by the end of the year. This confidence is justified by the fact that all of us together have done a great work to modernise Geox, not only to respond to the current market but to compete in the market of the future.

We are back on track, restructuring and enhancing human capital, because human capital is our future.

Today we have equipped the company with different, new and highly professional management personnel, more articulate than those we had in the past.

I also want to emphasise the great work we have done, and are still doing, on staff training.

After years, we have, thanks to an analysis of the brand positioning in the market, re-explained the competitive advantage of Geox to our consumers in a more modern way. We reorganised the retail network with great determination: all those unprofitable second and third street shops were closed (about 200 in two years), and then we invested in our best shops and opened new ones.

An Geox *flagship* store will soon be opened in Corso Vittorio Emanuele in the centre of Milan.

The evolution of our digital platforms and the extraordinary development of *e-commerce* allowed us to make up for the losses due to shop closures.

We have evolved our *marketing* by creating a new method to talk to our consumer, talking not only about our technology but also about the real benefit it brings to the wearer.

We relaunched and intensified, in the commercial area, the already excellent relationships with multi-brand customers with outstanding growth results.

Not to be forgotten is the great work done on cost control at all levels, both internally within the company and in the branches.

This is the basis that makes us feel cautiously optimistic, aware that we have developed a clear strategy and created a team that will take Geox to the finish line of what the company has always been and which I summarise: Geox was born and will be:

- unique product - Italian style + technology;
- useful and empathic communication;
- a brand positioned in the premium segment of the footwear and clothing sector;
- a sustainable global brand.

I would like to mention that we are a global brand with a presence in more than 100 (one hundred) countries worldwide, with distributors and shops, and that we enjoy high recognition and uniqueness.

In fact, we are one of the few Italian footwear brands, and probably the only one, to have our own distribution of this size.

I thank all of you for attending and all those who have always believed and continue, as I do, to believe in Geox . ";

concluding that, having ascertained that there were no further business to be transacted and since none of those present asked to speak further, declared the meeting closed at ten past twelve (12:10), thanking all those present. ".

The Appearing Party, as Chair of the Meeting herein recorded, declares the following to me:

- a) the list of the persons who, as of 14 April 2022, directly or indirectly, held more than 5% (five per cent) of the subscribed share capital of "GEOX S.P.A. ", represented by shares with voting rights, according to the results of the shareholders' register supplemented by the communications received pursuant to Article 120 of the TUF and other available information, is duly signed by the Appearing Party and by me, the Notary Public, attached to these minutes under letter **A**), to form an integral part thereof;
- b) the summary statement of the number of Shareholders attending, in person or by proxy, the Shareholders' Meeting and the number of shares represented by them in total, at the time of the verification and establishment of the quorum of the Shareholders' Meeting, with the list of names of those attending the Shareholders' Meeting and the number of shares with voting rights carried by them is duly signed by the Appearing Party and by me, the Notary Public, attached to these minutes under letter **B**), as an integral part of the same, and forming a single file for this purpose;

c) the results of each vote, the list of names of the participants in each vote, with an indication, for each participant and for each vote, of the relative ways of expressing the vote, and the summary statement of the votes on the items on the agenda of the Shareholders' Meeting are duly signed by the Appearing Party and by me, the Notary Public, attached to these minutes under letter C), as an integral part of the same, and forming a single file for this purpose.

The Appearing Party declares that he/she is aware of the content and effects of the provisions of the Consolidated Law on Privacy (Legislative Decree No. 196/2003), of Article 13 of the EU Regulation 2016/679 and Articles 12 to 22 of the same Regulation, and acknowledges that the Notary is the "data controller" of the "personal data" contained in this deed, and in its preparatory documentation, and is authorised to process them, pursuant to the provision of the Italian Data Protection Authority No. 4/2016 of 15 December 2016 (Official Gazette 29 December 2016, No. 303, general series) and its subsequent amendments and/or adjustments.

All costs and taxes of this deed shall be borne entirely by the company "GEOX S.P.A.". I have read this deed, typed by a person of my trust and completed under my own hand, to the Appearing Party who, expressly dispensing me from reading the annexes, approves it and signs it with me, the Notary. It is made up of eleven sheets, covering forty-one full sides and part of the forty-second. Signed at nine o'clock.

SIGNED MARIO MORETTI POLEGATO

SIGNED MATTEO CONTENTO NOTARY - L.S.

Annex	<u>A</u>
Index No.	<u>30298</u>
Collection	<u>18890</u>
No.

Declarant	Direct shareholder	Number of shares	Share % of ordinary capital
Polegato Moretti Mario	LIR S.r.l.	184,297,500	71.1004

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Ordinary Shareholders' Meeting of 14 April 2022
(2A Convocation of)

Annex	B
Index. No.	30298
Collection	18890
No.	

SITUATION AT THE TIME OF INCORPORATION

Present in person or by proxy are 26 persons entitled to vote representing 188,550,451 ordinary shares equal to 72.741172% of the 259,207,331 ordinary shares constituting the share capital

[signature]

[Seal: MATTEO CONTENUTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

List of Speakers (All in chronological order)

Ordinary Shareholders' Meeting

Badge	Owner	Delegating parties / Legally represented	Ordinary
Type Rep.			
1	GARBUIO ROBERTA		0
1 D		ALASKA PERMANENT FUND CORPORATION	1,401
2 D		CHALLENGE FUNDS - CHALLENGE ITALIAN EQUITY	306,072
3 D		FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST	1,429
4 D		BAY RESOURCE PARTNERS L.P. C/O GMT CAPITAL CORP	82,000
5 D		BAY II RESOURCE PARTNERS L.P. CO GMT CAPITAL CORP ACTING AS FUND MANAGER	123,100
6 D		BAY RESOURCE PARTNERS OFFSHORE MASTER FUND L.P C/O GMT CAPITAL CORP. ACTING AS FUND MANAGER	399,397
7 D		D. E. SHAW ALL COUNTRY GLOBAL ALPHA EXTENSION CUSTOM FUND L	1
8 D		DE SHAW WORLD ALPHA EXTENSION PORTFOLIOS LLC	28
9 D		LGT SELECT FUNDS	336
10 D		JHF II INT'L SMALL CO FUND	22,422
11 D		JHVIT INT'L SMALL CO TRUST	84
12 D		TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC	193
13 D		GOVERNMENT OF NORWAY	1,770
14 D		MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE FUTURO ITALIA	2,700,000
15 D		MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE SVILUPPO ITALIA	400,000
16 D		FIDEURAM ASSET MANAGEMENT SGR - FIDEURAM ITALIA	55,000
17 D		ISHARES VII PLC	61,843
18 D		MARYLAND STATE RETIREMENT PENSION SYSTEM	3
19 D		TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	7,444
20 D		LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	789
21 D		AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	27,826
22 D		AMERICAN CENTURY ETF TRUST AVANTIS INT SMALL CAP VALUE FUND	691
23 D		AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	119
24 D		FONDITALIA	53,402
25 D		INTERFUND SICAV	7,601
Total shares			4,252,951
			1.640753%
2	SARTORI ALBERTO		0
1 D		LIR S.R.L.	184,297,500
Total shares			184,297,500
			71,100420%

List of Speakers (All in chronological order)**Ordinary Shareholders' Meeting**

Badge	Owner	Delegating parties / Legally represented	Ordinary
Type	Rep.		
		Total own shares	0
		Total proxy shares	188,550,451
		Total shares in legal representation	0
		TOTAL SHARES	188,550,451
			72.741172%
		Total shareholders in person	0
		Total proxy shareholders	26
		Total shareholders in legal representation	0
		TOTAL SHAREHOLDERS	26
		TOTAL NUMBER OF PEOPLE ATTENDING	2

[signature]

[Seal: MATTEO CONTENUTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Legend:

D: Delegating R: Legally represented

Ordinary Shareholders' Meeting of 14 April 2022

Annex	C
Index. No.	30298
Collection	18890
No.

RESULT OF THE VOTESubject: **APPROVAL OF THE FINANCIAL STATEMENTS AS OF 31.12.2021**

They participated in the vote:

26 shareholders, holding **188,550,451** ordinary
shares, of which **188,550,451** were admitted to the vote,
equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	188,244,379	99.837671	99.837671	72.623092
Against	0	0.000000	0.000000	0.000000
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENUTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholdings' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **ALLOCATION OF OPERATING RESULT****They participated in the vote:**

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	188,244,379	99.837671	99.837671	72.623092
Against	0	0.000000	0.000000	0.000000
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	188,550,451	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **REMUNERATION POLICIES - SECTION I****They participated in the vote:**

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	184,905,196	98.066695	98.066695	71.334864
Against	3,339,183	1.770976	1.770976	1.288229
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **REMUNERATION POLICIES - SECTION II****They participated in the vote:**

-**26** shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	184,300,699	97.746093	97.746093	71.101654
Against	3,943,680	2.091578	2.091578	1.521438
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	188,550,451	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **NUMBER OF BOARD OF DIRECTORS MEMBERS****They participated in the vote:**

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	188,244,379	99.837671	99.837671	72.623092
Against	0	0.000000	0.000000	0.000000
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	<u>188,550,451</u>	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENUTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **TERM OF OFFICE OF THE BOARD OF DIRECTORS****They participated in the vote:**

-**26** shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	188,244,379	99.837671	99.837671	72.623092
Against	0	0.000000	0.000000	0.000000
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	<u>188,550,451</u>	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **APPOINTMENT OF BOARD OF DIRECTORS' MEMBERS****They participated in the vote:**

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	185,028,376	98.132025	98.132025	71.382385
Against	0	0.000000	0.000000	0.000000
Sub Total	185,028,376	98.132025	98.132025	71.382385
Abstained	422,075	0.223853	0.223853	0.162833
Non-voters	3,100,000	1.644122	1.644122	1.195954
Sub total	3,522,075	1.867975	1.867975	1.358787
Total	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
 Proxy shareholders: 26
 Heads: 2 Shareholders. :26

Ordinary General Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS****They participated in the vote:**

-**26** shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Deliberative quorum)	% Shares Admitted to Voting	% Share Cap.
In favour	184,297,500	97.744396	97.744396	71.100420
Against	126,379	0.067027	0.067027	0.048756
Sub Total	184,423,879	97.811423	97.811423	71.149176
Abstained	1,026,572	0.544455	0.544455	0.396043
Non-voters	3,100,000	1.644122	1.644122	1.195954
Sub total	4,126,572	2.188577	2.188577	1.591997
Total	<u>188,550,451</u>	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **DETERMINATION OF BOARD OF DIRECTORS' REMUNERATION****They participated in the vote:**

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	184,299,270	97.745335	97.745335	71.101102
Against	240,612	0.127611	0.127611	0.092826
Sub Total	184,539,882	97.872946	97.872946	71.193929
Abstained	910,569	0.482931	0.482931	0.351290
Non-voters	3,100,000	1.644122	1.644122	1.195954
Sub total	4,010,569	2.127054	2.127054	1.547244
Total	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENUTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**

Subject: **DETERMINATION OF BOARD OF STATUTORY AUDITORS' REMUNERATION**

They participated in the vote:

-26 shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	184,299,270	97.745335	97.745335	71.101102
Against	124,609	0.066088	0.066088	0.048073
Sub Total	184,423,879	97.811423	97.811423	71.149176
Abstained	1,026,572	0.544455	0.544455	0.396043
Non-voters	3,100,000	1.644122	1.644122	1.195954
Sub total	4,126,572	2.188577	2.188577	1.591997
Total	188,550,451	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**

Subject: **APPOINTMENT OF MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

They participated in the vote:

26 shareholders representing in person or by proxy

No. **188,550,451** shares of which 188,550,451 shares admitted to voting
equal to **72.741172%** of the share capital

They voted:

		% ORDINARY SHARES REPRESENTED (Quorum to pass resolutions)	%SHARES ADMITTED TO THE VOTE	% SHARE CAP.
LIST 1	184,297,500	97.744396	97.744396	71.100420
LIST 2	4,252,951	2.255604	2.255604	1.640753
SubTotal	188,550,451	100.000000	100.000000	72.741172
Against	0	0.000000	0.000000	0.000000
Abstained	0	0.000000	0.000000	0.000000
Non-voters	0	0.000000	0.000000	0.000000
SubTotal	0	0.000000	0.000000	0.000000
Total	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Ordinary Shareholders' Meeting of 14 April 2022**RESULT OF THE VOTE**Subject: **AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES****They participated in the vote:**

-**26** shareholders, holding **188,550,451** ordinary shares, of which **188,550,451** were admitted to the vote, equal to **72.741172%** of the share capital.

They voted:

		% Ordinary Shares Represented (Quorum to pass resolutions)	% Shares Admitted to Voting	% Share Cap.
In favour	188,244,379	99.837671	99.837671	72.623092
Against	0	0.000000	0.000000	0.000000
Sub Total	188,244,379	99.837671	99.837671	72.623092
Abstained	306,072	0.162329	0.162329	0.118080
Non-voters	0	0.000000	0.000000	0.000000
Sub total	306,072	0.162329	0.162329	0.118080
Total	<u>188,550,451</u>	100.000000	100.000000	72.741172

Shareholders in person: 0
Proxy shareholders: 26
Heads: 2 Shareholders. :26

Ordinary Shareholders' Meeting of 14/04/2022

LIST OF PARTICIPANTS

PARTICIPANT NAME DELEGATING PARTIES AND REPRESENTED GARBUIO ROBERTA - BY PROXY OF	Partial	Total	VOTING RESULTS											
			Ordinary											
			1	2	3	4	5	6	7	8	9	10	11	12
ALASKA PERMANENT FUND CORPORATION	1,401		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
AMERICAN CENTURY ETF TRUST A VANTIS INT SMALL CAP VALUE FUND	691		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
AMERICAN CENTURY ETF TRUST-A VANTIS INTERNATIONAL SMALL CAP VALUE	27,826		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	119		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
BAY II RESOURCE PARTNERS L.P. CO GMT CAPITAL CORP ACTING AS FUND MANAGER	123,100		F	F	F	AG	F	F	F	A	A	A	2	F
BAY RESOURCE PARTNERS L.P. C/O GMT CAPITAL CORP	82,000		F	F	F	AG	F	F	F	A	A	A	2	F
BAY RESOURCE PARTNERS OFFSHORE MASTER FUND L.P C/O GMT CAPITAL CORP. ACTING AS FUND MANAGER	399,397		F	F	F	AG	F	F	F	A	A	A	2	F
CHALLENGE FUNDS-CHALLENGE ITALIAN EQUITY	306,072		A	A	A	A	A	A	A	A	A	A	2	A
D. E. SHAW ALL COUNTRY GLOBAL ALPHA EXTENSION CUSTOM FUND L	1		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
DE SHAW WORLD ALPHA E/XTENSION PORTFOLIOS LLC	28		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
FIDEURAM ASSET MANAGEMENT SGR - FIDEURAM ITALIA	55,000		F	F	AG	AG	F	F	A	A	AG	A	2	F
FONDITALIA	53,402		F	F	AG	AG	F	F	A	A	AG	A	2	F
FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST	1,429		F	F	F	F	F	F	F	AG	AG	AG	2	F
GOVERNMENT OF NORWAY	1,770		F	F	F	F	F	F	F	AG	F	F	2	F
INTERFUND SICAV	7,601		F	F	AG	AG	F	F	A	A	AG	A	2	F
ISHARES VII PLC	61,843		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
JHF II INTL SMALL CO FUND	22,422		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
JHVIT INTL SMALL CO TRUST	84		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
LGT SELECT FUNDS	336		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	789		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
MARYLAND STATE RETIREMENT PENSION SYSTEM	3		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE FUTURO ITALIA	2,700,000		F	F	AG	AG	F	F	-	-	-	-	2	F
MEDIOLANUM GESTIONE FONDI SGR-FLESSIBILE SVILUPPO ITALIA	400,000		F	F	AG	AG	F	F	-	-	-	-	2	F
TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	7,444		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC	193		F	F	AG	AG	F	F	F	AG	AG	AG	2	F
		4,252,951												
SARTORI ALBERTO	0													
- BY PROXY OF														
LIR S.R.L.	184,297,500		F	F	F	F	F	F	F	F	F	F	1	F
		184,297,500												

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

Legend :

1 APPROVAL OF FINANCIAL STATEMENTS AS AT

31.12.2021

4 REMUNERATION POLICIES - SECTION II

7 APPOINTMENT OF BOARD OF DIRECTORS MEMBERS

10 DETERMINATION OF BOARD OF STATUTORY

AUDITORS'REMUNERATION

2 ALLOCATION OF OPERATING RESULT

5 NUMBER OF BOARD OF DIRECTORS'MEMBERS

8 APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS

11 APPOINTMENT OF BOARD OF STATUTORY

AUDITORS'MEMBERS

3 REMUNERATION POLICIES – SECTION I

6 TERM OF OFFICE OF THE BOARD OF DIRECTORS

9 DETERMINATION OF BOARD OF DIRECTORS'REMUNERATION

12 AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

F: In Favour; AG: Against; A: Abstained; 1: List 1; 2: List 2; -: Not Voting; X: Absent from the vote; N: votes not counted; R: Votes revoked; Q: votes excluded from the quorum

GEOX S.p.A.

Ordinary Shareholders' Meeting
Held on 14 April 2022

A total of 26 Shareholders attended the Shareholders' Meeting in person or by proxy for 188,550,451 ordinary shares representing 72.741172% of the ordinary share capital.

SUMMARY REPORT OF VOTES ON ITEMS ON THE AGENDA OF THE MEETING

1. Approval of the Financial Statements as at 31 December 2021; presentation of the Board of Directors' report on operations, of the statement containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016, of the report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. SHARES	%OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTING	% ON ORDINARY SHARE CAPITAL
In favour	25	188,244,379	99.837671	99.837671	72.623092
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

2. Resolutions concerning the allocation of the operating result.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	25	188,244,379	99.837671	99.837671	72.623092
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

3. Report on the remuneration policy and compensation paid pursuant to Article 123-ter, paragraphs 3-ter and 6, of Legislative Decree No. 58/1998:
Section I - Approval of the remuneration policy for the year 2022.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	6	184,905,196	98.066695	98.066695	71.334864
Against	19	3,339,183	1.770976	1.770976	1.288229
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

4. Report on Remuneration Policy and Compensation Paid Pursuant to Article 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 the Year 2021.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	3	184,300,699	97.746093	97.746093	71.101654
Against	22	3,943,680	2.091578	2.091578	1.521438
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

5. Determination of the number of members of the Board of Directors.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	25	188,244,379	99.837671	99.837671	72.623092
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

6. Determination of the term of office of the Board of Directors.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	25	188,244,379	99.837671	99.837671	72.623092
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

7. Appointment of the members of the Board of Directors

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	20	185,028,376	98.132025	98.132025	71.382385
Against	0	0	0.000000	0.000000	0.000000
Abstained	4	422,075	0.223853	0.223853	0.162833
Non-voters	2	3,100,000	1.644122	1.644122	1.195954
Total	26	188,550,451	100.000000	100.000000	72.741172

List of candidates elected as members of the Board of Directors (taken from the only List presented by the Majority Shareholder Lir S.rl.)

Names	Independent(*)
POLEGATO MORETTI MARIO	
POLEGATO MORETTI ENRICO	
LIBRALESSO LIVIO	
BAGGIO CLAUDIA	
LIVOLSI LARA	
GIUSTI ALESSANDRO ANTONIO	
ZAMPERONI SILVIA	X
MENEGHEL FRANCESCA	X
RACHELA SILVIA	X

(*Independent pursuant to legal provisions in force and the Corporate Governance Code)

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

8. Appointment of the Chair of the Board of Directors.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	1	184,297,500	97.744396	97.744396	71.100420
Against	16	126,379	0.067027	0.067027	0.048756
Abstained	7	1,026,572	0.544455	0.544455	0.396043
Non-voters	2	3,100,000	1.644122	1.644122	1.195954
Total	26	188,550,451	100.000000	100.000000	72.741172

Mr. Mario Moretti Polegato was appointed as Chair of the Board of Directors.

9. Determination of the total remuneration due to the Directors, including those holding special offices.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	2	184,299,270	97.745335	97.745335	71.101102
Against	18	240,612	0.127611	0.127611	0.092826
Abstained	4	910,569	0.482931	0.482931	0.351290
Non-voters	2	3,100,000	1.644122	1.644122	1.195954
Total	26	188,550,451	100.000000	100.000000	72.741172

10. Determination of the remuneration of the Board of Statutory Auditors.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	2	184,299,270	97.745335	97.745335	71.101102
Against	15	124,609	0.066088	0.066088	0.048073
Abstained	7	1,026,572	0.544455	0.544455	0.396043
Non-voters	2	3,100,000	1.644122	1.644122	1.195954
Total	26	188,550,451	100.000000	100.000000	72.741172

11.Appointment of the members of the Board of Statutory Auditors.

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
LIST 1 (*)	1	184,297,500	97.744396	97.744396	71.100420
LIST 2 (**)	25	4,252,951	2.255604	2.255604	1.640753
Against	0	0	0.000000	0.000000	0.000000
Abstained	0	0	0.000000	0.000000	0.000000
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

* List submitted by the majority shareholder Lir S.r.L

** List submitted by minority shareholders, of 3,544,970 shares representing 1.3676% of the subscribed and paid-up capital of GEOX S.p.A.: 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.

List of candidates elected as members of the Board of Statutory Auditors

Names	Office
Sonia Ferrero	Chair
Gabriella Covino	Standing statutory auditor
Fabrizio Natale Pietro Colombo	Standing statutory auditor
Francesca Salvi	Alternate statutory Auditor
Filippo Antonio Vittore Caravati	Alternate statutory Auditor

12.Appointment of the Chair of the Board of Statutory Auditors (item not subject to vote)**13.Authorisation for the purchase and disposal of treasury shares, subject to revocation of the previous one to the extent not used. Related and consequent resolutions.**

	N. SHAREHOLDERS (IN PERSON OR BY PROXY)	N. OF SHARES	%OF ORDINARY SHARES REPRESENTED	%OF SHARES ADMITTED TO VOTING	% OF ORDINARY SHARE CAPITAL
In favour	25	184,244,379	99.837671	99.837671	72.623092
Against	0	0	0.000000	0.000000	0.000000
Abstained	1	306,072	0.162329	0.162329	0.118080
Non-voters	0	0	0.000000	0.000000	0.000000
Total	26	188,550,451	100.000000	100.000000	72.741172

[signature]

[Seal: MATTEO CONTENTO OF ROBERTO NOTARY IN MONTEBELLUNA].

The undersigned Mr. Matteo Contento, Notary Public in Montebelluna (TV), with office in Via Buzzati No. 3, enrolled at the Board of Notaries of the District of Treviso, by affixing to this file the digital signature as per certificate No. 35312156 with validity until 30 September 2023 issued by the National Council of Notaries "Certification Authority", in accordance with the provisions of Article 22 of Legislative Decree No. 82/2005, hereby certifies that this copy formed on computer support, represented by sixty-four pages, is compliant with the original analogic document, with its attachments received by me as notary public. Pursuant to Article 22 of Legislative Decree No. 82/2005 and subsequent amendments, the exhibition and production of this electronic document, constituting a copy of the original analogic document, replaces to all effects that of the original and has full evidentiary effectiveness of the original pursuant to Articles 2714 and 2715 of the Italian Civil Code.