



PRESS RELEASE

GEOX S.P.A. SHAREHOLDERS' MEETING 2021

- **FINANCIAL STATEMENTS AT 31 DECEMBER 2020 APPROVED**
- **“2021-2023 EQUITY (STOCK GRANT) & CASH-BASED PLAN” APPROVED**
- **INDEPENDENT AUDIT FIRM APPOINTED**

Montebelluna (TV) , 22 April 2021 – The ordinary and extraordinary shareholders' meeting of Geox S.p.A., a leading brand in classic and casual footwear, listed on the Milan Stock Exchange (GEO.MI), was held today via means of telecommunication in accordance with the provisions of Art. 106, paragraph 4, of Italian Decree Law no. 18 of 17 March 2020, converted, with amendments, into Italian Law no. 27 of 24 April 2020 and amended by Art. 3, paragraph 6, of Italian Decree Law no. 183 of 31 December 2020, converted, with amendments, into Italian Law no. 21 of 26 February 2021 (the so-called “Cure Italy Decree”).

Please find below the resolutions passed by the Ordinary Shareholders' Meeting held today.

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

The Shareholders' Meeting read the Group's consolidated financial statements and approved the financial statements of the parent company Geox S.p.A., in accordance with the draft financial statements approved by the Board of Directors meeting held on 15 March 2021 and already disclosed to the market with the press release issued on the same date.

The Shareholders' Meeting passed a resolution to carry forward the loss for the 2020 financial year.

REMUNERATION REPORT

The Shareholders' Meeting approved the Remuneration Report pursuant to Art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/98 and subsequent amendments.

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

The Shareholders' Meeting authorised a new plan to buy back and hold treasury shares, with the aim to limit abnormal price fluctuations, regulate trading whenever there are distortions linked to excessive volatility or to a lack of market liquidity and provide the issuer with shares for both the allocation of stock options, in view of said options being exercised as part of the Stock Option Plan approved by the shareholders' meeting to the benefit of employees, and for current and any future Stock Grant Plans, as well as for any extraordinary financial transactions in line with the Company's development strategy.

Please note that it was not possible to vote on the revocation of the previous authorisation as the last shareholders' meeting held on 22 April 2020 did not pass any resolution to authorise the buying back and holding of treasury shares, and the authorisation that had previously been granted on 16 April 2019 expired on 20 October 2020. It should also be noted that no treasury shares were purchased during 2020.

The plan states that the Company may buy a number of ordinary shares not exceeding 10% of the share capital for a period of 18 months from the date that the shareholders' meeting passes the relative resolution (therefore with a deadline of 22 October 2022).

Purchases must be made at a price per share that is no more than 10% higher or lower than the closing price posted on the business day prior to the purchase date. Maximum daily purchase volumes cannot exceed 25% of the average volumes traded during the 20 Stock Exchange sessions preceding the purchase date. The share buy-back must be carried out on regulated markets in accordance with the procedures provided for by applicable regulations (in particular, pursuant to art. 144-bis, paragraph 1, letter b) of the Issuers' Regulation and the

provisions that are in any case applicable, in order to meet the requirement to treat all shareholders equally, as stated by art. 132 of the 'TUF' (*Italian consolidated law on financial intermediation*), and in accordance with applicable legislation and market practices permitted by Consob pursuant to article 13 of (EU) Regulation no. 596/2014), following the operating procedures set forth by the markets' own organisational and operating rules, in order to ensure that all shareholders are treated equally.

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

2021-2023 EQUITY (STOCK GRANT) & CASH-BASED PLAN

The Shareholders' Meeting approved a medium/long-term incentive scheme entitled "2021-2023 Equity (Stock Grant) & Cash-Based Plan" (the "Plan"), which involves up to 7,696,626 ordinary shares in the Company being assigned for free (the so-called "Equity Component") as well as the payment of a gross cash sum of up to Euro 1,320,000 in the event of any overachievement of targets (the so-called ("Cash Component"); this plan is for the Chief Executive Officer and Executives with Strategic Responsibilities, as well as for Senior Managers and Key People within Geox and the Group's other companies.

The Plan has a three-year vesting period and, as a result, the shares may be assigned from the date of Shareholders' Meeting approval of the consolidated financial statements for the year ending 31 December 2023. Allocation of the Equity Component to beneficiaries is subject to them remaining in their employment/directorship role until the date of Board approval of the draft of the consolidated financial statements for the year ending 31 December 2023 and to a number of profitability objectives being met, linked to EBIT in 2022 and the target EBITDA in 2023 (the latter is stated in the scenarios of the 2021-2024 business plan), in addition to a number of other Group financial-asset and liability targets for 2023. The Cash Component will be subject to an overachievement target being met.

The Plan states that the shares to be allocated, at the discretion of the Board of Directors and in accordance with applicable legal provisions, may come (a) from the free share capital increase pursuant to article 2349, paragraph I, of the Italian Civil Code, approved by the Shareholders' Meeting on 16 April 2019, as modified by the extraordinary shareholders' meeting held today in relation to extending the relative deadline to 31 December 2025, and/or (b) from shares that may have been purchased on the market and/or held by the Company in another form, based on the authorisation from the Shareholders' Meeting to buy back and make treasury shares available pursuant to articles 2357 et seq. of the Italian Civil Code.

By implementing this Plan, the Company intends to promote and pursue the following objectives: – involve and provide an incentive to beneficiaries whose work is considered to be of fundamental importance for the achievement of the Group's objectives; – increase beneficiaries' loyalty by providing an incentive to remain within the Group; – share and align beneficiaries' interests with those of the Company and the shareholders over the medium-long term, recognising the contribution made by the management team to increasing the Company's value.

INDEPENDENT AUDIT FIRM APPOINTED

The Shareholders' Meeting also appointed KPMG S.p.A. as independent audit firm for the 2022-2030 period.

The Extraordinary Shareholders' Meeting then:

- approved the proposal to amend the resolution passed by the Extraordinary Shareholders' Meeting held on 16 April 2019 in relation to the free, divisible share capital increase pursuant to article 2349, paragraph I, of the Italian Civil Code, for the stock grant plan, up to a maximum nominal amount of Euro 1,200,000 corresponding to a maximum number of 12,000,000 ordinary shares of the Company; the purpose of this is to extend the deadline for subscribing the share capital increase in question until 31 December 2025, with the resulting amendments to article 5 of the Company's articles of association;

- approved the proposal to amend the articles of association to comply with Italy's 'Budget Law' no. 160/2019 laying down provisions on gender quotas in the administration and supervisory bodies of listed companies, subsequently amending articles 16, 17 and 22 of the Company's articles of association.

The minutes to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the authorised storage system eMarket Storage, at the address www.emarketstorage.it, within thirty days from the date of the Shareholders' Meeting. The minutes will also be made available on the website www.geox.biz, in the Governance section under "Shareholders' Meeting 2021". By the legally required deadline, the summary report regarding the votes cast by shareholders will also be made available on the same website, in accordance with applicable legal provisions.

RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS MEETING HELD AFTER THE SHAREHOLDERS' MEETING

The Board of Directors of Geox S.p.A. met after the Shareholders' Meeting and resolved to implement the resolutions passed by today's Shareholders' Meeting; in particular, it resolved to implement the medium/long-term incentive plan, the 2021-2023 Equity (Stock Grant) & Cash-Based Plan, approving the relative regulation and the allocation of a first cycle of 7,671,892 rights in favour of 99 beneficiaries, including the Chief Executive Officer, Corporate General Manager, Executives with strategic responsibilities and other senior managers and employees considered key people for Geox or other Group companies.

ANNEX

REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table no. 1 of form 7 of Annex 3A of Regulation no. 11971/1999

Date: 22 / 04 / 2021

Name and surname or category	Role (to be indicated only for the persons named herein)	DESCRIPTION 1						
		Financial instruments other than stock options						
		<p>Section 2</p> <p>Newly allocated instruments based on the decision</p> <p><input type="checkbox"/> of the BoD for proposal to the shareholders' meeting</p> <p><input checked="" type="checkbox"/> of the body in charge of implementing the shareholders' meeting resolution</p>						
		Date of the shareholders' meeting resolution	Financial instrument type	Financial instrument number	Date of allocation	Instrument purchase price, where applicable	Market price of the allocation*	Vesting period
Livio Libralesso	Chief Executive Officer	22/04/2021	Rights upon the free allocation of ordinary shares	654,070	22/04/2021	N/A	0.87€	2021-2023
Livio Libralesso	General Manager - Corporate, Head of Administration, Finance & Control, Corporate Legal & IT	22/04/2021	Rights upon the free allocation of ordinary shares	654,070	22/04/2021	N/A	0.87€	2021-2023
Executives with strategic responsibilities		22/04/2021	Rights upon the free allocation of ordinary shares	1,360,465	22/04/2021	N/A	0.87€	2021-2023
Other senior managers and employees		22/04/2021	Rights upon the free allocation of ordinary shares	5,003,288	22/04/2021	N/A	0.87€	2021-2023

*please note: the market price is the price of ordinary Geox shares on the date the Rights are allocated that grant the beneficiary the right to be allocated shares

FOR MORE INFORMATION

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GEOX GROUP

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

Geox is one of the leading brands in the "International Branded Casual Footwear Market". Geox technology is protected by 55 different patents and by 11 more recent patent applications.