



**GEOX S.p.A.**

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

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF GEOX S.P.A. ON ITEMS 1 AND 2 ON  
THE ORDINARY AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
CALLED FOR APRIL 17, 2025, IN A SINGLE CALL, DRAWN UP IN ACCORDANCE WITH ARTICLE  
125-TER OF LEGISLATIVE DECREE LGS. N. 58 OF FEBRUARY 24, 1998, AS SUBSEQUENTLY  
AMENDED**

**Approved by the Board of Directors on 5 March 2025**

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

**Illustrative Report of the Board of Directors of GEOX S.p.A. prepared in accordance with article 125-ter of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the Consolidated Law on Finance, "TUF") and pursuant to art. 84-ter, of the Regulations adopted with Consob Resolution no. 11971 of May 14, 1999 and subsequent amendments and additions (the "Issuers' Regulations")**

- 1. Approval of the Financial Statements as at 31 December 2024; presentation of the Board of Directors' Report, the Corporate Sustainability Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024**
- 2. Resolutions concerning the allocation of the result for the year.**

Dear Shareholders,

the Financial Statements for the year 2024, submitted for your approval, closed with a loss for the financial year of Euro 34.156.997,12.

We are therefore proposing to you the following:

- having examined the draft Financial Statements as at 31 December 2024, which ended with a loss for the year of Euro 34,156,997.12.
- having noted the reports of the Board of Statutory Auditors and of the Independent Auditing Firm;

**with reference to point 1 on the agenda**

- to approve the Financial Statements as at 31 December 2024;

**with reference to point 2 on the agenda**

- to carry forward the loss for 2024, of Euro 34,156,997.12.

For additional information and comments on the first and second point of the agenda of the Shareholders' Meeting, please refer to the contents of the Directors' Management Report which will be filed together with the draft Financial Statements and the Consolidated Financial Statements as at 31 December 2024, and the further documentation envisaged by the law in force, which will be made available to the public within 26 March 2024, within the legal time frames, at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, [www.geox.biz](http://www.geox.biz), in the *Governance section "Shareholders' Meeting 2025"*.

Biadene di Montebelluna (TV), 5 March 2025

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The Board of Directors

GEOX S.p.A.

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