

GEOX S.P.A.

**REPORT ON THE REMUNERATION POLICY AND
REMUNERATION PAID**

Approved by the Board of Directors held on 5 March 2025

The Report is published in the “Governance” section of the Company’s Website
(www.geox.biz)

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.

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Geox S.p.A.

Registered office in Biadene di Montebelluna (Province of Treviso) - Via Feltrina Centro, 16

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INTRODUCTION

The Remuneration Report (the "**Report**") was drafted by Geox S.p.A. ("**Geox**" or the "**Company**") in compliance with what is provided for by Article 123-ter of Italian Legislative Decree 58/1998 as amended ("**FCA**") and by Article 84-*quater* and Annex 3A, Table 7-*bis* of CONSOB Regulation No. 11971/1999 ("**Issuers' Regulation**") as amended, and includes:

- in Section I, a description of the remuneration policy for 2025 for members of the Board of Directors (the "**Directors**"), the members of the Board of Statutory Auditors and the ("**Strategic Executives**") of the Company and its subsidiaries, pursuant to article 2359 of the Italian Civil Code and article 93 of the FCA (the "**Policy**") and the procedures used to adopt and implement the said Policy;
- - In Section II, there is a report on remuneration paid during the 2024 Financial Year.

In addition, the Report includes:

- i. pursuant to Article 84-*quater* par. 4 of the Issuers' Regulation, in specific charts, the data related to the interests held in Geox by the members of the administrative and control bodies and by Strategic Executives;
- ii. pursuant to Article 84-*bis* par. 5 of the Issuers' Regulation, the data related to the financial instruments allocated to implement the plans approved pursuant to Article 114-*bis* of the FCA.

This Policy was set out independently by Geox without using criteria adopted by other companies as a reference.

Geox adopts the Corporate Governance Code drawn up by the Committee for the Corporate Governance of Listed Companies as issued by Borsa Italiana S.p.A. ("**Corporate Governance Code**").

SECTION I – 2025 REMUNERATION POLICY

I. GOVERNANCE

I.1. BODIES AND PARTIES INVOLVED

The definition of the Policy is the result of a process that involves Human Resources & Organization, Corporate Services, the Appointment and Remuneration Committee, the CEO, the Board of Directors and the Company Shareholders' Meeting.

The corporate governance of the remuneration policies provides that:

- **The Shareholders' Meeting¹** of the Company resolves on Section I of the Report by binding vote and on Section II of the Report by advisory vote.
- **The Board of Directors** examines and approves the Remuneration Policy and Report (pursuant to art. 123-ter of the FCA) to be submitted every year to the Shareholders' Meeting by providing the latter with adequate feedback.
- **The Appointment and Remuneration Committee:**
 - submits to the Board of Directors² a proposal regarding the Company's Remuneration Policy and any revision thereof
 - assesses on a regular basis the adequacy, overall consistency, and actual application of the Remuneration Policy
- **The Related-Party Transactions Committee** (More Relevant or Less Relevant RPTs) provides its opinion in the event of an exception to the remuneration policy with reference to the elements indicated in Section I, paragraph 6, in accordance with the procedural conditions set out in the RPT Regulation adopted by the Company.
- **The Chief Executive Officer** validates the contents of the Company's Remuneration Policy, with particular reference to Strategic Executives, and submits it, delegating the activity to the Human Resources Department if appropriate, to the Appointment and Remuneration Committee.

As regards the relevant company departments:

- **The Human Resources & Organization, Corporate Services Department:**
 - draws up a Remuneration Policy plan applicable to the General Manager and Strategic Executives on the basis of principles of meritocracy, in compliance with market benchmarks, and submits it to the Chief Executive Officer and, at his/her request, to the Appointment and Remuneration Committee
 - draws up a Remuneration Policy plan applicable to the Chief Executive Officer on the basis of principles of meritocracy, in compliance with market benchmarks, and submits it to the Appointment and Remuneration Committee
 - implements the Remuneration Policy for every single department/employee with reference to the General Manager and Strategic Executives on the basis of principles of meritocracy
- **The Legal and Corporate Affairs Department**
 - makes a prior assessment of the Remuneration Policy compliance, in order to assess consistency with the objectives of compliance with the rules, the Articles of Association and the Code of Ethics
 - supports the Appointment and Remuneration Committee in formulating a proposal in regard to the Company's Remuneration Policy in particular reference to members of the management and supervisory bodies (other than the Chief Executive Officer), to be put to the Board of Directors.

The Independent Auditors KPMG S.p.A., which has been assigned the task of auditing the accounts until the year 2030, verifies that Section II of the Report has been prepared in accordance with Article 123-ter of the FCA.

¹ The Shareholders' Meeting of the Company, called for the approval of the annual financial statements pursuant to art. 2364, par. 2 of the Italian Civil Code.

² At the latest during the meeting of the Board of Directors that resolves to convene the Shareholders' Meeting called to approve the annual financial statements and to express an opinion on Section I of the Report.

On 25 February 2021, the Company approved a policy governing the process for defining the remuneration policy.

1.2. THE APPOINTMENT AND REMUNERATION COMMITTEE

The Appointment and Remuneration Committee, established by the Board of Directors, is composed by 3 non-executive directors, 2 of whom are independent.

The members of the Appointment and Remuneration Committee are selected from among individuals possessing the necessary competences in relation to the special nature of their powers. In particular, they are selected from among qualified individuals and experts in the legal, accounting or tax field, with specific expertise in auditing, consultancy, financial activities or remuneration policies, and the majority of them must meet the requirements of autonomy and independence set forth in the Corporate Governance Code. As of the date of this Report, the Appointment and Remuneration Committee consists of:

- Silvia Zamperoni (Chair of the Committee), independent Director;
- Lara Livolsi, Director;
- Silvia Rachela, independent Director.

MAIN DUTIES

With particular reference to the tasks and functions of said Committee regarding the remuneration of Directors, General Managers, Auditors and Strategic Executives, the Remuneration Committee carries out the following activities:

- assisting the Board of Directors in defining the Remuneration Policy;
- making proposals or expressing opinions on the remuneration of executive directors and other directors who hold particular offices, of non-executive directors, general managers, strategic executives and members of the Board of Statutory Auditors, as well as setting performance targets linked to the variable component of such remuneration;
- monitoring the actual implementation of the Remuneration Policy and verifying, in particular, the effective achievement of performance targets;
- assessing on a regular basis the adequacy and overall consistency of the Remuneration Policy.

OPERATIONAL PROCEDURES

The Appointment and Remuneration Committee shall meet whenever necessary to carry out its own functions, when convened by at least one member, and upon request of the Chairman of the Board of Statutory Auditors, in any form, even by telephone or web, normally at least eight days prior to the date set for the meeting, or, in urgent cases, at least three days prior to that date. The Appointment and Remuneration Committee shall be validly established with the majority of members in office present and shall resolve with an absolute majority of those voting. Any member of the Appointment and Remuneration Committee must abstain from voting if s/he should find himself or herself in conflict of interest concerning a specific item on the agenda.

On 25 February 2021 - as part of the alignment of corporate governance to the Corporate Governance Code - the Board of Directors approved a Regulation laying down the composition, appointment and operating procedures of the Appointment and Remuneration Committee, and has identified, in particular, the powers, tasks and responsibilities assigned thereto.

PERFORMED AND PLANNED ACTIVITIES

During 2024, the Appointment and Remuneration Committee met 9 times, also resolving on various topics related to the Policy contained in the Report approved by the Board of Directors on 1 March 2024, and in particular, within its function as Remuneration Committee:

- It reviewed the figures and targets regarding the awarding of short-term variable remuneration ("**MBO**") to the Chief Executive Officer and to Strategic Executives for the 2023 financial year. It then approved the proposal for the allocation of MBO bonuses to the Chief Executive Officer and Strategic Executives to be submitted to the Board of Directors.

- It examined the data for reporting the structure of the Long-Term Incentive Plan for the years 2021-2023, in consideration of the two conditions envisaged (retention and performance), submitting the results to the Board of Directors for approval;
- It examined and approved the proposal presented by the Company for the recognition of the MBO to the Chief Executive Officer and to the Strategic Executives for the 2024 financial year, to be submitted to the Board of Directors;
- Following the resignation of the Chief Executive Officer and Strategic Executive, it examined the conditions for termination of the employment and administration relationship, also in accordance with the resolutions already adopted by the Board of Directors on 14 April 2022, submitting them to the Board of Directors for approval;
- It examined the remuneration package of the CEO, Mr Enrico Mistrone, also in his role as Strategic Executive, as well as the severance agreement, submitting them to the Board of Directors for approval;
- It approved, for submission to the Board of Directors, the Report on Remuneration Policy and Compensation Paid, prepared in accordance with art. 123-ter of the TUF (Consolidated Finance Act) and with art. 84-quater and Annex 3A, scheme 7-bis of the Consob Issuers' Regulations;
- It approved the periodic half-year Report on Remuneration for the first six months of 2024 and submitted it to the Board of Directors for approval on 27 July 2024. Following the termination of the employment relationship with a Strategic Executive, it positively evaluated the terms and conditions of the agreement for the consensual termination of the employment relationship, submitting them to the Board of Directors for approval.

All members of the Appointment and Remuneration Committee attended all meetings held in 2024 which lasted an average of one hour each and were documented in minutes. At least a similar number of meetings is expected to be held this financial year.

Whilst carrying out its functions, the Committee was able to access the information and to consult with the corporate departments regarding performance of its tasks, as well as to avail itself of outside consultants. In cases where the Committee availed itself of the services of a consultant to obtain information on market practices regarding remuneration policies, the Committee has verified in advance that the consultant was not in a situation that would compromise his/her independence.

Where non-members attended any Committee meeting, their participation was upon invitation of the Committee itself and concerned specific items on the agenda.

When covering any expenses, the Committee may make use of monies allocated for contingent requirements.

In 2025, the Appointment and Remuneration Committee shall verify the proper implementation of the Remuneration Policy and report its findings to the Board of Directors.

2. REMUNERATION POLICY GUIDELINES

When defining its Remuneration Policy, the Company takes into account the working conditions and remuneration of its employees:

- encouraging team spirit and cooperation, and ensuring that the company practices allow people to operate in working environments that respect human dignity and guarantee safety. The Company protects the position of employees who may find themselves in situations of operational limitation by adopting appropriate measures to preserve their physical and moral integrity, also in accordance with current legislation;
- adopting objective, transparent and verifiable merit criteria for the development of its employees' skills and expertise.

The Company considers its remuneration policy to be a strategic lever for managing and developing its staff.

In particular, the Policy defines standards and guidelines that the Company follows in defining remuneration of:

- the members of the Board of Directors;
- the members of the Board of Statutory Auditors;
- the Strategic Executives.

The Policy is developed consistently with the most recent regulatory requirements as well as with Geox Group's mission and values, and it represents a fundamental tool to pursue the Company's targets.

The Policy is primarily aimed at attracting, motivating and securing the loyalty of resources with the professional qualities required for successfully pursuing Geox Group's objectives and aligning the interests of the top management with those of shareholders and investors.

Specifically, through the adoption of the Policy, the Company intends to:

- ensure that the remuneration policy is fairly and transparently implemented, pursuant to market benchmarks;
- share the Company's increased value with its top professionals;
- involve and encourage Directors and top management in pursuing long-term interests, also with reference to the Company's sustainability, set by Company management;
- develop a balanced remuneration system, in line with the Company's corporate policies, consisting of a fixed and a variable component related to the achievement of both short and medium/long-term results;
- attract, motivate, retain and secure the loyalty of resources with the professional skills required for successfully pursuing Geox Group's business continuity and success, also through the granting of fringe benefits in line with market best practices.

The Remuneration Policy contributes to the corporate strategy and to the pursuit of long-term interests also through:

- the adoption of a medium/long-term incentive plan during 2025, strengthening the variable component with a view to retention and aligning management to achieve the goals in the 2025-2029 Industrial Plan which will be approved on 19 December 2024 and integrated by the same Board of Directors on 5 March 2025 (the "**Industrial Plan**");
- the assignment in quantitative terms of the short-term variable component to financial targets linked to profitability and, in qualitative terms, to non-financial targets linked to strategic activities and projects both at corporate level and for the specific area of responsibility as well as to sustainability issues.

The Remuneration Policy also contributes to the pursuit of sustainable success as the Company provides for the inclusion of non-financial targets, to which part of the variable component of the remuneration should be linked, related to sustainability and corporate social responsibility issues.

This remuneration policy is valid for one year.

Compared to the 2024 Remuneration Policy, the 2025 Remuneration Policy provides for some changes, in particular:

- the proposed adoption by the Company in 2025 of a new medium/long-term incentive plan with a financial instrument component;

- the modification of the gate, as a precondition for obtaining the short-term variable remuneration, with the elimination of the target represented by the Net Profit of the Geox Group
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- the modification of some performance targets linked to short-term variable remuneration, both financial and non-financial;;
- the methods utilized in the severance agreement in the case the Chief Executive Officer leaves their position.
- the pay mix of the CEO and the Strategic Executives;
- the elimination of a policy element that can be subject to derogation in exceptional circumstances.

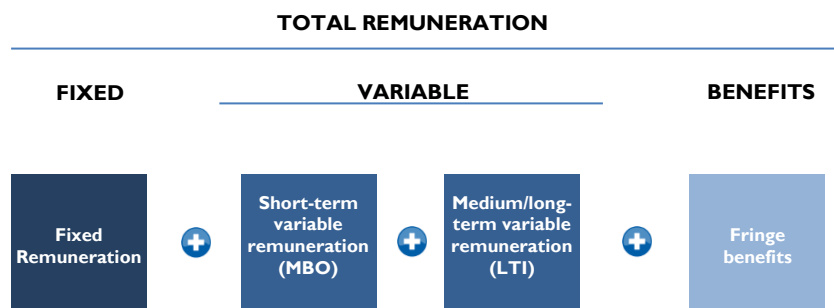
Without prejudice to the above, the 2025 Remuneration Policy is in line with the 2024 Remuneration Policy.

During the Shareholders' Meeting held on 19 April 2024, no observations were made by the shareholders in relation to the 2024 Remuneration Policy, which was approved with the favorable vote of 100% of the shareholders present at the meeting.

3. COMPONENTS OF REMUNERATION

Remuneration envisaged for Executive Directors and Strategic Executives consists of:

- a fixed component (par. 3.1.);
- a variable component (par. 3.2.);
- fringe benefits (par. 3.3.).



The definition of remuneration packages is based on the following principles:

- balancing of the fixed and variable components of remuneration appropriate and consistent with the Company's strategic objectives and its risk management policy, taking also into account the business sectors in which it operates, expecting the variable component to represent a significant part of the total remuneration;
- with reference to the variable component of remuneration:
 - adequately weighting the annual variable remuneration and the long-term variable remuneration;
 - relating the payment of remuneration to short- and medium/long-term performance targets, which shall be pre-determined, measurable, closely linked to value creation and aimed at promoting its sustainable success, also including non-financial parameters;
 - providing for a maximum amount of variable remuneration;
 - being based on a three-year vesting period for the medium/long-term variable component;
- supplementing the remuneration package through the offer of fringe benefits, in relation to the office/position held; and
- monitoring and analyzing remuneration practices and practices adopted in the reference market and for companies of similar size, with the aim of ensuring a comprehensive remuneration package in line with the market.

3.1. FIXED COMPONENT

The gross yearly fixed component of remuneration reflects the complexity of the positions held and the characteristics of eligible persons (professionalism, experience, level of responsibility, distinctive competences, performances, organisational conduct).

The verification of the levels of adequacy shall take place on the basis of the assessments related to the internal and external reference market and, in the case of relevant changes to the positions and responsibilities assigned, according to differentiation and merit criteria.

3.2. VARIABLE COMPONENT

The variable component of remuneration shall reward the achievement of short- and medium/long-term targets and it is strictly connected with the Company's performance and to the staff members' individual performances.

The structure of the variable component envisages the definition of clear and complete targets which are differentiated on the basis of the role of each beneficiary. These targets may relate to financial and non-financial performance. In the latter case, the targets may also be linked to corporate social responsibility issues.

- SHORT-TERM VARIABLE COMPONENT

The variable component of short-term remuneration requires that the employee be employed and has not given prior notice as of 31 March 2026 and that they have achieved the assigned performance targets, which are assigned a specific weight, with a view to the short term.

However, this component is also subject to the passing of a precondition (gate), which provides a real opportunity to access short-term variable remuneration that may have accrued based on the achievement of performance targets.

Gate

The precondition (gate) is represented by the achievement of the Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) performance target of the Geox Group expressed in absolute terms and including the maximum overall theoretical short-term variable component payable in the event that all the recipients achieve 100% of the assigned targets.

The achievement of this precondition theoretically enables the possibility of accessing 100% of the short-term variable remuneration, while the achievement of a value between a minimum threshold and an intermediate threshold of EBITDA enables the possibility of accessing 30% of the short-term variable remuneration. If EBITDA values are between the intermediate threshold and the target, the percentage of access to the short-term variable component will be determined by applying the linear interpolation method.

If the minimum threshold is not reached, no amount will be recognized as short-term variable compensation.

It should be noted that for the purposes of verifying the achievement of the ADJUSTED EBITDA target, the adjusted financial statement data (i.e. adjusted for extraordinary/non-recurring items) are taken as a reference, as published in the Directors' Report, made available to the public on the Company's website (www.geox.biz) in the Investor Relations section.

The above structure is applied to the short-term variable component of the CEO and other Strategic Executives.

Performance targets

The performance targets of a financial nature, related to the profitability of the Company to which a specific weight is assigned, which varies according to the role of each beneficiary, are as follows:

- Earnings Before Interest and Taxes (EBIT) of the Geox Group: the achievement of the EBIT target allows for the payment of 100% of the target, while the achievement of a minimum EBIT threshold allows for the payment of 30% of the target.
- Revenues, Ordered, Costs, Net Financial Position, Gross Margin, Lead Time (compliance with the timing set out in the collection calendar) and Sell Through in stores: the payment of 100% of the variable remuneration linked to this item is only envisaged if the 100% target is achieved.

Please note that no change in variable remuneration is expected in the event of overachievement of performance targets.

Non-financial performance targets are linked both to corporate strategic activities and projects and/or of the specific area of responsibility, and to corporate sustainability and social responsibility issues.

The main non-financial targets related to strategic activities and projects are:

- Achievement of the strategic projects planned for 2025, included in the 2025-2029 Industrial Plan;
- Rebalancing of the marketing spend mix;
- Improvement in product quality and value for money ratio;
- Opening of new business opportunities and development of some existing business assessed on new partnerships and compliance with defined business strategies;
- Brand Strategy through the strengthening of Brand Identity;
- Internal culture and 'Way of Working': redefinition of the Company's cultural model and preparation of a related implementation plan;
- People Management: development of leadership ability and managerial capacities. Reference parameter: evaluation through the Performance & Behavior Appraisal process.

With reference to sustainability and corporate social responsibility issues, the targets are already determined and mainly involve:

- ISO 14064 certification (or, alternatively, implementation of the following projects:
 - o methodology for identifying the Disclosure Requirements relevant to the Internal Control System on Sustainability Reporting - methodology and first scoping exercise;
 - o Risk Control Matrix for the Disclosure Requirements relevant to the Sustainability Reporting process;
 - o Testing and execution of effectiveness tests for the relevant Disclosure Requirements);
- the sustainable references in the Adult Footwear of the reference collections not less than a certain parameter;
- the use of at least one sustainable material in a percentage of Clothing in the reference collections;
- maintaining the use of green energy for most of the Group's requirements;
- definition of a Policy to promote equal treatment and opportunities between genders and implement measures to this end, with a special reference to training and development issues. Benchmark: Diversity Equity and Inclusion Academy Project.

These targets are considered as achieved in proportion to the extent of their fulfilment up to a maximum of 100%.

The following targets were assigned to the Chief Executive Officer:

Financial targets:

- Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA Adjusted) of the Geox Group, as a precondition (gate) to the payment of 100% of the short-term variable component, with a minimum threshold of 30% and linear interpolation up to the target;
- Earnings Before Interest and Taxes (EBIT): with a minimum threshold of 30% and linear interpolation up to the target of 100% (target weight 40%);
- Net Financial Position: the payment of 100% of the variable remuneration linked to this item is only foreseen if a value within a determined range is reached (weighting of the target equal to 20%);
- Costs: the payment of 100% of the variable remuneration linked to this item is only envisaged if the 100% target is achieved (target weight of 20%).

Non-financial targets (with a total weight of 20%):

- achievement of the strategic projects planned for 2025, included in the 2025-2029 Industrial Plan;
- ensure the use of at least one sustainable material in 50% of the Footwear SS26 collection and in 50% of the Footwear FW26 Collection (materials from recycled or WLG certified materials);
- the use of at least one sustainable material in 80% of the Clothing items in the SS26 collection and 90% of the Clothing items in the FW26 collection;
- definition of a Policy to promote equal treatment and opportunities between genders and implement measures to this end, with a special reference to training and development issues.
- maintaining the use of at least 83% green electricity by the Group, also providing for an additional increase in self-production
- ISO 14064 certification (or, alternatively, implementation of the following projects:
 - o methodology for the identification of the Disclosure Requirements relevant to the Internal Control System on Sustainability Reporting - methodology and first scoping exercise;
 - o Risk Control Matrix for the Disclosure Requirements relevant to the Sustainability Reporting process;
 - o testing and execution of effectiveness tests for relevant Disclosure Requirements);
 -
- Improvement in the monitoring of ethical and social issues in the supply chain through specific audits at the so-called 'nominated' suppliers and specific assessments at the so-called 'authorized' suppliers.

The structure of the 2025 short-term variable remuneration for the Chief Executive Officer is set out below in the form of a table:

PRECONDIZIONE (GATE): EBITDA ADJUSTED* del Gruppo Geox 2025 (come risultante da Bilancio Consolidato):		
<p>> soglia minima e < soglia intermedia --> erogazione del 30% del premio MBO consuntivato</p> <p>= soglia intermedia e < Target --> erogazione dal 30% al 100% del premio MBO consuntivato</p> <p>= Target --> erogazione del 100% del premio MBO consuntivato</p> <p>In caso di raggiungimento di valori compresi tra soglia intermedia e Target la percentuale di erogazione verrà determinata applicando il metodo dell'Interpolazione Lineare</p> <p>*senza applicazione IFRS16/a costanza di principi contabili 2019</p>		
Peso	Obiettivo	
Obiettivi di natura finanziaria	40%	Raggiungimento dell'EBIT 2025 del Gruppo Geox >= target --> erogazione del 100% del KPI = valore minimo --> erogazione del 30% del KPI
	20%	Posizione Finanziaria Netta a fine 2025 range con valore minimo e valore massimo --> erogazione del 100% del KPI
	20%	Rispetto dell'incidenza dei Costi Fissi sul fatturato netto del Gruppo Geox per l'anno 2025 <= target --> erogazione del 100% del KPI
Obiettivi di natura non finanziaria	20%	Valutazione del Consiglio di Amministrazione relativo al raggiungimento dei progetti strategici previsti per il 2025, inseriti nel Business Plan 2025-2029 (peso 75% del KPI). Valutazione su obiettivi legati alla sostenibilità (peso 25% del KPI).

- MEDIUM- TO LONG-TERM VARIABLE COMPONENT

The targets of the variable component of medium- to long-term remuneration are related to performance targets.

The variable component of the medium/long-term remuneration is represented by the Equity (Stock Grant) & Cash-Based Plan 2025-2027 (the 'Plan' or the 'LTI Plan 2025-2027'), subject to a proposal for approval at the Shareholders' Meeting called for 17 April 2025. The Plan provides for the payment of a component in financial instruments and a monetary component.

The Plan provides for a minimum threshold linked to the achievement of at least 80% of a performance target and/or a financial target. In the event of overachievement (exceeding the performance target up to a maximum value of 120%), a gross cash payment is envisaged. Therefore, between the minimum threshold of at least 80% of the target and the target, the allocation of shares is envisaged upon reaching all or part of the performance and/or financial targets. On exceeding the performance target and up to the maximum threshold of 120%, a cash portion is envisaged instead.

It is also specified that the Board of Directors, after consulting the Appointment and Remuneration Committee, may, at its full discretion, assign the rights attributed to the Recipients, in whole or in part, even in the event that the performance and/or financial targets are not achieved.

The performance target is identified as:

§ Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) accumulated for the period 2025-2027.

The financial target is identified as:

§ Net Financial Position at the end of 2027.

It should be noted that for the purposes of verifying the achievement of the performance and financial targets, the reference data are the adjusted financial statements (i.e. adjusted for extraordinary/non-recurring components), as published in the Directors' Report, made available to the public on the Company's website (www.geox.biz) in the Investor Relations section.

Specifically, the new LTI Plan provides for the payment of a component in financial instruments and a monetary component

to be assigned to the CEO, Strategic Executives, other top management figures and key people of the Company, aligning the objectives of the top management with the objectives for the period 2025-2027 contained in the Industrial Plan, as supplemented by the Board of Directors on 5 March 2025.

The Board of Directors is granted the power, at its full discretion and subject to the opinion of the Appointment and Remuneration Committee, and always subject to the achievement of the performance targets described above, to resolve that the Recipients receive, in lieu of the allocation of shares, a monetary amount defined by multiplying the number of Shares due by the value resulting from the arithmetic average of the daily closing prices of the Shares recorded in the 30 days prior to the date of approval of the draft financial statements of Geox S.p.A. and the consolidated financial statements of the Group for the 2027 financial year by the Board of Directors.

The medium/long-term variable remuneration component will provide for the Equity (Stock Grant) & Cash-Based Plan 2025-2027 an adequate deferral period since it is linked to the achievement of medium-long term objectives and will include a Lock-up clause. The length of the deferral period will be consistent with the characteristics of the business activities carried out and with the associated risk profiles.

The short-term variable component does not provide for any deferral mechanisms; this conscious choice was made taking into account the risk profile of the Company and of the reference sector and the presence of a deferral mechanism in the medium-long term incentive system.

In consideration of the current economic context in which it operates, the Company decided not to adopt for the moment the *ex-post* correction mechanisms for variable pay. This decision was assessed as part of the resolutions of the Board of Directors approving both the short-term and the medium/long-term incentives. This decision, however, achieves the objective underpinning the principles of the Corporate Governance Code and contributes to good corporate governance since the introduction of *ex-post* correction mechanisms in the current economic context would be disadvantageous, prejudicing the retention principle which the Company wishes to pursue with the Remuneration Policy and which is a feature of good corporate governance. The Company will assess the possible inclusion of *ex-post* correction mechanisms in consideration of the trend in the economic situation in the future.

The Company may also evaluate the payment of extraordinary bonuses or one-off bonuses to the Chief Executive Officer or the Strategic Directors equal to a maximum of 50% of the theoretical value of the short-term variable component, based on considerations linked to the rewarding of significant individual performance or with a view to retaining a key/strategic figure for the achievement of specific objectives of the industrial plan.

3.2.1. SHORT-TERM VARIABLE REMUNERATION (MBO)

The annual monetary incentive aims to reward the achievement of both quantitative and qualitative corporate targets, also in relation to matters of management and leadership, by relating company performance to individual performance.

The tool used to pursue this purpose is the Management by Objectives (“MBO”) system, which represents the only formal annual incentive tool in the Group.

There are some caps on the amount payable as MBO established for each beneficiary, depending on the position held by the individual within the companies of the Group, his/her ability to impact on the results and the reference market.

The maximum limits of the short-term variable component as a percentage of the fixed component are:

- for the Chairman and the Vice Chairman of the Company: no short-term variable remuneration is provided for;
- for the CEO of the Company: maximum 50% of fixed remuneration;
- for the Strategic Executives of the Company: maximum 50% of fixed remuneration.

The Company shall assess the achievement of performance targets for the purposes of assigning the variable components envisaged by the annual monetary incentive plans (MBO), linked to the achievement of financial and non-financial targets (also linked to sustainability), possibly at the first meeting of the Board of Directors of the financial year following the reference year. Such variable components shall then be promptly allocated following the foregoing Board resolution.

No specific deferred payment systems are provided for.

3.2.2. MEDIUM/LONG-TERM VARIABLE REMUNERATION (LTI)

On 5 March 2025, the Board of Directors resolved to convene the Ordinary Shareholders' Meeting to submit for approval a new medium/long-term incentive plan, the Equity (Stock Grant) & Cash-Based Plan 2025-2027 (the "Plan" or the "LTI Plan 2025-2027"), concerning the free assignment of a maximum of 10,436,654 shares of the Company ('Equity Quota') and the payment of a monetary component, gross of taxes and social security contributions, of a maximum of Euro 855,806 in case of overachievement ('Cash Portion').

The beneficiaries of the 2025-2027 Plan are the CEO, Strategic Executives, other Executives and key people considered essential resources of Geox or of another company of the Geox Group.

The Equity Quota will be assigned based on the following conditions and limits:

a) a predefined number of shares between 30% and 50% of the total rights granted is assigned on the condition that at least 80% of the performance target is reached, identified as cumulative Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) for the period 2025-2027 established in the Industrial Plan for the three-year period 2025-2027, as supplemented by the Board of Directors on 5 March 2025. Therefore, if 80% of this target (minimum threshold) is reached, 30% of the shares will be assigned, while if 100% (target) of this target is reached, 50% of the shares will be assigned. In the event of EBITDA values being achieved between the minimum threshold and the target, the percentage of shares to be allocated will be determined by applying the method of linear interpolation;

b) a predefined number of shares, between 30% and 50% of the total rights assigned, is awarded on condition that at least 80% of the financial target is reached, identified in the Net Financial Position at the end of 2027, established in the Industrial Plan, as supplemented by the Board of Directors on 5 March 2025. Therefore, if 80% of this target is reached (minimum threshold), 30% of the shares will be assigned, while if 100% (target) of this target is reached, 50% of the shares will be assigned. In the event of reaching Net Financial Position values between the minimum threshold and the target, the percentage of shares to be allocated will be determined by applying the linear interpolation method.

The disbursement of the Cash Portion is subject to exceeding the performance target represented by the cumulative Adjusted EBITDA forecast for the period 2025-2027 (so-called Overachievement) and up to a maximum of 120%. The possible achievement of the performance target between 100% and 120% entitles the payment of the Cash Portion, determined by applying the linear interpolation method.

Achieving percentages below the minimum thresholds of the performance target and/or the financial target will not result in the allocation of shares or the payment of the Cash Portion.

The allocation of shares, regardless of the type of targets achieved, is in any case subject to the condition that the Chief Executive Officer is in office and that the Strategic Executives, the other Executives and the key people are still in the workforce and are not in a period of notice at the time of approval of the consolidated financial statements for the year ended 31 December 2027 by the Board of Directors.

Further information on the 2025-2027 LTI Plan and on the proposal for the approval of the 2025-2027 Equity (Stock Grant) & Cash-Based Plan by the Shareholders' Meeting is available to the public in the Governance section of the Company's website (www.geox.biz).

The Company has set a three-year vesting period rather than five years as it considers this more appropriate for the purpose of pursuing the loyalty and retention of top management in the particularly complex economic context in which the Company finds itself, also considering that the shares of the Plan are assigned in a single instalment at the expiry of the Plan itself. Furthermore, the three-year vesting period is aligned with the three-year term of the new Board of Directors, whose appointment is subject to resolution by the Ordinary Shareholders' Meeting of 17 April 2025. This choice in any case fulfils the objective underlying the principles of the Corporate Governance Code and contributes to good corporate governance, as the Company believes that the overall vesting period of the Plan and the related lock-up period generally allow the alignment of shareholders' interests in the medium to long term.

3.2.3. RELATION BETWEEN THE COMPANY PERFORMANCE AND THE VARIABLE COMPONENT

The Company believes that the overall remuneration system is consistent with the objective of creating value for all shareholders and investors.

In particular, in order to encourage the Company's key resources to pursue strategies aimed at medium/long-term results and to contribute to the Company's strategy and sustainability, the Policy provides that part of the variable component of the remuneration of the CEO and of Strategic Executives may be represented by the allotment of short-term variable components (MBO) and medium/long-term variable components (LTI). In the context of the Long Term Incentive plan described above, or other plans to be approved in future by the Company, any payments and exercises shall be connected to the achievement of company performance targets to be identified on the basis of economic indices.

In particular as regards the short-term variable component (MBO), the CEO and Strategic Executives shall have access to an individual bonus in view of the achievement of economic and non-financial indicators linked to strategic projects both within the company and in the specific area of competence, as well as relating to sustainability. These indicators are formalized by the Board of Directors, on the proposal of the Appointment and Remuneration Committee.

Note that the variable component of remuneration contributes to pursuing the company's strategy and its long-term interests by creating a close connection between corporate performance and individual performance, which is made possible by achieving annual and medium/long-term targets contained in the new Industrial Plan and, consequently, contained in the new medium/long-term incentive plan for the period 2025-2027.

With reference to sustainability, the Company has provided for the inclusion of non-financial targets, to which the variable component of remuneration should be linked, also related to sustainability and corporate social responsibility issues.

3.3. FRINGE BENEFITS

The CEO and Strategic Executives have been attributed, for multiple-purpose usage with tax deductions in compliance with the law, some fringe benefits which fall within the ordinary type of non-monetary benefits generally attributed to subjects who cover similar positions in corporations with similar dimensional and qualitative characteristics as those of the Company.

In particular, the afore-mentioned individuals benefit from a car and, in some cases, on the basis of an individual agreement, they may benefit from housing. Note also that all employees, and therefore also Directors who are employees of the Company and Strategic Executives, may use the company crèche, whose places are allocated on the basis of availability and priority based on the application date.

The CEO and the Strategic Executives benefit from the following insurance coverage, other than the compulsory ones:

- Supplementary medical insurance for them and their families;
- Life insurance for causes other than occupational accident and disease, which is more advantageous than what is specified in Article 12 paragraph 5 of the National Collective Contract for Executives of Industrial Companies. The capital insured for each individual is max. Euro 1,000,000;
- Medical check-up.

Moreover, it should be noted that the CEO shall also benefit from a further insurance coverage in the case of death and accident at work.

It should be noted that the Company, should it need to seek a mutually favorable exit agreement, provides for the possibility for the Chief Executive Officer and the Strategic Executives of retaining certain fringe benefits of insignificant value for a limited period of time, beyond the date of termination of office and/or employment.

The other Directors are covered by civil, criminal and administrative liability insurance.

4. POLICY ON COMPENSATION IN THE EVENT OF TERMINATION OF OFFICE OR EMPLOYMENT

The Company does not generally stipulate agreements to regulate *ex ante* the economic aspects relating to the early termination of the employment relationship with management, without prejudice to the obligations envisaged by the law and by the applicable collective contract.

Nonetheless, for the Chief Executive Officer and Strategic Executives, in some circumstances, in consideration of their particular professional skills and for the purposes of retention connected to the position held, the Company can envisage agreements to govern in advance the effects of the possible termination of office or employment, in line with the long-term strategies, values and interests of the Group, as determined by the Board of Directors.

With reference to the Chief Executive Officer, any *ex ante* severance agreements may call for, in the case of termination of office, by way of compensation for lost profit, a lump sum amount linked to a maximum limit of 12 months of the gross fixed component and a minimum limit of 6 months of the annual gross fixed component.

With reference to Strategic Executives, the Company may provide for any *ex ante* severance agreements, valid for the entire duration of the employment relationship, which may provide, in the event of termination of the employment relationship by the Company, for the payment as additional compensation of a maximum amount of 24 months' gross global salary.

It is understood that such compensation is in any case determined based on the added value provided as well as on the related purposes of retaining the person in the interest of the Company.

For individuals with whom *ex-ante* severance agreements have not been entered into, in the event of termination of the existing relationship with the Group for reasons other than just cause, the general approach is to try to conclude agreements for the termination of the relationship by consent. In such cases, without prejudice to any legal and/or contractual obligations, the agreements for termination of employment with the Group shall follow the applicable benchmarks on the issue as well as relevant standard procedures, case law and collective parameters.

In addition, the Company, in certain circumstances related to the need to retain and motivate senior professional figures considered key to achieving strategic targets, may provide for the execution of stability agreements (commitments to continued service for a minimum guaranteed period) for a maximum amount of 12 months' gross salary, aimed at guaranteeing the Company long-term stability of the relationship.

In general, the Company does not provide for payment of any indemnities, extraordinary payments or consideration for the taking on of a non-competition commitment linked to the termination of the mandate, nor any subsequent consultancy contracts.

In addition, the Company does not envisage a correlation between the compensation in the case of termination of office or employment and the Company's performance, as these payments are the result of individual agreements that aim to retain the employee and to foresee in advance what will be due in the event of termination, regardless of the Company's performance.

The Company shall set out its own internal criteria, which the other companies in the Group shall also adopt, for the management of early termination agreements for executives and/or of Directors vested with special assignments.

It should be noted that the Board of Directors receives an opinion from the Appointment and Remuneration Committee and evaluates it during Board meetings, thus ensuring that the remuneration paid and accrued is consistent with the principles defined in the Policy, in the light of the results achieved and of other circumstances relevant to its implementation.

No succession plans are currently provided for executive Directors. The Corporate Governance Code recommends in particular the adoption of succession plans by "large" companies and Geox does not fall under the definition of "large company" pursuant to this Code.

5. POLICIES APPLICABLE TO THE REMUNERATION OF DIRECTORS AND STRATEGIC EXECUTIVES

5.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

The remuneration of the Chairman and of the Vice Chairman shall only consist of a fixed annual fee to be determined pursuant to section 2389 of the Italian Civil Code.

5.2. NON-EXECUTIVE DIRECTORS

Non-executive Directors' remuneration is composed of a fixed annual fee commensurate with their workload. All non-executive Directors currently receive the same compensation. Non-executive Directors' remuneration is set at a fixed amount, as it is felt that linking it to results might compromise the quality of their work.

In addition, for their participation in the activities of each Board of Directors' Committee, non-executive Directors shall receive an additional fixed payment, which is currently the same amount for all members of the Committees, unless the Director has the role of Chairman of the Committee. In this latter case, compensation shall be twice the annual fixed amount paid to a normal member of the Committee.

The policy for the remuneration of non-executive directors provides for a remuneration commensurate with the know-how, professional standing and commitment required by the tasks assigned to them.

5.3. CHIEF EXECUTIVE OFFICER

The remuneration of the CEO consists of:

- a fixed annual fee;
- an annual monetary incentive plan (MBO);
- a medium/long-term variable component (LTI);
- fringe benefits.

The fixed fee shall be determined by the Board of Directors, further to a proposal of the Appointment and Remuneration Committee.

The annual monetary incentive component (MBO) shall be based on targets set by the Appointment and Remuneration Committee and proposed to the Board of Directors.

The individual targets for the CEO are formalized by the Board of Directors further to a proposal of the Appointment and Remuneration Committee.

The characteristics of the short-term variable component (MBO) and of the medium/long-term variable component (LTI) are described in paragraphs 3.2.1 and 3.2.2 respectively.

The 2025 Remuneration Policy Guidelines provide for a pay mix consistent with the managerial position held, to be calculated by considering the value of the short- and medium/long-term incentives in the case of achievement of target results:

- Fixed pay: 50%;
- Short-term variable pay: 25%;
- Medium/long-term variable pay: 25%.

5.4. OTHER EXECUTIVE DIRECTORS OR DIRECTORS VESTED WITH SPECIAL ASSIGNMENTS WITHOUT EXECUTIVE POWERS

The remuneration of other Executive Directors or Directors vested with special assignments without executive powers is established exclusively as a fixed monetary component, since it is considered to be the most suitable method for properly recognizing the quality of the work done by the person in that office.

As of the date of this Report, the actual remuneration of Executive Directors or Directors vested with special assignments without executive powers is composed only of fixed components.

5.5. INDEPENDENT DIRECTORS

Non-executive and independent Directors shall receive a fixed annual fee.

For their participation in each Board of Directors' Committee, as a member of the same, Directors shall receive an additional fixed annual fee. The amount of this compensation is the same, regardless of the specific Internal Committee in which the Director participates.

Should the Director act as Chairman of the Committee, he/she shall receive twice the additional fixed annual fee awarded to ordinary members of the Committee.

5.6. REMUNERATION FOR POSITIONS IN SUBSIDIARY COMPANIES

Directors and Strategic Executives who are also members of management bodies in Geox Group's subsidiaries, pursuant to section 2359 of the Italian Civil Code and Article 93 of the FCA, do not generally receive any remuneration for their office in the subsidiary.

5.7. STRATEGIC EXECUTIVES

For the purposes of identifying the persons who fall within the category of "Strategic Executives", the Company refers to the definition of "key management personnel" in the Appendix to Consob Regulation No. 17221/2010 as amended (which refers to the definitions in IAS 24, par. 9), excluding directors. The Appendix to Consob Regulation No. 17221/2010 provides that: *"Key management personnel are those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the company"*.

The persons included in the definition of Strategic Executives shall be identified by the Board of Directors or by the CEO and shall be employed, within the general classification of the Company's positions, as "Strategic Executives".

Please also note that, the Strategic Executives identified as of December 31, 2024 were 5 (including the Chief Executive Officer who also holds the role of Strategic Executive).

The remuneration of the Strategic Executives consists of:

- a fixed annual fee;
- an annual monetary incentive plan (MBO);
- a medium/long-term variable component (LTI) consisting of stock options relating to Company's shares;
- fringe benefits.

The fixed remuneration shall be determined on the basis of the role and responsibilities assigned by considering the remuneration payable in the national and international executive markets for roles requiring the same level of responsibility and managerial complexity.

The remuneration may be periodically reviewed within the annual wage review process involving all executives.

The individual targets for Strategic Executives are formulated by the Chief Executive Officer and formalized by the Board of Directors further to a proposal of the Appointment and Remuneration Committee.

The characteristics of the MBO variable component and of the LTI are described in paragraphs 3.2.1 and 3.2.2.

The 2025 Remuneration Policy Guidelines provide for Strategic Executives a pay mix, consistent with the managerial position held, to be calculated by considering the value of short-term and medium/long-term incentives in the case of achievement of target results:

- Fixed pay: minimum 56%;
- Short-term variable pay: 24%;
- Medium/long-term variable pay: 20%.

It should be noted that, in the calculation of the pay-mix for the Chief Executive Officer and Strategic Executives, fringe benefits and any Severance and Stability Agreements are not included.

5.8. MEMBERS OF THE AUDIT BODY

Pursuant to art. 22 of the Articles of Association, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting. Among the determination criteria, it will be possible to take account of the parameters contained in Ministerial Decree no. 140 of 20 July 2012 regarding court-ordered liquidation of professional fees or compensation established by professional orders, taking into consideration, if relevant for the adequacy of the fee, the commitment required to carry out the role.

6. EXCEPTIONAL CIRCUMSTANCES

The Company attributes fees only in accordance with the Policy.

Given exceptional circumstances, the Company, at the proposal of the Appointment and Remuneration Committee, may temporarily waive the Remuneration Policy in order to pursue long-term interests and the sustainability of the Company overall or to ensure its ability to remain on the market.

In particular, for the purposes of “pursuing long-term interests and overall sustainability or ensuring its ability to remain on the market” (art. 123-ter, par. 3-bis of the FCA), the Company can waive the following elements of the Policy:

- the pay mix for the Chief Executive Officer and Strategic Executives;
- the signing of agreements to take on a non-competition commitment linked to the termination of the mandate or the termination of the relationship with the Chief Executive Officer and the Strategic Executives;
- the performance targets to which the variable component of the remuneration envisaged for the Chief Executive Officer and Strategic Executives is linked, in the event of significant changes in the scope of the company's activities during the validity of the remuneration policy.

In order to approve such exceptions to the Policy, the Company applies the procedure envisaged to approve Related-Party Transactions.

SECTION II – DETAILS OF REMUNERATION

This section, broken down into two parts, describes:

- on an individual basis each of the items making up the remuneration of the management and audit bodies as well as of the Chief Executive Officer;
- in aggregate each of the items that make up the remuneration of the five Strategic Executives of the Company pertaining to 2024 (also included is the pro rata compensation of a Strategic Executive who ceased during 2024, while the compensation of Enrico Mistrone as Strategic Executive whose compensation is illustrated by name is excluded). The reason why the Strategic Executives' remuneration may be aggregated is that, during 2024, none of them received total remuneration greater than the overall highest remuneration paid to the members of the management and audit bodies or to the General Manager of Administration, Finance & Control, (specifically, the remuneration of the Chairman of the Board of Directors).

Remuneration paid to Directors and Strategic Executives in 2024, including the arrangements envisaged in the case of termination of office or employment, was consistent with the 2024 remuneration policy.

Note that on 1 March 2024 the Company and Dr. Livio Libralesso reached an agreement for the consensual termination of the administration relationship with effect from 1 March 2024 and of the employment relationship with effect from 31 March 2024 (see press release of 1 March 2024).

I. DETAILS OF THE REMUNERATION OF MANAGEMENT AND AUDIT BODIES

On appointment of the Board of Directors by the Shareholders' Meeting of 14 April 2022, the latter approved an overall remuneration for the Board of Directors, including Directors vested with special assignments, for each of the three years of service, of Euro 3,150,000.

The Shareholders' Meeting of 14 April 2022 passed a resolution that the remuneration for the Board of Statutory Auditors, for the whole duration of the engagement, be established at Euro 175,000, of which Euro 75,000 for the Chairman and Euro 50,000 for each standing Auditor, an all-inclusive amount including the possible function as the supervisory body under Leg. Decree 231/2001.

I.1. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

Remuneration paid in 2024 to the Chairman of the Board of Directors, Member of the Executive Committee and Member of the Ethics Committee of Geox S.p.A., consisted of a fixed annual fee of Euro 1,800,000. Remuneration paid in 2024 to the Vice Chairman of the Board of Directors, Member of the Executive Committee, consisted of a fixed annual fee of Euro 150,000.

I.2. NON-EXECUTIVE (INDEPENDENT AND NON-INDEPENDENT) DIRECTORS

On 14 April 2022, following the reconfirmation by the Shareholders' Meeting of 14 April 2022 of the overall remuneration, the Board of Directors resolved to grant non-executive and independent directors a fixed annual fee of Euro 25,000. A further fixed annual fee of Euro 20,000 is recognized to the Chairman of the Appointment and Remuneration Committee and to the Chairman of the Audit, Risk and Sustainability Committee, while a further fixed annual fee of Euro 10,000 is recognized to the members of the Appointment and Remuneration Committee and to the members of the Audit, Risk and Sustainability Committee for the specific duties as members of the Board of Directors' committees. In addition, as also approved by the Board of Directors on 14 April 2022, the Lead Independent Director is granted a further annual fixed fee of Euro 10,000.

Payments recognized for the following individuals in financial year 2024 do not represent changes with respect to the fees approved by the Board of Directors on 14 April 2022.

1.3. CHIEF EXECUTIVE OFFICER

The overall remuneration paid in 2024 to Livio Libralesso in his capacity as Chief Executive Officer for the period 1 January – 1 March 2024 and as General Manager Omnichannel for the period 1 January – 31 March 2024 was equal to Euro 291,884.61 gross, divided as follows:

- 99.7% of fixed remuneration;
- 0.3% of fringe benefits.

It should be noted that, in the context of total remuneration, for 2024 the proportion between fixed remuneration and fringe benefits was used as a reference, calculating the impact of each component granted (fixed part for his position as Chief Executive Officer, fixed part for his position as Strategic Executive and fringe benefits) with reference to the total sum of said components.

The overall remuneration paid in 2024 to Enrico Mistrion in his capacity as Chief Executive Officer for the period 1 March – 31 December 2024 and as Strategic Executive for the period 2 April – 31 December 2024, was equal to Euro 764,050.63 gross, divided as follows:

- 99% of fixed remuneration;
- 1% of *fringe benefit*.

Within the total remuneration, the proportion between fixed remuneration and non-monetary benefits was taken as a reference for 2024, calculating the incidence of each component paid (fixed part as CEO, fixed part as Strategic Executive, and non-monetary benefits) on the total sum of the aforementioned components.

It should be noted that, in consideration of the failure to achieve the precondition (gate) of the Net Profit of the Geox Group, a necessary condition for the payment, in whole or in part, of the short-term variable remuneration for 2024, to which any variable remuneration is strictly linked, no payment of remuneration linked to short-term variable bonuses (MBO) has been envisaged for the 2024 financial year.

1.3.1. FIXED REMUNERATION

The overall fixed remuneration paid in 2024 to Livio Libralesso in his capacity as Chief Executive Officer for the period 1 January – 1 March 2024 and as General Manager Omnichannel for the period 1 January – 31 March 2024 was equal to Euro 291,884.61 gross, divided as follows:

- 27.1% as Chief Executive Officer;
- 72.5% as General Manager;
- 0.3% of fringe benefits.

The overall fixed remuneration paid in 2024 to Enrico Mistrion in his capacity as Chief Executive Officer for the period 1 March – 31 December 2024 and as Strategic Executive for the period 2 April – 31 December 2024, was equal to Euro 764,050.63 gross, divided as follows:

- 51.8% as Chief Executive Officer;
- 47.2% as Strategic Executive
- 1% of fringe benefits.

1.3.2. VARIABLE REMUNERATION

With regard to the short-term variable remuneration (MBO) for 2024, it should be noted that no amount will be paid to Enrico Mistrion in his capacity as both CEO and Strategic Executive.

In fact, the precondition (gate) relating to the Geox Group's Net Profit target, a necessary condition for the payment, in whole or in part, of the short-term variable remuneration, has not been achieved.

Therefore, no short-term variable remuneration will be paid for the year 2024.

Please note that in 2024, Enrico Mistrion, as Strategic Executive, was paid a gross amount of Euro 3,792 as compensation for withheld fringe benefits.

II DETAILS OF THE REMUNERATION OF THE STRATEGIC EXECUTIVES

Remuneration paid to the Strategic Executives (excluding the remuneration received by Enrico Mistrion as Strategic Executive, as reported above) in 2024 (including Gross Annual Salary and fringe benefits) is – in aggregate – equal to a total of Euro 1,592,862.71 gross, broken down as follows:

97% fixed remuneration;

- 3% fringe benefits.

It should be noted that, within the total remuneration, the proportion between fixed remuneration and non-monetary benefits has been taken as a reference for 2024, calculating the incidence of each component paid on the total sum of the aforementioned components.

With regard to the short-term variable remuneration (MBO) for 2024, it should be noted that no amount will be paid to Strategic Executives. In fact, the precondition (gate) relating to the Geox Group's Net Profit target, a necessary condition for the payment, in whole or in part, of the short-term variable remuneration, has not been achieved.

In 2024, Strategic Executives were paid a total gross amount of Euro 27,126.29 as compensation for withheld fringe benefits.

III ARRANGEMENTS IN CASES OF TERMINATION OF OFFICE OR EMPLOYMENT

Following the Board of Directors' meeting of 1 March 2024, the Company and Mr Livio Libralesso, Chief Executive Officer and General Manager of Omnichannel (formerly General Manager Administration, Finance and Control, Corporate Legal & IT) reached an agreement for the consensual termination of the administration relationship with effect from 1 March 2024 and the employment relationship with effect from 31 March 2024. The details are contained in the press release published by the Company on 1 March 2024. In line with the Policy on treatments provided in the event of termination of office or employment contained in the 2023 Report on remuneration policy and compensation paid, the Chief Executive Officer had an *ex ante* severance agreement in place that governed the event of termination of office and employment.

Furthermore, in September 2024, the Company and a Strategic Executive mutually terminated their employment relationship in exchange for the payment, as a severance incentive and settlement, of a total amount equal to 10 months of gross salary. The payment of this amount, which is not linked to performance criteria, is in accordance with the Remuneration Policy. It should also be noted that the Company, in line with the Remuneration Policy, granted the Strategic Executive two non-monetary benefits (specifically, the use of a car and supplementary medical insurance) for a period exceeding the termination date, as specified in Section I, paragraph 3.3 'Non-Monetary Benefits'. No compensation was paid for non-competition commitments, nor were any mechanisms applied to defer payment of the indemnity. No other compensation was awarded for any reason or in any form.

IV INFORMATION ON EXCEPTIONS TO THE REMUNERATION POLICY APPLIED IN EXCEPTIONAL CIRCUMSTANCES

Please note that there were no temporary exceptions to the remuneration policy in 2024.

V COMPARATIVE INFORMATION WITH PREVIOUS YEARS

The following is a comparison, for the financial years beginning on or after 1 January 2019, of the annual changes in:

- (i) the total remuneration of each of the persons for whom the information in this section of the Report is disclosed by name;
- (ii) the company's results;
- (iii) the average gross annual remuneration, based on full-time employees, paid to employees other than those whose remuneration is disclosed by name in this section of the Report.

It should be noted that, for the Company's results, the figures of the Geox Group's consolidated financial statements have been taken as reference, as they are representative of the Company's performance.

The following is a comparison in the form of a table:

- (i) the total remuneration of each of the persons for whom the information in this section of the Report is disclosed by name:

Nome e Cognome	Carica ricoperta	Δ % compensi 2020 vs 2019	Δ % compensi 2021 vs 2020	Δ % compensi 2022 vs 2021	Δ % compensi 2023 vs 2022	Δ % compensi 2024 vs 2023
Mario Moretti Polegato	Presidente CdA	0,0%	0,0%	0,0%	0,0%	0,0%
Enrico Moretti Polegato	Vice Presidente CdA	0,0%	0,0%	0,0%	0,0%	0,0%
Livio Libralesso	Amministratore Delegato	nd	65,6%	21,5%	-30,5%	nd
	Direttore Generale Amministrazione Finanza e Controllo, Corporate Legal & IT	-6,6%	51,8%	20,4%	-31,1%	nd
Mistrone Enrico	Amministratore Delegato					nd
	Direttore Omnichannel					nd
Alessandro Antonio Giusti	Amministratore	2,9%	0,0%	-0,4%	0,4%	0,0%
Claudia Baggio	Amministratore	0,4%	0,0%	0,0%	0,0%	0,0%
Lara Livolsi	Amministratore	0,4%	0,0%	-16,3%	-7,1%	0,0%
Francesca Meneghel	Amministratore Indipendente	0,0%	0,0%	0,0%	0,0%	0,0%
Silvia Rachela	Amministratore Indipendente			nd	40,1%	0,0%
Silvia Zamperoni	Amministratore Indipendente			nd	40,1%	0,0%
Sonia Ferrero	Presidente Collegio Sindacale	0,0%	0,0%	0,0%	0,0%	0,0%
Fabrizio Colombo	Sindaco Effettivo	0,0%	0,0%	0,0%	5,6%	0,0%
Gabriella Covino	Sindaco Effettivo			nd	39,8%	0,0%

Note that for:

- Livio Libralesso, as Chief Executive Officer, was excluded from the comparative information in 2019, as he was appointed to the aforementioned position on 16 January 2020. It should also be noted that a comparison with 2023 is not possible either as he left the position of CEO on 1 March 2024 and his employment relationship on 31 March 2024;
- Enrico Mistrone was excluded from the information for comparison with 2023 as he was appointed Chief Executive Officer on 1 March 2024 and hired under an employment contract on 2 April 2024;
- For Alessandro Antonio Giusti, the previous Remuneration Reports showed a negative deviation in the financial years 2022 and 2023 that is not represented in this table. This negative deviation was the result of material errors as the remuneration received from the subsidiaries (Geox Retail S.r.l. and XLog S.r.l.) in which Mr Alessandro

Antonio Giusti held the role of member of the respective Boards of Directors (currently Chairman), was not counted. It should be noted that the remuneration received in relation to the position of Director and Member of the Control, Risk and Sustainability Committee of Geox S.p.A. has not changed (see Table I).

It should be noted that the total remuneration of other persons belonging to the management and audit bodies in 2024 did not change significantly compared to the previous year.

(ii) the company's results:

Geox Group Results	Δ % 2020 vs. 2019	Δ % 2021 vs 2020	Δ % 2022 vs 2021	Δ % 2023 vs. 2022	Δ % 2024 vs. 2023
Net revenues	-33.6%	13.8%	20.8%	-2.2%	-7,8%
EBIT	-687.0%	63.7%	109.5%	265.4%	-127,2%

(iii) the average gross annual remuneration, based on full-time employees, paid to employees other than those whose remuneration is disclosed by name in this section of the Report:

Full-time employees	2020 vs. 2019	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2024 vs. 2023
Δ % Average Gross Annual Remuneration	-15.7%	19.2%	15.0%	-0.9%	-8,6%

Note: The calculation is based on the average gross annual remuneration of the employees of the Group's three Italian companies (Geox S.p.A., Geox Retail S.r.l., XLog S.r.l.), excluding employees in owned stores.

We feel we should contextualize the Company's results reported above, as 2024 was a particularly complex year characterized by significant extraordinary events.

The result for the 2024 financial year was affected by a significant decrease in turnover, compared to the previous financial year, equal to approximately € 56 million (-7.8%), which led to a loss of gross margin. The Group reacted to this drop in turnover by introducing important measures aimed at containing its operating cost structure.

Furthermore, 2024 was affected by some extraordinary and non-recurring costs. These costs mainly relate to:

- transformation of the business model, the costs of which also include the costs for the departure of the previous CEO;
- closure of branches in China and the USA.
- restructuring of the Group's workforce;
- retroactive commissions paid to SACE;
- other costs due to the change in scope.

Finally, taxes were higher than in the previous financial year.

As mentioned above, in this context the Company carefully managed costs, including through recourse to the Ordinary Wage Guarantee Fund during 2024. Recourse to this fund, together with a lower disbursement of the part relating to short-term variable remuneration, led to a reduction in the average gross annual remuneration of employees.

During the Shareholders' Meeting held on 19 April 2024, no observations were made by the shareholders in relation to Section II of the Remuneration Report concerning the remuneration paid in 2023, which was approved with the favorable vote of 99.72% of the shareholders present at the Meeting.

Below is a brief summary of the remuneration paid in 2024 for any reason and in any form whatsoever by the Company and by the Companies of the Geox Group, using the tables drawn up according to the provisions of the Issuers' Regulation. The information is provided separately with reference to the positions in the Company and for those held in subsidiaries and associated companies, both listed and unlisted, of the Geox Group.

The Report includes a table indicating shareholdings, held in Geox and in its subsidiaries, by members of the management and audit bodies and by Strategic Executives, as well as by legally separated spouses and minor children, directly or through subsidiaries, trust companies or through third parties, on the basis of information from the shareholders ledger, communications received, or information obtained from the same members of the management and audit bodies and from Strategic Executives.

On 5 March 2026

For the Board of Directors

The Chairman

Mario Moretti Polegato

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.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Full name	Position	Period in which the position was held	Expiry of the position	Fixed remuneration	Remuneration for attending committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Compensation for end of service or termination of employment relationship
						Bonuses and other incentives	Profit share					
Mario Moretti Polegato	Chairman BoD	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				1.800.000,00						1.800.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				1.800.000,00						1.800.000,00		
Enrico Moretti Polegato	Deputy Chairman BoD	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				150.000,00						150.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				150.000,00						150.000,00		
Enrico Mistron	Chief Executive Officer Strategic Executive	from 01.03.2024 to 31.12.2024 as Chief Executive Officer from 02.04.2024 to 31.12.2024 as Strategic Executive	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				756.496,67		3.792,00		7.553,96		767.842,63		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				756.496,67		3.792,00		7.553,96		767.842,63		
Livio Libralesso	Chief Executive Officer	from 01.01.2024 to 01.03.2024 as Chief Executive Officer from 01.01.2024 to 31.03.2024 as General Manager	01.03.2024									
	General Manager Omnichannel		31.03.2024									
(I) Remuneration in the company which prepares the financial statements				290.909,22				975,39		291.884,61		2.052.977,75
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				290.909,22	-		-	975,39	-	291.884,61	-	2.052.977,75
Alessandro Antonio Giusti	Non-Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				35.000,00						35.000,00		
(II) Remuneration from subsidiaries and associates				85.000,00						85.000,00		
(III) Total				120.000,00						120.000,00		
Claudia Baggio	Non-Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				25.000,00						25.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				25.000,00						25.000,00		
Lara Livolsi	Non-Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				35.000,00						35.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				35.000,00						35.000,00		
Silvia Zamperoni	Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				45.000,00						45.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				45.000,00						45.000,00		
Silvia Rachela	Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				45.000,00						45.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				45.000,00						45.000,00		
Francesca Meneghel	Independent Director	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				55.000,00						55.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				55.000,00						55.000,00		
Executives with Strategic Responsibilities (no. 5)		from 01.01.2024 to 31.12.2024										
(I) Remuneration in the company which prepares the financial statements				1.544.770,42		27.126,29		48.092,29	-	1.619.989,00		336.330,00
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				1.544.770,42	-	27.126,29	-	48.092,29	-	1.619.989,00	-	336.330,00
Sonia Ferrero	Chairman Board of Statutory Auditors	from 01.01.2024 to 31.12.2024	31.12.2024									
(I) Remuneration in the company which prepares the financial statements				75.000,00						75.000,00		
(II) Remuneration from subsidiaries and associates				-						-		
(III) Total				75.000,00						75.000,00	</	



Gabriella Covino	Standing Auditor	from 01.01.2024 to 31.12.2024	31.12.2024								
(I) Remuneration in the company which prepares the financial statements				50.000,00						50.000,00	
(II) Remuneration from subsidiaries and associates				-							
(III) Total				50.000,00						50.000,00	
Fabrizio Colombo	Standing Auditor	from 01.01.2024 to 31.12.2024	31.12.2024								
(I) Remuneration in the company which prepares the financial statements				50.000,00						50.000,00	
(II) Remuneration from subsidiaries and associates				-							
(III) Total				50.000,00						50.000,00	

Mario Moretti Polegato - Notes:
Remuneration referring to the position of Chairman of the Board of Directors, Member of the Executive Committee and Member of the Ethics and Sustainable Development Committee of Geox S.p.A.

Enrico Moretti Polegato - Notes:
Remuneration referring to the position of Deputy Chairman of the Board of Directors and Member of the Executive Committee of Geox S.p.A.

Livio Libralesso - Notes:
The remuneration refers both to the position of Strategic Executive as General Manager Omnichannel and as Chief Executive Officer
Remuneration as Strategic Executive: fixed remuneration € 211,741.22; fringe benefits € 975.39
Remuneration as Chief Executive Officer: fixed remuneration € 79,168
Mr Livio Libralesso was also paid: termination compensation totalling € 1,892,788.47; an amount of € 160,189.28 by way of severance pay net of advances already received and taxes already paid in previous years

Enrico Mistron - Notes:
The remuneration refers both to the position as Executive as Manager Omnichannel and as Chief Executive Officer
The duration of the position as Strategic Executive is subordinate to withdrawal or resignation
Remuneration as Strategic Executive: fixed remuneration € 360,663.37; fringe benefits € 7,553.96; a one-off payment € 3,792
Remuneration as Chief Executive Officer: fixed remuneration € 395,833.3

Alessandro Antonio Giusti - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Non-Independent Director € 25,000.00
Remuneration as Member of the Audit, Risk and Sustainability of Geox S.p.A. € 10,000.00
Remuneration as Chairman of the BoD of Geox Retail S.r.l. € 42,500.00
Remuneration as Chairman of the BoD of XLog S.r.l. € 42,500.00

Claudia Baggio - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Non-Independent Director of Geox S.p.A. € 25,000.00

Lara Livolsi - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Non-Independent Director of Geox S.p.A. € 25,000.00
Remuneration as Member of the Appointment and Remuneration Committee of Geox S.p.A. € 10,000.00

Silvia Zamperoni - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Independent Director of Geox S.p.A. € 25.000,00
Remuneration as Chairman of the Appointment and Remuneration Committee of Geox S.p.A. € 20,000.00

Francesca Meneghel - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Independent Director of Geox S.p.A. € 25,000.00
Remuneration as Lead Independent Director of Geox S.p.A. € 10,000.00
Remuneration as Chairman of the Audit, Risk and Sustainability of Geox S.p.A. € 20,000.00

Silvia Rachela - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Independent Director of Geox S.p.A. € 25,000.00
Remuneration as Member of the Appointment and Remuneration Committee of Geox S.p.A. € 10,000.00
Remuneration as Member of the Audit, Risk and Sustainability of Geox S.p.A. € 10,000.00

Executives with Strategic Resp. - Notes:
Remuneration Executives with Strategic Responsibility: Fixed remuneration € 1,544,770.42; fringe benefits € 48,092.29; a one-off payment € 27,126.29; termination compensation € 336,330.00

Sonia Ferrero - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Chairman of the Board of Statutory Auditors of Geox S.p.A. € 75,000

Gabriella Covino - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Standing Auditor of Geox S.p.A. € 50,000.00

Fabrizio Colombo - Notes:
Remuneration period from 01.01.2024 to 31.12.2024
Remuneration as Standing Auditor of Geox S.p.A. € 50,000.00

TABLE 3A: Incentive plans based on financial instruments, other than stock options, for members of the administration bodies, general managers and other executives with strategic responsibilities

			Financial instruments assigned in previous years and not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not assigned	Financial instruments vested during the year and which can be assigned		Financial instruments for the year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Full name	Position	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value on assignment date	Vesting period	Assignment date	Market price on assignment	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair Value
Livio Libralesso	Chief Executive Officer until 1 March 2024 and General Manager Omnichannel to 31 March 2024												
(I) Remuneration in the company which prepares the financial statements		2021-2023 Equity (Stock Grant) & Cash-Based Pplan approved by the Shareholders' Meeting on 22/04/2021									693,314 shares	EUR 0.729	0,872
(II) Remuneration from subsidiaries and associates		Plan A (date of related resolution)											
		Plan B (date of related resolution)											
(III) Total											693.314		

Exec. with Strategic Resp. (no. 5)													
(I) Remuneration in the company which prepares the financial statements		2021-2023 Equity (Stock Grant) & Cash-Based Plan approved by the Shareholders' Meeting on 22/04/2021									924,415 shares	EUR 0.729	0,872
(II) Remuneration from subsidiaries and associates		Plan A (date of related resolution)											
		Plan B (date of related resolution)											
(III) Total										-	924.415		

Notes:

In reference to the 2021-2023 Equity (Stock Grant) & Cash-Based Plan (or “2021-2023 Plan”) the Board of Directors of Geox in 2024 set at 693,314 the shares to be assigned to Livio Libralesso as Chief Executive Officer and General Manager and at 924,415 the total shares to be assigned to Strategic Executives.

TABLE 3B: Monetary incentive plans for members of the administration body, general managers and other executives with strategic responsibilities

A		B	(1)	(2)			(3)			(4)
Full name		Position	Plan	Bonus for the year			Bonus in previous years			Other Bonuses
				(A)	(B)	(C)	(A)	(B)	(C)	
Livio Libralesso		Chief Executive Officer until 1 March 2024 and General Manager Omnichannel to 31 March 2024		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company which prepares the financial statements			Plan A 2021		-					
			Plan B (date of related resolution)							
			Plan C (date of related resolution)							
(II) Remuneration from subsidiaries and associates			Plan A (date of related resolution)							
			Plan B (date of related resolution)							
(III) Total					-					0,00

Enrico Mistrion		Chief Executive Officer since 1 March 2024 and Strategic Executive since 2 April 2024		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company which prepares the financial statements			Plan A 2021		-					3.792,00
			Plan B (date of related resolution)							
			Plan C (date of related resolution)							
(II) Remuneration from subsidiaries and associates			Plan A (date of related resolution)							
			Plan B (date of related resolution)							
(III) Total					-					3.792,00

Exec. with Strategic Responsibilities (no. 5)				Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company which prepares the financial statements			Plan A 2021		-					27.126,29
			Plan B (date of related resolution)							
			Plan C (date of related resolution)							
(II) Remuneration from subsidiaries and associates			Plan A (date of related resolution)							
			Plan B (date of related resolution)							
(III) Total					-					27.126,29

Note: the amounts were paid as compensation for fringe benefits withheld

TABLE 4:**- Shareholding of the members of the administration and audit bodies**

Full name	Position	Investee	Number of shares held until end of previous year	Number of shares acquired	Number of shares sold	Number of shares held at the end of current year
Mario Moretti Polegato (*)	Chairman BoD	Geox S.p.A.	156.873.917	0	0	156.873.917

(*)

The Directors Mario Moretti Polegato and Enrico Moretti Polegato respectively hold 85.12% and 14.88% of the share capital of Lir S.r.l. The specification in the table refers to the sole holder of the majority stake.

LIR S.r.l. which has its registered office in Treviso (TV) - Italy holds the controlling stake in the share capital of Geox S.p.A. with a stake of 71.10%.

- Shareholding of the current Chief Executive Officer and Director Omnichannel

Full name	Position	Investee	Number of shares held until end of previous year	Number of shares acquired	Number of shares sold	Number of shares held at the end of current year
Enrico Mistrion	Chief Executive Officer and Director Omnichannel	Geox S.p.A.	0	0	0	0

- Shareholding of executives with strategic responsibility

Full name	Position	Investee	Number of shares held until end of previous year	Number of shares acquired	Number of shares sold	Number of shares held at the end of current year
Exec. with Strategic Responsibilities (no. 5)		Geox S.p.A.	54.847	650.788	214.496	491.139