

Informazione Regolamentata n. 0742-25-2025	Data/Ora Inizio Diffusione 22 Maggio 2025 21:50:32	Euronext Milan
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Societa' : GEOX

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Regolamentata

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Oggetto : SET THE FINAL TERMS AND CONDITIONS
OF THE RIGHTS ISSUE AND WARRANT
CAPITAL INCREASE; OFFERING TIMETABLE
CONFIRMED

Testo del comunicato

Vedi allegato



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- **DETERMINED SUBSCRIPTION PRICE OF THE RIGHTS ISSUE AND EXERCISE PRICE OF THE WARRANTS**
- **SET THE FINAL TERMS AND CONDITIONS OF THE RIGHTS ISSUE AND WARRANT CAPITAL INCREASE**
- **OFFERING TIMETABLE CONFIRMED**

Biadene di Montebelluna (TV), 22 May 2025 - GEOX S.p.A. ("**GEOX**", the "**Issuer**" or the "**Company**") further to the announcement made on 21 May 2025 regarding the approval by CONSOB of the prospectus (the "**Prospectus**"), published on the same date, relating to:

- (i) the rights offering and the admission to trading on the regulated market Euronext Milan ("**Euronext Milan**"), organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), of the newly issued ordinary shares of GEOX S.p.A. (the "**New Shares**"), deriving from a rights issue for a maximum total amount of Euro 30 million, including share premium, approved by the Extraordinary Shareholders' Meeting of the Company held on 17 April 2025 (the "**Rights Issue**"); and
- (ii) the admission to listing and trading on the Euronext Milan market of the "GEOX 2025-2026 Warrants" (the "**Warrants**"), granted free of charge together with the New Shares and entitling holders to subscribe for newly issued ordinary shares of GEOX (the "**Warrant Shares**"), deriving from the capital increase serving the Warrants, approved by the Extraordinary Shareholders' Meeting of the Company held on 17 April 2025 for a maximum total amount of Euro 30 million (the "**Warrant Capital Increase**"),

announces that today the Board of Directors has set the final terms and conditions of the Rights Issue and the Warrant Capital Increase.

In particular, the Board of Directors has set the subscription price of the GEOX shares deriving from the Rights Issue at Euro 0.278 per New Share, of which Euro 0.10 shall be allocated to share capital and Euro 0.178 to share premium, and has consequently resolved to issue up to 107,697,200 New Shares (together with an equal number of Warrants granted free of charge), to be offered to shareholders on a pre-emptive basis in the ratio of 5 New Shares for every 12 GEOX shares held.

The subscription price of the New Shares includes a discount of 14.9% compared to the Theoretical Ex-Right Price (so-called TERP) of GEOX shares, calculated according to standard methodologies based on the reference price of GEOX shares on 22 May 2025 (the "**TERP**").

Furthermore, the Board of Directors has set the subscription price of each Warrant Share (the "Warrant Exercise Price") at Euro 0.342, of which Euro 0.10 will be allocated to share capital and Euro 0.242 to share premium. The Board has also set the exercise ratio at 13 Warrant Shares for every 16 Warrants exercised, resolving to issue up to 87,503,975 Warrant Shares.

The Warrant Exercise Price includes a premium of about 4.7% compared to the TERP.

The total consideration of the Offering will therefore amount to a maximum of Euro 29,939,821.6 while the maximum amount of the Warrant Capital Increase will be up to Euro 29,926,359.45. The admission to listing of the Warrants on Euronext Milan has been granted by Borsa Italiana by resolution no. 9047 dated 19 May 2025.

The Board of Directors has also confirmed the timetable of the Offering, which provides that the subscription rights for the New Shares may be exercised, under penalty of forfeiture, from 26 May 2025 to 12 June 2025



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(both dates inclusive), and may be traded on Euronext Milan from 26 May 2025 to 6 June 2025 (both dates inclusive).

The number of Subscription Rights exercisable and tradable as indicated above — taking into account the 734,041 treasury shares held by the Company — amounts to 258,473,290.

The Subscription Rights not exercised by the end of the Subscription Period will be offered on Euronext Milan by the Company within the month following the end of the Subscription Period, for at least two trading days, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, unless all Subscription Rights have already been sold (the “Rights Auction”). The start and end dates of the Rights Auction will be disclosed to the public in accordance with applicable laws and regulations by means of a specific notice, which will also indicate the number of unexercised Subscription Rights to be offered on Euronext Milan. Such notice will be published in at least one national daily newspaper and on the Issuer’s website www.geox.biz.

The Warrants will trade separately from their respective issuance date. Borsa Italiana has approved the admission to listing of the Warrants by means of a specific resolution. The start date of trading of the Warrants will be established by Borsa Italiana through a dedicated notice. The New Shares will be automatically admitted to trading on Euronext Milan as of their respective issuance date.

As previously disclosed to the market (see press release dated 30 December 2024), the controlling shareholder LIR S.r.l. has committed to subscribe for and pay the portion of the Rights Issue attributable to it, as well as to subscribe for and pay any unsubscribed portion, up to a maximum total amount — including the shares already subscribed — of Euro 30 million. Considering the subscription price of the New Shares, in the event that LIR fully subscribes to the Rights Issue based on the subscription commitments undertaken, its shareholding in the Company’s share capital upon completion of the subscription would amount to 79.6%.

The Prospectus is available at the registered office of GEOX, located in Biadene di Montebelluna (TV), Via Feltrina Centro no. 16, and on the Company’s website <https://www.geox.biz/it>.

Furthermore, the Company has prepared a notice containing information regarding the offering price and other details relating to the Offering, which, pursuant to Articles 17(2) and 21(2) of Regulation (EU) 2017/1129, as subsequently amended and supplemented, has been filed with CONSOB and made available to the public on the Company’s website (<https://www.geox.biz/it>) and at the registered office of GEOX, located in Biadene di Montebelluna (TV), Via Feltrina Centro no. 16. Such notice will also include the final terms and conditions of the Warrants and the related regulation.

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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 61 different patents and by 5 more recent patent applications.
