

GEOX

GEOX S.p.A.

with registered office in Biadene di Montebelluna (TV), Via Feltrina Centro
no. 16, enrolled with the Treviso Companies Register under no.
03348440268, Tax Code and VAT no. 03348440268, share capital EUR
36,690,453.10 fully paid up.

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF GEOX S.P.A. ON THE
ITEMS ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING CALLED FOR
APRIL 22, 2026, IN A SINGLE CALL, DRAWN UP IN ACCORDANCE WITH ARTICLE 125-
TER OF ITALIAN LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998, AS
SUBSEQUENTLY AMENDED**

March 17, 2026

The English version of this document is not the official version and has been translated into English solely for the convenience of international readers. In the event of discrepancies, the original Italian text shall prevail.

Board of Directors

Mario Polegato Moretti

Enrico Polegato Moretti

Francesco Di Giovanni

Claudia Baggio

Ubaldo Livolsi

Alessandro Antonio Giusti

Clelia Leonello

Silvia Zamperoni

Gaudiana Giusti

Board of Statutory Auditors

Valeria Conti

Giovanni Naccarato

Fabio Tempestini

Independent Audit Firm

KPMG Spa

Dear Shareholders,

the Board of Directors of Geox S.p.A. (hereinafter the "Company") remarks that the agenda referring to the Ordinary Shareholders' Meeting convened with a notice published in the storage mechanism for regulated information, "eMarket Storage", available at the address www.emarketstorage.it, on the website of the Company at the address www.geox.biz, in the Governance section "Shareholders' Meeting April 2026", as well as in the form of an excerpt in the newspaper "Italia Oggi" on 23 March 2026, to be held at the Company's registered office in via Feltrina Centro 16, Biadene di Montebelluna (Treviso), on April 22, 2026, at 10:00 am, is the following:

1. Approval of the Financial Statements as at December 31, 2025; presentation of the Board of Directors' Report, the Corporate Sustainability Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at December 31, 2025.
2. Resolutions concerning the allocation of the result for the financial year.
3. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for 2026;
4. Report on the remuneration policy and the remuneration paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section II – Resolution on Section II of the Report regarding remuneration paid during 2025.
5. Appointment of a Director, pursuant to article 2386, paragraph 1, of the Italian Civil Code.
6. Proposal to change the total annual remuneration payable to Directors, including those holding special offices; related and consequent resolutions.
7. Authorization for the purchase and disposal of treasury shares, subject to revocation of the previous authorization to the extent not used. Related and consequent resolutions.

The aim of this report is to explain the reasons behind the proposals referred to by the items on the Shareholders' Meeting agenda, pursuant to art. 125-ter of Italian Legislative Decree no. 58/98, as subsequently amended (the "TUF" - Italian Consolidated Law on Finance).

1. **APPROVAL OF THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2025; PRESENTATION OF THE BOARD OF DIRECTORS' REPORT, THE CORPORATE SUSTAINABILITY REPORT, THE BOARD OF STATUTORY AUDITORS' REPORT AND THE INDEPENDENT AUDITORS' REPORT. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2025.**

2. **RESOLUTIONS CONCERNING THE ALLOCATION OF THE RESULT FOR THE FINANCIAL YEAR.**

Dear Shareholders,

the financial statements for the year 2025, submitted for your approval, closed with a loss for the financial year of EUR 19,656,016.23.

We are therefore proposing to you the following:

- having examined the draft financial statements as at December 31, 2025, which ended with a loss for the year of EUR 19,656,016.23
- having noted the reports of the Board of Statutory Auditors and of the Independent Auditing Firm;

with reference to point 1 on the agenda

- to approve the financial statements as at December 31, 2025;

with reference to point 2 on the agenda

- to carry forward the loss for 2025 of EUR 19,656,016.23.

For additional information and comments on the first and second point of the agenda of the Shareholders' Meeting, please refer to the contents of the Directors' Management Report which will be filed together with the draft financial statements and the consolidated financial statements as at December 31, 2025, and the further documentation envisaged by the law in force, which will be made available to the public within March 31, 2026, within the legal time frames, at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the *Governance* section "*Shareholders' Meeting April 2026*".

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- 3 REPORT ON THE REMUNERATION POLICY AND THE REMUNERATION PAID PURSUANT TO ARTICLE 123-TER, PARAGRAPHS 3-TER AND 6, OF ITALIAN LEGISLATIVE DECREE NO. 58/1998: SECTION I - APPROVAL OF THE REMUNERATION POLICY FOR 2026;**
- 4 REPORT ON THE REMUNERATION POLICY AND THE REMUNERATION PAID PURSUANT TO ARTICLE 123-TER, PARAGRAPHS 3-TER AND 6, OF ITALIAN LEGISLATIVE DECREE NO. 58/1998: SECTION II – RESOLUTION ON SECTION II OF THE REPORT REGARDING REMUNERATION PAID DURING 2025.**

Dear Shareholders,

article 123-ter of TUF and article 84-quater of the Consob Issuers' Regulation no. 11971/99 envisage that a "Report on the remuneration policy and the remuneration paid" (the "Report") is made available to the public, at the registered office, on the website and with other means indicated by articles 65-bis, paragraph 2, 65-quinquies, 65-sexies and 65-septies, of the Consob Issuers' Regulation no. 11971/99.

Pursuant to the provisions of the law, the Report is comprised of two sections: (i) Section I, which illustrates the Company's policy regarding the remuneration payable to the members of the board of directors, general managers, and executives with strategic responsibilities with reference to at least the following financial year and, without prejudice to the provisions of article 2402 of the Italian Civil Code, for the remuneration of the members of the board of statutory auditors; and (ii) Section II, which describes the fees paid to the members of the board of directors and the board of statutory auditors, general managers, and executives with strategic responsibilities in the reference financial year.

Pursuant to article 123-ter of TUF, the Shareholders' Meeting is required to pass a binding resolution on the remuneration policy (Section I), while it is required to deliberate a non-binding resolution on the remuneration paid to the aforementioned subjects (Section II).

In light of the applicable legislation, we have therefore convened this meeting to also propose that you resolve on:

with reference to point 3 on the agenda

- a binding vote in favor of Section I of the Report on the remuneration policy for 2026, pursuant to article 123-ter, paragraph 3-ter, of the TUF;

with reference to point 4 on the agenda

- a non-binding vote in favor of Section II of the Report on the remuneration paid in 2025, pursuant to article 123-ter, paragraph 6, of the TUF.

The Report on remuneration policy and the remuneration paid of Geox S.p.A., including Sections I and II above, which you are required to vote on, will be made available to the public by March 31, 2026 at the Company's registered office, at the authorized storage mechanism (eMarket Storage), as well as on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting April 2026".

5 APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 2386, PARAGRAPH 1, OF THE ITALIAN CIVIL CODE

Dear Shareholders,

With reference to the fifth item on the agenda of the Ordinary Shareholders' Meeting convened for April 22, 2026, you have been called to deliberate on the appointment of a member of the Board of Directors, pursuant to article 2386 of the Italian Civil Code.

On 23 July 2025, the Board of Directors of Geox S.p.A. and Mr. Enrico Mistrion reached an agreement for the consensual termination of the directorship and employment relationship starting from the same date.

On the same date, the Board of Directors appointed by co-optation, subject to the opinion of the competent Committees and approval by the Board of Statutory Auditors, Mr. Francesco Di Giovanni as Director, at the same time conferring on him the role of Chief Executive Officer.

Mr. Di Giovanni, pursuant to article 2386 of the Italian Civil Code, will remain in office until the Shareholders' Meeting called for April 22, 2026.

In accordance with the provisions of article 2386 of the Italian Civil Code and Article 17 of the Bylaws, which provide that: *“the election of the directors appointed pursuant to article 2386 of the Italian Civil Code shall be carried out by the Shareholders' Meeting, with the majorities required by law, and appointing any substitutes on the basis of the same criteria set forth in the previous section, and, in any case, in compliance with the allotment criterion set forth in article 147-ter, paragraph 1-ter of Italian Legislative Decree no. 58/1998; all directors appointed as such shall remain in office for the same period as those already in office at the time of their appointment”*.

Pursuant to Article 16 of the Bylaws, the Company is managed by a Board of Directors consisting of five to eleven members, who need not to be Shareholders and may be re-elected, in compliance with the gender balance provisions of law and regulations, applicable from time to time. The Shareholders' Meeting shall, from time to time, determine the number of its members before the election of the Board, subject to the abovementioned limits.

It should be noted in this regard that the Shareholders' Meeting of April 17, 2025 resolved to determine the number of the members composing the Company's Board of Directors at 9 and to appoint the new Board of Directors for a period of three financial years (2025 – 2026 – 2027), expiring upon approval of the financial statements for the year ending December 31, 2027.

The Director appointed as such shall thus remain in office until the end of the term of the current Board of Directors, i.e. until the date of approval of the financial statements as at December 31, 2027.

Please note that Shareholders intending to propose nominations may submit draft resolutions to the Shareholders' Meeting on item 5 on the agenda of the Ordinary Shareholders' Meeting, according to the procedures indicated below.

Candidacy must be accompanied by:

- a declaration by which the candidate accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law or by the Bylaws, as well as the possession of the requirements of honourableness

prescribed for the statutory auditors of listed companies by article 148, paragraph 4 of TUF, referred to for Directors by article 147-*quinquies*, paragraph 1 of TUF, including a declaration regarding the possession of the independence requirements provided for by the combined provisions of articles 147-*ter*, paragraph 4, and 148, paragraph 3, of TUF and/or the Corporate Governance Code;

- a resume, containing comprehensive information on the candidate's personal and professional background, and a list of offices held in other companies;
- an indication of the identity of the shareholder submitting the candidacy and the percentage of shareholding held; and
- any other or different declarations, information and/or documents required by law and regulations.

All candidacies must be submitted in writing, signed, in the original copy, to the Company's registered office of Geox S.p.A., via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), or by sending a certified e-mail message to the address societario@pec.geox.com (provided that the sender uses its own certified e-mail box) by the fifteenth day prior to the date of the Shareholders' Meeting (i.e. by April 7, 2026). After being evaluated and assessed, all the candidacies received will be made available within the second day following expiry of the previous deadline (i.e. on April 9, 2026) at the Company's registered office at Via Feltrina Centro no. 16, 31044 Biadene di Montebelluna (TV), in the storage mechanism for regulated information, called "eMarket Storage", available at the address www.emarketstorage.it, and on the Company's website, www.geox.biz, in the Governance section "Shareholders' Meeting April 2026".

The Board of Directors has decided to propose to the Shareholders' Meeting to confirm the appointment of Mr. Francesco Di Giovanni as Board Directors, who will remain in office until the date of approval of the financial statements at December 31, 2027.

Information concerning the personal and professional profile of the proposed candidate, as well as the declaration of (i) acceptance of the candidacy and office, (ii) attestation of the non-existence of causes of incompatibility, ineligibility or disqualification, and (iii) existence of the requirements prescribed by the Company's regulations and Bylaws are attached to this report, together with the resume.

That being said, the Board of Directors submits the following proposal for your approval:

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

- having regard to the explanatory report of the Board of Directors on the proposal referred to in this item on the agenda of the Shareholders' Meeting;

hereby resolved

to confirm the appointment of Mr. Francesco Di Giovanni, born in Milan (Mi) on March 15, 1957, tax code ¹ DGVFNC57C15 F205I , as Director of the Company' Board of Directors, until the end of the current mandate of the latter, i.e. until the date of approval of the financial statements as at December 31, 2027".

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6 PROPOSAL TO CHANGE THE TOTAL ANNUAL REMUNERATION PAYABLE TO DIRECTORS, INCLUDING THOSE HOLDING SPECIAL OFFICES; RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

you have been called to discuss and resolve on the proposal to change the total annual remuneration payable to the Directors, including those holding special offices, determined by the Shareholders' Meeting with resolution of April 17, 2025.

First, on the basis of Article 17 of the Company's Bylaws, the Shareholders' Meeting is required to establish the overall remuneration in favor of the Board of Directors, including the remuneration for the Directors covering special offices. After consulting the Board of Statutory Auditors, the Board of Directors, with regard to the remuneration payable to Directors holding specific positions, shall split the overall remuneration determined by the Shareholders' Meeting among its members.

In view of the above, it is recalled that:

- the Shareholders' Meeting held on April 17, 2025 determined the maximum total remuneration in favor of the Board of Directors, including Directors holding special offices, at EUR 2,950,000.00 per year for the entire duration of the office;
- the Board of Directors, meeting on the same date, has distributed among the newly appointed directors of the Company the total amount determined by the Shareholders' Meeting, on the proposal of the Remuneration and Appointment Committee and after consultation with the Board of Statutory Auditors;
- on July 23, 2025, due to the termination of the directorship and employment relationship between the Company and Mr. Enrico Mistrion on the same date, the Board of Directors co-opted Mr. Francesco Di Giovanni as director of the Company pursuant to article 2386 of the Italian Civil Code, granting him the delegated powers as chief executive officer.

Mainly following the turnover in the office of Chief Executive Officer during the financial year 2025 and, as a result, of the redefinition of the remuneration components, it is necessary to supplement the total amount approved by the Shareholders' Meeting on April 17, 2025 in favor of the members of the Board of Directors, including Directors holding special offices, starting from the financial year 2026, by an amount equal to EUR 400.000 per year and therefore from EUR 2,950,000.00 per year to EUR 3.350.000 per year for the entire office duration until the date of the Shareholders' Meeting approving the financial statements on December 31, 2027.

Therefore, it is proposed to the Shareholders' Meeting to change the amount of the total annual remuneration allocated to the Board of Directors, including Directors holding special offices, as determined by the Shareholders' Meeting of April 17, 2025.

Dear Shareholders,

in light of the above, we hereby invite you to pass the following resolutions

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

hereby resolved

- *to amend the resolutions of the ordinary Shareholders' Meeting of April 17, 2025 and to supplement, starting from the financial year 2026 and until the date of the Shareholders' Meeting approving the financial statements as at December 31, 2027, the total amount of the remuneration to be paid to the members of the Board of Directors, including directors holding particular offices, by an amount equal to EUR 400.000 per year and, therefore, from EUR 2,950,000 per year to EUR 3.350.000 per year. The reimbursement of the expenses incurred by its members for the exercise of their functions is also to add, specifying that this total amount will be allocated by the Board of Directors among all its members, determining, among other things, also the remuneration to be attributed to the directors holding particular offices subject to the favorable opinion of the Board of Statutory Auditors pursuant to article 2389, third paragraph, Italian Civil Code and Article 17 of the Bylaws;*
- *to grant the Board of Directors all powers necessary and appropriate to implement the resolutions."*

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7 AUTHORIZATION FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES, SUBJECT TO REVOCATION OF THE PREVIOUS AUTHORIZATION TO THE EXTENT NOT USED. RELATED AND CONSEQUENT RESOLUTIONS

Dear Shareholders,

you have been called to discuss and pass resolutions on the proposal to grant authorization for the Company to purchase and dispose of its treasury shares. On April 17, 2025, the Shareholders' Meeting passed a resolution to authorize the purchase of treasury shares, within the maximum limit of 10% of the share capital and for no longer than 18 months starting from April 17, 2025.

The reasons that first led to the proposal being made for authorization to purchase and disposal of treasury shares are still to be considered partly valid. For this reason, we believe that it is useful to take the opportunity of today's Shareholders' Meeting to propose that you grant a new authorization to purchase and sell treasury shares, for a period of 18 months starting from the date of the relative Shareholders' Meeting resolution, subject to the revocation of the prior authorization granted through the resolution passed by the Shareholders' Meeting on April 17, 2025, to the extent that it wasn't used.

This report explains the reasons behind the authorization request as well as the timeframes and means by which it is intended to implement the plan to purchase and dispose of treasury shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code.

I. Reasons for which authorization for the purchase and sale of treasury shares is requested.

The objective of this request for authorization to purchase treasury shares is to dispose of the treasury shares both if options are exercised for the purchase of said shares assigned to the beneficiaries of Stock Option Plans, and if shares are issued for free as part of existing or future Stock Grant Plans and other incentive schemes, whether for a consideration or for free, to company managers, employees or individuals who work with the Group, as authorized by the Shareholders' Meeting.

It is hereby specified that the authorization request relates to the Board of Directors' right to complete recurring and subsequent purchase and sale transactions (or other disposals) with regard to treasury shares, also for portions of the maximum authorised quantity, within the limits imposed by the law and by the authorization of the Company's Shareholders' Meeting.

2. Maximum number, class and nominal value of the shares to which the authorization refers.

As of today, the Company's share capital is equal to EUR 36,690,453.10, divided into 366,904,531 ordinary shares, without nominal value.

The Company, within the limits of the distributable profits and available reserves as per the most recent, duly approved financial statements, may purchase a maximum number of 35,956,412 ordinary shares and, in any event, for a value not exceeding 10% of the Company's share capital, also taking into account for said purpose any shares held by its subsidiaries.

3. Compliance with the provisions of article 2357, paragraph 3 of the Italian Civil Code.

As of today, the Company holds 734,041 treasury shares equal to 0.20% of the share capital. In accordance with the provisions of article 2357, paragraph 3 of the Italian Civil Code, under no circumstances may the total value of the number of treasury shares purchased, and taking

into account any shares owned by subsidiaries, exceed one-fifth of the total number of shares. In this regard, subsidiaries shall receive specific instructions to promptly report any purchases of treasury shares, in accordance with article 2359-*bis* of the Italian Civil Code.

Whenever an authorized purchase is made, the Board of Directors must check compliance with the provisions of article 2357, paragraphs 1 and 3 of the Italian Civil Code.

Purchases of treasury shares must be within the limits of the distributable profits and available reserves as per the most recent, duly approved financial statements at the time of carrying out the transaction, and the necessary accounting entries shall be made in accordance with the law and applicable accounting standards when the treasury shares are purchased and disposed of.

Please be reminded that:

- pursuant to article 44-*bis*, paragraph 1 of the Consob Issuers' Regulation no. 11971/99, treasury shares held by an issuer, following both direct and indirect purchases, are excluded from the calculation of the share capital used to calculate the significant shareholding for the purposes of the takeover bid obligation, without prejudice to paragraph 4 of the same article;

- Art. 44-*bis*, paragraph 1, of the Consob Issuers' Regulation no. 11971/99 is not, in any case, applicable when the authorization for the purchase of treasury shares by the issuer or by its subsidiaries has also been approved with the favourable vote of the majority of the issuer's Shareholders, present at the Shareholders' Meeting, other than the Shareholder or Shareholders who hold, also jointly, the majority stake, also in relative terms, as long as this is over 10%.

The authorization submitted to the Shareholders' Meeting for approval also includes the authority to sell all or part of the treasury shares held in portfolio at a later date and also on more than one occasion, even before reaching the maximum number of shares that can be purchased.

4. Term of the authorization.

Authorization is requested for the maximum term permitted by article 2357, paragraph 2 of the Italian Civil Code, i.e., for a period of 18 months starting from the date when the upcoming Shareholders' Meeting passes the relative authorization resolution, meaning from April 22, 2026 until October 22, 2027. With regard to the disposal of treasury shares, purchased in accordance with the aforementioned purposes, it is hereby proposed that the Shareholders' Meeting does not set a time limit in light of the fact that, as of today, there are no regulatory constraints in this regard and that there is the opportunity to have maximum flexibility, also in terms of time, for the sale of said shares, leaving the Board of Directors with the power to proceed with authorized transactions on one or more occasions and at any given moment in time.

5. Minimum and maximum considerations and the market assessments used to calculate them.

The purchase of shares for the purposes of the programme may be made at a maximum and minimum unit price equal to the share price at the end of the stock market day, as recorded

on the business day preceding the purchase date, plus or minus 10% in relation to the maximum and minimum price, respectively. In any event, the price may not exceed any limits provided by applicable legislation or, if recognized, by accepted market practices. Treasury shares in the portfolio may only be disposed of as funding to be reserved for any eventually approved stock option and stock grant plans, as well as any other form of disposal permitted by current regulations on incentive programmes, whether or not for consideration, to corporate officers, employees or collaborators of the Group, as resolved by the Shareholders' Meeting.

With regard to the consideration for the disposal of treasury shares, the Board of Directors proposes that the Company's Shareholders' Meeting determine only the minimum consideration, granting the Board of Directors the power to determine any additional conditions, procedures and terms for their disposal, on a case-by-case basis. The minimum consideration may not be lower than 10% of the share price at the end of the stock market day as recorded on the business day preceding the date of each transfer transaction. This consideration limit will not apply in the cases of transfer other than sale, such as the assignment of shares under stock option and stock grant plans. In these cases, different criteria may be used, in line with the purposes being pursued and taking into account Regulation (EU) no. 596/2014, Delegated Regulation (EU) no. 1052/2016, permitted market practices and the indications of Borsa Italiana S.p.A.

Disposal transactions will be accounted for in compliance with legal provisions and applicable accounting standards.

6. Means by which the purchases will be made.

The purchase of treasury shares will be carried out on regulated markets, in compliance with the procedures provided for by the relevant regulations (in particular, pursuant to article 5, Regulation (EU) 596/2014, Delegated Regulation (EU) 2016/1052, article 2357 et seq. of the Italian Civil Code, article 132 of Italian Legislative Decree no. 58/1998 and article 144-*bis*, paragraph 1, letters b) and c) of Consob Regulation no. 11971/1999), in accordance with operating procedures set out in the market organization and management regulations, so as to ensure equal treatment of shareholders.

Purchases will therefore be made exclusively, also through specialized intermediaries, as well as on more than one occasion for each procedure, on regulated markets that are organized and managed by Borsa Italiana S.p.A. or on multilateral trading facilities, in accordance with operating procedures established by the markets themselves that do not allow for the direct matching of purchase proposals with predefined sale proposals.

Regarding disposal transactions, the Board of Directors proposes that the authorization allow for the adoption of any method whatsoever that may be deemed appropriate in order to attain the purposes pursued.

The shares that will be acquired to implement the Shareholders' Meeting authorization may therefore be subject to disposal and, in this context, may also be sold, even before having exhausted the quantity of purchases covered by this authorization, on one or more occasions, without time limits, in the manner deemed most appropriate by the Company.

Shares to support stock incentive schemes will be assigned in accordance with the terms and conditions provided for by the relative plans approved by the Shareholders' Meeting pursuant to article 114-*bis* of Italian Legislative Decree no. 58/1998 and applicable regulations.

7. Volumes

The maximum purchase volumes may not exceed 25% of the average daily volumes of the 20 stock market sessions preceding the purchase transaction date. Pursuant to article 3 of Delegated Regulation no. 2016/1052, to benefit from the exemption under article 5, paragraph 1 of Regulation (EU) no. 596/2014, issuers, when carrying out transactions as part of a buy-back plan of treasury shares, may not, on each trading day, purchase a volume exceeding 25% of the average daily volume of shares in the trading venue where the purchase is made.

In any event, the volumes may not exceed any limits provided by applicable legislation or, if recognized, by accepted market practices.

8. Further information, if the purchase transaction is instrumental to reducing the share capital

It is hereby confirmed that, at present, the purchase of treasury shares is not intended to reduce the share capital of the Company by cancelling the treasury shares purchased.

Dear Shareholders,

in light of the above, we hereby invite you to pass the following resolutions

“The Ordinary Shareholders' Meeting of Geox S.p.A.,

- having acknowledged the Explanatory Report of the Board of Directors regarding the proposal for authorization to the purchase and disposal of treasury shares to be allocated to the stock option and stock grant reserve and in any case incentive programs, whether paid or free of charge, for company representatives, employees or collaborators of the group, as approved by Shareholders' Meeting;
- considering the provisions of articles 2357 and 2357-*ter* of the Italian Civil Code, article 132 of Italian Legislative Decree no. 58/1998, article 44-*bis* and Art. 144-*bis* of Consob Issuers' Regulation no. 11971/99 and subsequent amendments;
- having acknowledged that Geox S.p.A. as at the date of approval of this resolution, holds 734,041 treasury shares, equal to 0.20% of the share capital;
- having acknowledged that the Company's subsidiaries do not hold any treasury shares, as at the date of approval of this resolution;
- given the financial statements closed at December 31, 2025 and the proposal for the allocation of the result for the year;

hereby resolved

1. to revoke, as of today, the previous authorization to purchase and dispose of treasury shares, granted on April 17, 2025, to the extent that it wasn't used;

II. to authorize, pursuant to article 2357 of the Italian Civil Code and the combined provisions of article 132 of Italian Legislative Decree no. 58/1998 and article 144-bis of Consob Issuers' Regulation no. 11971/99 and, in any case, following any other procedure permitted by law and applicable regulations, the purchase, on one or more occasions, of a maximum number, on a rotating basis (i.e. the maximum number of treasury shares held at any given time in the portfolio), of 35,956,412 ordinary shares of Geox S.p.A., without nominal value, for a total value not exceeding 10% of the share capital of the Company, also taking into account for that purpose any shares held by its subsidiaries; the shares may be purchased until the expiry of the eighteenth month from the date of the authorization granted by the Shareholders' Meeting held on April 22, 2026; the purchase may be made in one of the ways provided by the combined provisions of article 5 of (EU) Regulation no. 596/2014, Delegated Regulation no. 2016/1052, article 132 of Italian Legislative Decree no. 58/1998 and article 144-bis, paragraph 1, letters b) and c) of Consob Issuers' Regulation no. 11971/99; the unit price for the purchase of the shares can be set at a minimum and maximum unit price equal to the price of a share of Geox at the end of the stock market day recorded on the business day preceding the date of the purchase, plus or minus 10% in relation to the maximum and minimum price, respectively. However, the consideration may not exceed the limits, if any, imposed by applicable legislation or, if recognized, by accepted market practices; the maximum purchase volumes may not exceed 25% of the average daily volumes of the 20 stock market sessions preceding the purchase transaction date. Purchases may be made on regulated markets or on multilateral trading facilities pursuant to letter b) of article 144-bis of Consob Issuers' Regulation no. 11971/99 governing issuers' conduct, adopted with Resolution no. 11971/99 and subsequent amendments, in compliance with article 132 of Italian Legislative Decree no. 58/1998, and in accordance with the procedures provided for by article 2.6.7 of the Regulations of Markets organized and managed by Borsa Italiana S.p.A. and, therefore, ensuring that all shareholders are treated equally; lastly, purchases must be made within the limits of the distributable profits and available reserves as per the most recent, duly approved financial statements;

2. to authorize, pursuant to article 2357-ter of the Italian Civil Code, the completion of sales, on one or more occasions, of the treasury shares purchased, in compliance with the laws and regulations in force at the time, including in the authorization hereunder also the sale and/or use of shares purchased in implementing previous Shareholders' Meeting resolutions and held by the Company as of the date of today's resolution, for pursuing the purposes indicated in the Board of Directors' report and under the following terms and conditions:

- the shares may be sold or otherwise transferred at any time, without any time limits;
- the disposal transactions may be carried out also before having completed all purchases and can be made on one or more occasions, with the adoption of any method that may be deemed appropriate in relation to the purposes pursued at the time;
- the sale may take place in the manner deemed most appropriate in the interest of the Company for the realization of projects or the pursuit of the corporate objectives set forth in

the Report of the Board of Directors as well as, in any event, under any other form of disposal permitted by the applicable regulations;

- the unit price for the sale of the shares may not be lower than 10% of the price of a share of Geox at the end of the stock market day recorded on the business day preceding the date of each sale transaction.

This consideration limit will not apply in the cases of transfer other than sale, such as the assignment of shares under stock option and stock grant plans. In these cases, different criteria may be used, in line with the purposes being pursued and taking into account market practices and the indications of Borsa Italiana S.p.A. and the Consob.

3. to grant the Board of Directors all the necessary powers, and to appoint the Chairman and Chief Executive Officer to act, separately, on its behalf, with the authority to appoint executive officers and/or specialized intermediaries, subject to the drawing up of dedicated contracts, in order to implement this resolution, also by approving any and all provisions to implement the relative purchase programme.”.

* * * * *

Biadene di Montebelluna (TV), March 17, 2026

On behalf of the Board of Directors

The Chairman

Mario Polegato Moretti

Annex

Statement for candidate for Director

STATEMENT IN LIEU OF CERTIFICATION AND AFFIDAVIT

PURSUANT TO ART. 46 AND 47 OF PRESIDENTIAL DECREE N. 445 OF 28.12.2000

The undersigned FRANCESCO DI GIOVANNI, born in Milan (MI) on 15th March 1957, tax code [OMISSIS]

WHEREAS

- In relation to the proposed appointment of a director under Art. 2386, paragraph 1 of the Italian Civil Code, on the agenda of the Ordinary Shareholders' Meeting of GEOX S.p.A., convened for 22 April 2026 in a single call, was designated as the candidate;
- is aware of the requirements that current regulations prescribe for assuming the position of Director of GEOX S.p.A., a company whose shares are admitted to trading at Euronext Milan organised and managed by Borsa Italiana S.p.A;
now, therefore,

The undersigned, assuming sole and exclusive responsibility, pursuant to and in accordance with Art. 76 of Presidential Decree n. 445 of 28.12.2000 for the cases of false documents and false statements,

DECLARES

- to accept the candidacy and possible appointment to the position of Director of GEOX S.p.A.
- that there are no causes of ineligibility and incompatibility against him, as well as that he possesses the requirements required by the laws in force for the assumption of the said office and, among these, in particular, that he possesses the requirements of honorability as per the combined provisions of Art. 147-quinquies of Legislative Decree. No. 58 of 24 February 1998, and Art. 2 of M.D. No. 162 of 30 March, 2000;
- to be able to devote to his duties as a Director of GEOX S.p.A. the time necessary for their effective and diligent performance;
- not to engage in any activity in competition with that of Geox S.p.A.;
- "to undertake to maintain the requirements set forth in this declaration for the entire duration of the mandate and, where appropriate, to resign;
- to undertake to promptly notify GEOX S.p.A. and, on its behalf, the Board of Directors, of any changes in this declaration and to produce, at GEOX S.p.A.'s request, appropriate documentation to confirm the truthfulness of the data declared;
- to be informed, in accordance with the provisions of Reg. EU 679/2016, that the personal data collected will be processed by the Company, including by means of computer tools, exclusively within the scope of the proceedings for which this statement is made,.

Montebelluna (TV) 17 March 2026
(Place and date)

Sincerely
[signed]
Francesco Di Giovanni

The English version of this document is not the official version and has been translated into English solely for the convenience of international readers. In the event of discrepancies, the original Italian text shall prevail.

ANNEX

RELEVANT PROVISIONS

Causes of ineligibility and disqualification

Art. 2382 of the Italian Civil Code

A person who is disqualified, incapacitated, bankrupt, or who has been sentenced to a punishment that entails disqualification, even temporary, from public office or inability to hold executive office may not be appointed as a director, and if appointed, shall forfeit his or her office.

Art. 2383 of the Italian Civil Code

Directors are appointed by the shareholders' meeting, except for the first directors, who are appointed in the articles of incorporation, and subject to the provisions of Articles 2351, 2449 and 2450. Appointment shall in all cases be preceded by the submission by the person concerned of a declaration that there are no grounds of ineligibility against him as provided for in Article 2382 and no disqualifications from the office of director adopted against him in a member State of the European Union.

Directors may not be appointed for more than three fiscal years, and their terms expire on the date of the shareholders' meeting called to approve the financial statements for the last fiscal year of their term.

Directors are eligible for re-election, unless otherwise provided in the articles of association, and may be removed by the shareholders' meeting at any time, even if appointed in the articles of incorporation, without prejudice to the director's right to damages if removal occurs without just cause.

Within thirty days of the notice of their appointment, the directors must request their registration in the commercial register, indicating for each of them the surname and first name, place and date of birth, domicile and citizenship, as well as which among them is assigned the representation of the company, specifying whether severally or jointly.

The causes of nullity or voidability of the appointment of directors who have the representation of the company shall not be enforceable against third parties after the fulfillment of the publicity referred to in the fourth paragraph, unless the company proves that the third parties had knowledge of it.

Honorability requirements

Art. 2, paragraph 1, of M.D. No. 162 of 30 March 2000

The office of director cannot be held by those who:

- a) have been subjected to preventive measures ordered by the judicial authority under Law No. 1423 of 27 December 1956, or law No. 575 of 31 May, 1965, as amended and supplemented, subject to the effects of rehabilitation;
- b) have been convicted by a final judgment, subject to the effects of rehabilitation:
 1. to imprisonment for any of the offenses envisaged by the rules governing banking, finance, securities, insurance activities and the rules governing financial markets and instruments, taxation and payment instruments;
 2. to imprisonment for any of the crimes provided for in Title XI of Book V of the Italian Civil Code and Royal Decree No. 267 of 16 March, 1942;
 3. to imprisonment for a term of not less than six months for a crime against public administration, public faith, property, public order and the public economy;
 4. to imprisonment for a term of not less than one year for any non-negligent crime.

The office of director may not be held by those to whom one of the punishments provided for in paragraph 1 (b) has been imposed at the request of the parties, except in the case of the extinction of the crime.

Art. 147-quinquies of Legislative Decree. No. 58 of 24 February 1998

1. Those who perform management and control functions in companies with listed shares must meet the integrity requirements established for the members of the control bodies by the regulation issued by the Minister of Justice pursuant to Article 148, paragraph 4.
2. Failure to meet the requirements shall result in disqualification from office.

Francesco Di Giovanni

Very short Resume

From July 2025, CEO of Geox SpA, a company listed on the Milan Stock Exchange and an international leader in footwear and ready-to-wear.

From January 2015 Managing Director Compagnia Aerea Italiana SpA, a vehicle controlled by large Italian banks and holding company of 51% of Alitalia SAI SpA (the latter currently under Court controlled receivership).

May 2023-Nov 2024, Operating Partner Apeiron, supporting Apeiron's team to evaluate and structure the acquisition of PSC SpA, a company under a Composition with creditors procedure (Italian Chapter 11). Apeiron is the Italian advisor to Apollo Private Equity; eventually Apollo did not formulate the binding offer needed to support the acquisition of the target.

December 2023-June 2024, CRO PSC SpA, appointed by the company in agreement with Nextalia, the investor that pursued the PSC investment opportunity once Apeiron dropped it. The PSC composition with creditors was successfully completed in June 2024; Nextalia strategy provided for a break-up of the company that was implemented immediately upon completion of the "concordato" with the disposal of the operations to a third party strategic investor.

February 2022 – April 2023, Managing Director Fimer SpA, leading Italian player in the solar inverter industry under a Composition with Creditors Court procedure (Italian Chapter 11). Successfully managed very complex operations to run the much-needed turnaround (more on this transaction if needed).

From November 2022 Chairman of Radici Products SpA, a leading Italian player in the production and distribution of sophisticated plastic components for large industrial equipment, owned by Verteq Capital.

From June 2022, Board Member of Verteq Capital, a privately owned and financed Italian investment vehicle investing in small and medium size industrial companies in Italy and abroad.

June 2018 – June 2020, Senior Advisor for the restructuring of the Astaldi Group, second largest Italian construction company, Project Manager of the Composition with Creditors Court procedure (Italian "Chapter 11"), successfully approved by creditors with 90% of favourable votes.

September 2019 – July 2020, Senior Advisor and CRO for the restructuring of NBI SpA, one of the largest Italian engineering and installations companies, Project Manager of the Composition with Creditors Court procedure (Italian "Chapter 11"), second largest Italian

Chapter 11 like Court procedure in Rome after Astaldi, successfully approved by creditors with 78% of favourable votes.

From March 2015 to January 2018 Independent Director of NTV SpA (Italo Treno), High Speed Train, privately owned.

From May 2016 to April 2018 Independent Director of Industrie Emiliana Parati Spa, Luxury Italian Wallpaper, privately owned.

From December 2014 Managing Director (and Chairman from April 2018) of Zephir Capital Partners SpA, Independent Credit Fund currently raising its first fund.

From 2006 **Senior Advisor to entrepreneurs, international private equity funds, other international investors** on cross border transactions, industrial and financial restructurings, reorganizations, relaunch of industrial businesses.

2010-2011 **Managing Director Cementir Italia**, part of the Cementir Group of Companies (listed on Milan Stock Exchange), one of the largest European concrete producer.

2007-2008 **Chairman Waste Italia SpA**, Italian leader in waste management.

2004-2006 **Managing Director and Chairman, Aeroporti di Roma SpA** (Rome Airports, privately owned by Macquarie 45% and Italian investors 55%).

2002-2004 **CEO, ACEGAS-APS SpA (Trieste)** Multiutility (listed on Milan Stock Exchange).

1985-2002: **Montedison Group, and then Shell Group, as follows:**

1998-2001 **Managing Director, Moplefan SpA, (Milan)**, European Leader of Polypropilene films.

1995-1998 **Group Treasurer, Montell NV, (Amsterdam)**, Polypropilene and Polyethilene world leader (and member of many different BoD's subsidiaries).

1993- 1995 **International Finance Director, Montedison SpA e Ferruzzi Finanziaria SpA. (Milan e London)** (both companies listed in Milan Stock Exchange and, Montedison, listed in the New York Stock Exchange)
Managing Director Montedison Finanz AG (Lugano),
CEO Montedison International Holding AG (Zurich), (international holding Montedison Group).

1987- 1994 **Executive Vice President, Montedison USA, Inc. (New York)**,
Montedison's US holding of Himont Inc, Delaware. Montedison SpA

was listed on NY Stock Exchange (ADR's) and controlled three other companies listed on NYSE: Himont Inc., Erbamont Inc., Ausimont Inc. **Chairman Carapelli USA, Inc.** (edible olive oil)

Chairman Keramont, Inc. (venture in Advanced Ceramic Materials, California)

1985- 1987 International Financial Controller, Montedison SpA (Milan)

1981- 1985 Interbanca SpA (Milan) Head of Financial Planning and financial products innovation.

1977- 1981 Banco Lariano SpA (Milan), whilst at University, training and working in different non-executive positions.

Bocconi University, Milan, Finance and Banking

Born in Milan, March 15th, 1957, married, four children.