

Informazione Regolamentata n. 0742-28-2026	Data/Ora Inizio Diffusione 13 Ottobre 2026 18:18:37	Euronext Milan
--	--	----------------

Societa' : GEOX

Utenza - referente : GEOXN04 - Maldi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 13 Ottobre 2026 18:18:37

Data/Ora Inizio Diffusione : 13 Ottobre 2026 18:18:37

Oggetto : DEFINED TERMS FOR THE CAPITAL INCREASE RESERVED FOR LIR, TO COMPLETE THE REFINANCING PLAN; 2027–2029 STOCK GRANT PLAN PROPOSED FOR THE CEO; ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CALLED FOR NOVEMBER 13, 2026

Testo del comunicato

Vedi allegato



PRESS RELEASE

TERMS FOR THE CAPITAL INCREASE RESERVED FOR LIR HAVE BEEN DEFINED TO COMPLETE THE REFINANCING PLAN

2027–2029 STOCK GRANT PLAN PROPOSED FOR THE CHIEF EXECUTIVE OFFICER ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CALLED FOR NOVEMBER 13TH, 2026

- **THE PROPOSAL FOR A CAPITAL INCREASE RESERVED FOR LIR THROUGH THE ISSUANCE OF 25,314,103 SHARES AT A PRICE OF 0.342 EURO, FOR A TOTAL AMOUNT OF EURO 8,657,423.23, HAS BEEN APPROVED.**
- **ON OCTOBER 12TH, 2026, LIR ALREADY PAID THE REMAINING AMOUNT OF EURO 8,657,423.39, WHICH WAS RECEIVED IN FULL BY THE COMPANY, THUS COMPLETING THE TOTAL CONTRIBUTION OF EURO 60 MILLION PROVIDED FOR IN THE REFINANCING PLAN.**
- **THE SHAREHOLDERS' MEETING ON NOVEMBER 13TH WILL BE CALLED UPON TO VOTE ON THE RESERVED INCREASE AND ON THE NEW INCENTIVE PLAN.**

Biadene di Montebelluna, October 13th, 2026 – Geox S.p.A. (the “**Company**” or “**GEOX**”), listed on the Euronext Milan (GEO.MI) market managed by Borsa Italiana S.p.A., announces that the Board of Directors, which met today, has approved the final terms of the proposed reserved capital increase for the controlling shareholder, LIR S.r.l. (“**LIR**”) as part of the Refinancing Plan dated December 30th, 2024 (the “**Refinancing Plan**”), the related implementation agreement, and the explanatory report pursuant to Article 2441, paragraph 6, of the Italian Civil Code.

The Board also approved the proposal for the new “2027–2029 Stock Grant Plan” for the Chief Executive Officer, to be submitted to the Ordinary Shareholders’ Meeting, and resolved to convene the Ordinary and Extraordinary Shareholders’ Meetings for November 13th, 2026, while also approving the regulations governing the conduct of meetings involving participation and voting through a Designated Representative.

COMPLETION OF THE REFINANCING PLAN AND THE REMAINING AMOUNT

Further to the announcement made to the market on September 21st, 2026, it is recalled that the Refinancing Plan provides for a total capital injection of Euro 60 million in favor of the Company, to be carried out through the rights issue completed in June 2025, the exercise of the “GEOX 2025-2026 Warrants” (the “**Warrants**”) and, for the remaining amount, a contribution from the controlling shareholder LIR. As previously disclosed, LIR, with the consent of the financial creditors, has requested that this latter contribution be allocated, subject to certain conditions, to the subscription of risk capital rather than remaining in its original form as subordinated shareholders’ loan.

Following the expiration of the Warrant exercise period on September 30th, 2026, a total of 77,022,960 Warrants were exercised, resulting in the issuance of 62,581,155 new shares and proceeds totaling Euro 21,402,755.01. Taking into account the amount of Euro 29,939,821.60 already raised through the 2025 rights issue, the total proceeds from the first two components of the Refinancing Plan amount to Euro 51,342,576.61. The residual amount needed to reach the total of Euro 60 million has therefore been definitively determined to be Euro 8,657,423.39 (the “**Residual Amount**”).

The transaction does not entail any additional financial requirements or further contributions beyond those already provided for in the Refinancing Plan, and does not alter the projections of the 2027–2029 Business Plan approved on September 21, 2026.



THE FINAL TERMS OF THE CAPITAL INCREASE RESERVED FOR LIR

The Board of Directors has approved the proposal of a paid, indivisible share capital increase, with the exclusion of the option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, fully reserved to LIR (the “**Reserved Capital Increase**”), for a total amount of Euro 8,657,423.23 through the issuance of 25,314,103 new common shares, without stated par value, at a price of Euro 0.342 each, of which Euro 0.10 is to be allocated to share capital and Euro 0.242 to share premium. Upon full completion, the increase will result in an increase in share capital of Euro 2,531,410.30 and the creation of a share premium reserve of Euro 6,126,012.93.

The issue price is equal to the exercise price of the Warrants, thereby ensuring economic continuity with the recapitalization already approved in 2025 without granting the controlling shareholder more favorable pricing terms than those applied to other Warrant holders. Based on the preliminary review conducted pursuant to Article 2441, paragraph 6, of the Italian Civil Code, the Board deemed the proposed price appropriate, taking into account stock market trends, balance sheet and financial data, the outlook of the 2027–2029 Business Plan, and the additional assessments outlined in the report approved today. This is without prejudice to the independent assessments of the Board of Statutory Auditors and RSM Società di Revisione e Organizzazione Contabile S.p.A. in accordance with applicable regulations.

On October 12th, 2026, LIR paid the entire Residual Amount, equal to Euro 8,657,423.39 (the “**LIR Contribution**”), which was received in full by the Company on the same date. With this payment, the contribution of Euro 60 million provided for in the Refinancing plan has been fully made, it being understood that the subscription to the Reserved Capital Increase remains subject to shareholder approval. Pursuant to the implementation agreement approved by the Board, this contribution - which is initially interest-free and fully subordinated to the claims of the financial creditors - will be allocated, in the amount of Euro 8,657,423.23, toward the subscription of the Reserved Capital Increase. The technical difference of Euro 0.16, resulting from rounding and the indivisibility of shares, will be treated as an interest-free shareholders’ loan that is fully subordinated.

The Reserved Capital Increase is subject to approval by the Extraordinary Shareholders’ Meeting on November 13th, 2026, and must be fully subscribed by LIR by November 30th, 2026. The shares may be paid up by offsetting LIR’s refund claim relating to the corresponding portion of the LIR Contribution against the subscription liability. If the capital increase is not approved, does not take effect, or cannot be completed, the unused amounts will remain at the Company’s disposal as an interest-free and fully subordinated shareholders’ loan, in accordance with the original terms of the Financial Plan.

In the event of full subscription to the Reserved Capital Increase, GEOX’s share capital will increase from Euro 42,948,568.60, divided into 429,485,686 common shares, to Euro 45,479,978.90, divided into 454,799,789 common shares. LIR’s stake will increase from 75.3181% to 76.6919% of the share capital, resulting in a relative dilution of approximately 5.57% for shareholders other than LIR.

RELATED PARTY TRANSACTION

The amendment to the terms of execution of the LIR commitment and the related Reserved Capital increase were considered components of a single transaction involving a related party of significant importance pursuant to Consob Regulation No. 17221/2010 and the procedure adopted by the Company. LIR is a related party of GEOX in its capacity as controlling shareholder.

The Related-Party Transactions Committee for material transactions, composed of Gaudiana Giusti (President), Clelia Leonello, and Silvia Zamperoni - all independent and unrelated directors - which had already expressed its approval on September 21st, 2026, met again today. After reviewing the final terms of the transaction, the implementation agreement, the explanatory report, the updated analysis of the price and the dilutive effects, the Committee noted that all previous recommendations had been incorporated, withdrew the reservations expressed in its previous opinion, and unanimously confirmed its favorable assessment regarding the Company’s interest in completing the transaction, as well as the fairness and substantive reasonableness of the related terms.



The board resolutions regarding the transaction were adopted with the abstention of the directors involved, in accordance with applicable regulations. For further information on the transaction and its correlation profiles, please refer to the information document published on September 21st, 2026, pursuant to Article 5 of Consob Regulation No. 17221/2010.

PROPOSAL OF 2027-2029 STOCK GRANT PLAN

The Board of Directors, on the proposal of the Remuneration Committee and in compliance with the procedures set out in the Remuneration Policy, has resolved to submit for approval by the Ordinary Shareholders' Meeting, convened for November 13th, 2026, a new medium- to long-term stock incentive plan entitled "2027–2029 Stock Grant Plan" (the "**Plan**"), intended for the Chief Executive Officer, pursuant to Article 114-bis of the Consolidated Law on Finance (TUF). The Plan provides for the allocation free of charge of 4,667,851 GEOX common shares, subject to the completion of the vesting period and the achievement of the specified performance targets.

The Plan provides for a 3 vesting period, at the end of which the shares may be granted effective as of the date of approval of the consolidated financial statements for the year ending December 31st, 2029. The grant is subject to the simultaneous achievement of two profitability targets - a cumulative net income target and a cumulative adjusted EBITDA target, both relating to the three-year period 2027–2029 - and a financial target, specifically the Group's net financial position as of December 31st, 2029.

The shares allocated to the Plan may be sourced from treasury shares held by the Company and/or purchased on the market, in compliance with applicable legal provisions and shareholder meeting authorizations pursuant to Articles 2357 et seq. of the Italian Civil Code. The Plan is designed to incentivize and retain the Chief Executive Officer, whose contribution is considered essential to the achievement of the Group's objectives, as well as to align his interests with those of the Company and its shareholders over the medium to long term.

CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Board of Directors has resolved to convene the Ordinary and Extraordinary Shareholders' Meeting, in a single session, on November 13th, 2026, at 10:00 a.m., at the company's registered office in Biadene di Montebelluna (TV), Via Feltrina Centro No. 16. The Meeting will be called upon to vote, in its ordinary session, on the proposed 2027–2029 Stock Grant Plan and, in its extraordinary session, on the Capital Increase Reserved for LIR, with consequent amendments to Article 5 of the Articles of Association.

The Board also approved, with the unanimous favorable vote of the independent directors, the regulations governing the conditions and procedures for holding shareholders' meetings in which participation and voting take place exclusively through the Designated Representative, pursuant to Article 125-bis.1 of the TUF. Without prejudice to the right of shareholders who, individually or collectively, represent at least one-twentieth of the voting share capital to request, within the time limits provided by law, that the Shareholders' Meeting be held in person, participation and the exercise of voting rights shall take place exclusively through Monte Titoli S.p.A. (Euronext Securities Milan), designated by the Company as the Designated Representative pursuant to Article 135-undecies of the TUF.

The notice of meeting, the meeting rules, and the documentation pertaining to the items on the agenda will be available within the timeframes prescribed by law at the company's registered office, on the website www.geox.biz, in the "Governance – November 2026 Shareholders' Meeting" section, as well as through the additional channels provided for by applicable regulations. The information document regarding the Plan, prepared in accordance with Article 84-bis of the Issuers' Regulations, and the related explanatory report will be made available to the public in accordance with the law. The Explanatory Report regarding the Reserved Capital Increase and the opinions of the Board of Statutory Auditors and RSM on the fairness of the issue price will be made available in accordance with the terms set forth in current regulations.



FOR MORE INFORMATION

INVESTOR RELATIONS

Massimo Nai: tel. +39 0423 282840; cell. +39 335 1312641; investor.relations@geox.com

PRESS OFFICE

Juan Carlos Venti: tel. +39 0423 281914; cell. +39 335 470641; juancarlos.venti@geox.com

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, and bases its strategies for future growth on continuous technological innovation.

