

Informazione Regolamentata n. 0742-30-2026	Data/Ora Inizio Diffusione 13 Ottobre 2026 19:56:47	Euronext Milan
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Societa' : GEOX

Utenza - referente : GEOXN04 - Maldi Andrea

Tipologia : 3.1

Data/Ora Ricezione : 13 Ottobre 2026 19:56:47

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Oggetto : NOTICE OF ORDINARY AND
EXTRAORDINARY SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato

GEOX S.p.A.

Via Feltrina Centro, 16 - 31044 Biadene di Montebelluna - Treviso - Italy

Tel. + 39 0423 2822 - Fax +39 0423 282125

VAT no., Tax Code and Reg. no. with the Companies Register of Treviso IT03348440268

Share Capital € 42,948,568.60 fully paid-up

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Parties entitled to attend the Shareholders' Meeting and exercise their voting rights are invited to the Ordinary and Extraordinary Shareholders' Meeting of GEOX S.p.A. (the "**Company**"), convened at the Company's registered office located in Via Feltrina Centro 16, Biadene di Montebelluna (TV), Italy, in a single call, for **13 November 2026** at 10:00 am. Pursuant to Art. 125-bis.1, paragraph 2, of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the "**Testo Unico della Finanza**" or "**TUF**" – Italian Consolidated Law on Finance), the right of those entitled to attend and vote at the Shareholders' Meeting shall be exclusively exercised through the Designated Representative appointed by the Company, subject to the provisions of Art. 125-bis.1, paragraph 5, of the TUF, as set out below, to resolve on the following

Agenda**Ordinary session**

- 1. Approval pursuant to Art. 114-bis of Italian Legislative Decree 58/1998 of a new incentive plan based on financial instruments, the "Stock Grant Plan 2027-2029", concerning the free allocation of Company's ordinary shares to the plan beneficiaries; related and consequent resolutions.**

Extraordinary session

- 1. Proposal to increase the share capital, for consideration and on an indivisible basis, in the amount of Euro 2,531,410.30, plus a total share premium of Euro 6,126,012.93, and therefore for an overall amount of Euro 8,657,423.23, through the issue of 25,314,103 ordinary shares, with no par value, with regular dividend rights and the same characteristics as the ordinary shares outstanding at the issue date, at a unit price of Euro 0.342, of which Euro 0.10 to be allocated to share capital and Euro 0.242 to share premium, with exclusion of pre-emption rights pursuant to Art. 2441, paragraph 5, of the Italian Civil Code, and reserved entirely for subscription by LIR S.r.l., implementing the amendment to the terms of payment of the remaining contribution provided for by the Company's refinancing plan; subscription deadline by 30 November 2026; consequent amendments to Art. 5 of the Articles of Association. Related and consequent resolutions.**

Information on share capital

As of the date of publication of this notice, following the end of the exercise period of GEOX Warrants 2025-2026 and in compliance with the provisions of Art. 2444 of the Italian Civil Code, the Company's subscribed and paid-up share capital amounts to Euro 42,948,568.60, comprising 429,485,686 ordinary shares with no par value, each carrying one vote at the Shareholders' Meeting. As of today, the Company holds 734,041 treasury shares equal to 0.20% of the share capital. Updated information on the share capital is available on the Company's website at www.geox.biz, under the section *Governance / Shareholders' Meeting November 2026*.

Shareholders' Meeting attendance

Pursuant to Art. 83-sexies of the TUF and Art. 12 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise voting rights is held by the parties registered as holders of shares at the end of the seventh trading day prior to the Shareholders' Meeting date, i.e. **4 November 2026** (the "**record date**"), provided that the Company has received the relevant notification by the authorised intermediary in accordance with applicable law. The Company shall receive such notification by the end of the third trading day prior to the Shareholders' Meeting date, i.e. by **10 November 2026**. Entitlement to attend and vote remains valid if notification is received after that deadline, provided that it is received before the start of the Shareholders' Meeting. The parties registered as holders of shares only after the record date are not entitled

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to attend and vote at the Shareholders' Meeting. Without prejudice to the above, the right to attend and vote shall be exercised exclusively through the Designated Representative, as set out in this notice.

Attendance exclusively through the Designated Representative

Pursuant to Art. 125-bis.1, paragraph 2, of the TUF, the Board of Directors resolved, with the favourable vote of the majority of the independent directors, that Shareholders may attend the Shareholders' Meeting and exercise their voting rights exclusively through the representative designated by the Company pursuant to Art. 135-undecies of the TUF. Accordingly, Shareholders or their proxies other than the Designated Representative are not permitted to attend the Shareholders' Meeting, either in person or remotely. The Board of Directors also approved, pursuant to Art. 125-bis.1, paragraph 3, of the TUF, the regulations governing the terms and conditions for Shareholders' Meetings held with attendance and voting rights exclusively exercised through the Designated Representative (the "**Regulations pursuant to Art. 125-bis.1 of the TUF**"), which are published on the Company's website at www.geox.biz, under the section *Governance / Shareholders' Meeting November 2026*, and shall apply to any issues not expressly addressed in this notice.

The Company appointed Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 ("**Monte Titoli**" or the "**Designated Representative**"), as the Designated Representative pursuant to Art. 135-undecies of the TUF. The following may be granted to the Designated Representative: (i) a proxy pursuant to Art. 135-undecies of the TUF, containing voting instructions on all or some of the proposals on the agenda, which must be received by the end of the second trading day prior to the Shareholders' Meeting date, i.e. by **11 November 2026**, in the manner set out in the relevant form available on the Company's website; and (ii) proxies or sub-proxies pursuant to Art. 135-novies of the TUF, in accordance with Art. 125-bis.1, paragraph 2, of the TUF, in the manner and within the deadlines set out in the relevant form. The proxy under Art. 135-undecies of the TUF is effective only with respect to those proposals for which voting instructions have been given, and it may be revoked, together with the instructions, by the same deadline. The intermediary's notice certifying entitlement to attend and vote is also required when a proxy is granted to the Designated Representative. Further information and the relevant forms are available on the Company's website at www.geox.biz, under the section *Governance / Shareholders' Meeting November 2026*.

Voting by mail or by electronic means is not available; voting may be exercised exclusively through the Designated Representative in compliance with the terms above.

For any clarification regarding the granting of the proxy (and, in particular, concerning the completion of the proxy form and voting instructions, as well as their submission), persons entitled to attend the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or by telephone at (+39) 02 33635810 on business days, from 9:00 a.m. to 5:00 p.m..

Request for the Shareholders' Meeting to be held at a physical location

Pursuant to Art. 125-bis.1, paragraph 5, of the TUF, Shareholders representing, individually or jointly, at least one-twentieth of the voting share capital in respect of the items on the agenda may request, within five days of the publication of this notice, i.e. by **19 October 2026**, that the Shareholders' Meeting be held at a physical location, so that they are not required to attend and vote exclusively through the Designated Representative. The request shall be submitted in writing to the Legal and Corporate Affairs Department of GEOX S.p.A., Via Feltrina Centro 16, 31044 Biadene di Montebelluna (TV), Italy, or by certified e-mail to societario@pec.geox.com, and shall be accompanied by documents certifying share ownership as required by law. If the request is validly submitted and the threshold is met, the Company will give notice within three days by supplementing this notice, specifying the location of the meeting and the attendance and voting procedures; in that event, the provisions set out in the supplement to the notice and the Company Shareholders' Meeting Regulations, as in force from time to time, shall apply.

Right to ask questions

Pursuant to Art. 127-ter, paragraph 3-bis, of the TUF, since attendance and voting rights at the Shareholders' Meeting are exclusively exercised through the Designated Representative, the right to submit questions regarding the items on the

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agenda may be exercised only prior to the Shareholders' Meeting. The Company shall receive questions by **6 November 2026**, following the record date of **4 November 2026**, by registered letter with return receipt sent to the Company's registered office and/or by electronic means, from a certified e-mail account, to societario@pec.geox.com. The Company will respond to the questions received by **10 November 2026**, i.e. at least three days before the Shareholders' Meeting, by publishing the relevant answers in the dedicated section of the Company's website. The Company may provide a single response to questions having the same content and may omit a response in the cases provided for by law. Entitlement to exercise this right shall be determined in accordance with applicable law.

Additions to the agenda and submission of additional resolution proposals

Pursuant to Art. 126-bis of the TUF and Art. 10 of the Articles of Association, Shareholders representing, individually or jointly, at least one-fortieth of the share capital may request, within three days of the publication of this notice, i.e. by **16 October 2026**, that additional items be added to the agenda, specifying in their request the additional items proposed. Only Shareholders representing, individually or jointly, at least one-fortieth of the share capital may also submit resolution proposals on items already on the agenda, as it may be supplemented, within ten days of the publication of this notice, i.e. by **23 October 2026**.

Requests for supplements and resolution proposals shall be submitted in writing, including by mail or electronically, by registered letter with return receipt delivered to the Company's registered office, Legal and Corporate Affairs Department of GEOX S.p.A., Via Feltrina Centro 16, 31044 Biadene di Montebelluna (TV), Italy, or by certified e-mail to societario@pec.geox.com, provided that the sender uses their own certified e-mail account, in compliance with any strictly necessary requirements for the identification of the requesting parties indicated by the Company and without prejudice to Art. 83-quinquies, paragraph 3, of the TUF. Entitlement to exercise the above rights is evidenced by a notice sent to the Company by the authorised intermediary in accordance with applicable law. Within the applicable deadline, a report shall also be submitted setting out the grounds for the proposed resolutions on the new items proposed for discussion, or for the resolution proposals submitted on items already on the agenda.

Notice of any supplements to the agenda will be given in the same manner as that provided for the publication of this notice, within eight days of its publication, i.e. by **21 October 2026**; the related requests and reports will be made available to the public in the manner provided for by Art. 125-ter, paragraph 1, of the TUF. Notice of the submission of additional resolution proposals on items already on the agenda will be given, in the same manner, at least fifteen days before the Shareholders' Meeting date, i.e. by **29 October 2026**; such proposals and the related reports will be made available to the public at the same time as the notice of their submission is published, together with any comments of the Board of Directors.

It should be noted that additions to the agenda are not permitted for items on which the Shareholders' Meeting shall resolve, pursuant to the law, based on proposals submitted by the management body or based on a draft or report prepared by it, other than the reports referred to in Art. 125-ter, paragraph 1, of the TUF.

Documents

The documents relating to the items on the agenda, including (i) the report of the Board of Directors, prepared pursuant to Art. 125-ter and Art. 114-bis of the TUF, together with the information document on the equity-based remuneration plan referred to in Art. 84-bis of the Regulation adopted by Consob Resolution no. 11971 of 14 May 1999, as subsequently amended (the "**Issuers' Regulation**"), and (ii) the report of the Board of Directors prepared pursuant to Art. 125-ter of the TUF, Art. 72 of the Issuers' Regulation and Art. 2441, paragraph 6, of the Italian Civil Code, together with the related resolution proposal, the opinion of the Board of Statutory Auditors on the adequacy of the issue price and the opinion of RSM Società di Revisione e Organizzazione Contabile S.p.A. ("**RSM**"), the independent statutory auditor specifically appointed pursuant to Art. 158 of the TUF, will be made available to the public in accordance with the terms and conditions provided for by applicable law at the Company's registered office, on the Company's website at www.geox.biz, under the section *Governance / Shareholders' Meeting November 2026* (<https://www.geox.biz/en/governance/shareholders-meeting.html?startdate=2026-01-01&enddate=2026-12-31&y=2026>), and through the authorised storage mechanism "eMarket Storage". The Regulations pursuant to Art. 125-bis.1 of the TUF are published on the same website and are incorporated by reference in this notice. With reference to the item on the agenda of the Extraordinary Shareholders'

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Meeting, the Information Document relating to the related-party transaction qualifying as significant, with the opinion of the Related-Party Transactions Committee dated **21 September 2026** attached, was published on **21 September 2026** and is available in the same manner. Shareholders are entitled to access the documents filed at the Company's registered office and obtain a copy thereof, at their own expense.

The Articles of Association are available on the Company's website at www.geox.biz, under the section *Governance / Articles of Association*.

This notice is published in full on **13 October 2026** on the Company's website at www.geox.biz, under the section *Governance / Shareholders' Meeting November 2026*, and is made available through the authorised storage mechanism "eMarket Storage"; an extract will also be published the following day in the Italian newspaper *Italia Oggi*.

Requests for information

For any additional information regarding the Shareholders' Meeting and, in particular, how to exercise the rights held, please visit the *Governance / Shareholders' Meeting* section of the Company's website at www.geox.biz, or send an e-mail to the certified e-mail address societario@pec.geox.com.

Biadene di Montebelluna (TV), **13 October 2026**

For the Board of Directors

The Chairman

Mario Moretti Polegato

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