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Oggetto	:	SHAREHOLDERS' MEETING AND SUBSEQUENT BOARD OF DIRECTORS MEETING OF GEOX S.P.A.

Testo del comunicato

Vedi allegato

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PRESS RELEASE

SHAREHOLDERS' MEETING AND SUBSEQUENT BOARD OF DIRECTORS MEETING OF GEOX S.P.A. 2026

ORDINARY SESSION

- **APPROVED THE "2027-2029 STOCK GRANT PLAN".**

EXTRAORDINARY SESSION

- **APPROVED A CAPITAL INCREASE RESERVED FOR LIR THROUGH THE ISSUANCE OF 25,314,103 SHARES AT A PRICE OF EURO 0.342, FOR A TOTAL AMOUNT OF EURO 8,657,423.23.**

Biadene di Montebelluna, November 13th 2026 – The Shareholders' Meeting of Geox S.p.A. – a company listed on the Euronext Milan market (GEO.MI), managed by Borsa Italiana, and among the leading players in the classic and casual footwear segment – was held today in ordinary and extraordinary session.

During the ordinary session, the Shareholders' Meeting approved:

INCENTIVE PLAN "2027-2029 Stock Grant Plan"

The Shareholders' Meeting approved a medium-to long-term incentive plan, named the "2027-2029 Stock Grant Plan" (the "Plan"), which provides for the free grant of rights to receive up to an aggregate maximum of no. 4,667,851 ordinary shares of GEOX, in favor of the Chief Executive Officer.
The Plan provides for a vesting period from 2027 to 2029; the shares will be granted only following the Board of Directors' verification that the Plan conditions have been met, upon approval of the Company's draft annual financial statements and consolidated financial statements for the fiscal year 2029.
The allocation of the shares to the beneficiary is subject to the fulfillment of the continued service condition and the joint achievement of two cumulative profitability targets, namely a cumulative Net Profit target and a cumulative Adjusted EBITDA target, both related to 2027-2029 period, as well as a financial target represented by the value of the Group's Net Financial Position as at December 31, 2029.
Pursuant to the Plan, the shares to be allocated may be sourced, in accordance with applicable law, from shares purchased on the market and/or held by the Company for other reasons, based on the Shareholders' Meeting authorization to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357 et seq. of the Italian Civil Code.
The Board of Directors may also resolve to pay a cash amount in lieu of the shares otherwise due under the Plan.
The Plan is intended to incentivize and retain the Chief Executive Officer, whose contribution is considered crucial to the achievement of the Group's objectives, while aligning his interests with those of the Company and its shareholders over the medium to long term.

The Extraordinary Shareholders' Meeting also approved:

CAPITAL INCREASE RESERVED FOR LIR

The Shareholders' Meeting has approved the paid-in, 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**

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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. The deadline for full subscription has been set for November 30, 2026, failing which the capital increase shall become ineffective. 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.

On October 12, 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. Pursuant to the implementation agreement such contribution, 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, towards the subscription of the Reserved Capital Increase. The LIR Contribution does not constitute an advance subscription and may be used to pay up the capital increase by setting off the related refund claim against the subscription liability. 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.

As a result of the full subscription of the Reserved Capital Increase, the share capital of GEOX 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.

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The minutes of the Shareholders' Meeting will be made available to the public at the Company's registered office and on the authorized storage system eMarket Storage, at the address www.emarketstorage.it, within thirty days from the date of the Shareholders' Meeting. The minutes will also be made available on the website www.geox.biz, in the Governance - Shareholders' Meeting November 2026. The summary report regarding the votes cast by shareholders will also be made available on the same website, within five days from the date of the Shareholders' Meeting, in accordance with applicable legal provisions.

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RESOLUTIONS OF THE BOARD OF DIRECTORS HELD FOLLOWING THE SHAREHOLDERS' MEETING

GRANTING OF RIGHTS UNDER THE "2027-2029 STOCK GRANT PLAN"

With reference to the incentive plan of Geox S.p.A. ('Geox' or the 'Company') called "2027-2029 Stock Grant Plan", approved today by the Shareholders' Meeting, the Board of Directors of Geox, which met at the end of the Shareholders' Meeting, resolved to implement the resolutions adopted, and in particular to implement the medium/long-term incentive plan, the "2027-2029 Stock Grant Plan", approving the allocation of no. 4,667,851 rights in favor of the Chief Executive Officer Francesco Di Giovanni, under terms and conditions set out in the Plan.

Table no. 1 of Schedule 7 to Annex 3A of the Issuers' Regulation is attached hereto.

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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.

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GEOX RESPIRA

REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table no. 1 of Form 7 of Annex 3A of Regulation no. **11971/1999**

Date: November 13th, 2026

Name and Surname or category	Role (to be indicated only for the persons named herein)	**DESCRIPTION 1**						
		Financial instruments other than stock options						
		Section 2 Newly allocated instruments based on the decision: ☐ of the BoD for proposal to the Shareholders' Meeting ☑ of the body in charge of implementing the Shareholders' Meeting						
		Date of the Shareholders' Meeting resolution	Financial instrument type	Financial instrument number	Date of allocation	Instrument purchase price where applicable	Market price of the allocation*	Vesting period
Francesco Di Giovanni	Chief Executive Officer	13/11/2026	Rights upon the free allocation of ordinary shares	4,667,851	13/11/2026	N/A	EUR 0.275	2027-2029

*please note: the market price is the market price of Geox ordinary shares on the date on which the Rights are granted to the beneficiary and entitle the beneficiary to receive shares.

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