

# Essegi s.r.l.

To:  
**YOOX S.p.A.**  
Via Nannetti 1  
40069 – Zola Predosa (BO)

ESSEGI S.r.l., with registered office at via della Mattonaia, 13, Florence, tax and VAT code and Florence Company Register no. 03612470488, in the person of *pro tempore* legal representative, owner of 1,020,000 ordinary shares in YOOX S.p.A., representing 1.938% of the ordinary shares with voting rights at the ordinary shareholders' meeting, as shown by the attached certification issued by the intermediaries responsible,

- in view of article 14 of the Bylaws;
- with reference to the second item on the agenda "*Completion of the Board of Directors through the appointment of a Director pursuant to article 2386 of the Italian Civil Code; related and consequent resolutions*" of the YOOX S.p.A. ordinary shareholders' meeting, convened at Mediobanca S.p.A., Filodrammatici 3, Milan, at 11.00 on April 26, 2011 (first call) and, if necessary, at the same time and place on May 5, 2011 (second call)

## presents

the following nomination for the position of a director to expand the board of directors of YOOX S.p.A., pursuant to article 2386 of the Civil Code:

CANDIDATE	PLACE AND DATE OF BIRTH	TAX CODE	ADDRESS
Raffaello Napoleone	Rome, 30/10/1954	NPLRFL54R30H501Z	Via de' Serragli 22, Florence

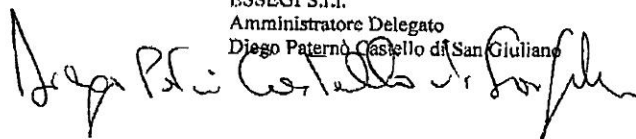
The following documentation is attached:

1. personal and professional curriculum vitae;
2. declaration in which the candidate accepts her candidacy and certifies that there are no reasons of ineligibility or incompatibility, and that she meets the requirements for the office prescribed by the laws in force.

ESSEGI S.r.l. hereby asks YOOX S.p.A. to carry out all procedures, including announcements, related to the submission of the candidacy, in accordance with the terms and procedures prescribed by the laws and regulations in force.

Florence, April 1, 2011

ESSEGI S.r.l.  
Amministratore Delegato  
Diego Paternò, Castello di San Giuliano



*Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Florence*

To:  
**YOOX S.p.A.**  
Via Nannetti 1  
40069 – Zola Predosa (BO)

**DECLARATION OF ACCEPTANCE OF THE NOMINATION FOR DIRECTOR OF  
YOOX S.P.A. AND RELATED CERTIFICATIONS**

I, the undersigned, Raffaello Napoleone, born in Rome on October 30, 1954 and residing at Via de' Serragli 22, Florence, Tax Code NPLRFL54R30H501Z, pursuant to the provisions of Article 14 of the Bylaws of YOOX S.p.A. ("**YOOX**" or the "**Company**"), having been nominated for the position of Director on the Company's Board of Directors, to be appointed in accordance with Article 2386 of the Civil Code,

**declare**

that I accept the nomination for the position of director of the Company as proposed by the shareholder ESSEGI S.r.l.

**I declare and certify**

as per the "substitute declaration" attached hereto, under my responsibility, and aware that pursuant to Article 76 of Presidential Decree 445 of December 28, 2000, untruthful statements, deceptive actions and the use of false documents or documents containing information that is no longer truthful, shall be punished in accordance with the Criminal Code and special applicable laws:

- that I meet the requirements prescribed by the laws in force and the Bylaws of YOOX for the position of Company director;
- that there are no reasons for ineligibility and incompatibility prescribed by the applicable laws and regulations and the Bylaws of YOOX, also with regard to incompatibility pursuant to Article 17 of Legislative Decree 39 of January 27, 1998, and the related implementing provisions of Consob regulation 11971/1999, as amended, in relation to YOOX's appointment of independent auditors KPMG S.p.A. to conduct the statutory audit of the financial statements.

I henceforth declare that I will accept the appointment if nominated by the Ordinary Shareholders' Meeting convened for April 26, 2011 and May 5, 2011, at first and second call respectively, at 11 a.m. at Via Filodrammatici 3 at the offices of Mediobanca S.p.A.

I also attach to this declaration my curriculum vitae and a list of positions held in other companies.

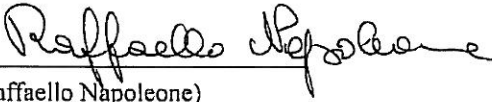
I undertake to inform the Company promptly of any subsequent action or fact that changes the information provided in this declaration.

Lastly, I declare that I have read the information reproduced at the end of this statement pursuant to Article 13 of Legislative Decree 196/2003, and that I authorise the Company to

Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Florence

handle the personal data communicated thereto for the activities relating to the nomination and the acceptance of the same.

Yours faithfully

  
(Raffaello Napoleone)

Florence, March 31, 2011

NOTE (pursuant to article 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. The provision of this data, which will be processed by YOOX S.p.A., is necessary to verify the existence of the above-mentioned requirements. The data will be processed solely for the aforementioned purposes, also by means of IT tools, and will not be communicated outside the Company, apart from when required to verify its truthfulness with the competent authorities. You may exercise your rights pursuant to Article 7 of the aforementioned legislative decree, which provides for, among other things, the right to access your personal data, and the right to amend, update, complete or erase erroneous or incomplete data, as well as the right to object to the processing of data for legitimate grounds in respect of the data holder, YOOX S.p.A., or the data manager, in its capacity as its legal representative. It will be your responsibility to promptly revise or supplement the data provided if relevant for the purposes of verifying that requirements have been met.

Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Firenze

To:  
**YOOX S.p.A.**  
Via Nannetti 1  
40069 – Zola Predosa (BO)

**DECLARATION OF INDEPENDENCE OF CANDIDATE FOR THE POSITION OF DIRECTOR  
PURSUANT TO ARTICLE 147-TER, PARAGRAPH 4 OF LEGISLATIVE DECREE 58/98 AND  
ARTICLE 3 OF THE CODE OF CONDUCT**

I, the undersigned, Raffaello Napoleone, born in Rome on October 20, 1954 and residing at Via de' Serragli 22, Florence, Tax Code NPLRFL54R30H501Z, with respect to the acceptance of the position of director of YOOX S.p.A. ("YOOX," the "Issuer" or the "Company"), **being fully aware that, pursuant to Article 76 of Presidential Decree 445 of December 28, 2000, false statements, deceptive actions and the use of false documents or documents containing information that is no longer truthful, shall be punished pursuant to the Criminal Code and special applicable laws, do hereby**

**DECLARE**

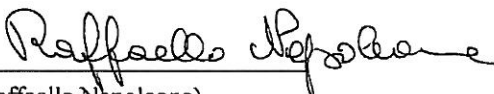
1. that I meet the requirements of independence specified in Article 148, paragraph 3 of Legislative Decree 58 of February 24, 1998 ("TUF") as referenced in Article 147-ter, paragraph 4 of the TUF, and thus:
  - 1.1. that I am not a spouse or close relative up to the fourth degree of the directors of the Issuer, and that I am not a director, or a spouse or close relative up to the fourth degree of directors, of the subsidiaries of the latter, its parent companies or those subject to joint control with the Issuer;
  - 1.2. that I am not related to the Issuer or its subsidiaries or parent companies or to companies subject to joint control, or to directors of the Issuer and the individuals set forth in paragraph 1.1 by reason of an independent contractor or employment relationship, or other financial or professional relationships that would compromise my independence.
2. that I meet the requirements of independence specified in Article 3 of the Code of Conduct promoted by Borsa Italiana S.p.A. in March 2006, and thus:
  - 2.1. that I do not have, and did not recently have, directly or indirectly, with the Issuer or parties related to the Issuer, relationships that could currently affect my independent judgment, and thus, for example, that I:
    - do not control the Issuer, nor am I able to exercise a significant influence thereon, or participate in a shareholders' agreement by means of which one or more parties may exercise control or a significant influence over the Issuer, whether directly or indirectly, including through subsidiaries, fiduciary companies or third parties;
    - am not, nor have I been in the last three years, an important representative of the Issuer (meaning the chairman, legal representative, chairman of the board, an executive director or a manager with strategic responsibilities) or of one of its subsidiaries with strategic importance, or a company or organisation that, also jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence thereon;
  - 2.2. that I do not have, or did not have in the previous year, directly or indirectly (for example through subsidiaries or companies for which I am an important representative, in the sense indicated in paragraph 2.1 above, or as a partner in a professional or consultancy company), a significant commercial, financial or professional relationship:
    - with the Issuer, one of its subsidiaries or with any of the related important representatives (in the sense indicated in paragraph 2.1 above);

Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Firenze

- with an individual, who, also jointly with other individuals, controls the Issuer through a shareholders' agreement, or - in the case of a company or organisation - with the related important representatives (in the sense indicated in paragraph 2.1 above);
  - or that I am not, and was not in the last three years, an employee of one of the aforementioned individuals;
- 2.3. that I do not receive and have not received in the last three years, from the Issuer, subsidiary or parent company, significant additional remuneration on top of the "fixed" salary received as a non-executive director of the Issuer, including participation in company performance-linked incentive plans, such as share-based schemes; I further declare that on the date of this declaration I held 14,555 ordinary YOOX shares, equal to 0.028% of the Issuer's share capital.
- 2.4. that I have not been a director of the Issuer for more than nine of the last twelve years;
- 2.5. that I do not hold the position of executive director in another company in which an executive director of the Issuer holds the post of director;
- 2.6. that I am not a shareholder or director of a company or organisation belonging to the network of the company responsible for the statutory audit of the Issuer's financial statements;
- 2.7. that I have no family ties (meaning, among other things, parents, children, spouses that are not legally separated, individuals cohabiting as if married, and cohabiting relatives) with a person to whom the situations in the preceding paragraphs apply.

Lastly, I declare that I have read the information reproduced at the end of this statement pursuant to Article 13 of Legislative Decree 196/2003, and that I authorise YOOX S.p.A. to handle the personal data communicated thereto for the activities relating to the nomination and the acceptance of the same.

Yours faithfully

  
(Raffaello Napoleone)

Florence, March 31, 2011

NOTE (pursuant to article 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. The provision of this data, which will be processed by YOOX S.p.A., is necessary to verify the existence of the above-mentioned requirements. The data will be processed solely for the aforementioned purposes, also by means of IT tools, and will not be communicated outside the Company, apart from when required to verify its truthfulness with the competent authorities. You may exercise your rights pursuant to Article 7 of the aforementioned legislative decree, which provides for, among other things, the right to access your personal data, and the right to amend, update, complete or erase erroneous or incomplete data, as well as the right to object to the processing of data for legitimate grounds in respect of the data holder, YOOX S.p.A., or the data manager, in its capacity as its legal representative. It will be your responsibility to promptly revise or supplement the data provided if relevant for the purposes of verifying that requirements have been met.

Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Firenze

To:  
**YOOX S.p.A.**  
Via Nannetti 1  
40069 – Zola Predosa (BO)

### **SUBSTITUTE DECLARATION**

*(Articles 46 and 47 of Presidential Decree 445 of December 28, 2000)*

I, the undersigned, Raffaello Napoleone, born in Rome on October 30, 1954 and residing at Via de' Serragli 22, Florence, Tax Code NPLRFL54R30H501Z, being aware that, pursuant to Article 76 of Presidential Decree 445 of December 28, 2000, false statements, deceptive actions and the use of false documents or documents containing information that is no longer truthful, shall be punished pursuant to the Criminal Code and special applicable laws, with respect to the acceptance of the position of director of YOOX S.p.A.,

#### IN VIEW OF

- Minister of Justice Decree 162 of March 30, 2000, as referenced in Article 147-*quinquies*, paragraph 1 and Article 148, paragraph 4 of Legislative Decree 58 of February 24, 1998;
- And in general, the provisions of current laws, regulations and the Bylaws;

#### DECLARE

##### (A) HONESTY REQUIREMENTS (PER MINISTERIAL DECREE 162 OF MARCH 30, 2000)

- that I was not subject to preventive measures ordered by the judicial authority pursuant to Law 1423 of December 27, 1956 or Law 575 of May 31, 1965, as amended, without prejudice to the effects of rehabilitation;
- that I was not ordered, with an absolute judgement, without prejudice to the effects of rehabilitation:
  1. to serve time in prison for one of the crimes specified by laws governing banking, financial and insurance activities and by laws concerning markets, financial instruments, taxes and payment instruments;
  2. to be incarcerated for one of the crimes specified in Title XI of Book V of the Civil Code and in Royal Decree 267 of March 16, 1942;
  3. to be incarcerated for a period of not less than six months for a crime against the public administration, public faith, property, public order or the public economy;
  4. to be incarcerated for a period of not less than one year for a premeditated crime;
- that I was not ordered, with an absolute judgement that applies punishment at the request of the parties, without prejudice to settlement of the offence:
  1. to serve time in prison for one of the crimes specified by laws governing banking, financial and insurance activities and by laws concerning markets, financial instruments, taxes and payment instruments;
  2. to be incarcerated for one of the crimes specified in Title XI of Book V of the Civil Code and in Royal Decree 267 of March 16, 1942;

Raffaello Napoleone  
Via de' Serragli n. 22  
50124 Firenze

3. to be incarcerated for a period of not less than six months for a crime against the public administration, public faith, property, public order or the public economy;
  4. to be incarcerated for a period of not less than one year for a premeditated crime;
- that I was not subject, in foreign countries, to criminal convictions or other measures that apply sanctions for cases corresponding to those which would result, under Italian law, in the failure to meet honesty requirements.

(B) OTHER CAUSES PREVENTING THE ACCEPTANCE OF THE POSITION

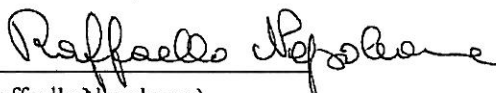
- that I have never found myself in any of the conditions specified in Article 2382 of the Civil Code;
- that I have never found myself in any of the obstructive conditions set forth in current laws including those with regard to incompatibility set forth in Article 17 of Legislative Decree 39 of January 27, 2010 and the related implementation provisions of Consob Regulation 11971/1999, as amended, in relation to the Company's appointment of independent auditor KPMG S.p.A. for the statutory audit of the financial statements.

(C) THE PROCESSING OF PERSONAL DATA

- that I have read the information in Article 13 of Legislative Decree 196 of June 30, 2003 reproduced at the end of this declaration;
- that I authorise the Company, pursuant to Article 71, paragraph 4 of Presidential Decree 445 of 2000, to verify the truthfulness of statements made by the undersigned with the competent authorities.

The undersigned also agrees to produce, at the request of the Company, documentation that will confirm the truthfulness of the information declared.

Yours faithfully

  
(Raffaello Napoleone)

Florence, March 31, 2011

NOTE (pursuant to article 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. The provision of this data, which will be processed by YOOX S.p.A., is necessary to verify the existence of the above-mentioned requirements. The data will be processed solely for the aforementioned purposes, also by means of IT tools, and will not be communicated outside the Company, apart from when required to verify its truthfulness with the competent authorities. You may exercise your rights pursuant to Article 7 of the aforementioned legislative decree, which provides for, among other things, the right to access your personal data, and the right to amend, update, complete or erase erroneous or incomplete data, as well as the right to object to the processing of data for legitimate grounds in respect of the data holder, YOOX S.p.A., or the data manager, in its capacity as its legal representative. It will be your responsibility to promptly revise or supplement the data provided if relevant for the purposes of verifying that requirements have been met.

Mr Napoleone graduated in law from the University of Rome "La Sapienza" and studied executive management and executive marketing at Stanford University. He began his career in 1976 in the commercial division of Italvela S.r.l., an exclusive yachting agent. In 1978 he was a founder member of Nauta S.n.c. From 1984 to 1986, he worked at the Florence office of Les Laboratoires Servier, where as general secretary he was mainly responsible for personnel management. Between 1986 and 1989 he was head of personnel at Salvatore Ferragamo S.p.A., and was a member of the YOOX Board of Directors from 16 May 2007 to 29 October 2009. Since 1989 he has held the post of managing director of Pitti Immagine S.r.l., a non-profit company which organises international trade fairs in the textiles/clothing sector. Mr Napoleone became a member of the Board of Directors of YOOX S.p.A. in July 2010.

**CREDEM**Gruppo Bancario  
Credito Emiliano - Credem

(1)

**CERTIFICAZIONE DI PARTECIPAZIONE  
AL SISTEMA DI GESTIONE ACCENTRATA**  
(D.Lgs 24.02.1998, n. 58 e D.Lgs 24.06.1998, n. 213)

Andria, 22/03/2011

(3) POS 26 progr. annuo	(4) 63032 codice cliente
-------------------------------	--------------------------------

(5) SPETTABILE ESSEGI - SOCIETA' A RESPONSABILITA' LIMITATA VIA DEL PROCONSOLO 9 50122 FIRENZE FI		
---	--	--

A richiesta (6)

Codice fiscale	03612470488
Data di nascita	
Luogo di nascita	

(7)

La presente certificazione, con efficacia dal 22/03/2011, attesta il possesso del nominativo sopra indicato dei seguenti strumenti finanziari:

codice	descrizione strumenti finanziari	Quantità
IT0003540470	YOOX SPA	1.020.000,00

Su detti strumenti finanziari risultano le seguenti annotazioni:

(8)
-----

La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

(9) PROPOSTA DI CANDIDATURA PER LA NOMINA DI UN AMMINISTRATORE
---

L'intermediario  
CREDITO EMILIANO S.p.A.  
Back-Office Amministrativo Titoli

**DELEGA PER L'INTERVENTO IN ASSEMBLEA**

Il Signor \_\_\_\_\_ e' delegato a rappresentare \_\_\_\_\_  
per l'esercizio del diritto di voto.  
data \_\_\_\_\_ firma \_\_\_\_\_

**NOTE**

- 1) Intermediario che rilascia la certificazione;
- 2) data di rilascio della certificazione;
- 3) numero progressivo annuo della certificazione attribuito da ciascun intermediario;
- 4) codice interno dell'intermediario per individuazione del titolare del conto;
- 5) nominativo, codice fiscale e indirizzo del partecipante al sistema di gestione accentrata;
- 6) nominativo del richiedente se diverso dal nominativo sub 5;

- 7) fino a.. "(data certa)" ovvero "illimitata";
- 8) formule del tipo:  
"vincolo di usufrutto a favore di.....",  
"vincolo di pegno a favore di.....",  
"vincolo del diritto di voto a favore del riportato.....";
- 9) diritto di cui all'art.85, del D.Lgs 68/98 e all'art. 31 del D.Lgs 213/98.