



NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of YOOX S.p.A. is hereby called to be held in Milan at Via Filodrammatici no. 3, at the offices of Mediobanca S.p.A., at 11.00 am on April 24th, 2012 on first convocation for the ordinary and extraordinary parts and, if necessary, at 11.00 am on April 26th, 2012 on second convocation for the extraordinary part alone and at 11.00 am on April 27th, 2012 on second convocation for the ordinary part and on third convocation for the extraordinary part, to discuss and pass resolutions on the following:

AGENDA

Ordinary part

1. The financial statements of YOOX S.p.A. for the year ended 31 December 2011; Directors' Report; Report of the Board of Statutory Auditors pursuant to article 153 of Legislative Decree 58/1998 and the Independent Auditors' Report. Proposal for the allocation of income. Presentation of the consolidated financial statements for the year ended 31 December 2011; related and consequent resolutions.
2. Remuneration Report pursuant to article 123-*ter* of Legislative Decree 58/1998; related and consequent resolutions.
3. Integration of the procedures and conditions regarding the execution of the statutory auditors' mandate by the auditing firm KPMG S.p.A. pursuant to Legislative Decree. 39/2010.
4. Appointment of the Board of Directors, subject to the determination of the number of members and the duration of office; determination of remuneration; related and consequent resolutions.
5. Appointment of the Board of Auditors and its Chairman; determination of remuneration, related and consequent resolutions.
6. Stock Grant Plan comprising ordinary shares of YOOX S.p.A. reserved for employees of the Company and its subsidiaries; related and consequent resolutions.
7. Stock Option Plan comprising ordinary shares of YOOX S.p.A. reserved for executive directors of the Company; related and consequent resolutions.
8. Authorisation to buy and sell treasury shares, pursuant to the combined provisions of articles 2357 and 2357-*ter* of the Italian Civil Code, and article 132 of Legislative Decree 58/1998 and the relevant implementing provisions; related and consequent resolutions.

Extraordinary part

1. Proposal to increase share capital, through payment in cash in one or more tranches, by a maximum of Euro 20,044.23 to be allocated to the share capital, excluding option rights pursuant to article 2441, paragraph 4, second indent of the Italian Civil Code, to be offered in subscription to the beneficiaries of the Stock Option



Plan; resulting amendment to article 5 of the Company's articles of association; related and consequent resolutions.

Participation in the shareholders' meeting

Each ordinary share gives the holder the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings of the Company; details of the share capital and its ownership structure can be found at www.yooxgroup.com (*Investor Relations* - Shareholder Structure).

In relation to participation and voting, the following information is provided (in accordance with article 125-*bis* of Legislative Decree 58/1998):

- pursuant to article 83-*sexies* of Legislative Decree 58/1998, the right to participate in and vote at the Shareholders' Meeting is granted following a communication sent to the Company by an intermediary who is legally qualified to keep the accounts, based on the evidence obtained from the accounting documents as at the end of the accounting day on the seventh open-market day preceding the date set for the Shareholders' Meeting on first convocation, i.e. April 13th, 2012; any credit or debit entries recorded in the accounts after this deadline shall not be relevant for the purposes of entitlement to vote at the shareholders' meeting;
- any party entitled to participate in the Shareholders' Meeting may be represented via a written proxy pursuant to the provisions of law in force, and may sign the proxy form available at the Company's website, www.yooxgroup.com (*Corporate Governance* – Shareholders' Meeting). The proxy may be sent to the Company by registered mail addressed to the Company's registered office in Zola Predosa (BO), at Via Nannetti no. 1, or by email sent to the Company's certified email address, yoox.corporate@registerpec.it;
- pursuant to article 135-*undecies* of Legislative Decree 58/1998, the Company has appointed as Shareholders' Representative Amministrazioni Fiduciarie "SPAFID" S.p.A., to which shareholders may grant a written proxy with regard to the proposals on the agenda of the Shareholders' Meeting, provided that the proxy is sent to the aforementioned Shareholders' Representative by registered mail with return receipt or by ordinary mail addressed to the domicile elected for the purpose, in Milan (20121) at Foro Buonaparte no. 10, by the end of the second open-market day preceding the date set for the Shareholders' Meeting on first convocation (i.e. by April 20th, 2012); the proxy shall be valid only for proposals in relation to which voting instructions have been given; the proxy form is available at the Company's website, www.yooxgroup.com (*Corporate Governance* – Shareholders' Meeting) and at the Company's registered office, from the Corporate Affairs Department (tel. 051-6184211, email: corporate.affairs@yoox.com); the proxy and voting instructions may be revoked within the above deadline;
- voting may not be carried out by correspondence or electronically;
- Shareholders may ask questions regarding the matters on the agenda prior to the Meeting by sending questions by registered mail to the Company's registered office, in Zola Predosa (BO) at Via Nannetti no. 1, or by email to the Company's certified email address, yoox.corporate@registerpec.it; authorization to exercise this right is granted following a communication sent to the Company by a qualified intermediary pursuant to article 23, paragraph 1 of the Bank of Italy-Consob Order of February 22nd, 2008, as subsequently amended; questions



received prior to the Meeting shall be answered during the Meeting at the latest, with the option for the Company to provide a single answer to questions whose content is the same.

Additions to the agenda

Pursuant to article 126-*bis* of Legislative Decree 58/1998, Shareholders who, either individually or jointly, represent at least one fortieth of the share capital may request, within 10 days of the publication of this notice (i.e. by March 24th, 2012), an addition to the list of matters to be discussed, indicating the additional subjects proposed in their request. Authorization to exercise this right is granted following a communication sent to the Company by an intermediary qualified pursuant to article 23, paragraph 1 of the Bank of Italy-Consob Order of February 22nd, 2008, as subsequently amended. The request must be submitted in writing via registered mail addressed to the Company's registered office in Zola Predosa (BO), at Via Nannetti no. 1, or by email sent to the Company's certified email address, yoox.corporate@registerpec.it, provided that it reaches the Company within the above deadline; a report on the matters proposed for discussion must be presented within the same deadline and under the same terms and conditions by any Shareholders making such proposals.

Any additions to the list of matters to be discussed at the Shareholders' Meeting following such requests will be published, under the same terms set out for publication of the notice of convocation, at least fifteen days prior to the date set for the Shareholders' Meeting on first convocation. Upon publication of the notification of any additions to the agenda, the report prepared by the Shareholders who have made the proposals shall be made available to the public, along with any relevant evaluations by the Board of Directors, under the same terms set out for documentation relating to the Shareholders' Meeting.

Additions are not permitted for matters on which the Shareholders' Meeting resolves, pursuant to law, at the proposal of the Directors or on the basis of a draft or report prepared by them other than those referred to in article 125-*ter*, paragraph 1 of Legislative Decree 58/1998.

Appointment of the Board of Directors

Pursuant to article 14 of the Articles of Association, the Directors are appointed based on lists presented by the Shareholders.

With resolution no. 18083 of January 25th, 2012, Consob ruled that shareholders must hold at least 2.5% of the share capital to be able to submit lists for the appointment of the Company's Board of Directors.

Lists must be submitted to the Company's registered office in Zola Predosa (BO), at Via Nannetti no. 1, at least 25 days prior to the date of the Shareholders' Meeting on first convocation (Friday March 30th, 2012).

Lists for the appointment of the Board of Directors may also be submitted by email sent to the Company's certified email address, yoox.corporate@registerpec.it. Where lists are submitted by certified email, a copy of a valid identity document of the submitting parties must also be included.

Possession of the percentage of the share capital required to be able to submit the list may be proven after submitting the list, provided that this takes place at least 21 days prior to the date of the Shareholders' Meeting (Tuesday April



3rd, 2012). It should be noted that possession of the above equity interest is determined in reference to the shares that are registered to the shareholder on the date on which the lists are filed with the Company.

Directors must be in possession of the prerequisites provided for by law and the Articles of Association.

For the correct procedure for submitting lists, please refer to the provisions of the Directors' report on point no. 4 of the agenda of the ordinary part and, in general, the applicable provisions of law and of the Articles of Association.

Finally, it should be noted that the lists will be available to the public at the Company's registered office and at Borsa Italiana S.p.A., and will also be published on the Company's website, www.yooxgroup.com (*Corporate Governance – Shareholders' Meeting*), at least 21 days prior to the Shareholders' Meeting on first convocation (Tuesday April 3rd, 2012).

Appointment of the Board of Statutory Auditors

Pursuant to article 26 of the Articles of Association, the members of the Board of Statutory Auditors are appointed based on lists presented by the Shareholders.

With resolution no. 18083 of January 25th, 2012, Consob ruled that shareholders must hold at least 2.5% of the share capital to be able to submit lists for the appointment of the Company's Board of Statutory Auditors.

Lists must be submitted to the Company's registered office in Zola Predosa (BO), at Via Nannetti no. 1, at least 25 days prior to the date of the Shareholders' Meeting on first convocation (Friday March 30th, 2012).

Lists for the appointment of the Board of Statutory Auditors may also be submitted by email sent to the Company's certified email address, yoox.corporate@registerpec.it. Where lists are submitted by certified email, a copy of a valid identity document of the submitting parties must also be included.

Pursuant to article 144-*sexies*, paragraph 4-*quater* of Consob Regulation no. 11971/1999, possession of the total equity interest held by the shareholders presenting the list may be proven after submitting the lists, provided that this takes place at least 21 days prior to the date of the Shareholders' Meeting (Tuesday April 3rd, 2012). It should be noted that possession of the above equity interest is determined in reference to the shares that are registered to the shareholder on the date on which the lists are filed with the Company.

If, when the deadline for submitting lists expires, only one list has been filed, or only lists submitted by Shareholders connected to one another pursuant to applicable provisions have been filed, lists may be filed until the third day after that date (i.e., until Monday, April 2nd, 2012); in this case, the minimum threshold required to be able to submit lists is halved, and will therefore be reduced to 1.25% of the share capital.

Statutory Auditors must be in possession of the prerequisites provided for by law and the Articles of Association.

For the correct procedure for submitting lists, please refer to the provisions of the Directors' report on point no. 5 of the agenda of the ordinary part and, in general, the applicable provisions of law and of the Articles of Association.

Finally, it should be noted that the lists will be available to the public at the Company's registered office and at Borsa Italiana S.p.A., and will also be published on the Company's website, www.yooxgroup.com (*Corporate Governance – Shareholders' Meeting*), at least 21 days prior to the Shareholders' Meeting on first convocation (Tuesday April 3rd, 2012).



Documentation

The documentation relating to the Shareholders' Meeting, as provided for by the legislation in force, shall be made available to the public at the Company's registered office in Zola Predosa (BO), at Via Nannetti no. 1, and at Borsa Italiana S.p.A., and will also be published on the Company's website, www.yooxgroup.com (*Corporate Governance – Shareholders' Meeting*), under the following terms:

Ordinary part

- at least 40 days prior to the date of the Shareholders' Meeting on first convocation, the Directors' report on points no. 4 and 5 of the agenda;
- at least 30 days prior to the date of the Shareholders' Meeting on first convocation, the Directors' report on points no. 1, 2, 3, 6 and 7 of the agenda and the information documents on the compensation plans based on financial instruments pursuant to article 84-*bis* of Consob Regulation 11971/1999;
- at least 21 days prior to the date of the Shareholders' Meeting on first convocation, the documentation pursuant to article 154-*ter* of Legislative Decree 58/1998, the documentation pursuant to article 123-*ter* of Legislative Decree 58/1998 and the Directors' report on point no. 8 of the agenda;
- at least 15 days prior to the date of the Shareholders' Meeting on first convocation, the documentation pursuant to article 77, paragraph 2-*bis* of Consob Regulation no. 11971/1999 shall be submitted; it should be pointed out that this documentation shall be submitted to the Company's registered office only.

Extraordinary part

- at least 21 days prior to the date of the Shareholders' Meeting on first convocation, the Directors' report on point no. 1 of the agenda and the External Auditors' report pursuant to article 2441, paragraph 4, second sentence of the Italian Civil Code.

This notice of convocation will be published, pursuant to article 125-*bis* of Legislative Decree 58/1998 and article 84 of Consob Regulation 11971/1999, and pursuant to article 7 of the Articles of Association, on the Company's website, www.yooxgroup.com (*Corporate Governance – Shareholders' Meeting*) and in daily newspaper MF Mercati Finanziari/Milano Finanza, and will be sent to Borsa Italiana S.p.A..

For the Board of Directors
The Chairman and Chief Executive Officer, Federico Marchetti
Zola Predosa (BO), 14 March 2012