



## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders are invited to attend the ordinary Shareholders' Meeting of YOOX S.p.A. on April 26, 2011 (first call) and May 5, 2011 (second call), at 11am at Via Filodrammatici 3, Milan, at Mediobanca S.p.A., and the extraordinary Shareholders' Meeting on April 26, 2011 (first call), April 28, 2011 (second call) and May 5, 2011 (third call), at the same time and place, to discuss and vote on the following

### AGENDA

#### Ordinary Shareholders' Meeting

1. YOOX S.p.A. financial statements for the year ended December 31, 2010; Directors' Report; Report of the Board of Statutory Auditors pursuant to article 153 of Legislative Decree 58/1998; Independent Auditors' Report. Proposal for allocation of profit. Presentation of the consolidated financial statements for the year ended December 31, 2010. Related and consequent resolutions.
2. Appointment of a new member to the Board of Directors pursuant to article 2386 of the Italian Civil Code. Related and consequent resolutions.
3. Authorisation to buy and sell treasury shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Civil Code, as well as article 132 of Legislative Decree 58/1998 and the relevant implementing provisions. Related and consequent resolutions.

#### Extraordinary Shareholders' Meeting

1. Proposal to amend articles 6, 7, 8, 9, 14 and 26 of the Company Bylaws. Related and consequent resolutions.

#### **Attending the Shareholders' Meeting**

The following information is provided (pursuant to article 125-bis of Legislative Decree 58/1998) relating to participation and voting:

- Pursuant to article 83-sexies of Legislative Decree 58/1998, legitimacy of participation in the Shareholders' Meeting and the exercise of voting rights is certified via communication to the Company by an intermediary, in accordance with the intermediary's own accounting records, on behalf of the individual holding the right to vote, on the basis of records as at the end of the accounting day on the seventh open market day preceding the date set for the shareholders' meeting, in the case of the first call, i.e. April 13, 2011. Credits or debits entered in the accounts after this deadline cannot be used for the purpose of proving they have a legitimate right to vote in the Shareholders' Meeting;
- Parties authorised to attend the Shareholders' Meeting may appoint proxies in writing, pursuant to the provisions in force, by completing the proxy form available on the Company website at [www.yooxgroup.com](http://www.yooxgroup.com) (*Corporate Governance* section – Shareholders' Meeting). Proxies may be sent to the Company by registered mail to its



headquarters at Via Nannetti 1, Zola Predosa (BO), or by electronic mail to the certified mailbox [yoox.corporate@registerpec.it](mailto:yoox.corporate@registerpec.it);

- Pursuant to article 135-*undecies* of Legislative Decree 58/1998, the Company has appointed Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. as Shareholder Representative. Written proxy may be given to the Shareholder Representative for proposals on the meeting agenda, provided that the proxy is delivered to the Shareholder Representative by courier, registered mail or ordinary mail, at the Shareholder Representative's address at Foro Buonaparte 10, Milan 20121, by the end of the second open market day preceding the date set for the first call of the Shareholders' Meeting, (i.e. by April 20, 2011). The proxy only applies to proposals for which voting instructions have been given. The proxy form is available on the Company website [www.yooxgroup.com](http://www.yooxgroup.com) (*Corporate Governance* section – Shareholders' Meeting) and from Corporate Affairs at Company headquarters (tel: 051-6184211, email: [corporate.affairs@yoox.com](mailto:corporate.affairs@yoox.com)). The proxy and the voting instructions may be revoked by the above deadline;
- No voting procedures will take place via mail or electronically;
- Shareholders may submit questions on agenda items before the Shareholders' Meeting, by sending their questions, together with documentation proving their shareholder status, by registered mail to the Company's headquarters at Via Nannetti 1, Zola Predosa (BO), or by email to the certified mailbox at [yoox.corporate@registerpec.it](mailto:yoox.corporate@registerpec.it). For questions delivered before the meeting, responses will be given at the latest during the meeting; the Company reserves the right to provide a single response to questions with the same content.

## **Inclusion on the agenda**

Pursuant to article 126-*bis* of Legislative Decree 58/1998, shareholders who, also jointly, represent at least one fortieth of the share capital may request the inclusion of additional items on the agenda, indicating the proposed items in the request, within ten days of the publication of this notice (i.e. by March 26, 2011). The request, together with documentation proving ownership of the portion of the share capital stipulated above, must be presented in writing by registered mail to the Company's headquarters at Via Nannetti 1, Zola Predosa (BO), or by electronic mail to the certified mailbox [yoox.corporate@registerpec.it](mailto:yoox.corporate@registerpec.it), provided that it is delivered to the Company by the above deadline. Any proposing shareholders must present a report on the proposed matters for discussion by the same deadline and using the methods described above.

Notice of any additional agenda items that the Shareholders' Meeting must discuss following these requests shall be given according to the same procedures set out for the publication of the notice calling the Shareholders' Meeting, at least fifteen days before the date set for the meeting (first call). The report provided by the proposing shareholders, together with any assessments by the management body, will be made available to the public at the same time as publication of the notice of additional agenda items and in the same form as other documentation relating to the Shareholders' Meeting.

Additions are not permitted in the case of items on which the meeting will vote, according to law, on the proposal of the directors or on the basis of a project or report prepared by the directors not included in the provisions of article 125-*ter*, paragraph 1 of Legislative Decree 58/1998.



## **Appointment of director**

With reference to the second item on the agenda, the management body currently in office was appointed by the ordinary Shareholders' Meeting of October 7, 2009, with resolution passed without application of the list vote, on the basis of Bylaws in force before the start of trading in ordinary shares of the Company on the screen-based equity market (MTA) organised and managed by Borsa Italiana S.p.A. on December 3, 2009. Therefore, for the appointment of a director necessary to complete the management body in office, pursuant to article 2386 of the Civil Code, the ordinary Shareholders' Meeting will vote through simple majority (without applying the list voting system), in accordance with article 14 of the Company Bylaws in force.

Shareholders are therefore invited to submit candidates for the appointment of a director, together with their professional curricula and the declarations with which the individual candidates accept their candidacy, and certify, under their own responsibility, that there are no reasons for ineligibility or incompatibility and they meet the requirements prescribed by the Company Bylaws and the laws and regulations in force for the office of director. They must also state whether they qualify as independent pursuant to the laws in force, including the aforementioned provisions applicable to issuers with the STAR qualification.

## **Documentation**

The documentation relating to the Shareholders' Meeting, pursuant to the laws in force, will be made available to the public at the Company's headquarters at Via Nannetti, 1, Zola Predosa (BO) and Borsa Italiana S.p.A., and will also be published on the Company website [www.yooxgroup.com](http://www.yooxgroup.com) (Corporate Governance section – Shareholders' Meeting) at the following times:

- The Directors' Report on agenda items – at the same time as this notice;
- Documentation pursuant to article 154-ter of Legislative Decree 58/1998 – on the same date;
- Documentation pursuant to article 77, paragraph 2-bis of CONSOB Regulation 11971/1999 at least 15 days before the date of the Shareholders' Meeting (first call); please be aware that this will only be available at the Company's headquarters.

Shareholders may request copies of documentation relating to agenda items.

This notice of the shareholders' meeting is 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 Company Bylaws, on the Company website [www.yooxgroup.com](http://www.yooxgroup.com) (Corporate Governance section – Shareholders' Meeting) and in the daily newspaper *MF Mercati Finanziari/Milano Finanza*, and is also sent to Borsa Italiana S.p.A..

For the Board of Directors  
Federico Marchetti (Chairman and Chief Executive Officer)  
Zola Predosa (BO), March 16, 2011