

**YOOX S.P.A.**  
Via Nannetti, 1  
40060 Zola Predosa (BO)  
Tel. 051-6184211  
Fax 051-6184225  
e-mail: corporate.affairs@yoox.com

**SHAREHOLDERS' MEETING**  
**PROXY FOR ATTENDANCE AT SHAREHOLDERS' MEETING**

I/we, the undersigned<sup>1</sup>

\*Surname or Company name \_\_\_\_\_ \*Name \_\_\_\_\_

\*Born in \_\_\_\_\_ \*Province \_\_\_\_\_ \*on

\_\_\_\_\_

\*Tax code \_\_\_\_\_

\*Residential address or registered office \_\_\_\_\_

\*Surname or Company name \_\_\_\_\_ \*Name \_\_\_\_\_

\*Born in \_\_\_\_\_ \*Province \_\_\_\_\_ \*on

\_\_\_\_\_

\*Tax code \_\_\_\_\_

\*Residential address or registered office \_\_\_\_\_

Shareholder(s) of YOOX S.p.A.

hereby delegate \_\_\_\_\_  
Name and surname or Company Name

with the authority to be replaced by \_\_\_\_\_  
Name and surname or Company Name

to represent me/us for all the shares for which I/we have voting rights at the ordinary shareholders' meeting of YOOX S.p.A. convened at Mediobanca S.p.A., Via Filodrammatici 3, Milan, for:

- 11.00 on April 19, 2010, (first call); and if necessary

\_\_\_\_\_  
<sup>1</sup> Full name of the shareholder as it appears on the copy of the shareholders' meeting attendance notice pursuant to article 2370 of the Civil Code

- 11.00, April 21, 2010, (second call).

with the following agenda:

- 1) Annual financial statements of YOOX S.p.A. for the year ending December 31, 2009; the Board of Directors' Report on Operations 2009; the Report of the Board of Auditors; External Auditors' Report; related and consequent resolutions; submission of the YOOX Group's Consolidated Balance Sheet as of December 31, 2009 and related reports. Related and consequent resolutions.
- 2) Changes to the auditing appointment, which has been assigned, pursuant to article 155 and subsequent articles of Legislative Decree 58/1998, to KPMG S.p.A. by the Company's ordinary shareholders' meeting held on September 8, 2009, and resulting determination of the compensation for this appointment for the financial years 2009-2017. Inherent and consequent resolutions.
- 3) Expansion of the Board of Directors through the appointment of a director pursuant to article 2386 of the Italian Civil Code; related and consequent resolutions.

I fully approval of the actions resulting from discussion at the shareholders' meeting.

Date

Signature(s)

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## **INSTRUCTIONS FOR COMPLETING THE VOTING PROXY**

If the shareholder is unable to attend the shareholders' meeting, he/she has the right to delegate a person of his/her choice to attend and vote on his/her behalf.

1. The proxy must be in writing, dated and signed, and the name of the representative must be inserted by the shareholder and not by a third party;
2. representation may only be granted for individual meetings, with effect also for subsequent calls, unless it is:
  - a. a general proxy; or
  - b. a proxy granted by a company, association, foundation or other collective body or institution ("Organisation") to an employee;
3. in the cases referred to in points 2a. and 2b. and if the shareholder is an Organisation, a copy of the documentation attributing the power of representation must be attached to the proxy, for filing with the Company's documents;
4. the representative may not, in turn, appoint a proxy or be replaced, unless the shareholder has expressly granted him/her the power to do so, mentioning the name of the replacement;
5. if the proxy is granted to an Organisation, the latter may only appoint an employee or associate as its proxy;
6. the proxy may also be granted to a person that is not a shareholder of YOOX S.p.A.;
7. the proxy may not be granted to directors, auditors or employees of YOOX S.p.A. nor its subsidiaries, nor to the directors, auditors and employees of the latter; furthermore, the proxy may not be conferred to the appointed auditing company, nor its shareholders, directors, auditors or employees, nor finally to the clearing house for financial instruments;
8. the proxy holder may not represent more than 200 shareholders (if no operation to solicit or collect proxies is in progress);
9. if the shares are co-owned, the proxy must carry the signatures of all the co-owners, even if the representative is one of the co-owners.
10. if the proxy is granted without any specific voting instructions by the delegating party to the representative, the regulations regarding significant shareholdings in listed issuers set out in article 118, paragraph 1, letter c) of CONSOB Regulation 11971/99 may apply.

For further clarification or information on attending the YOOX S.p.A. shareholders' meeting, please contact Corporate Affairs: tel.: 051-6184211; e-mail: [corporate.affairs@yoox.com](mailto:corporate.affairs@yoox.com)

## **NOTE**

Note that pursuant to article 13 of Legislative Decree 196/2003, the data contained in the proxy form shall be handled by the Company – the data handler – to manage meeting operations, in accordance with the personal data protection laws in force.

This data may be made known to our associates specifically authorised to handle it, in their capacity as data managers or persons in charge, for the above-mentioned purposes: such data may be communicated or disseminated to specific parties in fulfilment of a legal, regulatory or EU obligation, or based on provisions issued by Authorities so authorised by law or by supervisory and control bodies; without the data specified as mandatory (\*), the representative shall not be allowed to attend the meeting.

The party concerned is entitled to know, at any time, the data relating thereto that we hold, its origin and how it is used; the party concerned also has the right to have this data updated, amended, supplemented or erased, request that it is blocked or object to its processing, applying to the Data Manager pursuant to article 7 of Legislative Decree 196/2003 (Privacy Manager – YOOX S.p.A. – Via Nannetti, 1 40060 Zola Predosa (BO)

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