

YOOX S.p.A.

SHAREHOLDERS' MEETING PROXY FOR ATTENDANCE AT SHAREHOLDERS' MEETING

I/we, the undersigned¹

*Surname or company name *First name
*Born in *Prov. *on
*Tax code Telephone
*Residential address or registered office

*Surname or company name *First name
*Born in *Prov. *on
*Tax code Telephone
*Residential address or registered office

Person/s entitled to exercise rights over YOOX S.p.A. shares by virtue of their capacity as

- | | | |
|---|--|-----------------------------------|
| <input type="checkbox"/> shareholder ² | <input type="checkbox"/> secured creditor | <input type="checkbox"/> borrower |
| <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian | <input type="checkbox"/> manager |
| <input type="checkbox"/> legal representative | <input type="checkbox"/> proxy with power of subdelegation | |

hereby appoint

_____ surname and first name or company name

with the authority to be replaced by

_____ surname and first name or company name

to represent me/us in relation to all the shares for which I/we have voting rights at the Ordinary Shareholders' Meeting of YOOX S.p.A. called for:

In ordinary session

- 11 a.m. on 24 April 2012 at Mediobanca S.p.A., Via Filodrammatici 3, Milan (first call);
- 11 a.m. on 27 Aprile 2012 at Mediobanca S.p.A., Via Filodrammatici 3, Milan (second call).

In extraordinary session

- 11 a.m. on 24 April 2012 at Mediobanca S.p.A., Via Filodrammatici 3, Milan (first call);
- 11 a.m. on 26 April 2012 at Mediobanca S.p.A., Via Filodrammatici 3, Milan (second call);
- and
- 11 a.m. on 27 April 2012 at Mediobanca S.p.A., Via Filodrammatici 3, Milan (third call).

¹ Full name of the person entitled as it appears on the copy of the notice for attendance of the shareholders' meeting pursuant to Art. 83-sexies of Legislative Decree 58/1998 (record date).

² By which is meant the person holding the shares on the date specified in Art. 83-sexies of Legislative Decree 58/1998.

To facilitate your participation in the Meeting, you are asked to send this proxy, together with any supporting documentation, with evidence of the signatory's powers, as soon as possible. The proxy holder may, instead of the original proxy, hand over or send a copy of the proxy, in hard copy or electronic format, certifying under his own liability that the proxy matches the original and the identity of the proxy grantor. The documents, including this proxy form, must be sent to the Company either by registered letter to the Company's registered office at Via Nannetti 1, Zola Predosa (BO) or by electronic mail to the certified mail address yoox.corporate@registerpec.it.

- in relation to _____ ordinary shares of YOOX S.p.A.
- in relation to all the ordinary shares of YOOX S.p.A. for which notice to take part in the Meeting has been requested.

with the following agenda:

Ordinary session

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 art. 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 session

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 art. 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 art. 5 of the Company's articles of association; related and consequent resolutions.

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

Date

Signature(s)

INSTRUCTIONS FOR COMPLETING THE VOTING PROXY

If the person entitled is unable to attend the shareholders' meeting, he/she has the right to appoint 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 proxy holder 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:
 - (i) a general proxy or
 - (ii) 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 2.(i) and 2(ii). and if the person entitled to exercise the right to participate and vote 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. if the proxy is granted to an Organisation, the latter may only appoint an employee or associate as its proxy;
5. the proxy may also be granted to a person that is not a shareholder of YOOX S.p.A.;
6. 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;
7. if the proxy is granted without any specific voting instructions by the proxy grantor to the proxy holder, the regulations regarding significant shareholdings in listed issuers set out in Article 118, paragraph 1, letter c) of CONSOB Regulation 11971/99 may apply;
8. persons entitled and their proxies are urged to take account of the provisions of Art. 135-decies of Legislative Decree 58/1998 on conflicts of interest of the representative.

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

NOTE

Pursuant to Article 13 of Legislative Decree 196/2003, the data contained in the proxy form shall be processed by the Company – the data controller – 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 process such data, in their capacity as Data Controllers or Processors, 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 proxy holder shall not be allowed to attend the meeting.

The data subject is entitled to know, at any time, the data that we hold concerning him, their source and how they are used. The data subject also has the right to have this data updated, amended, supplemented or erased and to request the blocking or object to the processing of such data, by contacting the Data Controller pursuant to Article 7 of Legislative Decree 196/2003 (Privacy Manager – YOOX S.p.A. – Via Nannetti, 1 40060 Zola Predosa (BO) Tel. 051-6184211 – Fax 051-6184225).