



**PRESS RELEASE**

**The YOOX S.p.A. Shareholders Meeting approved:**

- **The Annual Financial Statements for the year ended 31 December 2011**
- **Section 1 of the Remuneration Report**
- **The motion to integrate the procedures and conditions regarding the performance of the statutory audit by the auditing firm KPMG S.p.A.**
- **The appointment of the Board of Directors and Board of Statutory Auditors**
- **The Stock Grant Plan**
- **The authorisation to purchase and dispose of treasury shares**

*Milan, 27 April 2012* - The Shareholders' Meeting of YOOX S.p.A. (MTA, STAR. YOOX) convened today in ordinary and extraordinary sessions, on second and third call, respectively.

**2011 Annual Financial Statements**

The ordinary shareholders' meeting approved the annual financial statements for the year ended 31 December 2011, as proposed by the Board of Directors and already published on 7 March 2012, the figures being given in the appendix hereto. The consolidated financial statements for the Group at 31 December 2011, as appended hereto, was presented during the session. The meeting also approved the motion to transfer to retained earnings YOOX S.p.A.'s full profit for the financial year, amounting to EUR 8,058,981.25.

**Remuneration Report**

The Shareholders' Meeting approved, with a non-binding vote, Section 1 of the Remuneration Report drawn up pursuant to Arts 123-ter and 84-quater of Legislative Decree 58/1998 and in accordance with Appendix 3A, Tables 7-bis and 7-ter, of Consob (Italian Securities and Exchange Commission) Regulation 11971/1999.

**Integration of procedures and terms and conditions for performance of the audit assignment entrusted to KPMG S.p.A.**

The Shareholders' Meeting approved the proposal by the Board of Statutory Auditors to integrate the procedures and terms and conditions for the performance of statutory audit assignments, as specified in Legislative Decree 39/2010, entrusted to KPMG S.p.A. for the financial years running from 31 December 2009 to 31 December 2017 by the Shareholders' Meeting on 8 September 2009, as amended by the Shareholders' Meeting on 21 April 2010.



### **Board of Directors and Board of Auditors**

The Shareholders' Meeting appointed the Board of Directors, composed of 7 members, for a period of three years, running from 2012 to 2014. The following persons, drawn from the sole list presented by shareholder Federico Marchetti, were appointed as members of the Board of Directors: Federico Marchetti, Stefano Valerio, Catherine Gérardin-Vautrin (independent director), Mark Evans, Elserino Mario Piol (independent director), Massimo Giaconia (independent director) and Raffaello Napoleone (independent director).

The Shareholders' Meeting also appointed the Board of Auditors for a period of three years, running from 2012 to 2014. The following persons, drawn from the sole list presented by shareholder Federico Marchetti, were appointed as members of the Board of Auditors: Filippo Tonolo (Chairman), David Reali (current member), Patrizia Arienti (current member), Edmondo Maria Granata (alternate member) and Salvatore Tarsia (alternate member).

The *curriculum vitae* of the members of the Board of Directors and Board of Auditors are available for consultation at the registered office and on the website [www.yooxgroup.com](http://www.yooxgroup.com) (*Corporate Governance* section).

It is the company's understanding that Director Federico Marchetti holds 3,590,433 YOOX ordinary shares, Director Stefano Valerio holds 104,000 YOOX ordinary shares, and Director Raffaello Napoleone holds 14,555 YOOX ordinary shares.

### **Stock Grant Plan**

Pursuant to art. 114-*bis* of Legislative Decree 58/1998, the Shareholders' Meeting approved the establishment of a new employee incentive scheme, the "Stock Grant Plan", reserved for employees of YOOX S.p.A. and of the companies it controls, directly or indirectly, to whom 550,000 ordinary shares of YOOX S.p.A. will be allocated, free of charge; the Board of Directors was given the task of adopting the relevant rules. The details of the Stock Grant Plan, including the terms and conditions and implementing provisions, are given in the Directors' Explanatory Report and in the information document drawn up in accordance with art. 84-*bis* of Consob Regulation 11971/1999, which is available on the company's website [www.yooxgroup.com](http://www.yooxgroup.com) (*Corporate Governance* - Corporate Documents).

### **Purchase and disposal of treasury shares**

Finally, the Shareholders' Meeting approved the authorisation to purchase and dispose of treasury shares, as defined in arts 2357, 2357-*ter* of the Italian Civil Code, and art. 132 of Legislative Decree 58/1998 and in accordance with the implementing provisions, subject to revocation of that part of the resolution approved by the Shareholders' Meeting of 5 May 2011 that has not been executed.

The authorisation to purchase and dispose of treasury shares is intended to give the Board of Directors the option of using the treasury shares for the purposes contemplated by the accepted market practice of acquiring treasury shares to establish a "securities inventory", as permitted by Consob pursuant to art. 180(1)(c) of Legislative Decree 58/1998 and adopted under resolution 16839 of 19 March 2009; these purposes include: (i) the potential use of the shares as consideration in extraordinary transactions, and to be exchanged for the holdings of other parties as part of transactions undertaken in the company's interests; or (ii) using the treasury shares acquired to service the programme for the distribution of stock options or shares to executive directors and staff of the company or of the companies it controls, or for programmes for free shares to be allocated to individual beneficiaries under such programmes. Authorisation to purchase and retire treasury shares is also granted for the purposes of undertaking the treasury securities lending to the dealer so that the latter can meet its own contractual obligations vis-à-vis the company with regard to the settlement of transactions involving YOOX's ordinary shares under the terms and conditions laid down in the applicable provisions.

Authorisation was also approved for the purchase in tranches of YOOX no-par value ordinary shares up to a maximum amount which, allowing for the YOOX ordinary shares held from time to time in the portfolio of the company and of companies it controls, does not exceed in total the maximum ceiling established by prevailing legislation (on



the date on which the resolution concerned was adopted the ceiling established under art. 2357(3) of the Civil Code was 20% of the equity capital).

In this regard, a mandate was given to the Board of Directors to identify the number of shares to be purchased for each of the purposes for which this authorisation was granted in advance of any individual purchase programme, ensuring compliance with the above ceiling and with the terms and conditions laid down in art. 144bis(1)(b) of Consob Regulation 11971/1999, as amended. These purchases should be for an amount which does not exceed whichever is the higher of the price of the last independent transaction and the highest independent bid price on the market where the purchase is made; this with the clear understanding, however, that the unit price may not, however, be less than 15% lower or 15% higher than the official price published for YOOX shares on the trading day preceding each individual purchase transaction.

The meeting also approved authorisation for the Board of Directors to be able to dispose, as defined by and for the purposes of art. 2357-ter of the Italian Civil Code, of treasury shares acquired pursuant to this resolution, or held in the company's portfolio, these shares to be disposed of at any time, in full or in part, in a single operation or on multiple occasions, through the stock exchange or over-the-counter trading or through the assignment of real and/or personal rights, including but not limited to securities lending.

The authorisation to purchase treasury shares was granted for a period of 18 months from the date of this resolution. The authorisation to dispose of the treasury shares was granted for an indefinite period.

It should be noted that the company currently has 162,000 treasury shares in its portfolio, equating to 0.29% of the equity capital at today's date.

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The extraordinary Shareholders' Meeting did not approve the capital increase through payment in cash in one or more tranches for a maximum amount of EUR 20,044.23, which was to be allocated to share capital excluding option rights, pursuant to art. 2441, paragraph 4, second indent of the Italian Civil Code, to service a new stock option plan.

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### ***Meeting of the Board of Directors and resolutions relating to corporate governance***

The Board of Directors met after the end of the Shareholders' Meeting and confirmed Federico Marchetti as Chairman and Chief Executive Officer of the company and Stefano Valerio as Vice Chairman of the company, granting them the requisite powers.

The Board of Directors also adopted resolutions relating to corporate governance.

In particular, the Board of Directors, having taken note of the declarations by Directors Catherine Gérardin-Vautrin, Elserino Mario Piol, Massimo Giaconia and Raffaello Napoleone and having taking into account the information available to them, confirmed that the aforementioned directors satisfied the criteria for independence – as defined in art. 148(3) of Legislative Decree 58/1998 and as required under art. 147ter(4) of Legislative Decree 58/1998 and art. 3 of the Code of Conduct issued by Borsa Italiana S.p.A. In this regard, it should be noted that no evaluation criteria deviating from those given in the Italian Stock Exchange Code of Conduct have been adopted.

In particular, the Board of Directors, having taken note of the declarations by the current statutory auditors, Filippo Tonolo, David Reali and Patrizia Arienti, and having taking into account the information available to it, confirmed, for all due purposes, that the aforementioned persons satisfied the criteria for independence set out in art. 148(3) of Legislative Decree 58/1998 and art. 3 of the Code of Conduct issued by the Italian stock exchange, Borsa Italiana



SpA. In this regard, it should be noted that no evaluation criteria deviating from those given in the Italian Stock Exchange Code of Conduct have been adopted.

The Board of Directors also appointed:

(i) the members of the Control and Risk Committee, in the persons of Directors Massimo Giaconia (Chairman), Elserino Mario Piol and Raffaello Napoleone;

(ii) the members of the Compensation Committee, in the persons of Directors Elserino Mario Piol (Chairman), Catherine Gérardin-Vautrin and Stefano Valerio;

(iii) the members of the Appoint Committee, in the persons of Directors Massimo Giaconia (Chairman), [Elserino Mario Piol and Raffaello Napoleone;

(iv) the members of the Related Parties Committee, in the persons of Directors Massimo Giaconia (Chairman), Elserino Mario Piol and Raffaello Napoleone;

Finally, the Board of Directors appointed Federico Marchetti as executive director in charge of the internal control and risk management system, and independent director Massimo Giaconia as Lead Independent Director.

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*Pursuant to Article 154-bis, paragraph 2 of the Italian Consolidated Law on Finance, Francesco Guidotti, the Director responsible for preparing the financial statements, certifies that the accounting information contained in this press release corresponds to documentary records and to accounting books and ledger entries.*



## **YOOX Group**

YOOX Group is the global Internet retailing partner for leading fashion & design brands. It has established itself amongst the market leaders with multi-brand stores [yoox.com](http://yoox.com), [thecorner.com](http://thecorner.com), the new online destination [shoescribe.com](http://shoescribe.com) as well as with numerous mono-brand Online Stores, such as [zegna.com](http://zegna.com), [armani.com](http://armani.com) and [diesel.com](http://diesel.com), all “Powered by YOOX Group”. The Group has offices and operations in Europe, the United States, Japan, China and Hong Kong and delivers to more than 100 countries worldwide.

[yoox.com](http://yoox.com), established in 2000, is the leading virtual store for multi-brand fashion and design in the world. Thanks to long-standing direct relationships with designers, manufacturers and official retailers worldwide, yoox.com offers a never-ending selection of products that are hard-to-find elsewhere, including: an edited range of end-of-season clothing and accessories from the world’s most prestigious designers, exclusive capsule collections, eco-friendly fashion, a unique assortment of home design objects, rare vintage finds and art books.

Launched in 2008, [thecorner.com](http://thecorner.com) is the online boutique showcasing a selection of cutting-edge fashion and accessories for men and women through dedicated mini-stores. The basis of this trailblazing retail concept is the “corner” - a mini-store and creative platform for designers to feature their latest collections alongside multimedia content - where visitors fully experience the designers’ world and inspirations.

[shoescribe.com](http://shoescribe.com), launched in 2012, is the online destination for women dedicated entirely to shoes and everything that surrounds them: a wide-ranging and carefully edited assortment including everything from top designer names to researched brands complemented by unique and interesting editorial content and exclusive shoe-related services.

Since 2006, YOOX Group designs and manages mono-brand Online Stores for fashion brands looking to offer their latest collections on the Internet. Thanks to years of experience and online shopping expertise, YOOX Group offers its brand-partners a complete solution including a customized technological platform, innovative interface design, global logistics, excellent customer care and international web marketing.



**ANNEX 1 - YOOX GROUP RECLASSIFIED CONSOLIDATED INCOME STATEMENT<sup>1</sup>**

In millions of Euros	4Q 2011	4Q 2010	Change	2011	2010	Change
Consolidated net revenues	86.8	63.5	36.6%	291.2	214.3	35.9%
Cost of goods sold	(52.5)	(36.2)	45.0%	(183.0)	(129.9)	40.9%
<b>Gross Profit<sup>2</sup></b>	<b>34.2</b>	<b>27.3</b>	<b>25.3%</b>	<b>108.2</b>	<b>84.4</b>	<b>28.1%</b>
% of consolidated net revenues	39.5%	43.0%		37.1%	39.4%	
Fulfillment costs	(7.2)	(6.1)	19.2%	(29.6)	(21.5)	37.3%
Sales and marketing costs	(9.4)	(6.9)	36.6%	(31.5)	(24.7)	27.8%
<b>EBITDA Pre Corporate Costs<sup>3</sup></b>	<b>17.6</b>	<b>14.3</b>	<b>22.5%</b>	<b>47.0</b>	<b>38.2</b>	<b>23.2%</b>
% of consolidated net revenues	20.3%	22.6%		16.2%	17.8%	
General & administrative expenses	(5.7)	(5.3)	7.1%	(22.6)	(18.9)	19.3%
Other income and expenses	0.4	(0.1)	>100%	(0.4)	(0.5)	-28.3%
<b>EBITDA<sup>4</sup></b>	<b>12.3</b>	<b>8.9</b>	<b>37.5%</b>	<b>24.1</b>	<b>18.8</b>	<b>28.4%</b>
% of consolidated net revenues	14.1%	14.0%		8.3%	8.8%	
Depreciation and amortisation	(2.8)	(1.4)	>100%	(7.7)	(3.7)	>100%
Non-recurring items	-	-	-	-	-	-
<b>Operating profit</b>	<b>9.5</b>	<b>7.5</b>	<b>25.8%</b>	<b>16.4</b>	<b>15.0</b>	<b>9.4%</b>
% of consolidated net revenues	10.9%	11.8%		5.6%	7.0%	
Financial income	0.9	0.3	>100%	1.2	1.0	25.4%
Financial expenses	(0.5)	(0.2)	>100%	(1.2)	(1.1)	14.8%
<b>Profit before tax</b>	<b>9.9</b>	<b>7.7</b>	<b>29.0%</b>	<b>16.5</b>	<b>14.9</b>	<b>10.1%</b>
% of consolidated net revenues	11.4%	12.1%		5.6%	7.0%	
Taxes	(3.5)	(2.6)	36.5%	(6.4)	(5.8)	10.7%
<b>Consolidated net income</b>	<b>6.4</b>	<b>5.1</b>	<b>25.2%</b>	<b>10.0</b>	<b>9.1</b>	<b>9.7%</b>
% of consolidated net revenues	7.3%	8.0%		3.4%	4.3%	
<b>EBITDA Excluding Incentive Plan Costs<sup>5</sup></b>	<b>13.3</b>	<b>10.0</b>	<b>32.6%</b>	<b>28.2</b>	<b>22.5</b>	<b>25.6%</b>
% of consolidated net revenues	15.3%	15.8%		9.7%	10.5%	

<sup>1</sup> Note: For clarity of information, the percentage changes reported in this press release have been calculated using exact figures. Any differences found in some of the tables are due to the rounding of values expressed in millions of Euros.

<sup>2</sup> Gross profit is profit before fulfilment costs, commercial expenses, general expenses, other operating income and expenses, depreciation and amortisation, non-recurring expenses, financial income and expenses and income taxes. Since gross profit is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union, its calculation might not be standard, and the measurement criterion adopted by the Group might not be consistent with that adopted by other groups. Accordingly, the resulting figures may not be comparable.

<sup>3</sup> EBITDA Pre Corporate Costs (or Operating Profit by business line) is defined as earnings before general expenses, other income and expenses, depreciation and amortisation, non-recurring expenses, financial income and expenses and income taxes. Since EBITDA Pre Corporate Costs is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union, its calculation might not be standard, and the measurement criterion adopted by the Group might not be consistent with that used by other groups. Accordingly, the resulting figures may not be comparable. EBITDA Pre Corporate Costs corresponds to the operating profit by business line reported in the Group's Consolidated Financial Statements.

<sup>4</sup> EBITDA is earnings before depreciation and amortisation, non-recurring expenses, financial income and expenses and income taxes. Since EBITDA is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union, its calculation might not be standard. Group management uses EBITDA to monitor and measure the Group's performance. The management believes that EBITDA is an important indicator of operating performance in that it is not affected by the various criteria used to calculate taxes, the amount and characteristics of invested capital and the related amortisation and depreciation methods. The criterion used by the Group to calculate EBITDA might not be consistent with that adopted by other groups. Accordingly, the resulting figures may not be comparable between groups.

<sup>5</sup> EBITDA Excluding Incentive Plan Costs is defined as EBITDA before the costs associated with Stock Option Plans and Company Incentive Plans, as described in the Group's Consolidated Financial Statements.



## ANNEX 2 - YOOX GROUP RECLASSIFIED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In millions of Euros	2011	2010	Change
Net working capital <sup>6</sup>	33.0	24.8	33.2%
Non-current assets	36.9	21.5	71.8%
Non-current liabilities (excluding financial liabilities)	(0.3)	(0.4)	-25.5%
<b>Net invested capital<sup>7</sup></b>	<b>69.6</b>	<b>45.9</b>	<b>51.8%</b>
Shareholders' equity	82.6	68.7	20.2%
Net debt / (net financial position) <sup>8</sup>	(12.9)	(22.8)	-43.3%
<b>Total sources of financing</b>	<b>69.6</b>	<b>45.9</b>	<b>51.8%</b>

## ANNEX 3 - YOOX GROUP RECLASSIFIED CONSOLIDATED STATEMENT OF CASH FLOWS

In millions of Euros	2011	2010	Change
Cash flow from (used in) operating activities	14.9	(0.5)	>100%
Cash flow from (used in) investing activities	(10.7)	(11.5)	-7.4%
<b>Sub-Total</b>	<b>4.2</b>	<b>(12.0)</b>	<b>&gt;100%</b>
Cash flow from (used in) financing activities	(5.6)	1.2	>100%
<b>Total Cash Flow for the period</b>	<b>(1.4)</b>	<b>(10.8)</b>	<b>-86.6%</b>

<sup>6</sup> Net working capital is current assets, net of current liabilities, with the exception of cash and cash equivalents, bank loans and borrowings and other financial payables falling due within one year and financial assets and liabilities included under other current assets and liabilities. Net working capital is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union. The measurement criterion adopted by the Company might not be consistent with that adopted by other groups. Accordingly, the balance obtained by the Company may not be comparable with the figures obtained by other groups.

<sup>7</sup> Net invested capital is the sum of net working capital, non-current assets and non-current liabilities, net of non-current financial liabilities. Net invested capital is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union. The measurement criterion adopted by the Company might not be consistent with that adopted by other groups. Accordingly, the balance obtained by the Company may not be comparable with the figures obtained by other groups.

<sup>8</sup> Net debt (or net financial position) is the sum of cash and cash equivalents, other current financial assets, net of bank loans and borrowings and other financial payables falling due within one year, other current financial liabilities and non-current financial liabilities. Net debt (or net financial position) is not recognised as an accounting measure under Italian GAAP or the IFRS endorsed by the European Union. The measurement criterion adopted by the Company might not be consistent with that adopted by other groups. Accordingly, the balance obtained by the Company may not be comparable with the figures obtained by other groups. Other current financial assets are not governed in detail in CESR's definition of net debt (or net financial position): the Group considers it appropriate to supplement this definition by including receivables from acquirers and logistics operators that have been requested to collect cash on delivery under "other current financial assets".



## ANNEX 4 - YOOX S.P.A. RECLASSIFIED INCOME STATEMENT

In millions of Euros	2011	2010	Change
Net revenues	249.2	183.4	35.9%
Cost of goods sold	(167.9)	(123.1)	36.5%
<b>Gross Profit<sup>9</sup></b>	<b>81.3</b>	<b>60.3</b>	<b>34.7%</b>
% of net revenues	32.6%	32.9%	
Fulfillment costs	(24.4)	(18.3)	33.9%
Sales and marketing costs	(19.1)	(15.8)	21.2%
<b>EBITDA Pre Corporate Costs<sup>10</sup></b>	<b>37.7</b>	<b>26.3</b>	<b>43.4%</b>
% of net revenues	15.1%	14.3%	
General & administrative expenses	(16.5)	(12.2)	36.1%
Other income and expenses	(0.2)	(0.4)	-51.6%
<b>EBITDA<sup>11</sup></b>	<b>20.9</b>	<b>13.7</b>	<b>52.6%</b>
% of net revenues	8.4%	7.5%	
Depreciation and amortisation	(7.6)	(3.7)	>100%
Non-recurring items	-	-	-
<b>Operating profit</b>	<b>13.4</b>	<b>10.0</b>	<b>33.5%</b>
% of net revenues	5.4%	5.5%	
Financial income	0.6	0.9	-28.2%
Financial expenses	(1.0)	(0.9)	7.3%
<b>Profit before tax</b>	<b>13.0</b>	<b>9.9</b>	<b>30.6%</b>
% of net revenues	5.2%	5.4%	
Taxes	(4.9)	(3.9)	26.9%
<b>Net Income</b>	<b>8.1</b>	<b>6.1</b>	<b>33.0%</b>
% of net revenues	3.2%	3.3%	
<b>EBITDA Excluding Incentive Plan Costs<sup>12</sup></b>	<b>25.1</b>	<b>17.4</b>	<b>44.6%</b>
% of net revenues	10.1%	9.5%	

<sup>9</sup> See note 2.

<sup>10</sup> See note 3.

<sup>11</sup> See note 4.

<sup>12</sup> See note 5.



## ANNEX 5 - YOOX S.P.A. RECLASSIFIED STATEMENT OF FINANCIAL POSITION

In millions of Euros	2011	2010	Change
Net working capital <sup>13</sup>	39.0	29.0	34.6%
Non-current assets	36.4	20.0	81.7%
Non-current liabilities (excluding financial liabilities)	(0.3)	(0.4)	-24.7%
<b>Net invested capital<sup>14</sup></b>	<b>75.1</b>	<b>48.6</b>	<b>54.5%</b>
Shareholders' equity	75.1	63.9	17.6%
Net debt / (net financial position) <sup>15</sup>	(0.0)	(15.2)	-100.0%
<b>Total sources of financing</b>	<b>75.1</b>	<b>48.6</b>	<b>54.5%</b>

## ANNEX 6 - YOOX S.P.A. RECLASSIFIED STATEMENT OF CASH FLOWS

In millions of Euros	2011	2010	Change
Cash flow from (used in) operating activities	10.3	(2.7)	>100%
Cash flow from (used in) investing activities	(11.4)	(12.3)	-7.4%
<b>Sub-Total</b>	<b>(1.1)</b>	<b>(15.0)</b>	<b>-92.3%</b>
Cash flow from (used in) financing activities	(2.4)	1.2	>100%
<b>Total Cash Flow for the period</b>	<b>(3.6)</b>	<b>(13.7)</b>	<b>-73.9%</b>

<sup>13</sup> See note 6.

<sup>14</sup> See note 7.

<sup>15</sup> See note 8.