



YOOX GROUP

REMUNERATION REPORT

pursuant to Article 123-ter TUF

REMUNERATION REPORT

GLOSSARY

Code: the Code of Conduct of listed companies approved in March 2006 (and amended in March 2010) by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., available at www.borsaitaliana.it, under “Borsa Italiana – Rules – Corporate Governance”.

Civil Code/c.c.: the Italian Civil Code.

Board or Board of Directors: the Board of Directors of the Issuer.

Issuer or Company: the issuer of listed shares to which the Report refers.

Year: the financial year to which the Report refers.

Instructions for Stock Exchange Regulation: the instructions for regulation of the markets organised and managed by Borsa Italiana S.p.A..

MTA: the Mercato Telematico Azionario (screen-based equity market) organised and managed by Borsa Italiana S.p.A.

Stock Exchange Regulation: the regulation of markets organised and managed by Borsa Italiana S.p.A. (as subsequently amended).

Issuers’ Regulations: the Regulations issued by CONSOB with Resolution no. 11971 of 1999 concerning issuers (as subsequently amended).

Remuneration Report: the remuneration report that companies must prepare pursuant to Article 123-*bis* of the TUF.

TUF: Legislative Decree no. 58 of February 24, 1998 (Consolidated Finance Law).

YOOX, Issuer or Company: the issuer of listed shares to which the Report refers.

INTRODUCTION

INTRODUCTION

This Remuneration Report has been prepared pursuant to Article 123-*ter* of Legislative Decree no. 58 of February 24, 1998 (the “**TUF**”) and Article 84-*quater* of the Issuers’ Regulations and drafted in compliance with Annex 3A 7-*bis* and 7-*ter* of the same regulation.

The Remuneration Report is divided into the following sections:

- Section I illustrates Company policy on the subject of remuneration of members of the Board of Directors, general managers and management personnel with strategic responsibilities with reference to at least the next financial year and the procedures used for the adoption and implementation of this policy;
- Section II, by name for payments made to Directors and Statutory Auditors and, in aggregate form, for payments made to management personnel with strategic responsibilities:
 - provides an adequate representation of each of the items that make up the remuneration, including payments for the termination of office or termination of the employment relationship;
 - analytically illustrates remuneration paid during the reference year of any kind and in any form by the Company and by subsidiaries or associated companies, indicating any components in the above-mentioned remuneration that refer to activities carried out in years prior to the reference year and also remuneration to be paid in one or several subsequent years for activities carried out in the reference year, giving an estimated value for the components that cannot be objectively quantified in the reference year.

SECTION I

This section of the Remuneration Report describes the essential guidelines of the remuneration policy adopted by the Company (the “**Remuneration Policy**”).

The Remuneration Policy defines the principles and guidelines to which YOOX adheres in determining the policy on remuneration for Directors and management personnel with strategic responsibilities and in monitoring their application.

The Remuneration Policy, also prepared in the light of the recommendations in the Code, was approved by the Board of Directors on March 7, 2012 following the proposal of the Remuneration Committee.

As set out in CONSOB Regulation no. 17221 of March 12, 2010 on the subject of transactions with related parties and as subsequently amended (the “**Related Parties Regulation**”), and included in the internal procedure adopted by the Company on November 11, 2010, available on the Company’s website www.yooxgroup.com (“Corporate Governance”), the approval of the Remuneration Policy by the Shareholders’ Meeting exonerates the Company from applying the above-mentioned procedure for Board of Director decisions on the subject of the remuneration of Directors and management personnel with strategic responsibilities when the latter are consistent with the Remuneration Policy. In addition, pursuant to Article 13, paragraph 1 of the Related Parties Regulation, the above-mentioned procedure does not apply to Shareholders’ Meeting decisions as established in Article 2389, paragraph 1, c.c., relating to payments to members of the Board of Directors and the executive committee, or to decisions on the subject of the remuneration of Directors holding specific positions that come under the total amount determined in advance by the Shareholders’ Meeting pursuant to Article 2389, paragraph 3, second period of the Civil Code.

a) bodies or individuals involved in the preparation and approval of the remuneration policy, specifying their respective roles, as well as bodies or individuals responsible for the correct implementation of this policy

The main individuals and bodies involved in the preparation and approval of the Remuneration Policy are the Board of Directors, Remuneration Committee, Shareholders’ Meeting and Board of Statutory Auditors.

Board of Directors

The Board of Directors:

- sets up a Remuneration Committee from within its ranks;
- decides the remuneration of Directors holding specific positions following a proposal from the Remuneration Committee, with the approval of the Board of Statutory Auditors, possibly under the scope of the overall compensation decided by the Shareholders’ Meeting pursuant to Article 2389, paragraph 3, c.c. and Article 20 of the Company Bylaws;
- defines the Remuneration Policy after consulting the Remuneration Committee;
- approves the Remuneration Report, pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers’ Regulations;
- prepares any remuneration plans based on shares or other financial instruments destined for Directors, employees and co-workers, including management personnel with strategic responsibilities, submitting them for the approval of the Shareholders’ Meeting pursuant to Article 114-bis of the TUF and seeing to their implementation.

Remuneration Committee

The Company’s Remuneration Committee, established from within the ranks of the Board of Directors, is made up of Non-executive directors, the majority of whom are independent.

The Remuneration Committee has a consulting and advisory role, and its main duty is to submit proposals to the Board of Directors regarding the remuneration of Chief Executive Officers and Directors holding specific positions, as well as, following recommendations of the Chief Executive Officers, to determine criteria for the remuneration of management personnel with strategic responsibilities.

The establishment of this Committee ensures the broadest information and transparency regarding the remuneration due to Directors holding specific positions, as well as the procedures through which this is determined. It is, however, understood that, in accordance with Article 2389, paragraph 3 of the Civil Code, the Remuneration Committee only holds a consulting role, while the power to determine the remuneration of Directors holding specific positions remains vested in the Board of Directors, having listened to the advice of the Board of Statutory Auditors.

The Remuneration Committee is responsible for the duties set out in Article 7 of the Code, and specifically:

- a) it submits proposals to the Board of Directors regarding the remuneration of Chief Executive Officers and other Directors holding specific positions, monitoring the application of the decisions taken by the Board;
- b) it periodically assesses the criteria adopted for the remuneration of management personnel with strategic responsibilities, monitors their application based on the information provided by Chief Executive Officers and issues general recommendations in relation thereto to the Board of Directors.

The Remuneration Committee is also assigned duties in relation to the management of any incentive plans approved by the relevant Company management bodies.

Shareholders' Meeting

On the subject of remuneration, the Shareholders' Meeting:

- decides the payment of members of the Board of Directors pursuant to Article 2364, paragraph 1, no. 3), of the Civil Code, also pursuant to Article 2389, paragraph 3, of the Civil Code and Article 20 of the Company Bylaws;
- expresses its opinion through an advisory vote in Section I of the Remuneration Report prepared by the Board of Directors;
- approves any remuneration plans based on shares or other financial instruments destined for Directors, employees and co-workers, including management personnel with strategic responsibilities, pursuant to Article 114-*bis* of the TUF.

Board of Statutory Auditors

The Board of Statutory Auditors expresses its opinion on the subject of remuneration proposals for Directors holding specific positions, pursuant to Article 2389, paragraph 3, of the Civil Code, verifying the consistency of these proposals with the Remuneration Policy.

- b) the possible intervention of a remuneration committee or other competent committee, describing the composition (with a distinction between non-executive directors and independent directors), responsibilities and operating methods**

In light of the provisions of Article 2.2.3, paragraph 3, letter m) of the Stock Exchange Regulation, applicable to issuers with a STAR qualification and in accordance with the Code, the Issuer established a Remuneration Committee from among the members of its Board.

The Remuneration Committee was formed, subject to the start of trading of YOOX ordinary shares on the MTA, through the Board of Directors' resolution of September 3, 2009.

As of the date of this Report, the Remuneration Committee comprises three Non-executive directors, the majority of whom are independent, in the persons of:

- Elserino Mario Piol – Non-executive director – Chairman;

- Catherine Gérardin – Independent director;
- Massimo Giaconia – Independent director.

Director Massimo Giaconia has experience in finance and accounting considered adequate by the Board of Directors at the time of his appointment.

The Remuneration Committee has a consulting and advisory role with reference to the remuneration policy, as pointed out in the previous paragraph a).

Remuneration Committee meetings are formal meetings and are minuted.

No Director takes part in the Remuneration Committee meetings in which Board of Director proposals are put forward relating to their own remuneration. Representatives of corporate functions and independent experts and/or other individuals can take part in Committee meetings, by invitation, if it is felt that their participation will be helpful.

The Remuneration Committee avails itself of the Issuers' corporate structures and facilities in order to perform its duties.

If it is felt necessary or appropriate for carrying out the tasks allocated to it, it makes use of external consultants who are experts on the subject of remuneration policies.

c) the appointment of independent experts involved in the preparation of the remuneration policy

When defining the Remuneration Policy, and specifically the aspects related to the remuneration of Executive Directors, the Company collaborates with the independent expert Spencer Stuart.

d) the aims pursued through the remuneration policy, the principles that underpin it and any changes in the remuneration policy in relation to the previous financial year

The objective of the Remuneration Policy is to attract and retain highly professional personnel, with a special focus on positions considered key to the development of the organisation, with appropriate skills for the complex, specialist nature of the business. With regard to this a great deal of attention has been paid to performance management considered to be the cultural cornerstone of any reward system. The Remuneration Policy is therefore linked to the evaluation of individual and corporate performance indicators in order to create an integrated system that measures and rewards individual performance consistent with corporate growth economic-financial indicators. The incentive scheme is therefore aimed at encouraging an improvement in results for short-term and medium to long-term targets.

In line with the general aims illustrated above, the Remuneration Policy is based on the following reference principles:

- a suitable balance between the fixed component and the variable component based on the Company's strategic targets and risk management policy, which also takes into account the business segment and the nature of the activity actually carried out;
- the definition of limits for the variable components;
- pre-determination and measurability of performance targets with reference to the provision of variable components.

e) the description of policies on the subject of the fixed and variable components of remuneration, with particular regard to the weighting of the total remuneration and distinguishing between short-term and medium to long-term variable components

The Remuneration Policy includes short- and medium- to long-term fixed and variable components that are divided according to different principles and methods in relation to the different types of recipients.

Specifically, there are three distinct categories of recipients: (i) Non-executive directors, (ii) Executive directors holding specific positions and (iii) management personnel with strategic responsibilities.

Non-executive directors

This category includes Directors who do not have individual management mandates and do not hold management offices/positions in the Company or in group companies. Non-executive directors receive a fixed payment decided by the Shareholders' Meeting pursuant to Article 2389 of the Civil Code, as well as reimbursement of work-related expenses.

Executive directors

Executive directors are paid a salary comprising a fixed payment plus the payment of a variable sum for each year of office equal to a sum whose minimum and maximum amount is decided by the Board of Directors, after consulting the Company's Remuneration Committee. This is based on market practice and on what happens in other comparable companies of a similar size, profitability and growth rate and taking into account the value generated in terms of improvement of financial and income results and/or the increase in the Company's capitalisation.

Variable pay is subject to reaching reasonable, specific targets set by the Board of Directors, following a proposal from the Remuneration Committee.

To sum up, Executive directors' remuneration is composed of the following elements:

- (i) annual fixed component: determined according to the size of the business managed and the contribution capacity to the Groups' consolidated results. This component, which must be a sufficient amount to remunerate the performance of the Director if the variable component is not provided because of failure to achieve the performance targets set by the Board of Directors, is equal to approximately 50% of total remuneration;
- (ii) short-term variable component (MBO): determined according to reaching pre-defined annual quantitative targets correlated to performance indices. Refer to paragraph g) for a description of these indices. This component is equal to approximately 25% of total remuneration;
- (iii) long-term variable component (LTI): this is made up of a variable component paid at the end of the multi-year reference period and when pre-defined economic-financial targets, which relate to the multi-year reference plan, are reached. This component is equal to approximately 25% of total remuneration.

Executive directors can be recipients of share-based incentive schemes; these plans, in line with the practices adopted by the Company, may include vesting periods (period of time before shares are owned unconditionally) and are subject to specific targets indicated in advance being reached.

Management personnel with strategic responsibilities

Management personnel with strategic responsibilities are individuals who have power and responsibility, directly or indirectly, for planning, management and control of Company activities, as set out in Article 65, paragraph 1-*quater* of the Issuers' Regulations, which is referred to in Annex 1 of the Related Parties Regulation.

The remuneration structure in the Remuneration Policy is composed as follows:

- (i) annual fixed component: usually determined by the professional specialisation of the organisational role covered with related responsibilities and impact on the business, reflecting the experience, capabilities and skills required for each position, as well as the level of excellence demonstrated and the overall quality of the contribution to the business results; this component is equal to approximately 83% of total remuneration.
- (ii) short-term variable component (MBO): determined according to reaching pre-defined annual quantitative targets correlated to performance indices. Refer to paragraph g) for a description of these indices. This component is equal to approximately 17% of total remuneration.

Management personnel with strategic responsibilities can be recipients of share-based incentive schemes; these plans, in line with the practices adopted by the Company, may include vesting periods (period of time

before shares are owned unconditionally) and are subject to specific targets indicated in advance being reached.

f) the policy followed with regard to non-monetary benefits

Non-executive directors do not receive non-monetary benefits.

The remuneration offered to Executive directors, as far as non-monetary benefits are concerned, includes life insurance cover, insurance against illness and accident, and work-related liability cover.

With regard to non-monetary benefits, remuneration offered to management personnel with strategic responsibilities includes life insurance cover, insurance against illness and accident, and the provision of a company car.

g) with regard to the variable components, a description of the performance targets assigned to them, distinguishing between short-term and medium- to long-term variable components, and information about the connection between variation in results and variation in remuneration

The allocation of variable remuneration components (short-term or medium- to long-term) is connected to reaching pre-determined, reasonable performance targets set by the Board of Directors, following the proposal of the Remuneration Committee.

In general, the targets can be defined as follows:

- priority: related to the medium- to long-term strategy of the business;
- specific: clear and concrete in the results expected;
- measurable: measured using clear, pre-defined indicators;
- realistic: ambitious and challenging, but at the same time felt to be achievable;
- scheduled: defined under the scope of a timescale which differentiates between short-term targets and medium- to long-term targets.

Executive directors

As far as short-term and medium- to long-term components of remuneration for Executive directors are concerned, which can only be paid if the predefined annual and multi-year targets referring, respectively, to the annual budget and the multi-year plan are reached, the Remuneration Policy includes the application of a calculation system in order to determine a variation in the variable component depending on the variation in the results.

There is a calculation system for determining the variable component linked to the MBO which takes into account the difference, positive or negative, in relation to the target set. Specifically, this calculation system establishes a minimum limit set at 95% of the pre-set target, below which the bonus is not paid, and a maximum limit set at 110%, which establishes the payment of the maximum bonus that can be paid and which is the cap on variable remuneration.

There is a calculation system for determining the component linked to the medium- to long-term LTI which takes into account the difference, positive or negative, in relation to the target set. Specifically, this calculation system establishes a minimum limit set at 90% of the pre-set target, below which the bonus is not paid, and a maximum limit set at 104%, which establishes the payment of the maximum bonus that can be paid and which is the cap on variable remuneration.

Management personnel with strategic responsibilities

For management personnel with strategic responsibilities, the short-term variable component (MBO) is only paid when the pre-defined annual targets are reached, relating to both the annual budget and, in general, to the performance of the group, and also individual targets related to performance in specific business areas or corporate functions..

h) the criteria used for evaluating the performance targets based on the allocation of shares, options, other financial instruments or other variable remuneration components

Executive directors

The definition of the target levels that the annual targets (MBO) for Executive directors are based on is linked to achieving the economic-financial performance targets referred to in the budget and indicated by the Board of Directors. The comparison of the actual figures with the targets assigned determines the extent of the variable component of the remuneration paid.

As far as Executive directors are concerned, for the purpose of verifying the creation of value for the Company in the medium- to long-term based on the payment of the LTI variable component, the achievement of the performance target is denoted by reaching a pre-defined EBITDA level in relation to the starting figure.

Management personnel with strategic responsibilities

A significant portion of the remuneration of management personnel with strategic responsibilities is linked to the financial results achieved by the Issuer and/or the meeting of specific objectives set in advance by the Chief Executive Officer. The size of the bonus is determined as a percentage of the fixed remuneration, and is awarded depending on the achievement of targets set by the Chief Executive Officer and assessed through the Performance Evaluation system; these targets may be varied in nature and set with the on/off formula, which means that no bonus will be paid if they are not met.

The Performance Evaluation system analyses the added value created by a single manager with strategic responsibilities in relation to the targets set in advance and expected by the Company. The system comprises the following elements:

1. Evaluation of skills;
2. Evaluation of achievement of targets (MBO)

This system provides the Company with objective input to determine the variable payment to be awarded to management personnel with strategic responsibilities who are part of this economic incentive scheme.

Each manager with strategic responsibilities will be assessed by his or her line manager on the basis of key business skills and the technical skills specific to his or her role. The percentage weighting of each skill is allocated based on the importance of the actual skill. The skills evaluation takes place on an annual basis. Each individual skill is assessed on a scale from 1 to 5.

The evaluation received from the manager is calculated as a weighted average of the evaluations received for the individual skills and the percentage weighting of the actual skill. This value is normalised to ensure a correct balance between the judgement criteria in the various areas of the company.

Criteria for evaluating the performance targets based on the allocation of shares, options, other financial instruments or other variable remuneration components are not used. The allocation of shares, options, other financial instruments or variable remuneration components is only used as an instrument for attracting and retaining highly professional personnel suited to the complexity and specialisation of the business.

i) information aimed at highlighting the consistency of the remuneration policy with the pursuit of the Company's long-term interests and with its risk management policy, where formalised

The Remuneration Policy is aimed at pursuing the long-term interests of the Company. For this purpose, the composition of the remuneration package for Executive directors and management personnel with strategic responsibilities is defined to be consistent with the following criteria:

- guaranteeing an overall balanced remuneration structure with a suitable balance between fixed and variable components, in order to avoid behaviour that is not aligned with the creation of sustainable value in the medium- to long-term;

- guaranteeing a direct connection between remuneration and performance through mechanisms that make provision for the non-payment of rewards if the company targets and profitability conditions are not met;
- guaranteeing overall remuneration levels that are capable of recognising the professional value of people and their contribution to the creation of sustainable value in the medium- to long-term.

j) the terms of the vesting period, any deferred payment systems, with details of the deferment periods and criteria used in determining these periods and, if appropriate, the ex post correction mechanisms

Plans based on shares or other financial instruments involve vesting periods (the period of time before they are owned unconditionally by the employee).

As far as monetary components are involved, the Remuneration Policy does not include deferred payment systems.

k) information on the possible inclusion of clauses for maintaining financial instruments in the portfolio after their acquisition, with details of the maintenance period and criteria used for determining these periods

The Remuneration Policy does not include clauses in the share-based incentive plans for keeping financial instruments in the portfolio after their acquisition.

l) the policy relating to payments in the case of the termination of office or the termination of the employment relationship, specifying the circumstances that determine the origin of the right and any connection between these payments and company performance

The Remuneration Policy makes provision that payments made on termination of office or termination of the employment relationship are regulated under the existing contractual relations with Executive directors.

With the exception of the possibility of applying the national collective agreement conditions, where applicable, for termination of employment for just cause, the Company can negotiate with individuals, from time to time, the introduction of a good leaver or bad leaver theory for the purpose of payments made if the office or the employment relationship is terminated.

m) information on the presence of any insurance cover, or welfare or pension cover, other than statutory ones

There are provisions for Executive directors that include life insurance cover, cover for illness and accident, and cover for work-related liabilities.

Non-executive directors do not receive insurance cover other than statutory cover.

n) the remuneration policy possibly followed by a reference: (i) to independent directors, (ii) to the activity of taking part in committees and (iii) to performing specific duties (chairman, vice chairman, etc.)

Independent directors receive fixed pay decided by the Shareholders' Meeting pursuant to Article 2389 of the Civil Code and do not receive variable remuneration.

If the Shareholders' Meeting has not made any provision, and if it is deemed appropriate, the Board of Directors establishes the payment for members of the Committees and their Chairmen.

For the remuneration of Executive directors holding specific positions, refer to paragraph e). Note that the Remuneration Policy does not include differentiated payment for Directors who take on the role of Chairman or Vice Chairman.

o) if the remuneration policy has been defined using remuneration policies of other companies as a reference, and if the answer to this is yes, the criteria used in choosing these companies

For the purpose of defining the Remuneration Policy, specifically as far as the remuneration of Executive directors holding specific positions is concerned, the Company has taken into account the remuneration packages of listed companies in the luxury and fashion industry, in Italy and in Europe, non-listed Italian companies in the luxury and fashion industry, similar to the Company in size and complexity, and also companies listed on the Italian Stock Exchange with similar capitalisation and other features that make them comparable with YOOX, such as sales, dimensions, capacity to be trendsetting and significant online retail activities. The Company has used the independent expert, Spencer Stuart, for the purpose of this comparison.

SECTION II

This section, by name for payments made to Directors and Statutory Auditors and in aggregate form for payments made to management personnel with strategic responsibilities:

- provides an adequate description of each of the items that make up remuneration, including payments in the case of the termination of office or termination of the employment relationship, highlighting consistency with Company policy on the subject of remuneration approved in the previous financial year;
- analytically illustrates fees paid during the reference year (2011) of any kind and in any form by the Company and by subsidiaries or associated companies, signalling any components in the above-mentioned fees that refer to activities carried out in years prior to the reference year and also pointing out fees to be paid in one or several subsequent years for activities carried out in the reference year, giving an estimated value for the components that cannot be objectively quantified in the reference year.

Note that the Company has not adopted a Remuneration Policy for 2011.

The third part of Section II also illustrates, using the criteria established in Annex 3A, 7-ter of the Issuers' Regulations, stakes held in the company through listed shares and in subsidiaries, by members of the management and control bodies, by general managers and by other management personnel with strategic responsibilities, as well as spouses who are not legally separated and minor children, directly or through subsidiaries, trust companies or nominees, obtained from the shareholder register, communications received or other information acquired by these members of the management and control bodies, general managers and management personnel with strategic responsibilities.

Part one – Items that make up remuneration

The first part of Section II provides an adequate representation of each of the items that make up remuneration, including payments on leaving office or termination of the employment relationship.

Remuneration of Directors

Remuneration of Non-executive directors is made up of an annual fixed component and a payment for belonging to committees.

Remuneration of Executive directors for the reference year is made up a fixed payment and non-monetary benefits. For the reference year, the variable payment of Executive directors has been paid through stock options granted during the course of 2012 (therefore these stock options are not indicated in Table 2 below).

Remuneration of Statutory Auditors

Remuneration of Statutory Auditors is made up of a fixed payment decided by the Shareholders' Meeting.

Remuneration of management personnel with strategic responsibilities

Remuneration of management personnel with strategic responsibilities for the reference year is made up of a fixed payment and non-monetary benefits. For the reference year, the variable payment of management personnel with strategic responsibilities has been paid through stock options granted during the course of 2012 (therefore these stock options are not indicated in Table 2 below).

Compensation in case of early termination of the relationship and effects of the termination of the relationship on the rights assigned under the incentive plans based on financial instruments to be paid in cash

As YOOX is a "small" company pursuant to Article 3, paragraph 1, letter f) of the Related Parties Regulation, it only provides information about agreements that include compensation in the case of early termination of the relationship with regard to Executive directors and the Chairman of the Board of Directors, where stipulated.

The employment agreement signed on October 8, 2009, and later amended on October 20, 2011, between the Company and Federico Marchetti states that, if prior to the approval of the financial statements at December 31, 2011, Federico Marchetti: (i) is removed from his office of director; (ii) is dismissed for just cause; (iii) has the powers delegated to him revoked or curbed; (iv) an individual is appointed with similar powers to those of Federico Marchetti without his prior written consent; (v) or if the entire Board of Directors ceases pursuant to Article 2386 of the Civil Code, the Company will be bound to pay Federico Marchetti (a) the fixed payment and the variable payment that would have been paid by the Company up until the date that the office of CEO would have finished naturally; for the purpose of calculating the amount due, the variable payment to use will be the one paid last, projected until the natural termination date of the office; (b) a penalty equivalent to 18 months of the entire annual salary received by Federico Marchetti in the year prior to the termination date of the office and/or powers attributed including variable payments made.

The employment agreement also makes provision, that if at the Issuer's Meeting for the approval of the 2011 financial statements, Federico Marchetti is not appointed CEO and/or within 15 days following the appointment, the new employment agreement is not signed by the Company, Federico Marchetti will have the right, within 10 days of the first of the events described above taking place, to receive a sum of Euro 1,000,000 without prejudice to that which has been described previously.

The employment agreement also provides that if the Company undergoes a change in control (understood as a change in control in respect of the shareholding structure following the offer relating to the listing of YOOX shares, pursuant to article 93 of the TUF, even if this does not trigger the obligation to launch a public purchase offer), Federico Marchetti will have the right, within 60 days of such an event, to resign and be paid the following amounts by the Company: (i) the fixed and variable payment that would have been paid by the Company up until the natural termination date of the office of CEO; for the purpose of calculating the amount due, the variable payment to use should be the one paid last, projected until the natural termination date of the office; (ii) a penalty equivalent to 18 months of the entire annual salary received by Federico Marchetti in the year prior to the termination date of the office and/or powers including the variable payment.

The employment agreement signed on October 8, 2009 by the Company and Federico Marchetti, also establishes that 30% of any fees paid by the Company to the Chief Executive Officer, Federico Marchetti, is understood as a non-competition undertaking.

For more information on the effects of the termination of the working relationship on stock option plans, see the information document prepared pursuant to Article 84-*bis* of the CONSOB Issuer Regulation held at the Company headquarters, and available in the Corporate Governance section of the Company website www.yooxgroup.com.

Part two – Analytical representation of payments made during the financial year

Table 1

Remuneration paid to members of management and control bodies, general managers and management personnel with strategic responsibilities at December 31, 2011.

Name and surname	Position held	Period over which position was held	Termination of position	Fixed Payments	Payments for participation in committees	Non-equity variable payments	Non-monetary benefits	Other remuneration	Total	Fair value at end of office of equity or termination payments of employment relationship	Compensation
Federico Marchetti	Chairman of the Board of Directors and Chief Executive Officer	01/01/2011 - 31/12/2011	2012	500,000	-	-	-	-	-	-	-
Mark Evans	Director	01/01/2011 - 31/12/2011	2012	-	-	-	-	-	-	-	-
Massimo Giaconia	Director	01/01/2011 - 31/12/2011	2012	15,600	5,200	-	-	-	-	-	-
Raffaello Napoleone	Director	01/01/2011 - 31/12/2011	2012	15,000	5,000	-	-	-	-	-	-
Eislerino Mario Pìol	Director	01/01/2011 - 31/12/2011	2012	15,000	5,000	-	-	-	-	-	-
Stefano Valerio ⁽⁴⁾	Director	01/01/2011 - 31/12/2011	2012	15,600	5,200	-	-	-	-	-	-
Catherine Gérardin	Director	01/01/2011 - 31/12/2011	2012	15,000	5,000	-	-	-	-	-	-
Massimiliano Benedetti	Director (YOOX Corporation)	01/01/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Moritz Hau	Director (YOOX Corporation)	01/01/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Holly Brubach ⁽²⁾	Director (YOOX Corporation)	01/01/2011 - 31/12/2011	until termination	7,184	-	-	-	-	-	-	-
Giuliano Iannaccone ⁽²⁾	Director (YOOX Corporation)	01/01/2011 - 31/12/2011	until termination	10,776	-	-	-	-	-	-	-
Hari Samaroo ⁽³⁾	Director (Y Services)	01/01/2011 - 31/12/2011	until termination	11,458	-	-	-	-	-	-	-
Jun Nagamine ⁽¹⁾	Director (YOOX Japan)	01/01/2011 - 31/12/2011	until termination	6,128	-	-	-	-	-	-	-
Koji Ono ⁽¹⁾	Director (YOOX Japan)	01/01/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Alberto Grignolo	Director (YOOX Japan)	05/10/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Alberto Grignolo	Director (YOOX Asia)	29/04/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Rita Man	Director (YOOX Asia)	29/04/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Francesco Guidotti	Director (YOOX Asia)	29/04/2011 - 31/12/2011	until termination	-	-	-	-	-	-	-	-
Marco di Pietro	Director (Mishang Trading)	01/01/2011 - 31/12/2011	2011	-	-	-	-	-	-	-	-
Alberto Grignolo	Director (Mishang Trading)	01/01/2011 - 31/12/2011	2013	-	-	-	-	-	-	-	-
Massimiliano Benedetti	Director (Mishang Trading)	01/01/2011 - 31/12/2011	2013	-	-	-	-	-	-	-	-
Filippo Tonolo	Chairman of Board of Statutory Auditors	01/01/2011 - 31/12/2011	2012	31,466	-	-	-	-	-	-	-
Luca Sifo	Standing Auditor	01/01/2011 - 31/12/2011	2012	21,840	-	-	-	-	-	-	-
David Reali	Standing Auditor	01/01/2011 - 31/12/2011	2012	20,800	-	-	-	-	-	-	-
Nicola Bottecchia	Alternate Auditor	01/01/2011 - 31/12/2011	2012	-	-	-	-	-	-	-	-
Edmondo Maria Granata	Alternate Auditor	01/01/2011 - 31/12/2011	2012	-	-	-	-	-	-	-	-
Management personnel with strategic responsibilities		01/01/2011 - 31/12/2011	-	969,000	-	-	-	-	-	-	34,692

(1) Remuneration paid by YOOX Japan.

(2) Remuneration paid by YOOX Corporation.

(3) Remuneration paid by Y Services.

For further remuneration, see the table on transactions with related parties in the consolidated and separate financial statements.

Table 2

Stock options granted to members of the management body, general managers and management personnel with strategic responsibilities

Name and surname	Position	Plan	Options held at the beginning of the year			Options granted during the year					Options exercised during the year			Options expiring during the year		Options held at the end of the year		Options pertaining to the period		
			No. of options	Strike price	Possible exercise period (from - to)	Possible exercise period (from - to)	No. of options	Strike price	Fair value at grant date	Grant date	Market price of shares under option granting	No. of options	Strike price	Market price of shares at exercise date	No. of options	No. of options	Fair value			
Federico Marchetti																				
Chairman of the Board of Directors and Director																				
Remuneration in company that prepares the financial statements																				
		2001-2003 (30/03/2004)	1,155	46.48	04/12/2011-31/01/2015												1,155			
		2003-2005 (30/03/2004)	9,112	46.48	04/12/2011-31/07/2017												9,112			
		2004-2006 (27/01/2005)	3,169	46.48	04/12/2011-01/12/2018												3,169			
		2006-2008 (30/03/2006)	2,690	59.17	04/12/2011-03/09/2019												2,690			
		2007-2012 (13/06/2007)	45,000	59.17	04/12/2011-03/09/2019												45,000		332,364	
		2009-2014 (11/03/2010)	9,616	277.68	06/05/2011-31/12/2014												9,616		238,927	
		2009-2014 (11/03/2010)	9,616	277.68	01/04/2012-31/12/2014												9,616		443,277	
		2009-2014 (11/03/2010)	9,616	277.68	01/04/2013-31/12/2014												9,616		266,188	
Remuneration from subsidiaries and associated companies																				
Total			89,974																89,974	1,280,756
Holly Brubach																				
Director (YOOX Corporation)																				
Remuneration in company that prepares the financial statements																				
		2001-2003 (18/12/2008)	1,000	106.50	01/01/2010-31/01/2015														1,000	
Remuneration from subsidiaries and associated companies																				
Total			1,000																1,000	
Moritz Hau																				
Director (YOOX Corporation)																				
Remuneration in company that prepares the financial statements																				
		2003-2005 (04/02/2009)	840	106.5	01/01/2012-31/07/2017														840	19,616
		2006-2008 (02/03/2007)	500	59.17	04/12/2010-03/09/2019														500	
		2009-2014 (01/07/2010)	321	305.24	06/05/2011-31/12/2014														321	8,642
		2009-2014 (01/07/2010)	321	305.24	01/04/2012-31/12/2014	161	578.24	01/04/2012-31/12/2014											482	37,706
		2009-2014 (01/07/2010)	321	305.24	01/04/2013-31/12/2014	161	578.24	01/04/2013-31/12/2014											482	17,854
		2009-2014 (09/05/2011)				161	578.24	01/04/2014-31/12/2014											161	5,997
Remuneration from subsidiaries and associated companies																				
Total			2,303			483													2,786	89,815

Name and surname	Position	Options held at the beginning of the year				Options granted during the year				Options exercised during the year			Options held at the end of the year		Options held at the end of the year pertaining to the period		
		No. of options	Strike price	Possible exercise period (from – to)	Plan	No. of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of shares at exercise date	No. of options	Strike price	No. of options	No. of options	Fair value	Fair value
Rita Man																	
Director (YOOX Asia)																	
Remuneration in company that prepares the financial statements																	
					2009-2014 (09/05/2011)	642	578.24	01/04/2012-31/12/2014	129,964.44	09/05/2011				642		93,797	
					2009-2014 (09/05/2011)	642	578.24	01/04/2013-31/12/2014	111,607.25	09/05/2011				642		38,063	
					2009-2014 (09/05/2011)	642	578.24	01/04/2014-31/12/2014	95,842.97	09/05/2011				642		21,399	
Remuneration from subsidiaries and associated companies																	
Total																	
						1,926			337,415					1,926		153,259	
Oto Koji																	
Director (YOOX Japan)																	
Remuneration in company that prepares the financial statements																	
					2001-2003 (18/12/2008)	1,000	106.5	01/01/2010-31/01/2015						1,000			
Remuneration from subsidiaries and associated companies																	
Total																	
						1,000								1,000			
Remuneration in company that prepares the financial statements																	
Strategic directors																	
					2001-2003 (13/12/2001)	1,292	46.48	04/12/2011-31/01/2015						1,292			
					2001-2003 (04/02/2009)	500	106.5	16/12/2010-31/01/2015						-			
					2003-2005 (05/12/2002)	3,500	46.48	04/12/2011-31/07/2017						3,500			
					2003-2005 (30/03/2004)	1,355	46.48	04/12/2011-31/07/2017						1,355			
					2004-2006 (27/01/2005)	4,912	46.48	04/12/2011-01/12/2018						4,912			
					2004-2006 (04/02/2009)	1,000	106.5	04/12/2011-01/12/2018						1,000		17,767	
					2006-2008 (28/02/2006)	2,550	59.17	04/12/2011-03/09/2019						2,550			
					2006-2008 (02/03/2007)	3,848	59.17	04/12/2011-03/09/2019						3,848			
					2006-2008 (02/03/2007)	1,152	59.17	04/12/2011-03/09/2019						-			
					2007-2012 (13/06/2007)	4,666	59.17	04/12/2010-03/09/2019						-			
					2007-2012 (13/06/2007)	20,000	59.17	04/12/2011-03/09/2019						20,000		209,948	
					2007-2012 (13/06/2007)	3,334	59.17	31/12/2011-03/09/2019						3,334		106,551	
					2009-2014 (11/03/2010)	4,169	277.68	06/05/2011-31/12/2014						4,169		99,473	
					2009-2014 (01/07/2010)	2,245	305.24	06/05/2011-31/12/2014						2,245		58,724	
					2009-2014 (11/03/2010)	4,169	277.68	01/04/2012-31/12/2014						4,169		177,600	
					2009-2014 (01/07/2010)	2,245	305.24	01/04/2012-31/12/2014						2,245		87,377	
					2009-2014 (11/03/2010)	4,169	277.68	01/04/2013-31/12/2014						4,169		102,635	
					2009-2014 (01/07/2010)	2,245	305.24	01/04/2013-31/12/2014						2,245		47,756	
Remuneration from subsidiaries and associated companies																	
Total																	
						67,351								67,351		907,831	

Part three – Stakes held

Investments of members of management and control bodies, general managers and managers with strategic responsibilities at December 31, 2011.

Name and surname	Company	Method of ownership ¹	No. of shares held at Dec. 31, 2010	No. of shares purchased ²	No. of shares sold	No. of shares held at Dec. 31, 2011
Federico Marchetti	YOOX S.p.A.	direct	2,411,853	-	-	2,411,853
Stefano Valerio	YOOX S.p.A.	direct	104,000	-	-	104,000
Raffaello Napoleone	YOOX S.p.A.	direct	14,555	-	-	14,555

(1) Including investments held through spouses that are not legally separated and minor children.

(2) Including through the exercise of stock options.

Number of management personnel with strategic responsibilities	Company	Method of ownership ¹	Number of shares owned at end of previous year	Number of shares purchased and/or SO exercised ²	Number of shares sold	Number of shares owned at end of year in progress
3	YOOX S.p.A.	Direct	25,360	450,632	357,467	118,525

(1) Including investments held through spouses that are not legally separated and minor children.

(2) Including through the exercise of stock options.

For the Board of Directors
Chairman of the Board of Directors
Federico Marchetti