

MINUTES OF GENERAL MEETING OF SHAREHOLDERS

REPUBLIC OF ITALY

May 25, 2011

(May twenty fifth, two thousand and eleven)

In Milan, Via Metastasio 5

Before me, FILIPPO ZABBAN, notary in Milan, registered with the Milan College of Notaries, appeared, in person:

- Federico Marchetti, born in Ravenna on February 21, 1969, domiciled for work purposes at the registered office of YOOX S.p.A., of whose identity I am certain, acting in his capacity as Chairman of the Board of Directors of the company

“YOOX S.p.A.”

with registered office in Zola Predosa, Via Nannetti 1, share capital of Euro 526,827.60 (five hundred and twenty six thousand eight hundred and twenty seven point six zero) fully subscribed and paid up, registered with the Companies Register of Bologna under registration and tax code number 02050461207, registered with the Business Administration Register under number 408666, and listed on the STAR segment of the Italian stock market, managed by Borsa Italiana S.p.A.

Whereas:

- at Via Filodrammatici 3 in Milan, the premises of Mediobanca S.p.A., the Ordinary and Extraordinary Shareholders' Meeting of the above-mentioned company took place on May 5, 2011, at the second and third call respectively, at 11 a.m.;

- the person appearing before me, in his capacity as Chairman of the Board of Directors, chaired the meeting from beginning to end;

- in my capacity as notary, present at the meeting, I was responsible for drafting the minutes, to which the text below will attest.

That being said, set out below (pursuant to article 2375 of the Italian Civil Code and in accordance with other applicable provisions, some of which are in respect of the Company's listing on the Italian stock market managed by Borsa Italiana S.p.A.) are the proceedings of the Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011 of the above-mentioned company

"YOOX S.p.A."

"At the premises of Mediobanca S.p.A., Via Filodrammatici 3, Milan, the Ordinary and Extraordinary Shareholders' Meeting took place on May 5, 2011, at 11.10 am, of the company

"YOOX S.p.A."

with registered office in Zola Predosa, Via Nannetti 1, share capital of Euro 526,827.60 (five hundred and twenty six thousand eight hundred and twenty seven point six zero) fully subscribed and paid up, registered with the Companies Register of Bologna under registration and tax code number of 02050461207, and registered with the Business Administration Register under number 408666.

The Chairman, also on behalf of his fellow Directors, the Board of Statutory Auditors, the management and all employees of YOOX S.p.A., extended a warm welcome to all those present and thanked them for attending the meeting.

With reference to article 10 of the articles of association, he assumed the role of Chairman of the meeting.

He stated that the share capital currently comprises 52,682,760 ordinary shares, with no indication of their nominal value, equivalent to a total value of Euro 526,827.60.

He said that, pursuant to the applicable laws and the articles of association, the notice of meeting was published on the Company's website on March 16, 2011, and in accordance with the other procedures set out in article 84 of the Issuer Regulations, in the daily newspaper "MF/Milano Finanza" of March 16, 2011, no requests had been received from shareholders for additions to the agenda, pursuant to article 126-bis of the TUF (Consolidated Law on Finance).

He stated:

- that the company's shares are admitted for trading on the STAR segment of the Italian stock market, managed by Borsa Italiana S.p.A.;
- that, as far as the company is aware, no shareholder agreements, as described in article 122 of the TUF, currently exist.

The Chairman continued to describe the conditions relating to the constitution of the meeting, specifying:

- that the attendance at the meeting of experts, financial analysts and qualified journalists was permitted, where required;
- that – as also permitted by the Chairman – a system of recording meeting proceedings was in operation, for the sole purpose of facilitating, if necessary, the drafting of the minutes of the meeting;
- that the authorisation to participate of persons entitled to vote, whether present or represented by a proxy, and thus the identity of such persons or their proxies, had been verified by the scrutineers, with the proxies having been recorded in the company records;
- that, as mentioned in the notice of meeting, the company had appointed the "Società per Amministrazioni Fiduciarie" Spafid S.p.A. as the entity to which proxies with voting instructions may be granted pursuant to article 135-*undecies* of the TUF; no proxies

had been granted to this entity prior to the legal deadline;

- that in relation to the present meeting, no applications for proxies had been submitted pursuant to article 136 *et seq.* of the TUF;

- that no requests to put questions to the meeting pursuant to article 127-ter of the TUF had been received;

- that to the best of its knowledge, according to the shareholder register, including the communications received pursuant to article 120 of the TUF and other available information, the list of shareholders that own, directly or indirectly, more than two per cent of the subscribed share capital, represented by shares with voting rights, was as follows:

SHAREHOLDER	NO. OF SHARES	%
Balderton Capital I, L.P.	5,870,280	11.1
Red Circle S.r.l. Unipersonale	3,622,430	6.8
Federated Equity Management Company Of Pennsylvania	3,055,784	5.8
J.P. Morgan Asset Management (UK) Limited	2,467,490	4.6
Federico Marchetti	2,411,853	4.5
Wasatch Advisors Inc.	1,535,015	2.9
Pictet Funds (Europe) S.A.	1,322,168	2.5
Aviva Investors Global Services Limited	1,289,013	2.4
Baillie Gifford & Co	1,070,369	2.0

- that the company held 62,000 treasury shares, equivalent to 0.12% of the current share capital.

He stated that all requirements – including disclosure obligations – required by law in relation to items on the agenda had been fulfilled by the legal deadline.

He informed those present that voting at the meeting would be by a show of hands, and that the holders of several proxies could vote by communicating their preferences to the scrutineers.

To ensure the proper operation of meeting proceedings, he requested that participants remain in the hall while voting was taking place.

He requested that any participant needing to leave the hall during the meeting notify the administrators.

He continued to describe the conditions relating to the constitution of the meeting, specifying:

- that the Ordinary Shareholders' Meeting was convened today at the second call and the Extraordinary Shareholders' Meeting was convened at the third call, as a quorum was not reached at the first call for the Ordinary and Extraordinary Shareholders' Meeting on April 26, 2011, as set out in the related minutes drafted by notary Stefano Rampolla of Milan, and recorded under file no. 39117/9764, or at the second call for the Extraordinary Shareholders' Meeting on April 28, 2011, as set out in the related minutes drafted by notary Stefania Becelli of Milan under file no. 57622/5472;

- that the circumstances of the meeting being held at the second call for the Ordinary meeting and the third call for the Extraordinary meeting were announced with a postponement notice in the financial daily "MF/Milano Finanza" of April 19, 2011;

- that, in addition to the Chairman of the Board of Directors, the other Board members present were Stefano Valerio, Massimo Giaconia and Catherine Gérardin;

while reasons were given for the absence of Elserino Mario Piol, Mark Evans and Raffaello Napoleone (whose term of office expired at the end of today's meeting);

- that the members of the Board of Statutory Auditors present were Filippo Tonolo, Chairman, and David Reali;

- that on behalf of the independent auditors KPMG S.P.A., Gianluca Geminiani and Mr Cavazza were present;
- that a number of the Company's employees, contractors and consultants with auxiliary functions were also present, as permitted by the Chairman;
- that 126 persons entitled to vote were present (either in person or through a proxy), representing 29,726,171 out of 52,682,760 shares, with no indication of nominal value, into which the share capital of Euro 526,827.60 was divided, equivalent to 56.425% of the total.

The Chairman proposed the appointment of the notary Filippo Zabban as Secretary of the meeting, with responsibility for drafting the minutes as a notarised deed.

He asked if anyone was against this proposed appointment.

As no-one spoke at this point, the Chairman, in accordance with the law, declared that a quorum had been reached at the second call for the Ordinary meeting and the third call for the Extraordinary meeting.

He therefore asked those present to indicate whether they were excluded from voting pursuant to the applicable regulations.

As no-one spoke at this point, the Chairman said that, since further participants could arrive, he would announce the percentage of the share capital represented in the hall prior to each vote, it being understood that a list of shareholders participating either in person or through a proxy (specifying whether each person was a shareholder or proxy), giving the number of shares for which a communication had been made by the issuer's intermediary pursuant to article 83-*sexies* of the TUF, stating whether the shareholder/proxy was present for each vote and the vote expressed, with the related number of shares, and confirmation of

whether any participants had left the room before a vote, would be attached to the minutes of the meeting.

He informed the meeting that, pursuant to Legislative Decree 196/2003 (the "data protection code"), information relating to participants at the meeting had been collected and handled solely for the purposes of corporate and meeting procedures required by the applicable laws.

At this point, the Chairman acknowledged the arrival of the statutory auditor Luca Sifo.

He then read the agenda, as follows, stating that participants were already aware of its content as it had been included in the notice of meeting:

### AGENDA

#### **Ordinary session**

1 The financial statements of YOOX S.p.A. 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 and the report by the independent auditors. Proposal for the allocation of income. Presentation of the consolidated financial statements for the year ended December 31, 2010. Related and consequent resolutions.

2 Expansion of the Board of Directors through the appointment of a Director pursuant to article 2386 of the 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 and article 132 of Legislative Decree 58/1998 and relevant implementing provisions. Related and consequent resolutions.

#### **Extraordinary session**

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

After reading the agenda, the Chairman stated that the following documentation had been distributed to participants:

- \* **the draft financial statements for the year ended December 31, 2010, together with all accompanying documents required by law, and the consolidated financial statements for the year ended December 31, 2010, in compliance, *inter alia*, with the related presentation;**
- \* **the report by the Directors on the proposals included on the agenda pursuant to article 125-ter of the TUF;**
- \* **the proposal of shareholder Essegi S.r.l. to appoint an additional Director to the Board of Directors;**
- \* **the articles of association;**

specifying that the Corporate Governance report was contained in the Directors' Report.

The Chairman then moved on to the first item on the agenda (ordinary session).

While the Chairman was preparing to read the Director's Report, the representative of shareholder Essegi S.r.l., lawyer Roberta Gentile, asked to speak, proposing that the only the proposed resolution be read out, as the other documents had been circulated previously.

As no-one opposed this suggestion, the **Chairman** noted that the separate and consolidated financial statements for the year ended December 31, 2010 had been audited by KPMG S.p.A., which had produced the related reports, and that these had been delivered to the company's registered office.

At the invitation of the Chairman, the notary **Filippo Zabban** read out the resolution to approve the financial statements and allocate

income, as follows:

*"The Ordinary Shareholders' Meeting of YOOX S.p.A., having seen and approved the Directors' Report and noted the Report of the Board of Statutory Auditors and the independent auditors' report, as well as the consolidated financial statements for the year ended December 31, 2010,*

*resolves*

*1. to approve the Directors' Report and the financial statements for the year ended December 31, 2010, in full;*

*2. to approve the allocation of income for the year of Euro 6,059,201.12 (six million, fifty nine thousand, two hundred and one point one two) as follows:*

*- to carry forward the entire income for the year of YOOX S.p.A. totalling Euro 6,059,201.12 (six million, fifty nine thousand, two hundred and one point one two).*

*The shareholders' meeting also:*

*- acknowledges that the YOOX Group's consolidated financial statements for the year ended December 31, 2010 show net profit of Euro 9,116,761.55 (nine million, one hundred and sixteen thousand, seven hundred and sixty one point five five)." When he had finished reading, the Chairman took the floor again, and after saying that the legal reserve had reached the limit set by article 2430 of the Civil Code, stated the number of hours taken and the independent auditors' final fees for auditing the separate and consolidated financial statements of YOOX S.p.A. for the year ended December 31, 2010:*

Item	Time taken	Fee
Auditing the separate financial statements	1,495	€128,000
Auditing the consolidated financial statements	710	€ 16,000

He also pointed out that 681 hours not included in the hours and fees previously mentioned were spent on the limited audit of the summary financial statements for the period ended June 30, 2010, for a fee of Euro 50,000; and said that further information could be found in the financial statements and related notes.

He then opened the discussion on the resolution that had been read out.

He invited those who wished to speak to book their place, giving their name, and requested that participants be brief, so that there would be time to hear all of those wishing to speak.

**Professor Gianfranco D'Atri** took the floor, remarking that the hall was usually the venue for the shareholders' meetings of Mediobanca, during which, although "attendances were much greater, usually "it was difficult to speak" because "people were not open to dialogue". He was therefore highlighting the contrast with the present meeting, emphasising how, in this session, one could meet highly competent people, whose achievements were worthy of respect.

He said that he hoped that this first contact with the Company would present the opportunity to establish a fruitful dialogue.

He regretted the low attendance of shareholders, affirming that "clearly" not everyone had appreciated the Company yet, which – with its own brand and activities – was performing very well, as the financial statements demonstrated.

He explained that he works in the area of corporate governance, and specifically in the area of getting minority shareholders

involved; he stressed that – in his view – the attendance of only a small number of shareholders at the meeting is a disadvantage in terms of the meeting proceedings, even though these can be conducted more quickly.

He then greeted the Directors, paid tribute to their good work, and said that he wished to ask them a few questions.

He wanted to know the cost incurred by the Company for the designated representative, and on this subject – while acknowledging that it would be discussed during the Extraordinary session – asked whether the company had already considered how it might be able to "use" the new regulatory instruments that involve investors, partly with a view to improving the external perception of the Company.

With reference to the first item on the agenda, he asked whether it would be possible to have two separate votes – one to approve the financial statements and the other to determine the allocation of income – instead of the one vote that had been scheduled, so that any disagreement could be expressed.

He then formalised this request. He explained that he wished to vote to approve the financial statements, and invited other shareholders to do the same; but wanted clarification with regard to the decision not to distribute income.

On this matter, he referred to his own experience with another listed company – which he cited – that he considered to be a good company in its sector, although a smaller company than YOOX; he explained that this company, which was "connected to the internet" was expanding, had a good position on the market and was profitable, but five or six years ago it decided not to distribute income, and he believed that this was because the company was "closely" controlled, as it only had one main shareholder.

Having made certain considerations regarding the – legitimate – decision not to distribute income and the possible uses of income, he stated that a company with a good and promising reputation, as he believes YOOX to be – there being no indications to think otherwise, unless any elements emerge to the contrary in the context of the response, which would therefore be taken into account – should not only distribute income, but also – being a “young” company – declare a dividend pay-out policy going forward.

He stated his belief that the Company – as a listed company – should take into consideration the fact that the payment of dividends, i.e. the tangible benefit of its business decisions, is the main reason for making a stock market investment; and that he does not believe that increases in share price – although necessary and appropriate – are not the only reason for the creation of a stable shareholder base, and when all is said and done, for the development of the company.

After saying that his observations were of a general nature, he reiterated, *inter alia*, his request for two separate votes, emphasising that he did not want to be forced to vote against the approval of the financial statements, as he had no reason to do so.

He said that he realised that this decision could not be changed at today's session, although he thought it would not be so absurd in such an innovative company both in terms of company type and general corporate practice.

He therefore proposed an amendment to the resolution, saying that he would formulate a specific proposal for the allocation of income when the reply was given.

When he had finished speaking, **Maria Luisa Anelli**, on behalf of "Efin Economia e Finanza S.r.l., introduced herself and said that she would like to ask for some information.

She said that she was present at the meeting with analysts held at the "Four Seasons" a few months before and asked if there were any updates regarding the investments made in China and the plan to automate YOOX warehouses. In addition, she sought further information on the YOOX master's course, with reference to the growing need for key figures essential to the development of the Company.

She reminded the Chairman that at the time of the meeting with the analysts, the average age of the Company's employees was less than 40, and that women represented 62% of the workforce, although they are barely represented at the level of senior management; she therefore wanted to know, out of curiosity, if the Company had a policy to this effect, "naturally dictated by competence and not by gender".

When she finished speaking, at 11.35 a.m., the **Chairman** announced a short break to prepare the replies to the questions asked.

The meeting resumed at 11.55 am.

Firstly, the chairman stated that at the time the meeting resumed, 128 persons entitled to vote were present, in person or through a proxy, representing a total of 29,726,175 out of 52,682,760 shares, with no indication of nominal value, equal to 56.425%; and that the shareholders' meeting was therefore still quorate.

In response to the first question, the chairman stated that the designated representative, as mentioned previously, was Spafid, at a cost of € 3,000.00.

He then referred to the second question on how to improve the mechanisms to encourage minority shareholders to attend meetings; in the first place, he considered it a nice gesture to convene meetings in Milan on dates that do not fall on “bridge” days (*days between a bank holiday and a weekend*) specifically to encourage minority shareholders to attend, considering that the company has always (for 11 years) been based in Zola Predosa in the province of Bologna.

He then stated that since the Company operated on the basis of electronic communication, he would assess the possibility of using this means to encourage greater participation.

As regards Professor D’Atri’s third question on the proposal to split the proposed resolution into two separate ones, he said – having referred to his organisational powers – that he would arrange for two separate votes, one to approve the financial statements and the other to determine the allocation of income.

He also specified that, in view of the mandate received from the board of directors, the proposal prepared by the Board would be voted on first - following the approval of the financial accounts - and any other proposals would only be taken into consideration if this one were not approved.

He then explained why dividends were continued not to be distributed, confirming that this decision was connected with the fact that YOOX – a public company, as can also be seen from its wide-ranging shareholder structure – must continue to invest heavily in both technology and logistics (two platforms that often overlap) given that it has to compete with very strong, solid and powerful US companies in the innovative arena in which it operates.

As an example of this, he mentioned that in March the company announced an investment programme relating to stock automation totalling around Euro 20 million, of which Euro 10 million related to this year and the other Euro 10 million to the five-year period.

As regards investment in technology, he said that a reading of the financial statements showed the extent to which the Company had invested in R&D last year. He added that, although he could not quote figures for the future, the Company's investment policy would not change in 2011, as it was a technology-oriented company and as such, must continue to invest in technology.

He highlighted, therefore, how such heavy investment in technology and logistics – which is appreciated by shareholders, and has recently been influencing the share price – enables YOOX to maintain its leadership in the sector. He added that while it was true that the Company had not paid dividends, it was precisely because of such investment that it had become leader in the sector and the stock had been so highly appreciated by shareholders.

He therefore considered that paying dividends at this time would be premature, although he said that this option would certainly be considered over the five-year period.

The Chairman said he would be happy to provide any further clarification on these issues that the questioners might require.

He then stated, with reference to Ms Anelli's question, that the logistics and automation project – the broad features of which he had already described – was currently at the implementation phase and was proceeding as expected with no surprises of any kind, either negative or positive.

He reported that the Company had "brought" its first store to China with "EmporioArmani.cn" at the end of November 2010. He explained – without going into detail on the strategy – that the

investment in China in 2010 had not been physical investment, as “EmporioArmani.cn” was one of the 27 stores that YOOX currently operated. He then identified the current objective in choosing those stores that “would be successful in China”; he reported that Marni had been launched in early March and that shortly “Bally.cn” would also open, in implementation of the plan to start with full-price sales and then export yoox.com.

After further brief remarks, he went on to the subject of the master’s course. He pointed out that YOOX’s business was innovative, emphasising how difficult it was to find staff who were already trained in this area, given that so many things were invented by the Company itself.

He then explained that, as the Company combined both technology and fashion, the first edition of the master’s course, which was geared more towards the technology aspects, was held in collaboration with the *Politecnico di Milano*, while the second edition, which was to focus more on the fashion part, was being organised in collaboration with the *Istituto Marangoni*.

He said that the master’s course was developed so that the Company could train its future human resources, emphasising that this service was also offered to all partners and brands for whom YOOX had managed online stores for at least 15 years. He also highlighted the vocational nature of the master’s course and pointed out in this regard that many students that attended the course obtained employment not only with YOOX but with other partner companies, which he named.

He mentioned that the Company was also planning a third edition of the master’s course and emphasised how this indicated that the project was working particularly well.

He then replied to the question on the percentage of women in the Company and said that it was 56%. He explained that this figure related to December 31, which could therefore have changed slightly between that date and the date of the meeting, as many new staff had been recruited in that period.

He said that the average age of employees was 32, and indicated that the Company did not wish it to rise, even though the age of the people currently on the management board was gradually increasing. He explained that this was a strategic decision, based on the idea that the correlation between the people that work for the Company and its customers – whose average age is around 30, although they range from 15 and 60 – provides excellent added value, because, as he put it, “they understand each other better”. He said that he thought the Company’s decisions on both female employees and the average age were therefore correct.

As regards women “in managerial positions”, he pointed out that Catherine Gérardin, who was present, was a member of the Board of Directors. He then said that many other key managerial roles were held by women, mentioning as examples the Director of “yoox.com” (the number 1 store and hence the Company’s main source of income), the Investor Relations manager and the Communications manager. He therefore stated that he was beyond reproach on this issue and would be happy to provide any further clarification.

**Maria Luisa Anelli** then took the floor again and stressed that she had not meant her previous question to be a reproach but merely a request for information.

She then drew the shareholders’ attention to the fact that, indeed, she thought it was considerate of the company to have convened

the present meeting for May 5 – and not for one of those “busy” days (in the period April 26-30).

She then complimented the Chairman on the Company’s Press Office, which she thought had been very efficient and proactive. She referred in this regard to a photo of the Chairman that she had seen that morning in *Economy* and to an article she had recently read in *Gentlemen*.

Professor **Gianfranco D’Atri** then took the floor and, having said that he wished to return to the items that had been dealt with previously and finalise them, said he also wished to speak from his knowledge of situations in which a dividend had not been paid.

He said he would put himself in the position of someone who did not belong to the company and did not know the people, reminding the meeting that the market was made up of individuals who were purely “readers of the facts and figures”.

He briefly developed a number of points and then said that – although he understood the Company’s reasons for its decision – he thought that the “main need” was to explain the dividend policy to the market. He then stressed how, in this regard, his vote was necessarily symbolic, given the size of his stake.

He also said that the dividend policy had only been outlined briefly in the Chairman’s speech; he therefore urged the Board of Directors to provide information to the market – in whatever level of detail it deemed appropriate – on the dividend policy, otherwise someone might think that dividends would be paid within ten years.

Having reminded everyone that the Chairman had instead said that the issue would be re-assessed within the next five years, he said that the Board should state that at the end of the fifth year dividends would be paid; it was a strategic plan and therefore,

barring any “major disasters”, dividends would of course be paid at that time.

He then repeated that – in his opinion – a percentage to be paid should be identified. He further stressed that an investment did not only entail an increase in the stock, which he considered a secondary aspect especially for those who wanted to remain shareholders. He then said that, at the present time, selling shares would raise more cash than any dividend, but this would mean that “anyone who wants to make a profit must quit being a shareholder of the Company”. He thought this was a potential “mechanism” albeit – in his opinion – one that was not in the Company’s interests. Lastly, he stressed that this discussion could be helpful for everyone if it were converted into information for the market.

At the end of all the speeches, the **Chairman** confirmed that there would be two separate votes on the first agenda item.

The Chairman then asked those present to declare, with specific reference to the issue to be voted on, if there were any situations that would exclude them from voting. No-one spoke.

The notary then addressed the meeting and explained that, in accordance with Gianfranco D’Atri’s request and the explanations given by the Chairman, point 1 of the proposed resolution would be put to the vote. This proposal, which had been read out, was to approve the Directors’ Report and the financial statements for the year ended 31 December 2010, in full, and – where necessary – with due consideration of the consolidated financial accounts.

Once the voting had taken place, which proceeded by way of a show of hands, or by the communication of several votes (where held), the Chairman declared that the proposal explained by the notary had been passed by majority vote, and that 29,726,175 shares had participated. He further stated that:

- 29,726,075 shares had voted in favour,

- 100 shares had voted against,

- there had been no abstentions,

and that the vote had complied with the legal provisions, to which article 11 of the Company's articles referred.

\* \* \*

The Chairman then put the proposal on the allocation of income to the vote, i.e. to carry forward the entire income for the year of Euro 6,059,201.12.

Once the voting had taken place, which proceeded by way of a show of hands, or by the communication of several votes (where held), the Chairman declared that the proposal that had been read out had been passed by majority vote, and that 29,726,175 shares had participated. He further stated that:

- 29,726,074 shares had voted in favour,

- 101 shares had voted against,

- there had been no abstentions,

and that the vote had complied with the legal provisions, to which article 11 of the Company's articles referred.

\*\*\*\*

At this point, the Chairman moved on to the second item on the agenda (ordinary session), concerning the expansion of the Board of Directors via the appointment of a Director pursuant to art. 2386 of the Civil Code. Related and consequent resolutions.

While the Chairman was preparing to read the report on this item by the Board of Directors pursuant to art. 125-ter of the TUF, the representative of the company Essegi S.r.l., lawyer Roberta Gentile, and Professor D'Atri asked to speak, proposing that the reading of this report be omitted as it had already been circulated previously.

As no-one opposed this suggestion, the Chairman advised the meeting that a proposal had been received from the shareholder Essegi S.r.l. to appoint Raffaello Napoleone as a Director. Mr Napoleone had been co-opted by the Board of Directors on July 1, 2010 and his mandate expired on the date of the present shareholders' meeting.

The Chairman then opened the discussion on the said proposal.

He invited those who wished to speak to book their place, giving their name, and requested that participants be brief, so that there would be time to hear all of those wishing to speak.

Professor **Gianfranco D'Atri** then took the floor and asked whether the nomination of Raffaello Napoleone had been proposed by one or several shareholders, explaining that he was asking that question to avoid creating "restrictions on the candidate in the event that he could be presented on a minority shareholder list or otherwise".

The **Chairman** replied by repeating that the nomination had been proposed by the shareholder Essegi S.r.l.

The Chairman then moved on to the vote on the proposal.

The Chairman first asked those present to declare, with specific reference to the issue to be voted on, if there were any situations that would exclude them from voting. No-one spoke.

Once the voting had taken place, which proceeded by way of a show of hands, or by the communication of several votes (where held), the Chairman declared that the proposal put forward by Essegi S.r.l., had been passed by majority vote, and that 29,726,175 shares had participated. He further stated that:

- 21,626,319 shares had voted in favour,
- 5,025,398 shares had voted against,
- 3,074,458 shares had abstained,

and that the vote had complied with the legal provisions, to which article 11 of the Company's articles referred.

\*\*\*\*

The Chairman then moved on to the third item on the agenda (ordinary session) concerning the authorisation to buy and sell treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Civil Code and article 132 of Legislative Decree 58/1998 and related implementing provisions.

While the Chairman was preparing to read the report pursuant to art. 125-ter of the TUF – which he said was prepared by the Board of Directors also in accordance with article 73 of the Issuer Regulations - the representative of shareholder Essegi S.r.l., lawyer Roberta Gentile, asked to speak, proposing that only the proposed resolution be read out, as the other documents had been circulated previously.

As no-one opposed this suggestion, the notary read out the proposed resolution as follows:

*“The ordinary Shareholders’ Meeting, having examined and approved the Directors’ Report,*

*resolves*

*(A) to authorise transactions to purchase and sell treasury shares, (i) for the purposes envisaged in market practice relating to the purchase of treasury shares to create a “bank of shares” allowed by Consob pursuant to article 180, paragraph 1c) of Legislative Decree 58/1998 with resolution 16839 of March 19, 2009, in accordance with the operating conditions established by market practice as described above and by Regulation (EC) 2273/2003 of December 22, 2003, where applicable; and (ii) in order to lend treasury shares to the Specialist operator, to enable it to meet its contractual obligations to the Company in settling transactions*

*carried out on YOOX shares under the terms and procedures established by the applicable provisions, and therefore:*

*1. to authorise, pursuant to article 2357 of the Civil Code, the purchase, on one or more occasions, during a period of 18 months from the date of this resolution, of ordinary shares in the Company up to a maximum number that, taking account of the ordinary YOOX shares held at any time by the Company and its subsidiaries, does not exceed in total the upper limit set by the applicable legislation in force, at a price that does not exceed the higher of the price of the last independent transaction and the highest current independent offer price on the market where the purchase takes place, and at a unit price no lower than 15% less and no higher than 15% more than the official price recorded by the YOOX share on the open trading day preceding each purchase transaction.*

*2. to grant the Board of Directors a mandate to identify the respective amounts of shares to purchase for each of the purposes indicated above, before launching the individual purchase programmes and carrying out share purchases under the terms and for the purposes set out above, conferring the broadest powers to perform share purchases pursuant to this resolution and for any other formality related to these purchases, including the delegation of tasks to legally-authorized intermediaries and with the power to appoint special attorneys, at a pace deemed most advantageous for the Company, in compliance with the legislation in force and using the methods set out in article 144-bis, paragraph 1b) of Consob Regulation 11971/1999, as amended.*

*3. to authorise the Board of Directors to make use of, pursuant to article 2357-ter of the Civil Code, at any time, wholly or in part and on one or more occasions, the treasury shares purchased on*

*the basis of this proposal or in the Company portfolio, by selling these shares on- or off-market, also through the sale of real and/or personal rights, including, for example, the loan of shares, using the terms, methods and conditions of disposal deemed to be most advantageous to the Company, in compliance with the legal and regulatory provisions currently in force and for the purposes set out in this resolution proposal, also taking account of the obligations to the Specialist operator set out in the related contract, conferring the broadest powers to perform share purchases pursuant to this resolution and for any other formality related to these purchases, including the delegation of tasks to legally-authorized intermediaries and with the power to appoint special attorneys. It is understood that (a) disposals carried out as part of extraordinary transactions, including share swaps with other parties, may take place at the price or value that is consistent with the transaction, according to the characteristics and nature of the transaction and also taking account of market performance; and that (b) disposals of treasury shares to service programmes to distribute, for consideration or free of charge, options on shares or shares to directors, employees and consultants of the Company or its subsidiaries, as well as programmes to assign free shares to shareholders, may take place at a price established by the competent corporate bodies in relation to these programmes, taking account of market performance and applicable legislation, including tax law. All such disposals must be carried out in compliance with the terms and procedures, including operational, established under the applicable provisions of Consob resolution 16839 of March 19, 2009 and Regulation (EC) 2273/2003 of December 22, 2003*

*where applicable. Authorisation pursuant to this item is granted without time limits;*

*(B) to establish that, in accordance with the law, purchases governed by this authorisation are within the limits of distributable earnings and available reserves as shown in the latest approved accounts (including interim accounts) at the time the transaction is carried out, and that, on the occasion of the purchase and sale of treasury shares, the requisite accounting entries should be made, in compliance with applicable legal provisions and accounting standards.”.*

The Chairman then opened the discussion on the proposal that had been read out and invited those who wished to speak to book their place, giving their name; he also requested that participants be brief, so that there would be time to hear all of those wishing to speak.

As no-one spoke at this point, the Chairman moved on to the voting on the text of the resolution that had been read out.

He first asked those present to declare, with specific reference to the issue to be voted on, if there were any situations that would exclude them from voting. No-one spoke.

Once the voting had taken place, which proceeded by way of a show of hands, or by the communication of several votes (where held), the Chairman declared that the proposal that had been read out had been passed by majority vote, and that 29,726,175 shares had participated. He further stated that:

- 25,562,725 shares had voted in favour,
- 4,163,450 shares had voted against,
- there had been no abstentions,

and that the vote had complied with the legal provisions, to which article 11 of the Company's articles referred.

\*\*\*\*

The Chairman then moved on to the extraordinary session of the meeting, and specifically, the proposal to amend articles 6, 7, 8, 9, 14 and 26 of the Company's articles of association.

He advised the meeting that persons holding 29,726,175 shares with voting rights were present, either in person or through a proxy, and that the meeting was therefore also quorate for the extraordinary session.

While the Chairman was preparing to read the report pursuant to art. 125-ter of the TUF – which he said was prepared by the Board of Directors also in accordance with article 72/92 of the Issuer Regulations – Professor Gianfranco D'Atri asked to speak, proposing that only the proposed resolution be read out, as the other documents had been circulated previously.

As no-one opposed this suggestion, on the invitation of the Chairman, the notary read out the proposed resolution as follows:

*“The extraordinary Shareholders' Meeting of YOOX S.p.A., having examined and approved the Directors' Report,*

*resolves*

*1) to amend articles 6, 7, 8, 9, 14 and 26 in the respective “Proposed Text” in the Directors' Report, attached to these minutes;*

*2) to grant a mandate to the current legal representative to carry out any task that is required, necessary or useful in the implementation of the above resolutions, including any measures or formalities necessary to record the resolutions in the Register of Companies, in order to ensure that the resolutions adopted are legally approved, with the power to make any non-substantial amendments, additions or deletions required for this purpose, including at the time they are recorded, and in general to perform*

*any task necessary for the full execution of the resolutions, with all and any requisite and appropriate powers, without exclusion or exception."*

Once the proposal had been read out, the **Chairman** opened the discussion on the proposal and invited those who wished to speak to book their place, giving their name; he also requested that participants be brief, so that there would be time to hear all of those wishing to speak.

Professor **Gianfranco D'Atri** then addressed the meeting, stating that he was a university professor and also undertook work in the governance sector. He then stressed that he would naturally focus his attention on certain issues and apologised if he came across as pedantic.

He mentioned the part of the resolution that contained the words "Directors' Report seen and approved" and asked the notary whether the words "report approved" were essential or could be omitted.

He explained that certain shareholders – even if they agreed with the subject of the resolution – might not want to approve the report after reading it, as it was also an expression of the Board's considerations, justifications and reasons".

He therefore asked if the approval could be removed so that he could vote in favour of the proposal; he explained that even in the absence of this – although he considered it a valid request – he would probably still vote in favour.

With reference to the subject of the resolution, he remarked that he was being asked to approve a change to the articles of association – more or less onerous as a result of the measures required by the new directives – that stipulated the "specific" decision to include the "option" and not the "requirement" to have a designated

representative. He said that he would have preferred it to be a requirement because, in his opinion, that would have given a clear and strategic indication of the value of this new role, which being little used at present, only represented an expense.

He recounted how in many companies the powers granted to the joint representative are virtually nil, but he emphasised that in this regard the law simply provides an input, which must then be assessed by the operators.

After further brief remarks on these issues, he expressed his doubts on how the regulation would be used, mentioning that he had talked about the issue on another occasion with the notary, Mr Zabban.

He also thought that shareholders should be informed in good time of the circumstances that would require the assistance of the designated representative rather than waiting for the date set for the shareholders' meeting. He proposed, for example, to provide this information to the market at the time the calendar of financial activities pursuant to law is presented. He said that, in this way, investors would know that there is a system in place by which they can send a proxy automatically – and therefore with a certain degree of security. He said that he thought this facility, combined with the option to send questions electronically in advance, would facilitate ongoing interaction between shareholders and the Company, even if shareholders were unable to attend on the day of the meeting.

He then said that he wished to approve the resolution – notwithstanding the observation made earlier, which in any event he considered secondary – even if his proposal were not accepted, thereby assuming, together with the directors, responsibility for the Directors' Report.

Lastly, he strongly urged the meeting not to accept the measures merely because they were stipulated by legislation, emphasising that, if they represented improved mechanisms, the Company should “go beyond what was stipulated” although not take it to excess like some other companies.

The notary **Filippo Zabban** then took the floor and, at the request of the Chairman, invited Professor D’Atri to consider “approval of the report” – which was certainly one of many – as a “set phrase”. He then explained that a vote in favour or against, or an abstention, would relate to the amendments to the Company’s articles of association, and confirmed that – unless the professor had any objections – the proposal would not be changed.

At the invitation of the Chairman, he reported that the latter, in his previous reply concerning the new methods of participation that the Company intended to adopt, also included the proper requirement to be responsible for the communication to which the professor referred.

After everyone had finished speaking, the Chairman moved on to the vote on the text of the resolution that had been read out.

He first asked those present to declare, with specific reference to the issue to be voted on, if there were any situations that would exclude them from voting. No-one spoke.

Once the voting had taken place, which proceeded by way of a show of hands, or by the communication of several votes (where held), the Chairman declared that the proposal that had been read out had been passed by majority vote, and that 29,726,175 shares had participated. He further stated that:

- 20,170,347 shares had voted in favour,
- 9,555,828 shares had voted against,
- there had been no abstentions,

and that the vote had complied with the legal provisions, to which article 11 of the Company's articles referred.

\*\*\*\*

As there was no other business, the Chairman declared the ordinary and extraordinary meetings closed at 12.45, confirming at the same time that, with reference to the last vote, a quorum had been reached, as 67.854% of those present voted in favour".

At the request of the person appearing before me, the following items are attached to this document:

- under letter "A" in a single bundle, the attendance sheets and the figures relating to the outcomes of the individual votes;
- under letter "B", a certified copy of the Annual Report for the year ended December 31, 2010, including all attachments mentioned herein;
- under letter "C", a certified copy of the Board of Auditors' Report on the Annual and Consolidated Financial Statements for the year ended December 31, 2010;
- under letter "D", a certified copy of the independent auditors' Report on the Annual Financial Statements;
- under letter "E", a certified copy of the independent auditors' Report on the Consolidated Financial Statements;
- under letter "F", a certified copy of the Directors' Report on the proposals on the agenda, prepared pursuant to art. 125-ter of the TUF;
- under letter "G", the articles of association incorporating the approved amendments.

In my capacity as notary, I have read this document to the person appearing before me, who approves it and signs it with me at 7.50 pm.

The attachments were not read at the request of the person appearing before me.

Written

by electronic means by a trusted person and completed by me, a notary, in my own hand, this document comprises thirty-one half pages written on one side only, totalling thirty-one pages up to here.

Signed: Federico Marchetti

Signed: Filippo Zabban

Communication no. 1  
Time: 11.00

**YOOX S.p.A.**

**Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011**

COMMUNICATION FROM THE CHAIRMAN TO THE SHAREHOLDERS' MEETING

No. of shareholders 126 participating at the Shareholders' Meeting (in person or through a proxy) accounting for 29.726.171 ordinary shares, for which the Company has received the relevant communications pursuant to article 83-sexies of Legislative Decree 58/98, and holding the same number of shares representing 56,425 % of 52.682.760 ordinary shares

No. of persons physically present 5

LIST OF PARTICIPANTS

N°	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ordinary shares	E	U	E	U	E	U
1	AA SARASINI ISR		MONTANARELLA BRUNO		45.000	0,085	11,00					45,000
2	AD-ANCED SERIES TRUST-AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	11,00					473,762
3	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	11,00					60
4	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.660	0,007	11,00					3,660
5	ALLIANZ ROM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	11,00					34,500
6	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	11,00					10,940
7	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	11,00					1,550
8	AMUNDI FUNDS GEN.S WORLD		MONTANARELLA BRUNO		11.000	0,021	11,00					11,000
9	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	11,00					154,880
10	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.898	0,235	11,00					123,898
11	ARAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	11,00					12,619
12	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,520	11,00					273,936
13	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.665	1,700	11,00					895,665
14	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	11,00					119,411
15	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	11,00					180,000
16	BAILIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND-OF THE BAILIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	11,00					51,720
17	BAILIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	11,00					17,200
18	BALBERTON CAPITAL I LP, CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.670.260	11,143	11,00					5,670,260
19	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	11,00					130,000
20	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	11,00					421,814
21	BGI MSCIEAFE SMALL CAP EQUITY INDEX FUND B (EX BT 9887S)		MONTANARELLA BRUNO		8.850	0,017	11,00					8,850
22	BGI MSCIEAFE SMALL CAP EQUITY INDEX FUND B		MONTANARELLA BRUNO		2.966	0,006	11,00					2,966
23	BLACKROCK FUNDS: ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	11,00					14,300
24	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	11,00					23,059
25	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	11,00					103,600
26	CAAM ACTIONS THEMATIQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	11,00					20,000
27	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.902	0,113	11,00					59,902
28	CAAM MID/ALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	11,00					224,102
29	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		563	0,001	11,00					563
30	CITADEL EQUITY FUND AC LTD		MONTANARELLA BRUNO		5.266	0,010	11,00					5,266
31	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	11,00					202,990
32	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		3.756	0,007	11,00					3,756
33	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		213.328	0,405	11,00					213,328
34	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	11,00					379
35	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	11,00					37,826
36	DABROES INVESTMENT MASTER FUND LP		MONTANARELLA BRUNO		213.765	0,406	11,00					213,765
37	ELITE INTER-PHARMACOINS		MONTANARELLA BRUNO		39.000	0,074	11,00					39,000
38	EUROPEAN ASSETS TRUST NV		MONTANARELLA BRUNO		140.893	0,267	11,00					140,893
39	F&C GLOBAL SMALLER COMPANIES PLC		MONTANARELLA BRUNO		30.366	0,058	11,00					30,366
40	FEDERATED INTERNATIONAL SMALL MID COMPANY FUND		MONTANARELLA BRUNO		327.200	0,621	11,00					327,200
41	FEDERATED KAUFMANN FUND		MONTANARELLA BRUNO		1.721.960	3,289	11,00					1,721,960
42	FEDERATED KAUFMANN FUND II		MONTANARELLA BRUNO		42.726	0,081	11,00					42,726
43	FEDERATED KAUFMANN SMALL CAP FUND		MONTANARELLA BRUNO		863.898	1,630	11,00					863,898
44	FORD MOTOR COMPANY DEFINED BENEFIT		MONTANARELLA BRUNO		1.970	0,004	11,00					1,970
45	FORTRESS INTERNATIONAL EQUITY PART B		MONTANARELLA BRUNO		16.461	0,031	11,00					16,461
46	GLAXOSMITHKLINE MASTER RETIREMENT TRUST		MONTANARELLA BRUNO		80.500	0,151	11,00					80,500
47	GLOBAL ASCENT LTD-PAN EUROPE CO MAPLES CORPORATE SERVICES LIMITED		MONTANARELLA BRUNO		1.422	0,003	11,00					1,422
48	HELABA INVEST KAPITALANLAGEN ESSELTSCHAFT MBH		MONTANARELLA BRUNO		100	0,000	11,00					100
49	HENDERS EURO SMALLER COMPANIES FUND		MONTANARELLA BRUNO		217.809	0,413	11,00					217,809
50	HENDERSON HORIZON FUND SICAV		MONTANARELLA BRUNO		445.000	0,845	11,00					445,000
51	INTREPID INTERNATIONAL - CANADA FUND		MONTANARELLA BRUNO		6.730	0,013	11,00					6,730

52	JAPAN TRUSTEE SERVICES BANK LTD AS TRUST	MONTANARELLA BRUNO	1,261	0,002	11,00	0	1,261
53	JPMORGAN EUROPEAN FLEDGLING INVESTMENT	MONTANARELLA BRUNO	1,477,069	2,804	11,00	0	1,477,069
54	JPMORGAN EUROPEAN INVESTMENT TRUST PLC	MONTANARELLA BRUNO	42,895	0,091	11,00	0	42,895
55	JPMORGAN FUND (V.G. - JPM INSTITUTIONAL C	MONTANARELLA BRUNO	878	0,002	11,00	0	878
56	JPMORGAN FUND II (V.G. - JPM EUROPE SMALL	MONTANARELLA BRUNO	124,862	0,013	11,00	0	124,862
57	JPMORGAN FUNDS EUROPE DYNAMIC SMALL CAP FUND	MONTANARELLA BRUNO	32,780	0,062	11,00	0	32,780
58	JPMORGAN INTREPID INTERNATIONAL FUND	MONTANARELLA BRUNO	315,750	0,599	11,00	0	315,750
59	LORD ABBETT SEC TRUST-LORD ABBETT INT OPPORTUNITIES FUND	MONTANARELLA BRUNO	42,392	0,090	11,00	0	42,392
60	LORD ABBETT SERIES FUND INC-INTERNATIONAL PORTFOLIO	MONTANARELLA BRUNO	2,100	0,004	11,00	0	2,100
61	MICHAEL WAYNE GERDING	MONTANARELLA BRUNO	6,401	0,012	11,00	0	6,401
62	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	MONTANARELLA BRUNO	38,000	0,072	11,00	0	38,000
63	M.B.T.STYLE MULTIMANAGER FUNDS PLC	MONTANARELLA BRUNO	1,946	0,004	11,00	0	1,946
64	NEW ZEALAND SUPERANNUATION FUND	MONTANARELLA BRUNO	114,819	0,218	11,00	0	114,819
65	NORTHERN TRUST ROBUSTA FUND	MONTANARELLA BRUNO	24,906	0,047	11,00	0	24,906
66	NT GLOBAL INVESTMENT COLL FUNDS	MONTANARELLA BRUNO	83,100	0,168	11,00	0	83,100
67	OHIO NATIONAL FUND, INC. - INT SMALL-MID COMPANY PTF	MONTANARELLA BRUNO	60,000	0,114	11,00	0	60,000
68	OHIO STATE UNIVERSITY	MONTANARELLA BRUNO	153,310	0,291	11,00	0	153,310
69	PCM EUROPE MASTER FUND	MONTANARELLA BRUNO	13,512	0,026	11,00	0	13,512
70	PINEBRIDGE GLOBAL FUNDS	MONTANARELLA BRUNO	18,800	0,036	11,00	0	18,800
71	PIONEER ASSET MANAGEMENT S.A	MONTANARELLA BRUNO	44,182	0,084	11,00	0	44,182
72	RAYTHEON MASTER PENSION TRUST	MONTANARELLA BRUNO	1,468	0,003	11,00	0	1,468
73	ROBERT BOSCH CORPORATION MASTER TRST	MONTANARELLA BRUNO	25,065	0,048	11,00	0	25,065
74	ROBERSCASEY TARGET SOLUTIONS LLC	MONTANARELLA BRUNO	254,406	0,493	11,00	0	254,406
75	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE IF SAR EUROPEAN FUND	MONTANARELLA BRUNO	10,000	0,019	11,00	0	10,000
76	S2G	MONTANARELLA BRUNO	11,203	0,021	11,00	0	11,203
77	SSAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A	MONTANARELLA BRUNO	209,539	0,398	11,00	0	209,539
78	SS BK AND TRUST COMPANY INT FUNDS FOR TAXEXEMPT RETIREMENT PL	MONTANARELLA BRUNO	892	0,002	11,00	0	892
79	STANDARD LIFE INVESTMENT'S GLOBAL SICAV	MONTANARELLA BRUNO	220	0,000	11,00	0	220
80	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	MONTANARELLA BRUNO	602	0,001	11,00	0	602
81	STATE OF INDIANA, PUBLIC EMPLOYEES RETI	MONTANARELLA BRUNO	90,719	0,172	11,00	0	90,719
82	STATE STREET GLOBAL ADVISORS, CAYMAN	MONTANARELLA BRUNO	14,578	0,028	11,00	0	14,578
83	STICHTING PENSIOENFONDS VOOR DE GRAFISCHE BEDRIJVEN	MONTANARELLA BRUNO	216,313	0,411	11,00	0	216,313
84	STRATHOLYDE PENSION FUND	MONTANARELLA BRUNO	31,010	0,059	11,00	0	31,010
85	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND	MONTANARELLA BRUNO	88,500	0,168	11,00	0	88,500
86	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC	MONTANARELLA BRUNO	561,315	1,065	11,00	0	561,315
87	THE MONKS INVESTMENT TRUST PLC	MONTANARELLA BRUNO	48,652	0,094	11,00	0	48,652
88	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST	MONTANARELLA BRUNO	810	0,002	11,00	0	810
89	THE WELINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF	MONTANARELLA BRUNO	373,566	0,709	11,00	0	373,566
90	TR EUROPEAN GROWTH TRUST PLC	MONTANARELLA BRUNO	4,509	0,009	11,00	0	4,509
91	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	20,000	0,038	11,00	0	20,000
92	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	459,153	0,870	11,00	0	459,153
93	UFG SARASIN ACTIONS EURO FLEXIBLE	MONTANARELLA BRUNO	28,225	0,050	11,00	0	28,225
94	UNITED NATIONS JOINT STAFF PENSION FUND	MONTANARELLA BRUNO	219,215	0,416	11,00	0	219,215
95	UTAH STATE RETIREMENT SYSTEMS	MONTANARELLA BRUNO	3,821	0,007	11,00	0	3,821
96	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND	MONTANARELLA BRUNO	115,992	0,220	11,00	0	115,992
97	VANGUARD INVESTMENT SERIES, PLC	MONTANARELLA BRUNO	40,000	0,078	11,00	0	40,000
98	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	MONTANARELLA BRUNO	29,370	0,056	11,00	0	29,370
99	VASATCH GLOBAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	441,844	0,839	11,00	0	441,844
100	VASATCH GLOBAL SCIENCE & TECHNOLOGY FUND	MONTANARELLA BRUNO	20,543	0,039	11,00	0	20,543
101	VASATCH INTERNATIONAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	843,388	1,601	11,00	0	843,388
102	VASATCH INTERNATIONAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	199,870	0,393	11,00	0	199,870
103	VASATCH SMALL CAP GROWTH FUND	MONTANARELLA BRUNO	6,782	0,013	11,00	0	6,782
104	VASATCH ULTRA GROWTH FUND	MONTANARELLA BRUNO	100	0,001	11,00	0	100
105	WASHINGTON STATE INVESTMENT BOARD	MONTANARELLA BRUNO	504	0,001	11,00	0	504
106	WHEELS COMMON INVESTMENT FUND	MONTANARELLA BRUNO	819	0,002	11,00	0	819
107	WHEELS COMMON INVESTMENT FUND	MONTANARELLA BRUNO	147,251	0,280	11,00	0	147,251
108	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO					
109	PIQUADRO HOLDING S.P.A	PAPPAGALLO ROSSELLA					



Communication no. 2  
time: 11.52

**YOOX S.p.A.**

**Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011**

COMMUNICATION FROM THE CHAIRMAN TO THE SHAREHOLDERS' MEETING

No. of shareholders 128 participating at the Shareholders' Meeting (in person or through a proxy), accounting for 29.726.175 ordinary shares, for which the Company has received the relevant communications pursuant to art. 83-sexies of Legislative Decree 58/98, and holding the same number of voting rights representing 56,425 % of 52.682.760 ordinary shares.

No. of persons physically present: 7

LIST OF PARTICIPANTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ord. shares	E	U	E	U	E	U
1	AA BARASIN ISR		MONTANARELLA BRUNO		45.000	0,065	11,00					45.000
2	ADVANCED SERIES TRUST - AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,989	11,00					473.762
3	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	11,00					60
4	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.800	0,007	11,00					3.800
5	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	11,00					34.500
6	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	11,00					10.940
7	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	11,00					1.550
8	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	11,00					11.000
9	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.860	0,294	11,00					154.860
10	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.899	0,235	11,00					123.899
11	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	11,00					12.619
12	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,550	11,00					273.936
13	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.666	1,700	11,00					895.666
14	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		118.411	0,227	11,00					118.411
15	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	11,00					180.000
16	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	11,00					51.720
17	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	11,00					17.200
18	BALDERTON CAPITAL LLP CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	11,00					5.870.280
19	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	11,00					130.000
20	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	11,00					421.814
21	BGI INSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.950	0,017	11,00					8.950
22	BGI INSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.968	0,006	11,00					2.968
23	BLACKROCK FUNDS, ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	11,00					14.300
24	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	11,00					23.059
25	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		105.600	0,197	11,00					105.600
26	CAAM ACTIONS THEMATIQUE MONDE		MONTANARELLA BRUNO		20.000	0,038	11,00					20.000
27	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	11,00					59.602
28	CAAM MIDVALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	11,00					224.102
29	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	11,00					583
30	CITADEL EQUITY FUND A/C LTD		MONTANARELLA BRUNO		5.266	0,010	11,00					5.266
31	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	11,00					202.990
32	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		3.756	0,007	11,00					3.756
33	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		213.328	0,405	11,00					213.328
34	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		379	0,001	11,00					379
35	DABROS INVESTMENT MASTER FUND LP		MONTANARELLA BRUNO		37.828	0,072	11,00					37.828
37	ELITE INTERPHARMACOINS		MONTANARELLA BRUNO		213.785	0,406	11,00					213.785
38	EUROPEAN ASSETS TRUST NV		MONTANARELLA BRUNO		38.000	0,074	11,00					38.000
39	F&C GLOBAL SMALLER COMPANIES PLC		MONTANARELLA BRUNO		140.893	0,267	11,00					140.893
40	FEDERATED INTERNATIONAL SMALL MID COMPANY FUND		MONTANARELLA BRUNO		30.368	0,058	11,00					30.368
41	FEDERATED KAUFMANN FUND		MONTANARELLA BRUNO		327.200	0,621	11,00					327.200
42	FEDERATED KAUFMANN SMALL CAP FUND		MONTANARELLA BRUNO		1.721.960	3,269	11,00					1.721.960
43	FEDERATED KAUFMANN FUND II		MONTANARELLA BRUNO		42.726	0,081	11,00					42.726
44	FORD MOTOR COMPANY DEFINED BENEFIT		MONTANARELLA BRUNO		963.898	1,830	11,00					963.898
45	FORTRESS INTERNATIONAL EQUITY PART B		MONTANARELLA BRUNO		1.970	0,004	11,00					1.970
46	GLAXOSMITHKLINE MASTER RETIREMENT TRUST		MONTANARELLA BRUNO		16.461	0,031	11,00					16.461
47	GLOBAL ASCENT LTD- PAN EUROPE CO MABLES CORPORATE SERVICES LIMITED		MONTANARELLA BRUNO		60.600	0,115	11,00					60.600
48	HELABA INVEST KAPITALANLAGEN ESSELLSCHAFT MBH		MONTANARELLA BRUNO		1.422	0,003	11,00					1.422
49	HENDERS EURO SMALLER COMPANIES FUND		MONTANARELLA BRUNO		100	0,000	11,00					100
50	HENDERSON HORIZON FUND SICAV		MONTANARELLA BRUNO		217.809	0,413	11,00					217.809
51	INTREPID INTERNATIONAL - CANADA FUND		MONTANARELLA BRUNO		446.000	0,845	11,00					446.000
					8.730	0,013	11,00					8.730

52	JAPAN TRUSTEE SERVICES BANK LTD AS TRUST	MONTANARELLA BRUNO	1,261	0,002	11,00	0	1,261	0	1,261
53	JPMORGAN EUROPEAN FIEDELING INVESTMENT	MONTANARELLA BRUNO	1,477,089	2,804	11,00	0	1,477,089	0	1,477,089
54	JPMORGAN EUROPEAN INVESTMENT TRUST PLC	MONTANARELLA BRUNO	42,895	0,081	11,00	0	42,895	0	42,895
55	JPMORGAN FUND (CVC - JPM INSTITUTIONAL C	MONTANARELLA BRUNO	878	0,002	11,00	0	878	0	878
56	JPMORGAN FUND II (CVC - JPM EUROPE SMALL	MONTANARELLA BRUNO	6,719	0,013	11,00	0	6,719	0	6,719
57	JPMORGAN INTREPID INTERNATIONAL FUND	MONTANARELLA BRUNO	124,882	0,237	11,00	0	124,882	0	124,882
58	JPMORGAN EUROPE DYNAMIC SMALL CAP FUND	MONTANARELLA BRUNO	32,780	0,062	11,00	0	32,780	0	32,780
59	LORD ABBETT SEC TRUST-LORD ABBETT INT OPPORTUNITIES FUND	MONTANARELLA BRUNO	315,750	0,595	11,00	0	315,750	0	315,750
60	LORD ABBETT SERIES FUND INC-INTERNATIONAL PORTFOLIO	MONTANARELLA BRUNO	42,392	0,080	11,00	0	42,392	0	42,392
61	MICHAEL WAYNE GERDING	MONTANARELLA BRUNO	2,100	0,004	11,00	0	2,100	0	2,100
62	MSCI LEAF SMALL CAP PROV INDEX SEC COMMON TR F	MONTANARELLA BRUNO	6,401	0,012	11,00	0	6,401	0	6,401
63	MULTI-STYLE MULTI-MANAGER FUNDS PLC	MONTANARELLA BRUNO	35,000	0,072	11,00	0	35,000	0	35,000
64	NEW ZEALAND SUPERANNUATION FUND	MONTANARELLA BRUNO	1,946	0,004	11,00	0	1,946	0	1,946
65	NORTHERN TRUST ROBUSTA FUND	MONTANARELLA BRUNO	114,819	0,218	11,00	0	114,819	0	114,819
66	NT GLOBAL INVESTMENT COLL FUNDS	MONTANARELLA BRUNO	24,900	0,047	11,00	0	24,900	0	24,900
67	OHIO NATIONAL FUND, INC - INT SMALL-MID COMPANY PTF	MONTANARELLA BRUNO	58,100	0,158	11,00	0	58,100	0	58,100
68	OHIO STATE UNIVERSITY	MONTANARELLA BRUNO	9,100	0,017	11,00	0	9,100	0	9,100
69	PCM EUROPE MASTER FUND	MONTANARELLA BRUNO	50,000	0,144	11,00	0	50,000	0	50,000
70	PINEBRIDGE GLOBAL FUNDS	MONTANARELLA BRUNO	153,310	0,291	11,00	0	153,310	0	153,310
71	PIONEER ASSET MANAGEMENT S A	MONTANARELLA BRUNO	15,512	0,025	11,00	0	15,512	0	15,512
72	RAYTHEON MASTER PENSION TRUST	MONTANARELLA BRUNO	18,800	0,036	11,00	0	18,800	0	18,800
73	ROBERT BOSCH CORPORATION MASTER DST	MONTANARELLA BRUNO	44,182	0,084	11,00	0	44,182	0	44,182
74	ROGERSCASEY TARGET SOLUTIONS LLC	MONTANARELLA BRUNO	1,488	0,003	11,00	0	1,488	0	1,488
75	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND	MONTANARELLA BRUNO	25,065	0,046	11,00	0	25,065	0	25,065
76	S2G	MONTANARELLA BRUNO	254,406	0,483	11,00	0	254,406	0	254,406
77	SGAM FD EQUITIES GLOBAL (AMUNDI) LUXEMBOURG S A	MONTANARELLA BRUNO	10,000	0,019	11,00	0	10,000	0	10,000
78	SS BK AND TRUST COMPANY INV FUNDS FOR TAX-EXEMPT RETIREMENT PL	MONTANARELLA BRUNO	11,203	0,021	11,00	0	11,203	0	11,203
79	STANDARD LIFE INVESTMENTS GLOBAL SICAV	MONTANARELLA BRUNO	209,539	0,388	11,00	0	209,539	0	209,539
80	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	MONTANARELLA BRUNO	802	0,002	11,00	0	802	0	802
81	STATE OF INDIANA PUBLIC EMPLOYEES RETI	MONTANARELLA BRUNO	220	0,000	11,00	0	220	0	220
82	STATE STREET GLOBAL ADVISORS, CAYMAN	MONTANARELLA BRUNO	602	0,001	11,00	0	602	0	602
83	STICHTING PENSIEFONDUS VOOR DE GRAFISCHE BEDRIJVEN	MONTANARELLA BRUNO	98,719	0,172	11,00	0	98,719	0	98,719
84	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND	MONTANARELLA BRUNO	14,578	0,028	11,00	0	14,578	0	14,578
85	STRATHCLYDE PENSION FUND	MONTANARELLA BRUNO	216,313	0,411	11,00	0	216,313	0	216,313
86	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC	MONTANARELLA BRUNO	31,010	0,059	11,00	0	31,010	0	31,010
87	THE MONKS INVESTMENT TRUST PLC	MONTANARELLA BRUNO	85,500	0,186	11,00	0	85,500	0	85,500
88	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST	MONTANARELLA BRUNO	951,315	1,065	11,00	0	951,315	0	951,315
89	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF	MONTANARELLA BRUNO	49,652	0,094	11,00	0	49,652	0	49,652
90	TR EUROPEAN GROWTH TRUST PLC	MONTANARELLA BRUNO	810	0,002	11,00	0	810	0	810
91	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	373,566	0,708	11,00	0	373,566	0	373,566
92	UFG SARASIN ACTIONS EURO FLEXIBLE	MONTANARELLA BRUNO	4,509	0,009	11,00	0	4,509	0	4,509
93	UNITED NATIONS JOINT STAFF PENSION FUND	MONTANARELLA BRUNO	20,000	0,036	11,00	0	20,000	0	20,000
94	UTAH STATE RETIREMENT SYSTEMS	MONTANARELLA BRUNO	458,153	0,870	11,00	0	458,153	0	458,153
95	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND	MONTANARELLA BRUNO	26,225	0,050	11,00	0	26,225	0	26,225
96	VANGUARD INVESTMENT SERIES, PLC	MONTANARELLA BRUNO	215,215	0,415	11,00	0	215,215	0	215,215
97	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	MONTANARELLA BRUNO	3,821	0,007	11,00	0	3,821	0	3,821
98	WASATCH GLOBAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	115,992	0,220	11,00	0	115,992	0	115,992
99	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND	MONTANARELLA BRUNO	40,000	0,076	11,00	0	40,000	0	40,000
100	WASATCH INTERNATIONAL GROWTH FUND	MONTANARELLA BRUNO	29,370	0,056	11,00	0	29,370	0	29,370
101	WASATCH INTERNATIONAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	441,844	0,838	11,00	0	441,844	0	441,844
102	WASATCH SMALL CAP GROWTH FUND	MONTANARELLA BRUNO	843,388	1,601	11,00	0	843,388	0	843,388
103	WASATCH ULTRA GROWTH FUND	MONTANARELLA BRUNO	158,870	0,303	11,00	0	158,870	0	158,870
104	WASHINGTON STATE INVESTMENT BOARD	MONTANARELLA BRUNO	6,782	0,013	11,00	0	6,782	0	6,782
105	WEST YORKSHIRE PENSION FUND	MONTANARELLA BRUNO	100	0,000	11,00	0	100	0	100
106	WHEELS COMMON INVESTMENT FUND	MONTANARELLA BRUNO	504	0,001	11,00	0	504	0	504
108	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	819	0,002	11,00	0	819	0	819
109	PIQUADRO HOLDING S P A	PAAPPALLO ROSSELLA	147,251	0,290	11,00	0	147,251	0	147,251



# YOOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011

Agenda item 1 - ORDINARY SHAREHOLDERS' MEETING - 1st vote

## VOTING RESULTS

Total no. of shares represented in the vote 29,726,175

IN FAVOUR	AGAINST	ABSTENTIONS	NON-VOTING
29,726,075	100		

VOTING RESULTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ord. shares	VOTES
1	AA SARASIN ISR		MONTANARELLA BRUNO		45.000	0,085	F
2	ADVANCED SERIES TRUST- AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	F
3	AGUIARI FRANCESCA		GENTILE ROBERTA		14.500	0,028	F
4	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	F
5	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.660	0,007	F
6	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	F
7	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	F
8	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	F
9	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	F
10	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	F
11	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.899	0,235	F
12	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	F
13	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,520	F
14	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.666	1,700	F
15	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	F
16	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	F
17	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	F
18	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	F
19	BALDERTON CAPITAL LLP, CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	F
20	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	F
21	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	F
22	BELLOMO ANTONIO		GENTILE ROBERTA		15.000	0,028	F
23	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.850	0,017	F
24	BGI MSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.968	0,006	F
25	BLACKROCK FUNDS, ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	F
26	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	F
27	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	F
28	CAAM ACTIONS THEMATIQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	F
29	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	F
30	CAAM MIDVALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	F
31	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	F
32	CITADEL EQUITY FUND AVC LTD		MONTANARELLA BRUNO		5.266	0,010	F
33	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	F
34	COMMINGLED INTREPID INTL JPMORGAN CHASE		MONTANARELLA BRUNO		3.756	0,007	F
35	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		213.328	0,405	F
36	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	F
37	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	F



83	PINEBRIDGE GLOBAL FUNDS			MONTANARELLA BRUNO	153.310	0,291	F
84	PIONEER ASSET MANAGEMENT S A			MONTANARELLA BRUNO	13.512	0,026	F
85	PIQUADRO HOLDING S.P.A.			PAPPAGALLO ROSSELLA	147.251	0,280	F
86	RAYTHEON MASTER PENSION TRUST			MONTANARELLA BRUNO	18.800	0,036	F
87	RED CIRCLE SRL UNIPERSONALE			BARUFFATO STEFANIA	3.622.430	6,876	F
88	ROBERT BOSCH CORPORATION MASTER TST			MONTANARELLA BRUNO	44.182	0,084	F
89	ROGERSCASEY TARGET SOLUTIONS LLC.			MONTANARELLA BRUNO	1.498	0,003	F
90	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND			MONTANARELLA BRUNO	25.065	0,048	F
91	S2G			MONTANARELLA BRUNO	254.406	0,483	F
92	SARTI NADIA			PAPPAGALLO ROSSELLA	17.000	0,032	F
93	SGAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A			MONTANARELLA BRUNO	10.000	0,019	F
94	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL			MONTANARELLA BRUNO	11.203	0,021	F
95	STANDARD LIFE INVESTMENTS GLOBAL SICAV			MONTANARELLA BRUNO	209.539	0,398	F
96	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS			MONTANARELLA BRUNO	802	0,002	F
97	STATE OF INDIANA, PUBLIC EMPLOYEES' RETI			MONTANARELLA BRUNO	220	0,000	F
98	STATE STREET GLOBAL ADVISORS, CAYMAN			MONTANARELLA BRUNO	602	0,001	F
99	STICHTING BEDRUSTAKPENS ZORGVERZEKE			MONTANARELLA BRUNO	90.719	0,172	F
100	STICHTING PENSIOENFONDS VOOR DE GRAFISCHE BEDRIJVEN			MONTANARELLA BRUNO	14.578	0,028	F
101	STRATHCLYDE PENSION FUND			MONTANARELLA BRUNO	216.313	0,411	F
102	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND			MONTANARELLA BRUNO	31.010	0,059	F
103	TAGLIATI PIETRO			GENTILE ROBERTA	15.000	0,028	F
104	TEDESCO IRENE			PAPPAGALLO ROSSELLA	14.000	0,027	F
105	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC			MONTANARELLA BRUNO	88.900	0,168	F
106	THE MONKS INVESTMENT TRUST PLC			MONTANARELLA BRUNO	561.315	1,065	F
107	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST			MONTANARELLA BRUNO	49.852	0,094	F
108	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF			MONTANARELLA BRUNO	810	0,002	F
109	TR EUROPEAN GROWTH TRUST PLC			MONTANARELLA BRUNO	373.566	0,709	F
110	UAW RETIREE MEDICAL BENEFITS TRUST			MONTANARELLA BRUNO	4.509	0,009	F
111	UAW RETIREE MEDICAL BENEFITS TRUST.			MONTANARELLA BRUNO	819	0,002	F
112	UFG SARASIN ACTIONS EURO FLEXIBLE			MONTANARELLA BRUNO	20.000	0,038	F
113	UNITED NATIONS JOINT STAFF PENSION FUND			MONTANARELLA BRUNO	458.153	0,870	F
114	UTAH STATE RETIREMENT SYSTEMS			MONTANARELLA BRUNO	26.225	0,050	F
115	VALERIO STEFANO			PAPPAGALLO ROSSELLA	104.000	0,197	F
116	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND			MONTANARELLA BRUNO	219.215	0,416	F
117	VANGUARD INVESTMENT SERIES, PLC			MONTANARELLA BRUNO	3.821	0,007	F
118	VANGUARD TOTAL INTERNATIONAL STOCK INDEX			MONTANARELLA BRUNO	115.992	0,220	F
119	VENTILO SRL			PAPPAGALLO ROSSELLA	250.000	0,475	F
120	WASATCH GLOBAL OPPORTUNITIES FUND			MONTANARELLA BRUNO	40.000	0,076	F
121	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND			MONTANARELLA BRUNO	29.370	0,056	F
122	WASATCH INTERNATIONAL GROWTH FUND			MONTANARELLA BRUNO	441.844	0,839	F
123	WASATCH INTERNATIONAL OPPORTUNITIES FUND			MONTANARELLA BRUNO	20.543	0,039	F
124	WASATCH SMALL CAP GROWTH FUND			MONTANARELLA BRUNO	843.388	1,601	F
125	WASATCH ULTRA GROWTH FUND			MONTANARELLA BRUNO	159.870	0,303	F
126	WASHINGTON STATE INVESTMENT BOARD			MONTANARELLA BRUNO	6.782	0,013	F
127	WEST YORKSHIRE PENSION FUND			MONTANARELLA BRUNO	100	0,000	A

**NO. OF SHARES % OF SHARES REPRESENTED**

<b>IN FAVOUR</b>			
<b>AGAINST</b>	29.726.075	99,9997%	
<b>ABSTENTIONS</b>	100	0,0003%	
<b>NON-VOTING</b>	0	0,0000%	
<b>TOTAL NO. OF SHARES REPRESENTED</b>	29.726.175	100,0000%	

# YOOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011

Agenda item 1 - ORDINARY SHAREHOLDERS' MEETING - 2nd vote

## VOTING RESULTS

Total no. of shares represented in the vote 29,726,175

IN FAVOUR	AGAINST	ABSTENTIONS	NON-VOTING
29,726,074	101		

VOTING RESULTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ordinary shares	VOTES
1	AA SARASIN ISR		MONTANARELLA BRUNO		45.000	0,085	F
2	ADVANCED SERIES TRUST- AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	F
3	AGUIARI FRANCESCA		GENTILE ROBERTA		14.500	0,028	F
4	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	F
5	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.660	0,007	F
6	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	F
7	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	F
8	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.560	0,003	F
9	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	F
10	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	F
11	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.899	0,235	F
12	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	F
13	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.938	0,520	F
14	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.666	1,700	F
15	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	F
16	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	F
17	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	F
18	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	F
19	BALDERTON CAPITAL LLP CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	F
20	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	F
21	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.874	0,801	F
22	BELLOMO ANTONIO		GENTILE ROBERTA		15.000	0,028	F
23	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.850	0,017	F
24	BGI MSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.966	0,006	F
25	BLACKROCK FUNDS, ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	F
26	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	F
27	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	F
28	CAAM ACTIONS THEMATIQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	F
29	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	F
30	CAAM MIDVALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	F
31	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	F
32	CITADEL EQUITY FUND AC LTD		MONTANARELLA BRUNO		5.266	0,010	F
33	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	F
34	COMMINGLED INTREPID INTL JPMORGAN CHASE		MONTANARELLA BRUNO		3.756	0,007	F
35	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		213.328	0,405	F
36	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	F
37	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	F

38	DABROES INVESTMENT MASTER FUND LP		MONTANARELLA BRUNO		213.785	0.406	F
39	DURANTE ROBERTO			999		0.002	F
40	EFIN ECONOMIA E FINANZA SRL		ANELLI MARIA LUISA		3	0.000	F
41	ELITE INTER-PHARMACOCTIONS		MONTANARELLA BRUNO		39.000	0.074	F
42	ESSEGI - SOCIETA' A RESPONSABILITA' LIMITATA		GENTILE ROBERTA		1.020.000	1.936	F
43	EUROPEAN ASSETS TRUST NV		MONTANARELLA BRUNO		140.893	0.267	F
44	F&C GLOBAL SMALLER COMPANIES PLC		MONTANARELLA BRUNO		30.368	0.058	F
45	FEDERATED INTERNATIONAL SMALL MID COMPANY FUND		MONTANARELLA BRUNO		327.200	0.621	F
46	FEDERATED KAUFMANN FUND		MONTANARELLA BRUNO		1.721.960	3.269	F
47	FEDERATED KAUFMANN FUND II		MONTANARELLA BRUNO		42.726	0.081	F
48	FEDERATED KAUFMANN SMALL CAP FUND		MONTANARELLA BRUNO		963.898	1.830	F
49	FORD MOTOR COMPANY DEFINED BENEFIT		MONTANARELLA BRUNO		1.970	0.004	F
50	FORTRESS INTERNATIONAL EQUITY PART B		MONTANARELLA BRUNO		16.461	0.031	F
51	GIULIANI ALBERTO		GENTILE ROBERTA		50.000	0.095	F
52	GLAXOSMITHKLINE MASTER RETIREMENT TRUST		MONTANARELLA BRUNO		60.600	0.115	F
53	GLOBAL ASCENT LTD - PAN EUROPE CO MAPLES CORPORATE SERVICES LIMITED		MONTANARELLA BRUNO		1.422	0.003	F
54	GROSSO GENNARO		GENTILE ROBERTA		247.596	0.470	F
55	HELABA INVEST KAPITALANLAGENG ESELLSCHAFT MBH		MONTANARELLA BRUNO		100	0.000	F
56	HENDERS EURO SMALLER COMPANIES FUND		MONTANARELLA BRUNO		217.809	0.413	F
57	HENDERSON HORIZON FUND SICAV		MONTANARELLA BRUNO		445.000	0.845	F
58	INFORMATICA FINANZIARIA S.R.L.	D'ATRI GIANFRANCO		1		0.000	A
59	INTREPID INTERNATIONAL - CANADA FUND		MONTANARELLA BRUNO		6.730	0.013	F
60	JAPAN TRUSTEE SERVICES BANK LTD AS TRUST		MONTANARELLA BRUNO		1.281	0.002	F
61	JPMORGAN EUROPEAN FLEDGELING INVESTMENT		MONTANARELLA BRUNO		1.477.069	2.804	F
62	JPMORGAN EUROPEAN INVESTMENT TRUST PLC		MONTANARELLA BRUNO		42.895	0.081	F
63	JPMORGAN FUND ICVC - JPM INSTITUTIONAL C		MONTANARELLA BRUNO		878	0.002	F
64	JPMORGAN FUND II ICVC - JPM EUROPE SMALL		MONTANARELLA BRUNO		6.719	0.013	F
65	JPMORGAN FUNDS EUROPE DYNAMIC SMALL CAP FUND		MONTANARELLA BRUNO		124.862	0.237	F
66	JPMORGAN INTREPID INTERNATIONAL FUND		MONTANARELLA BRUNO		32.780	0.062	F
67	KONDO SRL		PAPPAGALLO ROSSELLA		500.000	0.949	F
68	LORD ABBETT SEC TRUST-LORD ABBETT INT OPPORTUNITIES FUND		MONTANARELLA BRUNO		315.750	0.599	F
69	LORD ABBETT SERIES FUND INC-INTERNATIONAL PORTFOLIO		MONTANARELLA BRUNO		42.392	0.060	F
70	MANCINI SERENA		GENTILE ROBERTA		13.400	0.025	F
71	MARCHETTI FEDERICO		DURANTE ROBERTO		2.411.853	4.578	F
72	MICHAEL WAYNE GERDING		MONTANARELLA BRUNO		2.100	0.004	F
73	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F		MONTANARELLA BRUNO		6.401	0.012	F
74	MULTI-STYLE MULT-MANAGER FUNDS PLC		MONTANARELLA BRUNO		38.000	0.072	F
75	NASI VALENTINA		PAPPAGALLO ROSSELLA		10.000	0.019	F
76	NEW ZEALAND SUPERANNUATION FUND		MONTANARELLA BRUNO		1.946	0.004	F
77	NORTHERN TRUST ROBUSTA FUND		MONTANARELLA BRUNO		114.819	0.218	F
78	NT GLOBAL INVESTMENT COLL FUNDS		MONTANARELLA BRUNO		24.906	0.047	F
79	OHIO NATIONAL FUND, INC. - INT SMALL-MID COMPANY PTF		MONTANARELLA BRUNO		83.100	0.158	F
80	OHIO STATE UNIVERSITY		MONTANARELLA BRUNO		9.100	0.017	F
81	PCM EUROPE MASTER FUND		MONTANARELLA BRUNO		60.000	0.114	F
82	PENE FRANCO		GENTILE ROBERTA		345.003	0.655	F

83	PINEBRIDGE GLOBAL FUNDS		MONTANARELLA BRUNO	153.310	0.291	F
84	PIONEER ASSET MANAGEMENT S A		MONTANARELLA BRUNO	13.512	0.026	F
85	PIQUADRO HOLDING S.P.A.		PAPPAGALLO ROSSELLA	147.251	0.280	F
86	RAYTHEON MASTER PENSION TRUST		MONTANARELLA BRUNO	18.800	0.036	F
87	RED CIRCLE SRL UNIPERSONALE		BARUFFATO STEFANIA	3.622.430	6.876	F
88	ROBERT BOSCH CORPORATION MASTER TST		MONTANARELLA BRUNO	44.182	0.064	F
89	ROGERSCASEY TARGET SOLUTIONS LLC.		MONTANARELLA BRUNO	1.498	0.003	F
90	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND		MONTANARELLA BRUNO	25.065	0.048	F
91	SZG		MONTANARELLA BRUNO	254.406	0.483	F
92	SARTI NADIA		PAPPAGALLO ROSSELLA	17.000	0.032	F
93	SGAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A		MONTANARELLA BRUNO	10.000	0.019	F
94	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL		MONTANARELLA BRUNO	11.203	0.021	F
95	STANDARD LIFE INVESTMENTS GLOBAL SICAV		MONTANARELLA BRUNO	209.539	0.388	F
96	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS		MONTANARELLA BRUNO	802	0.002	F
97	STATE OF INDIANA PUBLIC EMPLOYEES' RETI		MONTANARELLA BRUNO	220	0.000	F
98	STATE STREET GLOBAL ADVISORS, CAYMAN		MONTANARELLA BRUNO	602	0.001	F
99	STICHTING BEDRIJSTAKPENS ZORGVERZEKE		MONTANARELLA BRUNO	90.719	0.172	F
100	STICHTING PENSIDENFONDS VOOR DE GRAFISCHE BEDRUVEN		MONTANARELLA BRUNO	14.578	0.028	F
101	STRATHCLYDE PENSION FUND		MONTANARELLA BRUNO	216.313	0.411	F
102	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND		MONTANARELLA BRUNO	31.010	0.059	F
103	TAGLIATI PIETRO		GENTILE ROBERTA	15.000	0.028	F
104	TEDESCO IRENE		PAPPAGALLO ROSSELLA	14.000	0.027	F
105	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC		MONTANARELLA BRUNO	88.500	0.168	F
106	THE MONKS INVESTMENT TRUST PLC		MONTANARELLA BRUNO	561.315	1.065	F
107	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST		MONTANARELLA BRUNO	49.652	0.094	F
108	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF		MONTANARELLA BRUNO	810	0.002	F
109	TR EUROPEAN GROWTH TRUST PLC		MONTANARELLA BRUNO	373.586	0.709	F
110	UAW RETIREE MEDICAL BENEFITS TRUST		MONTANARELLA BRUNO	4.509	0.009	F
111	UAW RETIREE MEDICAL BENEFITS TRUST.		MONTANARELLA BRUNO	819	0.002	F
112	UFG SARASIN ACTIONS EURO FLEXIBLE		MONTANARELLA BRUNO	20.000	0.038	F
113	UNITED NATIONS JOINT STAFF PENSION FUND		MONTANARELLA BRUNO	468.163	0.870	F
114	UTAH STATE RETIREMENT SYSTEMS		MONTANARELLA BRUNO	26.225	0.050	F
115	VALERIO STEFANO		PAPPAGALLO ROSSELLA	104.000	0.197	F
116	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND		MONTANARELLA BRUNO	219.215	0.416	F
117	VANGUARD INVESTMENT SERIES, PLC		MONTANARELLA BRUNO	3.821	0.007	F
118	VANGUARD TOTAL INTERNATIONAL STOCK INDEX		MONTANARELLA BRUNO	115.992	0.220	F
119	VENTILO' SRL		PAPPAGALLO ROSSELLA	250.000	0.475	F
120	WASATCH GLOBAL OPPORTUNITIES FUND		MONTANARELLA BRUNO	40.000	0.076	F
121	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND		MONTANARELLA BRUNO	29.370	0.066	F
122	WASATCH INTERNATIONAL GROWTH FUND		MONTANARELLA BRUNO	441.844	0.839	F
123	WASATCH INTERNATIONAL OPPORTUNITIES FUND		MONTANARELLA BRUNO	20.543	0.039	F
124	WASATCH SMALL CAP GROWTH FUND		MONTANARELLA BRUNO	843.388	1.601	F
125	WASATCH ULTRA GROWTH FUND		MONTANARELLA BRUNO	159.870	0.303	F
126	WASHINGTON STATE INVESTMENT BOARD		MONTANARELLA BRUNO	6.762	0.013	F
127	WEST YORKSHIRE PENSION FUND		MONTANARELLA BRUNO	100	0.000	A

	NO. OF SHARES	% OF SHARES REPRESENTED
IN FAVOUR	29.726.074	99,9997%
AGAINST	101	0,0003%
ABSTENTIONS	0	0,000%
NON-VOTING	0	0,000%
<b>TOTAL NO. OF SHARES REPRESENTED</b>	<b>29.726.175</b>	<b>100,000%</b>

# YOOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011

Agenda item 2 - ORDINARY SHAREHOLDERS' MEETING

## VOTING RESULTS

Total no. of shares represented in the vote 29,726,175

IN FAVOUR	AGAINST	ABSTENTIONS	NON-VOTING
21,626,319	5,025,398	3,074,458	

VOTING RESULTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ord. shares	VOTES
1	AA SARASIN ISR		MONTANARELLA BRUNO		45.000	0,085	A
2	ADVANCED SERIES TRUST-AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	F
3	AGUIARI FRANCESCA		GENTILE ROBERTA		14.500	0,028	F
4	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	A
5	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.860	0,007	AB
6	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	A
7	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	A
8	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	A
9	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	F
10	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	F
11	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.889	0,235	AB
12	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.819	0,024	AB
13	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,520	AB
14	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.666	1,700	AB
15	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	AB
16	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	A
17	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	F
18	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	F
19	BALDERTON CAPITAL LLP, CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	F
20	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	A
21	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	A
22	BELLOMO ANTONIO		GENTILE ROBERTA		15.000	0,028	F
23	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.850	0,017	F
24	BGI MSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.968	0,006	F
25	BLACKROCK FUNDS- ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	F
26	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	F
27	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	F
28	CAAM ACTIONS THEMATQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	F
29	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	F
30	CAAM MID/VALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	F
31	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	A
32	CITADEL EQUITY FUND A/C LTD		MONTANARELLA BRUNO		5.266	0,010	F
33	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	F
34	COMMINGLED INTREPID INTL JPMORGAN CHASE		MONTANARELLA BRUNO		3.756	0,007	A
35	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		213.328	0,405	F
36	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	F
37	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	A



83	PINEBRIDGE GLOBAL FUNDS	MONTANARELLA BRUNO	153.310	0,291	F
84	PIONEER ASSET MANAGEMENT S A	MONTANARELLA BRUNO	13.512	0,026	A
85	PIQUADRO HOLDING S.P.A.	PAPPAGALLO ROSSELLA	147.251	0,280	F
86	RAYTHEON MASTER PENSION TRUST.	MONTANARELLA BRUNO	18.800	0,036	F
87	RED CIRCLE SRL UNIPERSONALE	BARUFFATO STEFANIA	3.622.430	6,876	F
88	ROBERT BOSCH CORPORATION MASTER TST	MONTANARELLA BRUNO	44.182	0,084	F
89	ROGERSCASEY TARGET SOLUTIONS LLC.	MONTANARELLA BRUNO	1.498	0,003	A
90	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND	MONTANARELLA BRUNO	25.065	0,048	A
91	S2G	MONTANARELLA BRUNO	254.406	0,483	F
92	SARTI NADIA	PAPPAGALLO ROSSELLA	17.000	0,032	F
93	SGAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A	MONTANARELLA BRUNO	10.000	0,019	F
94	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	MONTANARELLA BRUNO	11.203	0,021	A
95	STANDARD LIFE INVESTMENTS GLOBAL SICAV	MONTANARELLA BRUNO	209.539	0,398	A
96	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	MONTANARELLA BRUNO	802	0,002	A
97	STATE OF INDIANA, PUBLIC EMPLOYEES' RETI	MONTANARELLA BRUNO	220	0,000	F
98	STATE STREET GLOBAL ADVISORS, CAYMAN	MONTANARELLA BRUNO	602	0,001	A
99	STICHTING BEDRUSTAKPENS ZORGVZERKE	MONTANARELLA BRUNO	90.719	0,172	A
100	STICHTING PENSIOENFONDS VOOR DE GRAFISCHE BEDRIJVEN	MONTANARELLA BRUNO	14.578	0,028	A
101	STRATHCLYDE PENSION FUND	MONTANARELLA BRUNO	216.313	0,411	A
102	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND	MONTANARELLA BRUNO	31.010	0,059	A
103	TAGLIATI PIETRO	GENTILE ROBERTA	15.000	0,028	F
104	TEDESCO IRENE	PAPPAGALLO ROSSELLA	14.000	0,027	F
105	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC	MONTANARELLA BRUNO	88.500	0,168	F
106	THE MONKS INVESTMENT TRUST PLC	MONTANARELLA BRUNO	561.315	1,065	F
107	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST	MONTANARELLA BRUNO	48.652	0,094	AB
108	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF	MONTANARELLA BRUNO	810	0,002	F
109	TR EUROPEAN GROWTH TRUST PLC	MONTANARELLA BRUNO	373.566	0,709	A
110	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	4.509	0,009	F
111	UAW RETIREE MEDICAL BENEFITS TRUST.	MONTANARELLA BRUNO	819	0,002	A
112	UFG SARASIN ACTIONS EURO FLEXIBLE	MONTANARELLA BRUNO	20.000	0,038	A
113	UNITED NATIONS JOINT STAFF PENSION FUND	MONTANARELLA BRUNO	458.153	0,870	F
114	UTAH STATE RETIREMENT SYSTEMS	MONTANARELLA BRUNO	26.225	0,050	F
115	VALERIO STEFANO	PAPPAGALLO ROSSELLA	104.000	0,197	F
116	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND	MONTANARELLA BRUNO	219.215	0,416	A
117	VANGUARD INVESTMENT SERIES, PLC	MONTANARELLA BRUNO	3.821	0,007	A
118	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	MONTANARELLA BRUNO	115.992	0,220	A
119	VENTILO SRL	PAPPAGALLO ROSSELLA	260.000	0,475	F
120	WASATCH GLOBAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	40.000	0,076	AB
121	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND	MONTANARELLA BRUNO	29.370	0,056	AB
122	WASATCH INTERNATIONAL GROWTH FUND	MONTANARELLA BRUNO	441.844	0,839	AB
123	WASATCH INTERNATIONAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	20.543	0,039	AB
124	WASATCH SMALL CAP GROWTH FUND	MONTANARELLA BRUNO	843.388	1,601	AB
125	WASATCH ULTRA GROWTH FUND	MONTANARELLA BRUNO	159.870	0,303	AB
126	WASHINGTON STATE INVESTMENT BOARD	MONTANARELLA BRUNO	6.782	0,013	A
127	WEST YORKSHIRE PENSION FUND	MONTANARELLA BRUNO	100	0,000	F

**NO. OF SHARES % OF SHARES REPRESENTED**

<b>IN FAVOUR</b>	21.626.319	72,7518%
<b>AGAINST</b>	5.025.398	16,9056%
<b>ABSTENTIONS</b>	3.074.458	10,3426%
<b>NON-VOTING</b>	0	0,0000%
<b>TOTAL NO. OF SHARES REPRESENTED</b>	29.726.175	100,0000%

# YOOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011

Agenda item 3 - ORDINARY SHAREHOLDERS' MEETING

## VOTING RESULTS

Total no. of shares represented in the vote 29,726,175

IN FAVOUR	AGAINST	ABSTENTIONS	NON-VOTING
25,562,725	4,163,450		

VOTING RESULTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ord. shares	VOTES
1	AA SARASIN ISR		MONTANARELLA BRUNO		45.000	0,085	A
2	ADVANCED SERIES TRUST- AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	F
3	AGUIARI FRANCESCA		GENTILE ROBERTA		14.500	0,028	F
4	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	F
5	ALLIANCEBERNSTEIN CAP F INC-ALLIANCEB INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.860	0,007	F
6	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	A
7	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	F
8	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	A
9	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	A
10	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	A
11	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.899	0,235	A
12	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	F
13	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,520	A
14	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.666	1,700	A
15	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	A
16	AXA WORLD FUND		MONTANARELLA BRUNO		180.600	0,342	F
17	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	F
18	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	F
19	BALDERTON CAPITAL LLP, CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	F
20	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	A
21	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	A
22	BELLOMO ANTONIO		GENTILE ROBERTA		15.000	0,028	F
23	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.850	0,017	A
24	BGI MSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.966	0,006	A
25	BLACKROCK FUNDS, ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	A
26	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	A
27	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	A
28	CAAM ACTIONS THEMATIQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	A
29	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	A
30	CAAM MIDVALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	A
31	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	F
32	CITADEL EQUITY FUND AVC LTD		MONTANARELLA BRUNO		5.266	0,010	F
33	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,365	F
34	COMMINGLED INTREPID INTL JPMORGAN CHASE		MONTANARELLA BRUNO		3.756	0,007	F
35	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		213.328	0,405	F
36	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	A
37	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	A



83	PINEBRIDGE GLOBAL FUNDS		MONTANARELLA BRUNO	153.310	0.291	F
84	PIONEER ASSET MANAGEMENT S A		MONTANARELLA BRUNO	13.512	0.026	F
85	PIQUADRO HOLDING S.P.A.		PAPPAGALLO ROSSELLA	147.251	0.280	F
86	RAYTHEON MASTER PENSION TRUST .		MONTANARELLA BRUNO	18.800	0.036	A
87	RED CIRCLE SRL UNIPERSONALE		BARUFFATO STEFANIA	3.622.430	6.676	F
88	ROBERT BOSCH CORPORATION MASTER TST		MONTANARELLA BRUNO	44.182	0.064	F
89	ROGERSCASEY TARGET SOLUTIONS LLC.		MONTANARELLA BRUNO	1.498	0.003	A
90	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND		MONTANARELLA BRUNO	25.065	0.048	F
91	S2G		MONTANARELLA BRUNO	254.406	0.483	A
92	SARTI NADIA		PAPPAGALLO ROSSELLA	17.000	0.032	F
93	SGAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A		MONTANARELLA BRUNO	10.000	0.019	A
94	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL		MONTANARELLA BRUNO	11.203	0.021	F
95	STANDARD LIFE INVESTMENTS GLOBAL SICAV		MONTANARELLA BRUNO	209.539	0.398	A
96	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS		MONTANARELLA BRUNO	802	0.002	F
97	STATE OF INDIANA, PUBLIC EMPLOYEES' RETI		MONTANARELLA BRUNO	220	0.000	A
98	STATE STREET GLOBAL ADVISORS, CAYMAN		MONTANARELLA BRUNO	602	0.001	F
99	STICHTING BEDRIJFSTAKPENS ZORGVERZEKE		MONTANARELLA BRUNO	90.719	0.172	F
100	STICHTING PENSIOENFONDS VOOR DE GRAFISCHE BEDRIJVEN		MONTANARELLA BRUNO	14.578	0.028	A
101	STRATHCLYDE PENSION FUND		MONTANARELLA BRUNO	216.313	0.411	F
102	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND		MONTANARELLA BRUNO	31.010	0.059	A
103	TAGLIATI PIETRO		GENTILE ROBERTA	15.000	0.028	F
104	TEDESCO IRENE		PAPPAGALLO ROSSELLA	14.000	0.027	F
105	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC		MONTANARELLA BRUNO	88.500	0.168	F
106	THE MONKS INVESTMENT TRUST PLC		MONTANARELLA BRUNO	961.315	1.065	F
107	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST		MONTANARELLA BRUNO	49.652	0.094	A
108	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF		MONTANARELLA BRUNO	810	0.002	F
109	TR EUROPEAN GROWTH TRUST PLC		MONTANARELLA BRUNO	373.666	0.709	F
110	UAW RETIRE MEDICAL BENEFITS TRUST		MONTANARELLA BRUNO	4.509	0.009	A
111	UAW RETIRE MEDICAL BENEFITS TRUST.		MONTANARELLA BRUNO	819	0.002	A
112	UFG SARASIN ACTIONS EURO FLEXIBLE		MONTANARELLA BRUNO	20.000	0.038	A
113	UNITED NATIONS JOINT STAFF PENSION FUND		MONTANARELLA BRUNO	458.153	0.870	F
114	UTAH STATE RETIREMENT SYSTEMS		MONTANARELLA BRUNO	26.225	0.050	F
115	VALERIO STEFANO		PAPPAGALLO ROSSELLA	104.000	0.197	F
116	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND		MONTANARELLA BRUNO	219.215	0.416	A
117	VANGUARD INVESTMENT SERIES, PLC		MONTANARELLA BRUNO	3.821	0.007	F
118	VANGUARD TOTAL INTERNATIONAL STOCK INDEX		MONTANARELLA BRUNO	115.992	0.220	F
119	VENTILO' SRL		PAPPAGALLO ROSSELLA	250.000	0.475	F
120	WASATCH GLOBAL OPPORTUNITIES FUND		MONTANARELLA BRUNO	40.000	0.078	F
121	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND		MONTANARELLA BRUNO	29.370	0.056	F
122	WASATCH INTERNATIONAL GROWTH FUND		MONTANARELLA BRUNO	441.844	0.839	F
123	WASATCH INTERNATIONAL OPPORTUNITIES FUND		MONTANARELLA BRUNO	20.543	0.039	F
124	WASATCH SMALL CAP GROWTH FUND		MONTANARELLA BRUNO	843.388	1.601	F
125	WASATCH ULTRA GROWTH FUND		MONTANARELLA BRUNO	159.870	0.303	F
126	WASHINGTON STATE INVESTMENT BOARD		MONTANARELLA BRUNO	6.782	0.013	F
127	WEST YORKSHIRE PENSION FUND		MONTANARELLA BRUNO	100	0.000	F

**NO. OF SHARES % OF SHARES REPRESENTED**

<b>IN FAVOUR</b>	25.562.725	85,9940%
<b>AGAINST</b>	4.163.450	14,0060%
<b>ABSTENTIONS</b>	0	0,000%
<b>NON-VOTING</b>	0	0,000%
<b>TOTAL NO. OF SHARES REPRESENTED</b>	<b>29.726.175</b>	<b>100,000%</b>

# YOOX S.p.A.

Ordinary and Extraordinary Shareholders' Meeting of May 5, 2011

Agenda item 1 - EXTRAORDINARY SHAREHOLDERS' MEETING

## VOTING RESULTS

Total no. of shares represented in the vote 29,726,175

IN FAVOUR	AGAINST	ABSTENTIONS	NON-VOTING
20,170,347	9,555,828		

VOTING RESULTS

No.	Shareholder	Representative	Proxy	No. of shares owned	No. of shares rep. by proxy	% of ord. shares	VOTES
1	AA SARASIN ISR		MONTANARELLA BRUNO		45.000	0,085	A
2	ADVANCED SERIES TRUST- AST FEDERATED AGGRESSIVE GROWTH PORTFOLIO		MONTANARELLA BRUNO		473.762	0,899	F
3	AGUIARI FRANCESCA		GENTILE ROBERTA		14.500	0,028	F
4	ALASKA PERMANENT FUND CORPORATION		MONTANARELLA BRUNO		60	0,000	A
5	ALLIANCEBERNSTEIN CAP F INC-ALLIANCE INT DISCOVERY EQ PTF		MONTANARELLA BRUNO		3.660	0,007	A
6	ALLIANZ RCM GLOBAL SMALL-CAP FUND		MONTANARELLA BRUNO		34.500	0,065	A
7	ALLSTATE INSURANCE COMPANY		MONTANARELLA BRUNO		10.940	0,021	A
8	ALPINE GLOBAL CONSUMER GROWTH FUND		MONTANARELLA BRUNO		1.550	0,003	A
9	AMUNDI FUNDS GEMS WORLD		MONTANARELLA BRUNO		11.000	0,021	A
10	AMUNDI LUXEMBOURG		MONTANARELLA BRUNO		154.880	0,294	A
11	ARK LIFE ASSURANCE COMPANY LIMITED		MONTANARELLA BRUNO		123.899	0,235	A
12	AVAYA INC SAVINGS PLAN		MONTANARELLA BRUNO		12.619	0,024	F
13	AVIVA LIFE & PENSIONS UK LIMITED		MONTANARELLA BRUNO		273.936	0,520	A
14	AVIVA LIFE PENSIONS UK LIMITED		MONTANARELLA BRUNO		895.668	1,700	A
15	AVIVA UKGI INVESTMENTS LIMITED		MONTANARELLA BRUNO		119.411	0,227	A
16	AXA WORLD FUND		MONTANARELLA BRUNO		180.000	0,342	A
17	BAILLIE GIFFORD EUROPEAN SMALLER COMPANIES A SUB FUND OF THE BAILLIE GIFFORD OVERSEAS		MONTANARELLA BRUNO		51.720	0,098	A
18	BAILLIE GIFFORD IRELAND LIMITED		MONTANARELLA BRUNO		17.200	0,033	A
19	BALDERTON CAPITAL LLP, CORPORATION TRUST CENTER		MONTANARELLA BRUNO		5.870.280	11,143	F
20	BANQUE DE LUXEMBOURG - TAXABLE CLIENT ACCOUNT		MONTANARELLA BRUNO		130.000	0,247	A
21	BARING EUROPE SELECT TRUST		MONTANARELLA BRUNO		421.814	0,801	A
22	BELLOMO ANTONIO		GENTILE ROBERTA		15.000	0,028	F
23	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EX IBT 93875)		MONTANARELLA BRUNO		8.850	0,017	A
24	BGI MSCI EMU IMI INDEX FUND B		MONTANARELLA BRUNO		2.966	0,006	A
25	BLACKROCK FUNDS - ASSET ALLOCATION PORTFOLIO		MONTANARELLA BRUNO		14.300	0,027	A
26	BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDSFO		MONTANARELLA BRUNO		23.059	0,044	A
27	BLACKROCK INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED AS RESPONSIBLE ENTITY FOR		MONTANARELLA BRUNO		103.600	0,197	A
28	CAAM ACTIONS THEMATIQUES MONDE		MONTANARELLA BRUNO		20.000	0,038	A
29	CAAM MIDCAP EURO		MONTANARELLA BRUNO		59.602	0,113	A
30	CAAM MID/VALEURS EUROPE		MONTANARELLA BRUNO		224.102	0,425	A
31	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM		MONTANARELLA BRUNO		583	0,001	A
32	CITADEL EQUITY FUND A/C LTD		MONTANARELLA BRUNO		5.266	0,010	F
33	COLLEGE RETIREMENT EQUITIES FUND		MONTANARELLA BRUNO		202.990	0,385	A
34	COMMINGLED INTREPID INTL JPMORGAN CHASE		MONTANARELLA BRUNO		3.756	0,007	A
35	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM		MONTANARELLA BRUNO		213.328	0,405	A
36	CONNECTICUT GENERAL LIFE INSURANCE COMPANY		MONTANARELLA BRUNO		379	0,001	A
37	COUNSEL GLOBAL SMALL CAP		MONTANARELLA BRUNO		37.826	0,072	A

38	DABROES INVESTMENT MASTER FUND LP			MONTANARELLA BRUNO		213.785	0.406	F
39	DURANTE ROBERTO		999				0.002	F
40	EFIN ECONOMIA E FINANZA SRL			ANELLI MARIA LUISA		3	0.000	F
41	ELITE INTER-PHARMACOINS			MONTANARELLA BRUNO		39.000	0.074	A
42	ESSEGI - SOCIETA' A RESPONSABILITA' LIMITATA			GENTILE ROBERTA		1.020.000	1.936	F
43	EUROPEAN ASSETS TRUST NV			MONTANARELLA BRUNO		140.893	0.267	A
44	F&C GLOBAL SMALLER COMPANIES PLC			MONTANARELLA BRUNO		30.366	0.058	A
45	FEDERATED INTERNATIONAL SMALL MID COMPANY FUND			MONTANARELLA BRUNO		327.200	0.621	F
46	FEDERATED KAUFMANN FUND			MONTANARELLA BRUNO		1.721.960	3.269	F
47	FEDERATED KAUFMANN FUND II			MONTANARELLA BRUNO		42.726	0.081	F
48	FEDERATED KAUFMANN SMALL CAP FUND			MONTANARELLA BRUNO		963.898	1.830	F
49	FORD MOTOR COMPANY DEFINED BENEFIT			MONTANARELLA BRUNO		1.970	0.004	A
50	FORTRESS INTERNATIONAL EQUITY PART B			MONTANARELLA BRUNO		16.461	0.031	A
51	GIULIANI ALBERTO			GENTILE ROBERTA		50.000	0.095	F
52	GLAXOSMITHKLINE MASTER RETIREMENT TRUST			MONTANARELLA BRUNO		60.600	0.115	F
53	GLOBAL ASCENT LTD- PAN EUROPE CO MAPLES CORPORATE SERVICES LIMITED			MONTANARELLA BRUNO		1.422	0.003	A
54	GROSSO GENNARO			GENTILE ROBERTA		247.596	0.470	F
55	HELABA INVEST KAPITALANLAGENG ESELLSCHAFT MBH			MONTANARELLA BRUNO		100	0.000	A
56	HENDERS.EURO.SMALLER COMPANIES FUND			MONTANARELLA BRUNO		217.809	0.413	A
57	HENDERSON HORIZON FUND SICAV			MONTANARELLA BRUNO		445.000	0.845	A
58	INFORMATICA FINANZIARIA S.R.L.				1		0.000	F
59	INTREPID INTERNATIONAL - CANADA FUND			MONTANARELLA BRUNO		6.730	0.013	A
60	JAPAN TRUSTEE SERVICES BANK LTD AS TRUST			MONTANARELLA BRUNO		1.261	0.002	A
61	JPMORGAN EUROPEAN FLEDGELING INVESTMENT			MONTANARELLA BRUNO		1.477.069	2.804	A
62	JPMORGAN EUROPEAN INVESTMENT TRUST PLC			MONTANARELLA BRUNO		42.895	0.081	A
63	JPMORGAN FUND ICVC - JPM INSTITUTIONAL C			MONTANARELLA BRUNO		878	0.002	A
64	JPMORGAN FUND II ICVC - JPM EUROPE SMALL			MONTANARELLA BRUNO		6.719	0.013	A
65	JPMORGAN FUNDS EUROPE DYNAMIC SMALL CAP FUND			MONTANARELLA BRUNO		124.862	0.237	A
66	JPMORGAN INTREPID INTERNATIONAL FUND			MONTANARELLA BRUNO		32.780	0.062	A
67	KONDO SRL			PAPPAGALLO ROSSELLA		500.000	0.949	F
68	LORD ABBETT SEC TRUST-LORD ABBETT INT OPPORTUNITIES FUND			MONTANARELLA BRUNO		315.750	0.599	A
69	LORD ABBETT SERIES FUND INC-INTERNATIONAL PORTFOLIO			MONTANARELLA BRUNO		42.392	0.080	A
70	MANCINI SERENA			GENTILE ROBERTA		13.400	0.025	F
71	MARCHETTI FEDERICO			DURANTE ROBERTO		2.411.853	4.578	F
72	MICHAEL WAYNE GERDING			MONTANARELLA BRUNO		2.100	0.004	F
73	MSCI LEAFE SMALL CAP PROV INDEX SEC COMMON TR F			MONTANARELLA BRUNO		6.401	0.012	A
74	MULTI-STYLE MULTI-MANAGER FUNDS PLC			MONTANARELLA BRUNO		38.000	0.072	A
75	NASI VALENTINA			PAPPAGALLO ROSSELLA		10.000	0.019	F
76	NEW ZEALAND SUPERANNUATION FUND			MONTANARELLA BRUNO		1.946	0.004	A
77	NORTHERN TRUST ROBUSTA FUND			MONTANARELLA BRUNO		114.819	0.218	A
78	NT GLOBAL INVESTMENT COLL FUNDS			MONTANARELLA BRUNO		24.906	0.047	A
79	OHIO NATIONAL FUND, INC. - INT SMALL-MID COMPANY PTF			MONTANARELLA BRUNO		83.100	0.158	F
80	OHIO STATE UNIVERSITY			MONTANARELLA BRUNO		9.100	0.017	A
81	PCM EUROPE MASTER FUND			MONTANARELLA BRUNO		60.000	0.114	F
82	PENE FRANCO			GENTILE ROBERTA		345.003	0.655	F

83	PINEBRIDGE GLOBAL FUNDS	MONTANARELLA BRUNO	153.310	0.291	A
84	PIONEER ASSET MANAGEMENT S A	MONTANARELLA BRUNO	13.512	0.026	A
85	PIQUADRO HOLDING S P A	PAPPAGALLO ROSSELLA	147.251	0.280	F
86	RAYTHEON MASTER PENSION TRUST	MONTANARELLA BRUNO	18.800	0.036	A
87	RED CIRCLE SRL UNIPERSONALE	BARUFFATO STEFANIA	3.622.430	6.876	F
88	ROBERT BOSCH CORPORATION MASTER TST	MONTANARELLA BRUNO	44.182	0.084	A
89	ROGERSCASEY TARGET SOLUTIONS LLC	MONTANARELLA BRUNO	1.498	0.003	A
90	ROYAL BANK OF CANADA TRUST COMPANY ASIA LIMITED AS TRUSTEE OF THE JF SAR EUROPEAN FUND	MONTANARELLA BRUNO	25.065	0.048	A
91	SZG	MONTANARELLA BRUNO	254.406	0.483	A
92	SARTI NADIA	PAPPAGALLO ROSSELLA	17.000	0.032	F
93	SGAM FD EQUITIES GLOBAL AMUNDI LUXEMBOUR S A	MONTANARELLA BRUNO	10.000	0.019	A
94	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	MONTANARELLA BRUNO	11.203	0.021	A
95	STANDARD LIFE INVESTMENTS GLOBAL SICAV	MONTANARELLA BRUNO	209.539	0.398	A
96	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	MONTANARELLA BRUNO	802	0.002	A
97	STATE OF INDIANA, PUBLIC EMPLOYEES' RETI	MONTANARELLA BRUNO	220	0.000	A
98	STATE STREET GLOBAL ADVISORS, CAYMAN	MONTANARELLA BRUNO	602	0.001	A
99	STICHTING BEDRUSTAKPENS ZORGVZERKE	MONTANARELLA BRUNO	90.719	0.172	A
100	STICHTING PENSIOENFONDS VOOR DE GRAFISCHE BEDRIJVEN	MONTANARELLA BRUNO	14.578	0.028	A
101	STRATHCLYDE PENSION FUND	MONTANARELLA BRUNO	216.313	0.411	A
102	SUNAMERICA EQ FUNDS SUNAMERICA INTERNATIONAL SMALL-CAP FUND	MONTANARELLA BRUNO	31.010	0.059	A
103	TAGLIATI PIETRO	GENTILE ROBERTA	15.000	0.028	F
104	TEDESCO IRENE	PAPPAGALLO ROSSELLA	14.000	0.027	F
105	THE MID WYND INTERNATIONAL INVESTMENT TRUST PLC	MONTANARELLA BRUNO	88.500	0.168	A
106	THE MONKS INVESTMENT TRUST PLC	MONTANARELLA BRUNO	981.315	1.065	A
107	THE ROYAL BANK OF SCOTLAND PLC AS TRUSTEE OF L&G (N) BALANCED TRUST	MONTANARELLA BRUNO	49.652	0.094	A
108	THE WELLINGTON TR CO NAT ASS MULT COMM EUROPE SMALLER CO PTF	MONTANARELLA BRUNO	810	0.002	A
109	TR EUROPEAN GROWTH TRUST PLC	MONTANARELLA BRUNO	373.566	0.709	A
110	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	4.509	0.009	A
111	UAW RETIREE MEDICAL BENEFITS TRUST	MONTANARELLA BRUNO	819	0.002	A
112	UFG SARASIN ACTIONS EURO FLEXIBLE	MONTANARELLA BRUNO	20.000	0.038	A
113	UNITED NATIONS JOINT STAFF PENSION FUND	MONTANARELLA BRUNO	458.153	0.870	A
114	UTAH STATE RETIREMENT SYSTEMS	MONTANARELLA BRUNO	26.225	0.050	A
115	VALERIO STEFANO	PAPPAGALLO ROSSELLA	104.000	0.197	F
116	VALIC COMPANY II INTERNATIONAL SMALL CAP EQUITY FUND	MONTANARELLA BRUNO	219.215	0.416	A
117	VANGUARD INVESTMENT SERIES, PLC	MONTANARELLA BRUNO	3.821	0.607	A
118	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	MONTANARELLA BRUNO	115.992	0.220	A
119	VENTILO' SRL	PAPPAGALLO ROSSELLA	250.000	0.475	F
120	WASATCH GLOBAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	40.000	0.076	F
121	WASATCH GLOBAL SCIENCE & TECHNOLOGY FUND	MONTANARELLA BRUNO	29.370	0.056	F
122	WASATCH INTERNATIONAL GROWTH FUND	MONTANARELLA BRUNO	441.844	0.839	F
123	WASATCH INTERNATIONAL OPPORTUNITIES FUND	MONTANARELLA BRUNO	20.543	0.039	F
124	WASATCH SMALL CAP GROWTH FUND	MONTANARELLA BRUNO	843.388	1.601	F
125	WASATCH ULTRA GROWTH FUND	MONTANARELLA BRUNO	159.870	0.303	F
126	WASHINGTON STATE INVESTMENT BOARD	MONTANARELLA BRUNO	6.782	0.013	A
127	WEST YORKSHIRE PENSION FUND	MONTANARELLA BRUNO	100	0.000	A

**NO. OF SHARES % OF SHARES REPRESENTED**

<b>IN FAVOUR</b>	20.170.347	67,8538%
<b>AGAINST</b>	9.555.828	32,1462%
<b>ABSTENTIONS</b>	0	0,000%
<b>NON-VOTING</b>	0	0,000%
<b>TOTAL NO. OF SHARES REPRESENTED</b>	<b>29.726.175</b>	<b>100,000%</b>