

Essegi s.r.l.

YOOX S.p.A.
Via Nannetti, 1
40069 – Zola Predosa (BO)

ESSEGI S.r.l., with registered office at via della Mattonaia, 13, Florence, tax and VAT code and Florence Company Register no. 03612470488, in the person of *pro tempore* legal representative,

owner of 2,456,656 ordinary shares in YOOX S.p.A., representing 4.82% of the shares with voting rights at the ordinary shareholders' meeting, as shown by the attached certification issued by the intermediaries responsible,

- in view of article 14 of the bylaws;
- with reference to the third item on the agenda "*Expansion of the Board of Directors through the appointment of a Director pursuant to article 2386 of the Italian Civil Code; related and consequent resolutions*" of the YOOX S.p.A. ordinary shareholders' meeting, convened at Mediobanca S.p.A., Filodrammatici 3, Milan, at 11.00 on April 19, 2010 (first call) and, if necessary, at the same place at 11.00 on April 21, 2010

presents

the following nomination for the position of a director to expand the board of directors of YOOX S.p.A., pursuant to article 2386 of the Civil Code:

CANDIDATE	PLACE AND DATE OF BIRTH	TAX CODE	ADDRESS
Catherine Gérardin	Versailles (France) 18/11/1959	GRRCHR59S58 Z110F	Via Melzo 5, Milan

The following documentation is attached:

1. personal and professional curriculum vitae;
2. declaration in which the candidate accepts her candidacy and certifies that there are no reasons of ineligibility or incompatibility, and that she meets the requirements for the office prescribed by the laws in force.

ESSEGI S.r.l. hereby asks YOOX S.p.A. to carry out all procedures, including announcements, related to the submission of the candidacy, in accordance with the terms and procedures prescribed by the laws and regulations in force.

Florence, April 1, 2010

ESSEGI S.r.l.
Chief Executive Officer
Diego Paternò Castello di San Giuliano

Essegi s.r.l. – Via della Mattonaia nr. 13 – 50121 Firenze – ITALY

Cap Soc int. vers. € 90 000,00 – Reg. Imprese di Firenze nr. 03612470488 – R.E.A. di Firenze n. 375684 – C.F.: IT03612470488

Declaration of Independence

I, the undersigned, Catherine Gérardin, born in Versailles (France) on 18/11/1959, resident at Via Melzo 5, Milan, tax code GRRCHR59S58 Z110F, pursuant to article 148, paragraph 3 of legislative decree 58 of February 24, 1998 (“TUF”), as required by article 147-ter, paragraph 4 of the TUF, and article 3 of the Code of Conduct published by Borsa Italiana S.p.A. on March 14, 2006, fully mindful of the civil and criminal liability that I assume with this declaration,

declare

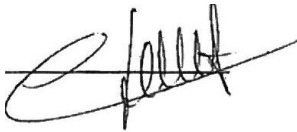
that I meet the requirements to qualify as an independent director of YOOX S.p.A. (the “**Issuer**”) pursuant to the aforementioned provisions and to this end, I declare that:

- (i) I do not control the Issuer, directly or indirectly, even through subsidiaries, fiduciary companies or third parties, nor am able to exercise a significant influence thereon;
- (ii) I do not belong, directly or indirectly, to any shareholders’ agreement, through which one or more parties may exercise control or significant influence on the Issuer;
- (iii) I am not and have not been in the last three years an important representative (meaning the Chairman, legal representative, Chairman of the board, an executive director or a manager with strategic responsibilities) of the Issuer, one of its subsidiaries with strategic importance, a company under joint control with it, a company or an organisation that, also jointly with others through a shareholders’ agreement, controls the Issuer or is able to exercise significant influence thereon;
- (iv) I do not have, or did not have in the previous year, directly or indirectly (for example through subsidiaries or companies for which I am an important representative, in the sense indicated in point (iii) above, or as a partner in a professional or consultancy company), a significant commercial, financial or professional relationship (also pursuant to IA.2.13.6 of the Instructions for Stock Exchange Regulation) or subordinate employment relationships: (a) with the Issuer, with one of its subsidiaries, or with any important representatives, in the sense indicated in point (iii) above, of the same; (b) with a party that, also jointly with others through a shareholders’ agreement, controls the Issuer, or – if it is a company or organisation – with important representatives, in the sense indicated in point (iii) above, of the same;
- (v) without prejudice to point (iv) above, I do not have independent or subordinate work relationships, or other financial or professional relationships that would compromise my independence: (a) with the Issuer, with its subsidiaries or parent companies or with its joint ventures; (b) with the directors of the Issuer; (c) with their spouses or close relatives up to the fourth degree of the directors of the Company as set out in point (a) above;
- (vi) I do not receive and have not received in the last three years, from the Issuer, a subsidiary or parent company, significant additional remuneration on top of the “fixed” salary received as non-executive director, including participation in company performance-linked incentive plans, including share-based schemes;
- (vii) I have not been a director of the Issuer for more than nine of the last twelve years;

- (viii) I do not hold the position of executive director in another company in which an executive director of the Issuer holds the post of director;
- (ix) I am not a shareholder or director of a company or organisation belonging to the network of the company responsible for auditing the Issuer's accounts;
- (x) I have no family ties to a person in one of the situations set out above and in any case I am not a spouse or close relative up to the fourth degree of the directors of the Issuer, its subsidiaries, its parent companies and its joint ventures.

Milan, April 1, 2010

Yours faithfully

A handwritten signature in black ink, appearing to be 'E. J. ...', written over a horizontal line.

**DECLARATION OF ACCEPTANCE OF THE NOMINATION FOR
DIRECTOR OF YOOX S.P.A. AND RELATED CERTIFICATIONS**

I, the undersigned, Catherine Gérardin, born in Versailles (France) on 18 November 1959, resident at Via Melzo 5, Milan, tax code: GRRCHR59S58 Z110F, pursuant to article 14 of the bylaws of YOOX S.p.A., and in respect of the ordinary shareholders' meeting of YOOX S.p.A., convened at Mediobanca S.p.A., via Filodrammatici 3, Milan, at 11 am on April 19, 2010 (first call), and if necessary, at 11 am on April 21, 2010 (second call) at the same venue

declare

that I accept the nomination for the position of director of YOOX S.p.A., proposed by shareholder Essegi S.r.l. with registered office at Via della Mattonai 13, Florence, tax number, VAT code and Florence Register of Companies number 03612470488.

I declare and certify

under my own responsibility and mindful of the criminal liability provided for by article 76 of Presidential Decree 445/2000 in respect of false statements:

- that I meet the requirements prescribed by the laws in force and the bylaws of YOOX S.p.A. for the position of Company director;
- that I meet the requirement of independence pursuant to article 148, paragraph 3 of Legislative Decree 58/1998, as required by article 147-ter, paragraph 4 of Legislative Decree 58/1998 and article 3 of the Code of Conduct of Listed Companies published by Borsa Italiana S.p.A. on March 14, 2006 (as per the attached declaration);
- that there are no reasons for ineligibility and incompatibility prescribed by the applicable laws and regulations and the Company bylaws, also with regard to incompatibility pursuant to article 160 of Legislative Decree 58/1998 as amended, and the related implementing provisions of Consob regulation 11971/1999, in relation to the Company's appointment of external auditors KPMG S.p.A.

I declare that I will accept the post, if appointed by the aforementioned shareholders' meeting.

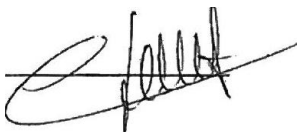
I attach to this declaration my curriculum vitae and a list of positions held in other companies.

I undertake to inform the Company promptly of any subsequent action or fact that changes the information provided in this declaration.

I declare that I have read the information reproduced at the end of this statement pursuant to article 13 of Legislative Decree 196/2003, and that I authorise the Company to handle the personal data communicated thereto for the activities relating to the nomination and the acceptance of the same.

Milan, April 1, 2010

Yours faithfully



NOTE (pursuant to article 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. The provision of this data, which will be processed by YOOX S.p.A., is necessary to verify the existence of the above-mentioned requirements. The data will be processed solely for the aforementioned purposes, also by means of IT tools, and will not be communicated outside the Company, apart from when required to verify its truthfulness with the competent authorities. You may exercise your rights pursuant to article 7 of the aforementioned legislative decree – which provides for, among other things, the right to access your personal data, and the right to amend, update, complete or erase erroneous or incomplete data, as well as the right to object to the processing of data for legitimate grounds in respect of the data holder, YOOX S.p.A., or the data manager, in its capacity as its legal representative.

After having obtained a master's degree in English and French law organized by Sorbonne University in Paris and King's College in London, Ms. Catherine Gérardin-Vautrin graduated at HEC in 1983. She started her professional career as a product manager in the marketing department of a textile company. In 1992, she entered the Louis Vuitton maison in Paris. At first, she was in charge of the development of the image of Louis Vuitton shops around the world and, subsequently, she became director of pret à porter, supporting the artistic director of the Marc Jacobs maison. In 2000, she started working for Emilio Pucci and led its recovery for seven years, first in the position of Chief Executive Officer and subsequently also as Chairman. In 2008-2009, she was Chief Executive Officer of a start-up company in the fashion industry.

CREDEMGruppo Bancario
Credito Emiliano - Credem

(1)

**CERTIFICAZIONE DI PARTECIPAZIONE
AL SISTEMA DI GESTIONE ACCENTRATA**
(D.Lgs 24.02.1998, n. 58 e D.Lgs 24.06.1998, n. 213)

Andria, 31/03/2010 (2)

(3)	(4)
POS 10 progr. annuo	63032 codice cliente

(5)
SPETTABILE ESSEGI - SOCIETA' A RESPONSABILITA' LIMITATA VIA DEL PROCONSOLO 9 50122 - FIRENZE - FI

A richiesta (6)

Codice fiscale	03612470488
Data di nascita	
Luogo di nascita	

(7)

La presente certificazione, con efficacia dal 31/03/2010, attesta il possesso del nominativo sopra indicato dei seguenti strumenti finanziari:

codice	descrizione strumenti finanziari	Quantità
IT0003540470	YOOX SPA	*2.456.656*

Su detti strumenti finanziari risultano le seguenti annotazioni:

(8)

La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

(9)	PRESENTAZIONE LISTE C.D.A. YOOX SPA
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L'intermediario
CREDITO EMILIANO S.p.A.
 Back-Office Amministrativo Titoli

DELEGA PER L'INTERVENTO IN ASSEMBLEA

Il Signor _____ e' delegato a rappresentare _____

per l'esercizio del diritto di voto.

data _____ firma _____

NOTE

- 1) Intermediario che rilascia la certificazione;
- 2) data di rilascio della certificazione;
- 3) numero progressivo annuo della certificazione attribuito da ciascun intermediario;
- 4) codice interno dell'intermediario per individuazione del titolare del conto;
- 5) nominativo, codice fiscale e indirizzo del partecipante al sistema di gestione accentrata;
- 6) nominativo del richiedente se diverso dal nominativo sub 5;

- 7) fino a.."(data certa)" ovvero "illimitata";
- 8) formule del tipo:
"vincolo di usufrutto a favore di.....";
"vincolo di pegno a favore di.....";
"vincolo del diritto di voto a favore del riportato.....";
- 9) diritto di cui all'art.85, del D.Lgs 58/98 e all'art. 31 del D.Lgs 213/98.