



NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Shareholders are invited to attend the ordinary shareholders' meeting at Mediobanca S.p.A., Via Filodrammatici 3, Milan, at 11am on April 19, 2010 (first call), and if necessary, at 11 am on April 21, 2010 (second call) at the same venue, to vote on the following:

AGENDA

- 1) Annual financial statements of YOOX S.p.A. for the year ending December 31, 2009; the Board of Directors' Report on Operations 2009; the Report of the Board of Auditors; External Auditors' Report; related and consequent resolutions; submission of the YOOX Group's Consolidated Balance Sheet as of December 31, 2009 and related reports. Related and consequent resolutions.
- 2) Changes to the audit appointment, which was assigned, pursuant to article 155 and subsequent articles of Legislative Decree 58/1998, to KPMG S.p.A. by the Company's ordinary shareholders' meeting held on September 8, 2009, and resulting determination of the compensation for this appointment for the financial years 2009-2017. Related and consequent resolutions.
- 3) 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.

Share capital and voting rights

The share capital of YOOX S.p.A. is Euro 509,679.56, broken down into 50,967,956 ordinary shares, with no indication of nominal value. Every ordinary share carries one voting right at the Company's ordinary and extraordinary shareholders' meetings.

Attending the shareholders' meeting

Under article 8 of the Company bylaws, shareholders may attend the shareholders' meeting if the Company has received, at least two working days before the meeting, an attendance notice from the intermediary who holds the related accounts pursuant to article 2370, paragraph 2 of the Civil Code.

Shareholders that have the right to attend the meeting may appoint proxies in writing pursuant to the provisions in force. A form of proxy prepared in accordance with the legislation in force must be provided at the end of every communication that the intermediary is obliged to issue to the shareholder; a further form of proxy is available in the Corporate Governance section of the company website www.yooxgroup.com as well as at the registered office.



Pursuant to article 126-*bis* of Legislative Decree 58/1998, shareholders who, also jointly, represent at least one fortieth of the share capital may request additional items for the agenda within five days of the publication of this notice. Notice of any additions of items to the agenda that the shareholders' meeting must discuss following these requests shall be given according to the same procedures set out for the publication of the notice calling the shareholders' meeting, at least ten days before the date set for the meeting. Additions are not permitted for issues on which the shareholders' meeting votes, pursuant to the laws in force, based on directors' proposals or a project or report prepared thereby.

Appointment of directors

With reference to the second item on the agenda, note that the management body currently in office was appointed by the shareholders' meeting of October 7, 2009, with resolution passed without application of the list vote, on the basis of the bylaws in force before the start of trading in ordinary shares of the Company on the screen-based equity market (Mercato Telematico Azionario) organised and managed by Borsa Italiana S.p.A. on December 3, 2009. Therefore, for the appointment of the director necessary to complete the management body in office, in accordance with article 2386 of the Civil Code, the ordinary shareholders' meeting will vote through simple majority (without applying the list voting system), pursuant to article 14 of the company bylaws in force.

Note that under article 14 of the bylaws, all directors of the Company must comply with the requirements of eligibility, professionalism and integrity provided for by law and other applicable provisions; pursuant to article 147-*ter*, paragraph 4 of Legislative Decree 58/1998, at least one director, or two if the Board has more than seven members, must also meet the requirements of independence set out therein.

Furthermore, the Company shares are traded on the Star segment of the screen-based equity market organised and managed by Borsa Italiana S.p.A. and, in order to maintain the Star qualification, the board must contain a sufficient number of independent directors pursuant to article 2.2.3 of the Stock Exchange Regulation. In accordance with the provisions of IA.2.13.6 of the Instructions for Stock Exchange Regulation, there must be at least two independent members in boards of directors comprising up to eight members.

Shareholders are therefore invited to submit candidates for the appointment of a director, together with their professional curricula and the declarations with which the individual candidates accept their nomination, and certify that there are no reasons for ineligibility or incompatibility and they meet the requirements prescribed by the Company bylaws and the laws and regulations in force for the office of director. They must also state whether they qualify as independent pursuant to the laws in force, including the aforementioned provisions applicable to issuers with the Star qualification.



Documentation

The documentation relating to items on the agenda, pursuant to the laws in force, will be deposited at the Company's registered offices at Via Nannetti n. 1, Zola Predosa (BO) and Borsa Italiana S.p.A. in accordance with the law. Shareholders may obtain a copy of this documentation, which will also be available on the company website www.yooxgroup.com.

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Draft annual and consolidated financial statements

Please note that the Draft Financial Statements and the Consolidated Financial Statements for the year to December 31, 2009, together with the Directors' Report for 2009 and the Report on Corporate Governance and Ownership Structure, drawn up pursuant to article 123-bis of Legislative Decree 58/1998, are available to the public at the Company's headquarters in Via Nannetti 1, Zola Predosa (BO) and at Borsa Italiana S.p.A., and can also be viewed at the Company's website at: www.yooxgroup.com.

The Report of the Board of Statutory Auditors and the External Auditors' Report will also be submitted by the legally required deadline.

Chairman and Chief Executive Officer

Federico Marchetti

Zola Predosa (BO), March 16, 2010