



**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON APRIL 27, 2012**

SUMMARY STATEMENT OF VOTING ON AGENDA ITEMS

ORDINARY SHAREHOLDERS' MEETING

1. **The financial statements of YOOX S.p.A. for the year ended 31 December 2011; Directors' Report; Report of the Board of Statutory Auditors pursuant to article 153 of Legislative Decree 58/1998 and the Independent Auditors' Report. Proposal for the allocation of income. Presentation of the consolidated financial statements for the year ended 31 December 2011; related and consequent resolutions.**

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	39,660,791	99.9521	71.6598
Against	19,020	0.0479	0.0344
Abstentions	0	0.0000	0.0000
Total shares for which votes were cast	39,679,811	100.0000	71.6942

2. **Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998; related and consequent resolutions.**

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. of shares	% of share capital present	% of share capital
In favour	23,378,969	58.9191	42.2415
Against	15,748,287	39.6884	28.4543
Abstentions	552,555	1.3925	0.9984
Total shares for which votes were cast	39,679,811	100.0000	71.6942



3. Integration of the procedures and conditions regarding the execution of the statutory auditors' mandate by the auditing firm KPMG S.p.A. pursuant to Legislative Decree. 39/2010.

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. of shares	% of share capital present	% of share capital
In favour	39,574,290	99.7341	71.5035
Against	75,106	0.1893	0.1357
Abstentions	30,415	0.0767	0.0550
Total shares for which votes were cast	39,679,811	100.0000	71.6942

4. Appointment of the Board of Directors, subject to the determination of the number of members and the duration of office; determination of remuneration; related and consequent resolutions.

4.1 Determination of numbers of members - Determination of the engagement term

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	25,897,353	65.2658	46.7918
Against	13,695,459	34.5149	24.7452
Abstentions	86,999	0.2193	0.1572
Total shares for which votes were cast	39,679,811	100.0000	71.6942

4.2 Determination of remuneration

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	25,897,353	65.2658	46.7918
Against	13,695,459	34.5149	24.7452
Abstentions	86,999	0.2193	0.1572
Total shares for which votes were cast	39,679,811	100.0000	71.6942



4.3 Appointment of the Board of Directors

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	25,897,353	65.2658	46.7918
Against	13,695,459	34.5149	24.7452
Abstentions	86,999	0.2193	0.1572
Total shares for which votes were cast	39,679,811	100.0000	71.6942

5. Appointment of the Board of Auditors and its Chairman; determination of remuneration, related and consequent resolutions.

5.1 Appointment of the Board of Statutory Auditors and its Chairman

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,445,248	89.3282	64.0431
Against	4,221,051	10.6378	7.6267
Abstentions	13,512	0.0341	0.0244
Total shares for which votes were cast	39,679,811	100.0000	71.6942

5.2 Determination of compensation

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,445,248	89.3282	64.0431
Against	4,221,051	10.6378	7.6267
Abstentions	13,512	0.0341	0.0244
Total shares for which votes were cast	39,679,811	100.0000	71.6942



6. Stock Grant Plan comprising ordinary shares of YOOX S.p.A. reserved for employees of the Company and its subsidiaries; related and consequent resolutions.

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	23,335,598	58.8098	42.1632
Against	16,304,701	41.0907	29.4596
Abstentions	39,512	0.0996	0.0714
Total shares for which votes were cast	39,679,811	100.0000	71.6942

7. Stock Option Plan comprising ordinary shares of YOOX S.p.A. reserved for executive directors of the Company; related and consequent resolutions.

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	22,627,250	57.0246	40.8833
Against	17,013,049	42.8758	30.7395
Abstentions	39,512	0.0996	0.0714
Total shares for which votes were cast	39,679,811	100.0000	71.6942

8. Authorisation to buy and sell treasury shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, and article 132 of Legislative Decree 58/1998 and the relevant implementing provisions; related and consequent resolutions.

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	25,510,477	64.2908	46.0928
Against	14,169,334	35.7092	25.6014
Abstentions	0	0.0000	0.0000
Total shares for which votes were cast	39,679,811	100.0000	71.6942



EXTRAORDINARY SHAREHOLDERS' MEETING

- 1. Proposal to increase share capital, through payment in cash in one or more tranches, by a maximum of Euro 20,044.23 to be allocated to the share capital, excluding option rights pursuant to art. 2441, paragraph 4, second indent of the Italian Civil Code, to be offered in subscription to the beneficiaries of the Stock Option Plan; resulting amendment to art. 5 of the Company's articles of association; related and consequent resolutions.**

Shares present at the Meeting on the opening of voting: 39,679,811, representing 71.6942% of the 55,345,940 shares making up the share capital.

	No. of shares	% of share capital present	% of share capital
In favour	23,383,552	58.9306	42.2498
Against	16,256,747	40.9698	29.3730
Abstentions	39,512	0.0996	0.0714
Total shares for which votes were cast	39,679,811	100.0000	71.6942