



YOOX S.p.A.

NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Extraordinary and Ordinary Shareholders' Meeting of YOOX S.p.A. is hereby called to be held in Milan at **Via Filodrammatici no. 3**, at the office of Mediobanca S.p.A., at **10.00 am** on **21 July 2015**, **single call**, to discuss and pass resolutions on the following:

AGENDA

Extraordinary part:

1. Proposal to merge Largenta Italia S.p.A. into YOOX S.p.A.. Related and consequent resolutions including those pursuant to Article 49, paragraph 1, sub-paragraph g) of the Consob Regulation for the purposes of waiving the mandatory public offering for all shares;
2. The granting to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authorization to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum amount of EUR 200 million (including share premium), by issuing new shares to be offered to the existing shareholders, granting the option right, and/or reserved to qualified investors and/or strategic or industrial partners, with the exclusion of the option rights under Article 2441, paragraph 4, second indent of the Italian Civil Code or Article 2441, paragraph 5, of the Italian Civil Code. Amendment to Article 5 of the Bylaws. Related and consequent resolutions;

Ordinary part:

1. Revision of the number of directors and appointment of three new board members; all of which enter into force on the effective date for third parties of the merger by absorption into YOOX S.p.A. of Largenta Italia S.p.A.. Related and consequent resolutions.

Attending the Shareholders' Meeting

Each ordinary share gives the holder the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings of the Company; details of the share capital and its ownership structure can be found at www.yooxgroup.com (Section Investor Relations / Shareholders).

Pursuant to Article 83-*sexies* of Italian Legislative Decree 58/1998, all those having voting rights are entitled to attend the Shareholders' Meeting and vote if the Company has received on their behalf a notice sent by the intermediary, legally authorised to keep the accounts, based on its own records at the end of the accounting day of the seventh business day prior to the date set for the Shareholders' Meeting, single call, i.e. Friday, 10 July 2015 (record date); investors who become shareholders after this date are not entitled to attend and vote in the Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled single call date of the Shareholders' Meeting (i.e. Thursday, 16 July 2015). The above, without prejudice to the right to attend and/or to voting rights if said notice reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting.

Parties entitled to attend and vote at the Shareholders' Meeting may be represented through written proxy



pursuant to applicable laws, signing the proxy form available at the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting); the proxy can be sent to the Company by registered letter to the registered office, at Zola Predosa (Bologna), Via Nannetti 1, or by e-mail to the certified e-mail address yoox.corporate@registerpec.it. The proxy may be conferred via the electronically signed information document pursuant to Article 21, paragraph 2 of Legislative Decree 82 of 7 March 2005.

Pursuant to Article 135-*undecies* of Legislative Decree 58/1998, the Company has appointed Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. as Shareholder Representative. Written proxy may be given to the Shareholder Representative to vote on the proposals on the Meeting's agenda, provided that the proxy is delivered to the Shareholder Representative by courier, registered mail with proof of delivery to the Shareholder Representative's registered address at Foro Buonaparte 10, Milan 20121, by the end of the second open market day preceding the date set for the Shareholders' Meeting, single call, (i.e. by Friday, 17 July 2015); the proxy shall be valid only for proposals in relation to which voting instructions have been given; the proxy form is available at the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting) and at the Company's registered office, from the Corporate Affairs Department (tel: 051-6184211, e-mail: corporate.affairs@yoox.com); the proxy and voting instructions may be revoked within the above deadline.

Voting may not be carried out by correspondence or electronically.

Right to request addition of items to the agenda and to submit new draft resolutions

Pursuant to Article 126-*bis* of Italian Legislative Decree 58/1998 Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by Monday 29 June 2015), the addition of items to the agenda, stating the proposed items in the request or submit new resolution proposals on items already on the agenda. Shareholders are entitled to exercise this right if the Company has received a notice sent by the qualified intermediary pursuant to Article 23, paragraph 1 of the Bank of Italy-Consob Order of 22 February 2008, as subsequently amended. The request must be submitted in writing by registered mail addressed to the Company's registered office in Zola Predosa (Bologna), Via Nannetti 1, or by email sent to the Company's certified email address, yoox.corporate@registerpec.it, provided that it reaches the Company within the above deadline; a report on the reasons to discuss the items to be added or the reasons to add new resolution proposals on items already on the agenda must be presented within the same deadline and under the same terms and conditions by the Shareholders making the request. Any additions to the agenda or resolution proposals for items already on the agenda will be published, under the same terms set out for publication of the notice of meeting at least fifteen days prior to the date set for the Shareholders' Meeting, single call. The report presented by the requesting shareholders, together with any assessments by the governing body, will be made available to the public at the same time as publication of the notice of additional agenda items or new resolution proposals and in the same manner as other documentation relating to the Shareholders' Meeting.

Items on which the Shareholders' Meeting must resolve, according to law, upon a proposal of the Directors or on the basis of a project or report of the Directors falling outside the scope of Article 125-*ter*, paragraph 1, of Italian Legislative Decree 58/1998, may not be added to the agenda.



Right to submit questions concerning agenda items

Pursuant to Article 127-ter of Italian Legislative Decree 58/1998 all those with voting rights may submit questions on agenda items before the Shareholders' Meeting, and however before Saturday, 18 July 2015, by sending their questions by registered mail to the Company's headquarters at Via Nannetti 1, Zola Predosa (Bologna), or by electronic mail to the certified mailbox yoox.corporate@registerpec.it. All those with voting rights are entitled to exercise this right if the Company has received a notice sent by the qualified intermediary pursuant to Article 23, paragraph 1 of the Bank of Italy-Consob Order of 22 February 2008, as subsequently amended. However, this notice is not necessary if the Company receives from said intermediary the required notice for attendance at the Shareholders' Meeting. If the Shareholder has asked its custodian intermediary to provide notice of entitlement to participate in the shareholders' meeting, it will be sufficient to include in the request the information provided in any notice issued by the intermediary.

Questions received prior to the Meeting shall be answered during the Meeting at the latest, with the option for the Company to provide a single answer to questions whose content is the same.

Appointment of three directors

After revising the number of members of the governing body, the Shareholders' Meeting shall pass a resolution by majority vote to appoint three directors without using the list voting mechanism.

For additional information, see the report describing the single agenda item for the ordinary part that will be made available to the public at the registered offices and at Borsa Italiana S.p.A., and will also be published on the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting) and on the authorised storage mechanism "eMarket storage", which can be consulted on the website www.emarketstorage.com.

Documentation

The documentation relating to the Shareholders' Meeting, as provided for by the applicable laws, shall be made available to the public at the Company's registered office in Zola Predosa (Bologna), Via Nannetti 1, and will be published on the Company's website, www.yooxgroup.com (Section Governance / Shareholders' Meeting), and on the authorised storage mechanism "eMarket storage", which can be consulted on the website www.emarketstorage.com with the following timing:

- at least 30 days prior to the date of the Shareholders' Meeting, single call, the Merger Plan, the expert's report on the suitability of the exchange ratio prepared pursuant to Article 2501-sexies of the Italian Civil Code, the Directors' Report prepared pursuant to Article 2501-quinquies of the Italian Civil Code, Article 125-ter of Italian Legislative Decree 58/1998 and Article 70 of Consob Regulation 11971/1991, on agenda item 1 for the extraordinary part, the merger balance sheets pursuant to Article 2501-quater of the Italian Civil Code, and the Directors' Report on the single agenda item for the ordinary part;
- at least 21 days prior to the date of the Shareholders' Meeting, single call, the Directors' Report on agenda item 2 for the extraordinary part;
- at least 15 days prior to the date of the Shareholders' Meeting, single call, an "Information Memorandum"



on the proposal to merge, to be read in conjunction with the Directors' Report on agenda item 1 for the extraordinary part.

This meeting notice is published, pursuant to Article 125-*bis* of Italian Legislative Decree 58/1998 and Article 84 of the Consob Regulation 11971/1999, and pursuant to Article 7 of the Bylaws, on the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting), and as an excerpt in the daily newspaper "Milano Finanza" and sent to Borsa Italiana S.p.A. and made available on the authorised storage mechanism "eMarket storage", which can be consulted on the website www.emarketstorage.com.

For the Board of Directors
Raffaello Napoleone, Chairman
Zola Predosa (Bologna), 19 June 2015