

# YOOX NET-A-PORTER GROUP

Partial execution of the delegation  
granted by the Extraordinary  
Shareholders' Meeting of  
YOOX NET-A-PORTER GROUP S.p.A.  
on 21 July 2015 to increase the share  
capital pursuant to art. 2441, paragraph 4,  
second indent, of the Italian Civil Code.

# YOOX NET-A-PORTER GROUP

Dear Board Members,

the Extraordinary Shareholders' Meeting of YOOX NET-A-PORTER GROUP S.p.A. ("YNAP", the "Company" or the "Issuer") of 21 July 2015 (the "Shareholders' Meeting") resolved, inter alia, to grant the Board of Directors of the Issuer with a delegation, pursuant to article 2443 of the Italian Civil Code (the "Delegation"), to be executed within three years of the effective date of the merger by absorption of Largenta Italia S.p.A. into YOOX S.p.A. (occurred on 5 October 2015) (the "Merger"), to increase the share capital, on one or more occasions, for cash consideration and in one or more tranches, for a maximum amount of EUR 200,000,000.00 (inclusive of share premium, if any), by an aggregate maximum number of shares not exceeding 10% of the share capital of the post-merger Issuer, by offering the newly issued shares:

- (i) to existing shareholders, granting the option right; or
- (ii) to qualified investors pursuant to art. 34-ter, paragraph 1, lett. b) of Consob Regulation no. 11971/1999, as subsequently amended and supplemented (the "Consob Regulation"), with exclusion of option rights pursuant to article 2441, paragraph 4, second indent, or article 2441, paragraph 5, of the Italian Civil Code; or
- (iii) to strategic and/or industrial partners of the Issuer, with exclusion of option rights pursuant to article 2441, paragraph 4, second indent, or article 2441, paragraph 5, of the Italian Civil Code; or
- (iv) through a combination of the aforementioned three alternatives.

In light of what resolved by the Shareholders' Meeting and of what provided for in Art. 5, paragraph 1, of YNAP By-Laws, the Board of Directors intends to partially executed the Delegation granted thereto, resolving to increase the share capital for cash consideration by an amount of Euro 100,000,000.00, and thus within the limit of 10% of YNAP current share capital, by issuing number 3,571,428 YNAP ordinary shares to be offered in subscription to a strategic partner of the Issuer already identified by the Board of Directors (the "Reserved Capital Increase") on the terms detailed under paragraph A. below.

The above shall be without prejudice to the Board of Directors power to executed in further tranches the Delegation to increase the share capital in respect of the residual amount, in accordance with and on the terms resolved by the Shareholders' Meeting. However, at present, the Board of Directors does not envisage making use of this option.

Please note that, in the context of the Delegation, the Shareholders' Meeting further provided that:

- (a) the resolutions to increase the share capital (or the single tranches thereof) providing for the exclusion of option rights shall set the issue price for the shares (or the criteria for determining it at the time of issue) in accordance with the procedures and criteria set out by the applicable laws and regulations in force at the time being; and
- (b) the resolutions to increase the share capital shall determine the portion of the total issue price to be allocated to nominal amount and the portion, if any, of such issue price to be allocated to share premium.

## A. REASONS AND PURPOSE OF THE RESERVED CAPITAL INCREASE TRANSACTION

The Reserved Capital Increase that the Board of Directors intends to resolve upon aims at allowing Alabbar Enterprises S.à.r.l. ("Alabbar Enterprises"), an investment vehicle indirectly controlled by His Excellency Mohamed Ali Rashed AlAbbar ("Mr. Alabbar"), to enter into YNAP share capital.

A global entrepreneur widely acknowledged as the driving force behind Dubai's economic growth, Mohamed Alabbar is the Founder and Chairman of Emaar Properties, parent company of Emaar Malls Group, the leading owner and operator of shopping malls and retail business in Dubai. Its flagship asset, The Dubai Mall, is the most visited mall globally with 80 million visitors in 2015 and home to the world's largest collection of fashion and luxury brands under one roof, accounting for 50% of Dubai's luxury goods spend. Mohamed Alabbar is also Founder and owner of Alabbar Enterprises LLC, a company that operates and invests in businesses in the Middle East, South East Asia and Africa across a variety of sectors, including, among others, luxury, fashion, retail and e-commerce. He is Founder and major shareholder of RSH, the leading Singapore-based pan-Asian marketer, distributor and retailer of over 70 international fashion and lifestyle brands through more than 700 outlets in over 10 countries.

Mr. Alabbar will be in a position to provide to YOOX NET-A-PORTER GROUP relevant support in the possible further development of the Group's activities in the promising yet complex Middle Eastern luxury e-commerce market, in terms - among other things - of support and knowledge of the local market.

The Middle East already accounts for a 5% share of global luxury consumption and has been witnessing growing Internet and e-commerce penetration led by increasing public investments in IT, e-services and telecoms infrastructure, alongside a young population.

On 18 April 2016 Alabbar Enterprises addressed to the Company a binding proposal (the "Subscription Commitment") irrevocable until 11:59 p.m. of 19 April 2016 setting out Alabbar Enterprises' commitment, subject to the execution of the Delegation by the Board of Directors within 21 April 2016, to subscribe for the Reserved Capital Increase by subscribing no. 3,571,428 newly issued ordinary shares at a unitary price per share equal to Euro 28.00.

In consideration of the above, it is hereby proposed for the Reserved Capital Increase to be offered in subscription, with exclusion of option rights pursuant to art. 2441, paragraph 4, second indent, of the Italian Civil Code, to Alabbar Enterprises for an aggregate amount of Euro 100,000,000.00.

YOOX NET-A-PORTER GROUP will employ the financial resources raised through the capital increase over the 2016-2018 period to:

- support the Group's relevant growth with the purpose of taking full advantage of the significant development perspectives of the online luxury market and accordingly enhancing its competitive positioning;
- seize new growth opportunities through the localisation of select online stores in key geographical areas;
- unlock synergies by funding the recently announced investments in the development of a common omni-channel enabled techno-logistics platform across all geographies and storefronts. This platform will support the Group's future business, offering customers and brand partners world-class service and empowering customer-centric innovation;
- retain maximum balance sheet flexibility.

Finally, please note that the financial resources deriving from the Reserved Capital Increase will not be used to reduce or change the financial indebtedness structure of the Issuer.

## B. CRITERIA TO DETERMINE THE NEW SHARES ISSUE PRICE AND CONSIDERATIONS OF THE BOARD OF DIRECTORS WITH RESPECT TO THE CORRESPONDENCE BETWEEN ISSUE PRICE AND MARKET VALUE

Art. 2441, paragraph 4, second indent, of the Italian Civil Code provides that the issue price of the ordinary shares deriving from the Reserved Capital Increase "shall correspond to the market value of the share and this shall be confirmed by a specific report of a statutory auditor or audit firm".

The correspondence requirement between issue price and market value set out in the above provision introduces a flexible criterion allowing to consider the specific features of YNAP and, in particular, the highly volatile stock market prices, the traded volumes and the elements of the transaction. For the purpose of identifying a criterion to determine the issue price as objective as possible – in accordance with the text of the aforementioned art. 2441, paragraph 4, second indent, of the Italian Civil Code – it has been deemed appropriate to consider also comparable transactions for the issuance or sale of relevant stock packages in Europe, always in light of the peculiarities of the transaction at hand.

In light of the above considerations, the Board of Directors then proceeded, with the support of a primary investment bank, with the analysis and selection of the most appropriate criteria to identify the price corresponding to the market value of YNAP shares pursuant to the aforementioned provision of the Italian Civil Code, also considering the overall context of the transaction to be carried out, as well as the entity the Reserved Capital Increase is reserved for.

The analysis carried out showed that the basis for the determination of a issue price corresponding to the market value of a security, even necessarily taking into account the peculiarities of the transaction, may never disregard the stock exchange quotations of said security at a given time.

In addition to observing the most recent stock exchange closing price of the shares, the Board of Directors also deemed more appropriate to analyse also, as a further confirmation of the accuracy of its considerations and assumptions, also the recent average exchange prices of YNAP shares, calculated over different time periods. The above for the purpose of mitigating the effects of possible temporary fluctuations of the share quotations attributable to contingent – and not permanent- factors, which may determine a temporary variation between the shares market value and the stock exchange prices thereof.

The Board of Directors, also based on the above considerations, deemed that the price of Euro 28.00 per share (the "Reference Price") set out in the Subscription Commitment given by Alabbar Enterprises, is to be deemed at least in line with the shares market value, in the context of the Reserved Capital Increase.

Said price embeds a 5.7% premium compared to YNAP's closing share price prior to this Board of Directors' meeting.

Also comparing the Reference Price to the arithmetic averages of the stock exchange prices calculated over several periods prior to the date of the Board of Directors meeting (specifically, time frames equal to 10, 20, 30 and 50 consecutive trading days prior to the Board meetings have been analysed, with period averages respectively equal to Euro 26.08, Euro 26.25, Euro 26.16 e Euro 26.13), the Reference Price embeds a premium compared to said averages. It has on the contrary not been deemed appropriate to extend the average analysis to longer prior periods of time, due to the substantial change of the general conditions of the main European markets in the second half of 2015, which generally made stock exchange prices at that time little comparable with the current ones.

As further evidence of the correspondence between the Reference Price and the shares market value, a wide sample of

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accelerated placement transactions recently carried out by companies or shareholders with institutional investors, with characteristics and metrics similar to the reserved placement at hand has further been examined. On average, said transactions' settlement price expressed a discount of around 6% compared to the most recent trading of the shares in the stock exchange prior to the placement; therefore, the application of a premium compared to the most recent stock exchange price in the specific case at hand appears to be more prudential and in protection of minorities.

The Board of Directors did not refer to prior capital increase transactions with exclusion of option rights and reserved for a single investor, having found said cases to be very often linked to financial distress circumstances or company restructurings and, therefore, with features scarcely comparable with the case at hand.

In light of the above, the Board of Directors proposes to determine the issue price of the shares resulting from the execution of the Reserved Capital Increase at Euro 28.00.

The Board of Directors then proposes to increase the share capital for cash consideration by an aggregate amount of Euro 100,000,000.00 (of which aggregate Euro 35,714.28 to be allocated to nominal amount and aggregate Euro 99,964,285.72 to be allocated to share premium), corresponding to approximately 2.67% of the total current YNAP share capital, by issuing number 3,571,428 YNAP ordinary shares (the "New Shares"), with no indication of par value, regular entitlement, to be offered in subscription, with exclusion of option rights pursuant to article 2441, paragraph 4, second indent, of the Italian Civil Code, to the company Alabbar Enterprises at a price equal to Euro 28.00, of which Euro 0.01 to be allocated to nominal amount and Euro 27.99 be allocated to share premium.

As requested by art. 2441, paragraph 4, second indent, of the Italian Civil Code the correspondence between the market value and the issue price of YNAP ordinary shares deriving from the Reserved Capital Increase is the subject of a specific report issued by the auditing firm KPMG S.p.A., which will be made available to the public in accordance with the applicable terms of law.

## C. METHODS FOR THE EXECUTION OF THE RESERVED CAPITAL INCREASE AND PERIOD ENVISAGED FOR ITS EXECUTION

Upon the subscription of the Reserved Capital Increase, Alabbar Enterprises will hold a 4.02% stake of the Company outstanding ordinary share capital and to 2.67% of the total issued share capital of the Company (as at the date of this Report, YNAP share capital is equal to Euro 1,301,258.85, comprised of aggregate no. 130,125,885 shares, of which no. 85,220,252 ordinary shares and no. 44,905,633 non-voting shares called B Shares, all with no indication of par value).

Subsequent to the subscription of the Reserved Capital Increase, YNAP share capital will be equal to Euro 1,336,973.13, comprised of aggregate no. 133,697,313 shares, of which no. 88,791,680 ordinary shares and no. 44,905,633 non-voting shares called B Shares, all with no indication of par value.

It is provided for the subscription of YNAP ordinary shares deriving from the Reserved Capital Increase to occur by 22 April 2016.

The Subscription Commitment provides that, for a period of 18 months starting from the subscription of the Reserved Capital Increase, Alabbar Enterprises will have some limitations in the transfer of shares which are further detailed in the abovementioned agreement.

## D. PLACEMENT AND UNDERWRITING SYNDICATE

Being this a reserved capital increase, no set up of a placement and/or underwriting syndicate is provided for the subscription of YNAP ordinary shares deriving from the Reserved Capital Increase, nor other placement forms in addition to the aforementioned offer for subscription are provided for.

## E. OPERATING PERFORMANCE OF THE COMPANY AND THE GROUP

For a description of the operating performance of YNAP and the group headed thereby as at 31 December 2015, as well as of the foreseeable evolution of the business for the current financial year, reference is made to the draft financial statement as at 31 December 2015, as approved by the Board of Directors on 9 March 2016 available on the Issuer's website ([www.ynap.com](http://www.ynap.com)) and with the storing system "eMarket Storage".

## F. ENTITLEMENT OF THE NEWLY ISSUED SHARES

The entitlement of YNAP newly issued shares resulting from the execution of the Reserved Capital Increase will be equal to that of the Company outstanding shares as at the execution time of the same Reserved Capital Increase and said newly issued shares will accordingly be issued with the relevant coupons outstanding as at said date.

## G. EFFECTS OF THE RESERVED CAPITAL INCREASE TRANSACTION ON THE CURRENT YNAP SHAREHOLDING STRUCTURE

Subsequent to the subscription of the Reserved Capital Increase, the effects on the interests held by the relevant shareholders under art. 120 TUF, based on the evidences of the shareholders' ledger, the formal notifications received by the Company and the other information available thereto, will be as follows:

### SHAREHOLDING BEFORE RESERVED CAPITAL INCREASE

Shareholders	Ordinary shares no.	Ordinary Share capital %	Shareholders	Ordinary shares no.
Federico Marchetti	5,164,667	6.06%	5,164,667	3.97%
Compagnie Financière Rupert attraverso Compagnie Financière Richemont	20,693,964	24.28%	65,599,597	50.41%
Renzo Rosso	5,186,321	6.09%	5,186,321	3.99%
Norges Bank	1,746,283	2.05%	1,746,283	1.34%
<b>Totale</b>	<b>32,791,235</b>	<b>38.48%</b>	<b>77,696,868</b>	<b>59.71%</b>

### SHAREHOLDING AFTER RESERVED CAPITAL INCREASE

Shareholders	Ordinary shares no.	Ordinary Share capital %	Shareholders	Ordinary shares no.
Federico Marchetti	5,164,667	5.82%	5,164,667	3.86%
Compagnie Financière Rupert attraverso Compagnie Financière Richemont	20,693,964	23.31%	65,599,597	49.07%
Alabbar Enterprises S.à.r.l.	3,571,428	4.02%	3,571,428	2.67%
Renzo Rosso	5,186,321	5.84%	5,186,321	3.88%
Norges Bank	1,746,283	1.97%	1,746,283	1.31%
<b>Totale</b>	<b>36,362,663</b>	<b>40.95%</b>	<b>81,268,296</b>	<b>60.79%</b>

## I. AMENDMENTS TO ART. 5 OF THE BY-LAWS

As a result of the partial execution of the Delegation, it will be necessary to supplement paragraph 1 of Art. 5 of the corporate By-Laws with the inclusion of a clause relating to the Reserved Capital Increase resolution, the proposal of which is the subject of this Report. The text of paragraph 1 of Art. 5 of the corporate By-Laws in force compared with the text supplemented with the Reserved Capital Increase resolution, the adoption of which is being proposed, is attached to this Report as "Annex A".

Please note that the aforementioned By-Laws amendments do not entail any withdrawal right pursuant to art. 2437 of the Italian Civil Code.

For the Board of Directors  
The Chairman, Raffaello Napoleone  
Milan, 18 April 2016

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ANNEX TO THE DIRECTORS' REPORT TO THE PARTIAL EXECUTION OF THE DELEGATION GRANTED BY THE EXTRAORDINARY SHAREHOLDERS' MEETING OF YOOX NET-A-PORTER GROUP S.P.A. ON 21 JULY 2015 TO INCREASE THE SHARE CAPITAL PURSUANT TO ART. 2441, PARAGRAPH 4, SECOND INDENT, OF THE ITALIAN CIVIL CODE.

Current Text	Proposed Text
<p style="text-align: center;"><b>Share capital</b> <b>Art. 5</b></p> <p>1. The share capital amounts to Euro 1,301,258,85 (one million three hundred one thousand two hundred fifty-eight point eighty five) and is divided into 85,220,252 (eighty-five million two hundred twenty thousand two hundred and fifty two) ordinary shares, 44,905,633 (forty four million nine hundred five thousand six hundred thirty-two) shares without voting rights referred to as B Shares, all being no par value shares.</p> <p>B Shares have no voting rights at the Ordinary or Extraordinary Shareholders' Meetings; however, holders of B Shares shall be entitled to all other non-financial and financial rights of ordinary shares, as well as rights reserved for holders of special shares under the prevailing regulatory provisions applicable. Where ordinary shares are split or merged, B Shares must also be split or merged in accordance with the same criteria adopted for ordinary shares; similarly, all resolutions to increase the share capital (or related single tranches) granting option rights must provide for the issuance of ordinary shares and B Shares according to the ratio existing between the two share classes when such resolution to increase share capital is passed , such that the option rights of ordinary shares apply to ordinary shares and the option rights of B Shares apply to B Shares.</p> <p>As a result of the combined resolutions of the extraordinary meetings of July 18, 2002 and December 2, 2005, the Board of Directors is granted the right, pursuant to Art. 2443, second paragraph, of the Civil Code, to increase the capital, at one or more times, over a period of five years as from July 18, 2002, by up to a maximum amount of Euro 17,555.20 (seventeen thousand five hundred and fifty-five point two zero), by issuing 33,760 ordinary registered shares each with a nominal value of Euro 0.52 (zero point five two), with a total premium of Euro 1,551,609.60 (one million five hundred and fifty-one thousand six hundred and nine point six zero).</p> <p>That increase is to be allocated to a company incentive scheme.</p> <p>If the increase is only partly subscribed, the capital shall be increased by an amount equal to the subscriptions received.</p> <p>As a result of the combined resolutions of the extraordinary meetings of December 10, 2003 and December 2, 2005, the Board of Directors is granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more time, over a maximum period</p>	<p style="text-align: center;"><b>Share capital</b> <b>Art. 5</b></p> <p style="text-align: center;">UNCHANGED</p>

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of five years as from the date of the Shareholders' Meeting of December 10, 2003, by issuing 19,669 (nineteen thousand six hundred and sixty-nine) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two) and with an individual premium of Euro 45.96 (forty-five point nine six), and thus by a maximum nominal value of Euro 10,227.88 (ten thousand two hundred and twenty-seven point eight eight) and by a maximum total premium of Euro 903,987.24 (nine hundred and three thousand nine hundred and eighty-seven point two four). The newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed. These shall be issued with exclusion of the pre-emption right to which Shareholders are entitled and shall be intended for the Company's employees, to be identified by the Board of Directors, and for its partners, consultants and Board Members, again to be identified by the Board of Directors.

As a result of the combined resolutions of the extraordinary meetings of December 2, 2005 and July 12, 2007, the Board of Directors is granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more times, over a maximum period of five years as from the date of the above first resolution, by issuing a maximum of 31,303 (thirty-one thousand three hundred and three) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two) and with an individual premium of no less than Euro 58.65 (fifty-eight point sixty-five), and thus by a maximum nominal value of Euro 16,277.56 (sixteen thousand two hundred and seventy-seven point five six) and with a maximum total premium of no less than Euro 1,835,920.95 (one million eight hundred and thirty-five thousand nine hundred and twenty point nine five);

the newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed;

the increase is intended to service incentive schemes for:

\* the employees of the Company or of subsidiaries thereof, to be identified by the Board of Directors, and therefore excluding the pre-emption right specified in Art. 2441, eighth paragraph, of the Civil Code as regards 26,613 (twenty-six thousand six hundred and thirteen) shares each with a nominal value of Euro 0.52 (zero point five two), with an individual premium of no less than Euro 58.65 (fifty-eight point six five), and thus for a maximum nominal amount of Euro 13,838.76, with a maximum total premium of no less than Euro 1,560,852.45;

\* the directors and/or project workers and/or partners of the company and/or subsidiaries thereof, and therefore excluding the pre-emption right specified in Art. 2441, fifth paragraph, of the Civil Code as regards 4,690 (four thousand six hundred and ninety) shares each with a nominal value of Euro 0.52 (zero point five two), with an individual premium of no less than Euro 58.65 (fifty-eight point six five), and thus for a maximum nominal amount of Euro 2,438.80, with a maximum total premium of no less than Euro 275,068.50.

The capital increase - or the capital increases in the case of

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<p>several board resolutions - shall in all cases be divisible. The capital shall therefore be increased by an amount equal to the subscriptions received by the date specified in the board resolution or resolutions pursuant to the schemes. Individual board resolutions - as regards capital increases in accordance with incentive schemes for persons other than employees - shall be adopted in accordance with the provisions laid down in the sixth paragraph of Art. 2441 of the Civil Code, without prejudice, however, to the minimum price stipulated above.</p> <p>By resolution of the extraordinary meeting of May 16, 2007, the Board of Directors was granted the right, pursuant to Art. 2443 of the Civil Code, to increase the share capital, for consideration, at one or more times, over a maximum period of five years as from the date of the above resolution, excluding the pre-emption right specified in Art. 2441, fifth and eighth paragraphs, of the Civil Code, by issuing a maximum number of 104,319 (one hundred and four thousand three hundred and nineteen) new ordinary shares with the same characteristics as those currently in circulation, each with a nominal value of Euro 0.52 (zero point five two), and thus by a maximum nominal amount of Euro 54,245.88 (fifty-four thousand two hundred and forty-five point eight eight);</p> <p>the newly issued shares shall enjoy the same dividend rights as those of the other shares in circulation at the time they are subscribed;</p> <p>the increase is intended to service a stock option plan for the directors, partners and employees of the company and its subsidiaries.</p> <p>Individual board resolutions shall be adopted, insofar as compatible, in accordance with the procedure set out in Art. 2441, sixth paragraph of the Civil Code, and the price shall be determined by the directors at no less than Euro 59.17 (fifty-nine point one seven) for each share, and in observance of any statutory limit.</p> <p>As a result of the resolutions of the extraordinary meeting of September 8, 2009 - which removed the nominal value of the shares and split the existing shares and changed a few dates pursuant to Art. 2439 of the Civil Code - the following transitional clauses regarding the exercise of the above rights were amended as follows:</p>	
<p style="text-align: center;">A</p> <p>At a meeting on July 12, 2007, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of July 18, 2002 and amended by resolution of the extraordinary meeting of December 2, 2005, pursuant to Art. 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,755,520 new shares, each with an accounting par value of Euro 0.01, with a premium of Euro 0.8839 on each new share and standard dividend rights, intended for the Company's employees or directors (figures updated following the bylaw amendment of September 8, 2009).</p> <p>Pursuant to Art. 2439, paragraph 2, of the Civil Code, the</p>	<p style="text-align: center;">A UNCHANGED</p>

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<p>deadline for subscription was set at July 31, 2017, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.</p> <p>The increase was partly subscribed and the relative amount is included in the figure specified in the first paragraph of this article.</p>	
<p style="text-align: center;">B</p> <p>At a meeting on December 1, 2008, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of December 10, 2003 and amended by resolution of the extraordinary meeting of December 2, 2005, pursuant to Art. 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,022,788 new shares, each with an accounting par value of Euro 0.01, with a premium of Euro 0.8839 on each new share and standard dividend rights, intended for the Company's employees or directors (figures updated following the bylaw amendment of September 8, 2009).</p> <p>Pursuant to Art. 2439, second paragraph, of the Civil Code, the deadline for subscription was set at December 1, 2018 (figure updated following the bylaw amendment of September 8, 2009), with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.</p>	<p>B UNCHANGED</p>
<p style="text-align: center;">C</p> <p>At a meeting on September 3, 2009, the Board of Directors fully exercised the aforementioned right granted by the extraordinary meeting of December 2, 2005 and amended by resolution of the extraordinary meeting of July 12, 2005, pursuant to Art. 2443 of the Civil Code, by increasing the share capital to service the stock option plan via the issue of a maximum of 1,627,756 new shares, each with an accounting par value of Euro 0.01, with an individual premium of Euro 1.1279 and the same dividend rights as those of the other shares in circulation at the time they are subscribed (figures updated following the bylaw amendment of September 8, 2009).</p> <p>Pursuant to Art. 2439, second paragraph, of the Civil Code, the deadline for subscription was set at September 3, 2019, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.</p>	<p>C UNCHANGED</p>
<p style="text-align: center;">D</p> <p>At the same meeting of September 3, 2009, the board of directors also partly exercised the aforementioned right granted by the extraordinary meeting of May 16, 2007, pursuant to Art. 2443 of the Civil Code, by increasing the share capital - excluding the pre-emption right specified in Art. 2441, fifth and eighth paragraphs of the Civil Code - to service the stock option plan via the issue of a maximum of</p>	<p>D UNCHANGED</p>

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<p>5,176,600 new ordinary shares with the same characteristics as those currently in circulation and each with an accounting par value of Euro 0.01 (figures updated following the bylaw amendment of September 8, 2009).</p> <p>The price of the shares being issued is fixed at Euro 1.1379 for each share in relation to 4,784,000 (four million seven hundred and eighty-four thousand) new shares and at Euro 2.0481 for each share in relation to 392,600 (three hundred and ninety-two thousand and six hundred) new shares (figures updated following the bylaw amendment of September 8, 2009).</p> <p>Pursuant to Art. 2439, second paragraph, of the Civil Code, the deadline for subscription was set at September 3, 2019, with the provision that, if the capital increase is not fully subscribed by this date, the share capital shall be deemed to have been increased by an amount equal to the subscriptions received.</p>	
<p style="text-align: center;">* * *</p> <p>The capital may also be increased by issuing different categories of shares, each having specific rights and rules, either through cash contributions or non-cash contributions, within the limits permitted by law.</p> <p>The shareholders' meeting may grant the Board of Directors the right to increase the share capital, at one or more times, up to a specified amount and over a maximum period of 5 (five) years from the date of the resolution.</p> <p>Without prejudice to any other provision on the increase of share capital, during the entire period in which the Company's shares are admitted for trading on a regulated market, where the capital is increased for consideration, including to service the issue of convertible bonds, the pre-emption right may be excluded, by resolution of the shareholders' meeting or, under a delegated power, by the Board of Directors, within the limits of 10 per cent of the existing share capital, pursuant to Art. 2441, fourth paragraph, second indent, of the Civil Code, on condition that the issue price corresponds to the market value of the shares and this is confirmed by a special report by a statutory auditor or by a statutory auditing company. The resolution referred to in this paragraph is adopted with the quorums set out in Art. 2368 and 2369 of the Civil Code.</p>	<p>UNCHANGED</p>
<p>In application of the preceding clause, the Extraordinary Shareholders' Meeting of 29 June, 2012 resolved to carry out a capital increase, with payment in cash in one or more tranches, by a maximum amount of Euro 15,000.00, pursuant to Art. 2441, paragraph 4 of the Italian Civil Code and therefore with the exclusion of option rights in favour of the shareholders, through the issuing of a maximum of 1,500,000 YOOX ordinary shares with no indication of par value, having the same characteristics as the outstanding shares and with standard dividend rights, at a price – not less than the unit price of the issue – to be determined on the basis of the weighted average of the official prices recorded by YOOX ordinary shares on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. in the thirty trading days prior to the date of granting of the said Options. The recipients of the capital increase are the beneficiaries of</p>	<p>UNCHANGED</p>

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<p>the Stock Option Plan approved by the Ordinary Shareholders' Meeting of 29 June 2012, reserved for the executive directors of YOOX pursuant to Art. 114-bis of Legislative Decree 58/1998 and to be implemented by the free granting of options (the "Options") valid for the subscription of newly issued YOOX ordinary shares.</p> <p>The deadline for subscription of the increase is set at 31 December, 2017, with the provision that if the capital increase has not been fully subscribed by this deadline, the share capital, pursuant to Art. 2439, paragraph 2 of the Italian Civil Code, shall be deemed to be increased, as of that date, by the total amount of the subscriptions received up to that moment, provided the present resolutions are subsequently recorded within the Register of Companies..</p>	
<p>The Extraordinary Shareholders' Meeting of 17 April 2014 voted to increase the share capital by a maximum nominal amount of Euro 5,000.00, via payment in cash, in one or more tranches, pursuant to Art. 2441, Paragraph 8 of the Italian Civil Code, and therefore with the exclusion of option rights for shareholders, pursuant to the above-mentioned legislation, via the issue of a maximum of 500,000 ordinary shares of YOOX, with no indication of par value, and having the same characteristics as the outstanding shares, with regular dividend rights, at a price – no lower than the unit price at the time of issue – to be determined as the weighted average of the official prices recorded by YOOX ordinary shares on the Mercato Telematico Azionario (screen-based equity market) organised and managed by Borsa Italiana S.p.A. in the thirty trading days before the Options referred to below are granted. The capital increase is for the beneficiaries of the Stock Option Plan, which was approved by the Ordinary Shareholders' Meeting held on 17 April 2014, and reserved exclusively for employees of YOOX and the companies directly or indirectly controlled by it, pursuant to Art. 114-bis of Legislative Decree 58/1998. It is to be implemented via the free allocation of options (the "Options") valid for subscription to newly issued YOOX ordinary shares.</p> <p>The deadline for subscribing to the increase is set at 31 December 2020, with the proviso that if, at the expiry of this deadline, the capital increase is not fully subscribed, the share capital shall, pursuant to Art. 2439, Paragraph 2 of the Italian Civil Code be deemed to have increased, as of that date, by the total amount of the subscriptions received up to that time, provided that these resolutions have been subsequently recorded in the Register of Companies.</p>	<p>UNCHANGED</p>
<p style="text-align: center;">***</p> <p>The extraordinary Shareholders' Meeting of 21 July 2015 resolved to delegate to the Board of Directors the authority, pursuant to Article 2443 of the Italian Civil Code, to be exercised within three years from the effective date of the merger by absorption, pursuant to Article 2504-bis of the Italian Civil Code, of Largentia Italia S.p.A. into YOOX, to increase the share capital, in one or more tranches, by a maximum of EUR 200,000,000.00, including any share premium, on the following conditions:</p> <p>(i)The maximum number of shares to be issued under the</p>	<p>UNCHANGED</p>

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<p>resolution or resolutions to increase the share capital shall not exceed 10% of the number of shares resulting from the execution of the merger by absorption of Largentia S.p.A. into the Company.</p> <p>(ii)The resolution or resolutions to increase the share capital may grant option rights or exclude them pursuant to Art. 2441, paragraph 4, second sentence of the Italian Civil Code or pursuant to Art. 2441, paragraph 5, of the Italian Civil Code.</p> <p>(iii) The resolutions to increase the share capital (or tranches of share capital) granting option rights shall determine the issuance of ordinary shares and B Shares in the same ratio existing between the two share classes at the time the Board of Directors approves the resolution to increase the share capital, such that option rights connected to ordinary shares are exercised over ordinary shares and option rights connected to B Shares are exercised over B Shares.</p> <p>(iv) The resolutions to increase the share capital (or tranches of share capital) which exclude option rights (a) may provide that the newly-issued shares, which will in any case be ordinary shares, are offered to qualified investors, within the meaning of Article 34-ter paragraph 1 (b) of the Consob Regulation, or to strategic and/or industrial partners of YOOX, and (b) shall set the issue price for the newly issued shares (or the criteria for determining it when the shares are in fact offered) in accordance with the procedures and criteria set out by the applicable law and regulation in force.</p> <p>(v)The resolutions to increase the share capital shall determine what part of the total share issue price is to be allocated to nominal amount and what part, if any, of such share issue price is to be allocated to share premium reserve.</p>	
	<p>On 18 April 2016 the Board of Directors partially executed the delegation of authority granted by the extraordinary Shareholders meeting of 21 July 2015, by resolving to increase the share capital, for cash consideration, in one or more tranches, pursuant Art. 2443 and Art. 2441, fourth paragraph, second indent, up to a maximum amount of Euro 100,000,000.00 (of which maximum Euro 35,714,28 nominal value and maximum Euro 99,964,285.72 as premium), corresponding approximately to 2.67% of the overall YNAP share capital, through the issuance of maximum 3,571,428 new YNAP ordinary shares with no par value, having the same characteristics as those currently in circulation, to be offered for subscription with exclusion of pre-emptive rights pursuant Art. 2441, fourth paragraph, second indent, to the company Alabbar Enterprises for a unitary price of of Euro 28.00 per share, providing that, should such capital increase not be fully subscribed within 22 April 2016, the same share capital will be deemed increased by an amount equal to the actual subscription collected up to that moment.</p>

For the Board of Directors  
The Chairman, Raffaello Napoleone  
Milan, 18 April 2016