



YOOX S.p.A.

## EXTRACT OF 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 Largentia 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 authorisation to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum of EUR 200 million (including share premium), by issuing new shares offered to the existing shareholders, granting the option right, and/or reserved to qualified investors and/or strategic and/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 go into effect on the effective date for third parties of the merger by absorption into YOOX S.p.A. of Largentia Italia S.p.A.. Related and consequent resolutions.

Any information concerning:

- procedures for attending and voting at the Meeting, including any indication concerning the record date;
- terms for exercising the right to submit questions before the Meeting and the right to add items to the agenda or to submit further proposals on items already on the agenda;
- the procedure to vote by proxy;
- the manner and terms of availability of Directors' reports on the items on the agenda and of the documents to be submitted to the Meeting;

will be available in the meeting notice published in full on the Company's website [www.yooxgroup.com](http://www.yooxgroup.com) (Section Governance / Shareholders' Meetings), as well as on the authorised storage mechanism "eMarket storage", which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com).

For the Board of Directors  
Raffaello Napoleone, Chairman