



## YOOX S.p.A.

### NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of YOOX S.p.A. is hereby called to be held in Milan at Via Filodrammatici no. 3, at the offices of Mediobanca S.p.A., at 09.30 am on 30 April 2015 (single call), to discuss and pass resolutions on the following:

#### AGENDA

1. YOOX S.p.A. financial statements for the year ended 31 December 2014; 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 2014; presentation of the Sustainability Report; related and consequent resolutions.
2. Remuneration Report pursuant to article 123-ter of Legislative Decree 58/1998.
3. Appointment of the Board of Directors, following the determination of the number of members and the duration of office; determination of remuneration; related and consequent resolutions.
4. Appointment of the Board of Statutory Auditors and its Chairman; determination of remuneration; related and consequent resolutions.
5. 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.

#### **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](http://www.yooxgroup.com) (Investor Relations - Shareholders).

Pursuant to article 83-sexies of Italian Legislative Decree 58/1998, shareholders 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, on the basis of records in the intermediary's who is legally qualified 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 in single call, i.e. Tuesday, 21 April 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. Monday, 27 April 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](http://www.yooxgroup.com) (Governance - Shareholder's 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](mailto: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 in single call, (i.e. by Tuesday, 28 April 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](http://www.yooxgroup.com) (Corporate - Shareholders' Meeting) and at the Company's registered office, from the Corporate Affairs Department (tel. +39 051-6184211, email: [corporate.affairs@yoox.com](mailto: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 30 March 2015), 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](mailto: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 on 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 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 shareholders with voting rights may submit questions on agenda items before the Shareholders' Meeting, and however before Monday, 27 April 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](mailto:yoox.corporate@registerpec.it). 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. 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 the Board of Directors**

Please note that, under article 14 of the Bylaws, the Directors are appointed based on lists.

The following parties may submit a list for the appointment of Directors: the outgoing Board of Directors, and shareholders who, at the time of submission of the list, hold a stake at least equal to that determined by Consob pursuant to article 147-ter, paragraph 1 of the TUF (Consolidated Law on Financial Intermediation) and in compliance with the provisions of Consob Regulation 11971/1999, as amended and supplemented. Note that with resolution 19109 of 28 January 2015, Consob set the shareholding required to submit candidate lists for the election of the Company's management body at 1% of the share capital.

Any list submitted by the Board of Directors must be filed at the Company's registered office at least 30 (thirty) days before the date set for the Shareholders' Meeting (single call), i.e. by Tuesday, 31 March 2015.

The lists submitted by shareholders, signed by those who present them, must be filed at the registered office in Zola Predosa (Bologna), Via Nannetti 1 at least 25 (twenty-five) days before the date set for the Shareholders' Meeting (single call). Since said deadline expires on a non-working day (Sunday, 5 April 2014), the latest deadline for the submission of lists is fixed as the first working day following the twenty-fifth day before the date of the Shareholders' Meeting (single call): lists for the appointment of the Board of Directors may therefore be submitted by shareholders who are entitled to do so by (and no later than) **6 p.m. on Tuesday, 7 April 2015**. Lists for the appointment of the Board of Directors may also be filed by electronic communication to the certified email address [yoox.corporate@registerpec.it](mailto:yoox.corporate@registerpec.it). In the case of submission of lists to the certified email address, a copy of a valid identity document of the presenters must also be sent.



Ownership of the shareholding required for submission of the list must also be attested after the deposit of the same, provided it is at least 21 (twenty) days before the date of the single call, i.e. by Thursday, 9 April 2015. Please note that ownership of said shareholding is determined having regard to the shares registered in favour of the shareholder on the day the lists are submitted to the Company.

Please note that the Directors must meet the requirements established by law and the Bylaws.

For the procedure for submitting lists, please also refer to the Directors' Report at agenda item no. 3 and, in general, to the applicable statutory and by-law provisions.

Please also note, that the lists for the appointment of the Board of Directors will be made available to the public at the registered office and at Borsa Italiana S.p.A. and will also be published on the Company's website [www.yooxgroup.com](http://www.yooxgroup.com) (Governance - Shareholders' Meeting) and the authorised storage mechanism "eMarket storage", which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com) at least 21 (twenty) days before the Shareholders' Meeting (single call), i.e. by Thursday, 9 April 2015.

### **Appointment of the Board of Statutory Auditors**

Please note that, under article 26 of the Bylaws, the members of the Board of Statutory Auditors are appointed on the basis of lists submitted by Shareholders.

Please note that, with resolution 19109 of 28 January 2015, Consob set the shareholding required to submit candidate lists for the appointment of the Company's management body at 1% of the share capital.

The lists must be filed at the registered office in Zola Predosa (Bologna), Via Nannetti, 1 at least 25 (twenty-five) days before the date set for the Shareholders' Meeting (single call). Since said deadline expires on a non-working day (Sunday, 5 April 2014), the latest deadline for the submission of lists is fixed as the first working day following the twenty-fifth day before the date of the Shareholders' Meeting (single call): lists for the appointment of the Board of Statutory Auditors may therefore be submitted by shareholders who are entitled to do so by (and no later than) **6 p.m. on Tuesday, 7 April 2015**. Lists for the appointment of the Board of Statutory Auditors may also be filed by electronic communication to the certified email address [yoox.corporate@registerpec.it](mailto:yoox.corporate@registerpec.it). In the case of submission of lists to the certified email address, a copy of a valid identity document of the presenters must also be sent, pursuant to article 144-sexies of Consob Regulation 11971/1999.

If, by the above-mentioned deadline for submission of lists (6 p.m. on Tuesday, 7 April 2015), only one list has been submitted, or the only lists that have been submitted are by shareholders where there are significant relationships pursuant to the applicable legal and regulations currently in force, further lists may be submitted up to the third day after this deadline (pursuant to article 144-sexies, paragraph 5 of Consob Regulation 11971/1999), i.e. by (and no later than) **6 p.m. on Friday, 10 April 2015** (the "**Extension of the Deadline**"). If



the deadline is re-opened, the minimum threshold limit for the submission of lists is reduced by half, i.e. to 0.50% of the share capital.

Pursuant to article 144-sexies, paragraph 4-quater of Consob Regulation 11971/1999, the ownership of the shareholding held by the shareholders submitting the list must also be attested after the lists have been submitted, provided it is at least 21 (twenty) days before the date of the Shareholders' Meeting, i.e. by Thursday, 9 April 2015. If the deadline is re-opened, said notification may be sent to the Company by **6 p.m. on Friday, 10 April 2015**. Please note that ownership of said shareholding is determined having regard to the shares registered in favour of the shareholder on the day on which the lists are submitted to the Company.

Please note that the lists for the appointment of the Board of Statutory Auditors will be made available to the public at the registered office and at Borsa Italiana S.p.A., and will also be published on the Company's website [www.yooxgroup.com](http://www.yooxgroup.com) (Governance - Shareholders' Meeting) and the authorised storage mechanism "eMarket storage", which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com) at least 21 (twenty) days before the Shareholders' Meeting (single call), i.e. by Thursday, 9 April 2015. If the deadline is re-opened pursuant to article 144-sexies, paragraph 5 of Consob Regulation 11971/1999, the lists presented for the appointment of the Board of Statutory Auditors will be made available to the public after **6 p.m. on Friday, 10 April 2015**.

Please note that statutory auditors must fulfil the requirements of the law and the Bylaws.

For the procedure for submitting lists, please also refer to the Directors' Report at agenda item no. 4 and, in general, to the applicable statutory and by-law provisions.

## **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](http://www.yooxgroup.com) (Governance - Shareholders' Meeting), and on the authorised storage mechanism "eMarket storage", which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com) with the following timing:

- from today's date the Directors' Report on items 1, 2, 3, 4 and 5 of the agenda and the documentation pursuant to article 154-ter of Italian Legislative Decree 58/1998;
- at least 21 days prior to the date of the Shareholders' Meeting on single call, the Remuneration Report drawn up pursuant to article 123-ter of Italian Legislative Decree 58/1998 and 84-quater of the Consob Regulation 11971/1999;
- at least 15 days prior to the date of the Shareholders' Meeting on single call the documentation referred to in article 77, paragraph 2-bis of the Consob Regulation 11971/1999, will be filed; please be aware that this will only be available at the Company's registered office.

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](http://www.yooxgroup.com) (Governance - Shareholders' Meeting), and as an extract on the daily newspaper "*MF Mercati Finanziari/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](http://www.emarketstorage.com).

For the Board of Directors  
Federico Marchetti (Chairman and Chief Executive Officer)  
Zola Predosa (Bologna), 20 March 2015