

**DESIGNATED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-undecies OF LEGISLATIVE DECREE 58/1998**

**Part 1 of 2**

Società per Amministrazioni Fiduciarie ("SPAFID S.p.A."), with registered office at Via Filodrammatici 10, Milan, share capital of € 1.100,000.00, entered on the Milan Companies Register, Tax Code and VAT Reg. no. 00717010151, part of the Mediobanca Banking Group entered on the Register of Banking Groups, a trust company authorised under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended (hereinafter "**Spafid**" or "**Trust Company**"),

acting in the capacity of "Designated Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998, of YOOX S.p.A. (hereinafter the "**Company**" or "**YOOX**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Shareholders' Meeting of YOOX S.p.A. called, in ordinary part, for 30 April 2015, in single call, at 09.30 a.m. at Via Filodrammatici 3, Milan, at the offices of Mediobanca S.p.A., and, according to the terms and conditions specified in the notice of meeting published on the Company's website [www.yooxgroup.com](http://www.yooxgroup.com) and as an extract in the daily newspaper "MF Mercati Finanziari/Milano Finanza" on 20 March 2015.

The proxy and voting instructions may be granted by the end of the second open market day preceding the date set for the Meeting at the single call (i.e. by 28 April 2015), according to the following procedures:

- 1) handing over the original proxy form and voting instructions to the Trust Company at its registered office, after the Proxy Grantor has furnished a currently valid identity document with which the Trust Company can personally identify him/her. If the Proxy Grantor is a legal person, it will be necessary to hand over a certified true copy of the original resolution showing that: (i) the person granting the proxy is the pro tempore legal representative of the Proxy Grantor or other duly authorised person; (ii) the person granting the proxy holds suitable powers so to act;
- 2) sending the documentation described in point one by post, registered letter with acknowledgement of receipt, together with a currently valid identity document of the Proxy Grantor or, if the Proxy Grantor is a legal person, of the pro tempore legal representative or other duly authorised person.

The proxy and voting instructions may be revoked by the end of the second open market day preceding the date set for the Meeting at the single call (i.e. by 28 April 2015), according to the same procedures described above.

**The granting of the proxy and of the voting instructions through the signing of this form shall not entail any cost to the grantor.**

Declaration of the Designated Representative

Spafid, as Designated Representative, declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Spafid and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances creating a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions.

**PROXY FORM**

*(Section to be notified to the Company via the Designated Representative - Complete with the information requested)*

\*I ..... (name/personal details of the person holding the voting right),  
\*born in ..... on .....  
\*registered office/resident in ..... (town/city)  
\*Street ..... (address)

\*Tax Code .....

Details to be completed at the grantor's discretion:

- communication no. .... (reference of the communication supplied by the intermediary)
- any identifying codes
- address where the Designated Representative can be reached.....

HEREBY APPOINT the Designated Representative Spafid S.p.A. to take part, in the person of a specifically tasked employee or associate, and to vote in the aforementioned Shareholders' Meeting in accordance with the instructions given to the latter in relation to ..... YOOX S.p.A. ordinary shares registered in the securities account no. ...., held with..... (custodian intermediary), ABI..... CAB.....

I DECLARE that I am aware of the possibility that the proxy granted to the Designated Representative may contain voting instructions on only some of the proposed resolutions listed on the agenda and that, in that case, my vote will only be cast for proposals in relation to which voting instructions are given.

I ATTACH a copy of my valid identity document to this proxy form.

I (surname and first name of the signatory only if different from the holder of the shares) ..... sign this proxy in the capacity of (tick the relevant box)

- secured creditor  borrower  usufructuary  custodian  manager
- legal representative or proxy with power of subdelegation
- other (specify) .....

DATE .....

SIGNATURE .....





*for the year ended 31 December 2014; presentation of the Sustainability Report; related and consequent resolutions.”*

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

#### **POINT 2 ON THE AGENDA**

*"Remuneration Report pursuant to article 123-ter of Legislative Decree 58/1998."*

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

#### **POINT 3 ON THE AGENDA**

*"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.”*

##### 3.1 Determination of numbers of members

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

##### 3.2 Determination of the engagement term

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

##### 3.3 Appointment of the Board of Directors

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

##### 3.4. Determination of compensation

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

#### **POINT 4 ON THE AGENDA**

*"Appointment of the Board of Statutory Auditors and its Chairman; determination of remuneration; related and consequent resolutions.”*

##### 4.1 Appointment of the Board of Statutory Auditors

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

#### 4.2 Determination of compensation

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

#### **POINT 5 ON THE AGENDA**

*"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."*

- CONFIRM THE INSTRUCTIONS    REVOKE THE INSTRUCTIONS **(2)**  
MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

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- C)** In the event of a vote on **amendments** or **additions (4)** to the resolutions put to the Shareholders' Meeting in relation to the

#### **POINT 1 ON THE AGENDA**

*"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."*

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MODIFY THE INSTRUCTIONS:    FOR    AGAINST    ABSTAIN

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### 3.4. Determination of compensation

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In a vote on an **action for directors' liability** brought by shareholders in accordance with art. 2393, second paragraph, of the Civil Code at the time of approval of the financial statements, I instruct the Designated Representative to vote according to the following instruction:

- FOR    AGAINST    ABSTAIN
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## *Instructions for Completion and Submission*

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1. *Specify name and surname of the signatory of the Proxy and Voting Instructions Form.*
2. *Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."*
3. *If significant circumstances occur which are unknown at the time of granting the proxy and which cannot be notified to the proxy grantor, it is possible to choose between the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, it will be construed that the voting instructions are confirmed as per A).*
4. *If amendments or additions are made to the proposed resolutions put forward to the meeting, it is possible to choose from the following options: a) confirmation of any voting instruction already expressed; b) modification of the voting instruction already expressed or giving of the voting instruction; c) revocation of the voting instruction already expressed. If no choice is made, it will be construed that the voting instructions are confirmed as per A).*



**Legislative Decree no. 58/1998 (Consolidated Finance Law, TUF)**

**Art. 135 decies**

(Conflict of interests of representative and substitutes)

1. It shall be permitted to grant a proxy to a representative with a conflict of interests, provided that the representative notifies the shareholder in writing of the circumstances from which conflict arises and provided that there are specific voting instructions for each resolution in relation to which the representative shall vote on the shareholder's behalf. The burden lies on the representative to prove that he/her has notified the shareholder of the circumstances giving rise to the conflict of interests. Article 1711, second subsection of the Italian Civil Code does not apply.
2. For the purposes of this article, a conflict of interests shall exist where the representative or substitute:
  - a) controls, individually or jointly, the company or is controlled, individually or jointly, by the company or is under common control with the company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the management or supervisory body of the company or of the parties indicated in items a) and b);
  - d) is an employee or auditor of the company or of the subjects indicated in letter a);
  - e) is the spouse, parent or relative up to the fourth degree of the subjects indicated in letters a) to c);
  - f) is connected to the company or to the parties indicated in items a), b), c) and e) by an independent or subordinate employment relationship or by other economic relationships that may impair his/her independence.
3. Substituting the representative with a substitute with a conflict of interests shall only be permitted if the substitute has been indicated by the shareholder. In this case paragraph 1 applies. The notification duties and the respective burden of proof shall remain with the representative.
4. This article shall also apply in the case of transfer of shares by power of attorney.

**Art. 135 undecies**

(Representative designated by a company with listed shares)

1. Unless the articles of association provide otherwise, companies with listed shares shall, for each shareholders' meeting, designate a person to whom shareholders may, by the end of the second open market day preceding the date set for the meeting at the single call, grant a proxy with voting instructions on all or some of the proposals listed on the agenda. The proxy shall only be valid for proposals in relation to which voting instructions are given.
2. The proxy shall be granted by the signing of a proxy form the content of which shall be governed by Consob regulation. The granting of the proxy shall not entail any cost to the shareholder. The proxy and the voting instructions shall always be revocable within the time period indicated in paragraph 1.
3. The shares for which the proxy was granted, in full or in part, shall be counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares shall not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions.
4. The person designated as representative shall be required to notify any personal or third party interests that he/she holds with respect to the proposed resolutions on the agenda. He shall also keep the content of voting instructions confidential until the start of the ballot subject to the possibility of communicating such information to his/her employees and assistants, who shall be subject to the same duty of confidentiality. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. In the regulation referred to in paragraph 2, Consob may stipulate the cases in which a representative who is not under any of the conditions set out in Article 135-decies can cast a different vote from that indicated in the instructions.

## Civil Code

### Art. 2393

(Corporate action for liability)

An action for liability against directors may be brought by resolution of the shareholders' meeting, even if the company is in liquidation.

The resolution concerning directors' liability may be taken at the time of discussion of the financial statements, even if not included among the list of items to be discussed, where the facts concerned relate to the year to which the financial statements correspond.

The action may be brought within five years of the end of the director's term of office.

A resolution concerning an action for liability shall cause the directors against whom the action is brought to be dismissed from office provided that members representing at least one fifth of the share capital vote in favour of that resolution. In this case, the shareholders' meeting itself shall replace them.

The company may decide not to bring an action for liability and may reach a settlement, provided that such decisions and settlement are approved by express resolution of the shareholders' meeting, and provided that a minority of shareholders representing at least one fifth of the share capital or, for companies that operate on the risk capital market, at least one twentieth of the share capital do not vote against that resolution, in other words the proportion set out in the articles of association for bringing a corporate action for liability pursuant to the first and second paragraphs of Art. 2393-bis.

## *PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS WITH RESPECT TO THE PROCESSING OF PERSONAL DATA*

### *INFORMATION PURSUANT TO ART. 13 OF LEGISLATIVE DECREE NO. 196 OF 30.06.2003*

*Pursuant to Article 13 of Legislative Decree 196/2003, the data contained in the proxy form shall be processed by the Company – the data controller – to manage meeting operations, in accordance with the personal data protection laws in force.*

*These data may be made known to the Company's associates specifically authorised to process such data, in their capacity as Data Controllers or Processors, for the above-mentioned purposes: such data may be communicated or disseminated to specific parties in fulfilment of a legal, regulatory or EU obligation, or based on provisions issued by Authorities so authorised by law or by supervisory and control bodies; without the data specified as mandatory (\*), the Company shall not be permitted to allow the representative to attend the meeting.*

*The data subject is entitled to know, at any time, the data that we hold concerning him/her, their source and how they are used. The data subject also has the right to have this data updated, amended, supplemented or erased and to request the blocking or objecting to the processing of such data, by contacting the Data Controller pursuant to Article 7 of Legislative Decree 196/2003 (Società per Amministrazioni Fiduciarie ("SPAFID S.p.A."), Foro Buonaparte 10, 20121 Milan – tel. 02-806871; fax 02-80687330).*