



**YOOX S.P.A.: SHAREHOLDERS' MEETING HELD ON 30 APRIL 2015**

**SUMMARY STATEMENT OF VOTING ON AGENDA ITEMS**

- 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.**

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,989,645	99.195	57.955
Against	0	0.000	0.000
Abstentions	60,000	0.166	0.097
Not voting	232,000	0.639	0.374
Total number of valid votes cast	36,281,645	100.000	58.425

- 2. Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58/1998.**

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. of shares	% of share capital present	% of share capital
In favour	33,203,513	91.516	53.468
Against	2,360,183	6.505	3.801
Abstentions	394,039	1.086	0.635
Not voting	323,910	0.893	0.522
Total number of valid votes cast	36,281,645	100.000	58.425



**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.**

**3.1 Determination of numbers of members**

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,563,696	98.021	57.269
Against	0	0.000	0.000
Abstentions	110,000	0.303	0.177
Not voting	607,949	1.676	0.979
Total shares for which votes were cast	36,281,645	100.000	58.425

**3.2 Determination of the engagement term**

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,514,376	97.885	57.190
Against	49,320	0.136	0.079
Abstentions	110,000	0.303	0.177
Not voting	607,949	1.676	0.979
Total shares for which votes were cast	36,281,645	100.000	58.425

**3.3 Appointment of the Board of Directors**

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
List no. 1 (*)	30,965,969	85.349	49.865
List no. 2 (**)	4,493,586	12.385	7.236
Against	229,906	0.634	0.370
Abstentions	0	0.000	0.000
Not voting	592,184	1.632	0.954
Total shares for which votes were cast	36,281,645	100.000	58.425

(\*) List presented by the outgoing Board of Directors

(\*\*) List presented by a group of institutional investors



### 3.4 Determination of compensation

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	35,563,696	98.021	57.269
Against	0	0.000	0.000
Abstentions	110,000	0.303	0.177
Not voting	607,949	1.676	0.979
Total shares for which votes were cast	36,281,645	100.000	58.425

## 4. 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 and its Chairman

Shares present at the Meeting on the opening of voting: 36,281,645, representing 58.425% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
List no. 1 (*)	6,593,453	18.173	10.618
List no. 2 (**)	28,887,116	79.619	46.518
Against	208,892	0.576	0.336
Abstentions	0	0.000	0.000
Not voting	592,184	1.632	0.954
Total shares for which votes were cast	36,281,645	100.000	58.425

(\*) List presented by the shareholders Kondo S.r.l., Sinv Holding S.p.A. e Ventilò S.r.l.

(\*\*) List presented by a group of institutional investors



**4.2 Appointment of the third primary member pursuant to article 26 of the Bylaws**

Shares present at the Meeting on the opening of voting: 11,371,290 representing 18,311% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	11,371,290	100.000	18.311
Against	0	0.000	0.000
Abstentions	0	0.000	0.000
Not voting	0	0.000	0.000
Total shares for which votes were cast	11,371,290	100.000	18.311

**4.3 Determination of compensation**

Shares present at the Meeting on the opening of voting: 36,256,645 representing 58.385% of the 62,099,232 shares making up the share capital.

	No. shares	% of share capital present	% of share capital
In favour	34,204,981	94.341	55.081
Against	703,963	1.942	1.134
Abstentions	739,752	2.040	1.191
Not voting	607,949	1.677	0.979
Total shares for which votes were cast	36,256,645	100.000	58.385

**5. Authorization for the buy-back and disposal of own shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, and article 132 of Italian Legislative Decree 58/1998 and the related implementing provisions. Related and consequent resolutions.**

Shares present at the Meeting on the opening of voting: 36,256,645 representing 58.385% of the 62,099,232 shares making up the share capital.

	No. of shares	% of share capital present	% of share capital
In favour	35,260,873	97.254	56.781
Against	561,862	1.550	0.905
Abstentions	110,000	0.303	0.177
Not voting	323,910	0.893	0.522
Total number of valid votes cast	36,256,645	100.000	58.385