

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 extraordinary and ordinary part, for 21 July 2015, in single call, at 10 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 and as an extract in the daily newspaper "Milano Finanza" on 20 June 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 17 July 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 or ordinary post, 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 17 July 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

VOTING INSTRUCTIONS

Part 2 of 2

(Section containing information intended for the Designated Representative only - Tick the relevant boxes)

I (1)..... (name/personal details) hereby appointed the Designated Representative to vote in accordance with the voting instructions given below at the Shareholders' Meeting of YOOX S.p.A. called, in extraordinary and ordinary part, for 21 July 2015, in single call, at 10 a.m. at Via Filodrammatici 3, Milan, at the offices of Mediobanca S.p.A.

A) Resolutions being voted upon (2)

Extraordinary part

POINT 1 ON THE AGENDA

"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"

FOR AGAINST ABSTAIN

the proposed resolution contained in the Directors' Report

POINT 2 ON THE AGENDA

"The granting to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authorization to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum amount of EUR 200 million (including share premium), by issuing new shares to be offered to the existing shareholders, granting the option right, and/or reserved to qualified investors and/or strategic 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"

FOR AGAINST ABSTAIN

the proposed resolution contained in the Directors' Report

Ordinary part

POINT 1 ON THE AGENDA

"Revision of the number of directors and appointment of three new board members; all of which enter into force 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"

FOR AGAINST ABSTAIN

the proposed resolution contained in the Directors' Report

B) If circumstances occur which are unknown at the time of granting the proxy (3), I, in relation to the

Extraordinary part

POINT 1 ON THE AGENDA

"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"

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

POINT 2 ON THE AGENDA

" The granting to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authorization to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum amount of EUR 200 million (including share premium), by issuing new shares to be offered to the existing shareholders, granting the option right, and/or reserved to qualified investors and/or strategic 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"

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

Ordinary part

POINT 1 ON THE AGENDA

"Revision of the number of directors and appointment of three new board members; all of which enter into force 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"

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

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

Extraordinary part

POINT 1 ON THE AGENDA

"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"

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

POINT 2 ON THE AGENDA

" The granting to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authorization to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum amount of EUR 200 million (including share premium), by issuing new shares to be offered to the existing shareholders, granting the option right, and/or reserved to qualified investors and/or strategic 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”

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

Ordinary part

POINT 1 ON THE AGENDA

“Revision of the number of directors and appointment of three new board members; all of which enter into force on the effective date for third parties of the merger by absorption into YOOX S.p.A. of Largenta Italia S.p.A.. Related and consequent resolutions”

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(2)**

MODIFY THE INSTRUCTIONS: FOR AGAINST ABSTAIN

Instructions for Completion and Submission

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.

*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 193/2003 (Società per Amministrazioni Fiduciarie ("SPAFID S.p.A."), Foro Buonaparte 10, 20121 Milan – tel. 02-806871; fax 02-80687330).