

## **Shareholders' agreement for the shares of YOOX NET-A-PORTER GROUP S.p.A. – Notice pursuant to Article 129 and 131 of Consob Regulation 11971/1999**

In relation to the decision of Compagnie Financière Richemont SA (“**CFR**”) to launch a voluntary tender offer on 100% of the ordinary shares of YOOX NET-A-PORTER GROUP S.p.A. (“**YNAP**”) that will be issued and outstanding, under the announcement released by CFR, pursuant to art. 102, paragraph 1, of TUF, on 22 January 2018, please note the following. On 21 January 2018:

- CFR, Richemont Holdings (UK) Limited and YNAP agreed to amend the provisions related to the duration of the shareholders’ agreement dated 31 March 2015 among the same parties (the “**Shareholders’ Agreement**”), and
- CFR and Federico Marchetti agreed to amend the provisions related to the duration of the shareholders’ agreement dated 31 March 2015 among the same parties (the “**Lock-up Agreement**”),

all the above subject to the circumstances and under the terms summarized in the essential information related to the shareholders’ undertakings respectively included in the Shareholders’ Agreement and in the Lock-up Agreement published, pursuant art. 130 RE, on YNAP website, [www.ynap.com](http://www.ynap.com).

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## **Shareholders' agreement for the shares of YOOX NET-A-PORTER GROUP S.p.A. – Excerpt published pursuant to Article 122 of Legislative Decree 58/1998 and Article 129 of Consob Regulation 11971/1999 (“RE”)**

In relation to the decision of Compagnie Financière Richemont SA (“**CFR**”) to launch a voluntary tender offer on 100% (the “**Offer**”) of the ordinary shares that will be issued and outstanding of YOOX NET-A-PORTER GROUP S.p.A. (“**YNAP**” or the “**Company**”), referred to in the announcement released by CFR, pursuant to art. 102, paragraph 1, of TUF, on 22 January 2018 please note the following.

As a consequence of the undertaking to announce its decision to launch the Offer, Federico Marchetti (“**FM**”), on 21 January 2018, undertook an irrevocable undertaking (the “**Irrevocable Undertaking**”), containing undertakings which are shareholders’ undertakings relevant for the purposes of Article 122, paragraph 5, letter d)-*bis* of TUF.

### **COMPANY WHOSE FINANCIAL INSTRUMENTS ARE SUBJECT TO THE SHAREHOLDERS’ AGREEMENTS**

YNAP, with registered office in Milan, registered with the Milan Companies Register under no. 02050461207. YNAP ordinary shares are admitted to trading on the shares listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A.

### **PARTIES TO THE SHAREHOLDERS’ AGREEMENT AND FINANCIAL INSTRUMENTS HELD BY THE SAME**

The shareholders’ undertakings contained in the Irrevocable Undertaking have binding effects on CFR and FM.

- CFR: is a *société anonyme* governed by Swiss law, with registered office at 50 Chemin de la Chênaie, Bellevue, Geneva, CP30 1293, Switzerland, registered with the Geneva Companies Register under no. CHE-106.325.524. CFR is controlled by Compagnie Financière Rupert, a *société en commandite par actions* governed by Swiss law, with registered office at 2 Chemin des Mastellettes, Bellevue, Geneva CP30 1293, Switzerland, and registered with the Geneva Companies Register under no. CHE-101.498.608. It owns 522,000,000 class B shares of Richemont, representing 9.1% of the share capital, and controls 50% of Richemont’s voting capital. CFR, through Richemont Holdings (UK) Limited, Richemont, through RH, holds an equity investment in YNAP’s share capital equal to: (a) No. 22,782,452 ordinary shares, representing 24.971% of the ordinary share capital with voting rights of the Issuer; and (b) No. 42813,145 B shares without voting rights, representing all of the B shares issued by YNAP.

- FM: born in Ravenna (RA) on 21 February 1969, resident at Via Regina 42, Lenno (CO), tax code MRCFRC69B21H199O, who holds, directly and indirectly, 5,164,667 ordinary shares of the Issuer, representing 5.660% of the Company's voting capital.

The shareholders' undertakings contained in the Irrevocable Undertaking relate to: (i) no. 5,164,667 YNAP ordinary shares owned, directly or indirectly, by FM, equal to 5,660% of the ordinary share capital of the Company; and (ii) any further YNAP ordinary share that may be acquired FM (including for these purposes shares which FM may come to own as a result of the exercise of options under any YNAP's share option schemes) prior to the Offer settlement or to the Offer is withdrawn or lapses.

**WEBSITE WHERE INFORMATION ON THE SHAREHOLDERS' UNDERTAKINGS CONTAINED IN THE LOCK-UP AGREEMENT IS PUBLISHED**

Essential information on the shareholders' undertakings contained in the Lock-up Agreement are published, pursuant to Article 130 of Consob Regulation, on the Issuer's website, [www.ynap.com](http://www.ynap.com).

26 January 2018