

YOOX
NET-A-PORTER
GROUP

Ordinary Shareholders' Meeting
20 April 2018 - single call

PROPOSALS FORMULATED BY THE OUTGOING BOARD OF DIRECTORS WITH REFERENCE TO THE THIRD ITEM OF THE AGENDA “APPOINTMENT OF THE BOARD OF DIRECTORS, WITH PRIOR DETERMINATION OF THE NUMBER OF ITS MEMBERS AND THE DIRECTORS’ TERMS OF OFFICE. DETERMINATION OF REMUNERATION. ANY CONSEQUENT RESOLUTION” OF THE ORDINARY SHAREHOLDERS’ MEETING OF YOOX NET-A-PORTER GROUP S.P.A., CALLED FOR 20 APRIL 2018

Dear Shareholders,

pursuant to art. 14 of the YOOX NET-A-PORTER GROUP S.p.A. (“YNAP” or the “Company”), the outgoing Board of Directors of YNAP, with reference to the third item of the agenda “Appointment of the Board of Directors, with prior determination of the number of its members and the directors’ terms of office. Determination of remuneration. Any consequent resolution” of the Ordinary Shareholders’ Meeting of YOOX NET-A-PORTER GROUP S.p.A., called for 20 April 2018 in single call, resolved, upon proposal of the Company’s Appointment Committee, to submit to the Shareholders’ Meeting its own slate of directors which includes:

1. Federico Marchetti, born in Ravenna, on 21 February 1969;
2. Stefano Valerio, born in Maglie (LE), on 29 March 1970;
3. Robert Kunze-Concewitz, born in Istanbul (Turkey), on 7 April 1967 (as director holding the independence requirements);
4. Eva Chen, born in New Jersey, USA, on 24 September 1979 (as director holding the independence requirements);
5. Laura Zoni, born in Piacenza, on 31 March 1965, (as director holding the independence requirements);
6. Catherine Marie Yvonne Gérardin, born in Versailles (France), on 18 Novembre 1959 (as director holding the independence requirements);
7. Richard Lepeu, born in Paris, on 1 April 1952;
8. Cedric Bossert, born in Lausanne, on 31 July 1959;
9. Raffaello Napoleone, born in Rome, on 30 October 1954.

The list proposed by the outgoing Board of Directors is composed of 9 (nine) candidates for the office of director, of which 4 (four) as directors holding the independence requirements pursuant to art. 148, paragraph 3, of Legislative Decree 58/1998 and of the Corporate Governance promoted by the Corporate Governance Committee. The candidates Federico Marchetti and Stefano Valerio, where appointed by the Shareholders’ Meeting, will take the offices – upon resolution of the Board of Directors following their appointment as directors - respectively of (i) Chairman and Chief Executive Officer; and (ii) Vice Chairman of the Company.

Such number of candidates – representing a proposal to the Shareholders with respect to the number of members of the Board of Directors – was deemed appropriate for the purposes of establishing internal committees and of ensuring that the management body can function effectively and efficiently. Such number also allows an adequate composition of the Board of Directors through the presence of diverse professional profiles, in terms of geographic origin and international expertise also in countries strategic for the Company

Pursuant to the Bylaws, such list, together with the documentation provided for by applicable laws, has been deposited today at the Company’s registered office Milan, via Morimondo 17 and is available to the public at the Company’s registered office and on the Company’s website (www.ynap.com Governance – Shareholders’ Meeting).

The Board further proposes to set at 3 (three) years the term of the office of the Directors appointed by the Shareholders’ Meeting.

Lastly, You are called to determine the compensation of members of the Board of Directors. In this respect, it should be noted that, pursuant to art. 20 of the of the Bylaws, the Shareholders’ Meeting deliberates upon the annual compensation of the Board of Directors, compensation which will remain unchanged unless otherwise resolved by the Shareholders Meeting. Such remuneration may also consist of a fixed component and a variable component, the latter to be determined on the basis of the achievement of certain targets. The repartition of the remuneration payable to the Board of Directors within its members shall, where the Shareholders’ Meeting has not done so, be determined by a resolution of the Board itself. Directors are entitled to reimbursement of the expenses incurred in carrying out their duties. It is further reminded that the Shareholders’ Meeting may determine a total amount of compensation for all Directors, including those invested with particular duties. This does not affect

the right of the Board of Directors, having heard the Board of Statutory Auditors, to determine, in addition to the total amount decided by the Shareholders' Meeting, the remuneration payable to Directors invested with specific duties, within the meaning of art. 2389, third paragraph, of the Civil Code.

In this respect, it is reminded that the Shareholders' Meeting held on 30 April 2015 set at Euro 680,000.00 the overall annual remuneration to be paid to the Board of Directors for the entire term of office, further to the reimbursement of the expenses incurred in carrying out their duties and the remuneration payable to Directors invested with specific duties, within the meaning of article 2389, third paragraph, of the Civil Code.

On the occasion of the renewal of the Board of Directors and having considered the proposals of the outgoing Board of Directors as outlined above, we hereby propose to the Shareholders to confirm at Euro 680,000.00 the overall annual remuneration to be paid to the Board of Directors for the entire term of office, further to the reimbursement of the expenses incurred in carrying out their duties and the remuneration payable to Directors invested with specific duties, within the meaning of article 2389, third paragraph, of the Civil Code, which is not included in the about overall amount, as well as any compensation to be provided for extraordinary duties, it being understood that the Board of Directors will determine the repartition of the overall amount within its members, in accordance with the guidelines defined in the remuneration policy adopted by the Company.

For the Board of Directors
Raffaello Napoleone, Chairman
Milan, 9 March 2018