

# YOOX NET-A-PORTER GROUP

## Ordinary Shareholders' Meeting Proxy for attendance at Shareholders' Meeting

I/we, the undersigned <sup>1</sup>

\*Surname or company name \_\_\_\_\_ \*First name \_\_\_\_\_  
\*Born in \_\_\_\_\_ \*Prov. \_\_\_\_\_ \*on \_\_\_\_\_  
\_\*Tax code \_\_\_\_\_ Telephone \_\_\_\_\_  
\*Residential address or registered office \_\_\_\_\_

\*Surname or company name \_\_\_\_\_ \*First name \_\_\_\_\_  
\*Born in \_\_\_\_\_ \*Prov. \_\_\_\_\_ \*on \_\_\_\_\_  
\*Tax code \_\_\_\_\_ Telephone \_\_\_\_\_  
\*Residential address or registered office \_\_\_\_\_

Person/s entitled to exercise rights over YOOX NET-A-PORTER GROUP S.p.A. shares by virtue of their capacity as

- |   |  |                                   |
|---|--|-----------------------------------|
| <input type="checkbox"/> shareholder <sup>2</sup> | <input type="checkbox"/> secured creditor                  | <input type="checkbox"/> borrower |
| <input type="checkbox"/> usufructuary             | <input type="checkbox"/> custodian                         | <input type="checkbox"/> manager  |
| <input type="checkbox"/> legal representative     | <input type="checkbox"/> proxy with power of subdelegation |                                   |

hereby appoint

\_\_\_\_\_  
surname and first name or company name

with the authority to be replaced by

\_\_\_\_\_  
surname and first name or company name

to represent me/us in relation to all the shares for which I/we have voting rights at the Ordinary Shareholders' Meeting of the Company called for:

- 10.00 a.m. on 20 April 2018, single call, at Mediobanca, Via Filodrammatici no. 3, Milan

- in relation to no. \_\_\_\_\_ ordinary shares of YOOX NET-A-PORTER GROUP S.p.A.
- in relation to all the ordinary shares of YOOX NET-A-PORTER GROUP S.p.A. for which notice to take part in the Meeting has been requested.

with the following agenda:

1. YOOX NET-A PORTER GROUP S.p.A. statutory financial statements as at 31 December 2017. Directors' management report. Report of the board of statutory auditors pursuant to article 153 of legislative decree 58/1998 and independent auditors' report. Presentation of the consolidated financial statements as at 31 December 2017. Any consequent resolution.
2. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998. Any consequent resolution.
3. Appointment of the Board of Directors, following the determination of the number of members and the duration of office. Determination of remuneration. Any consequent resolutions.
4. Appointment of the Board of Statutory Auditors and its Chairman. Determination of remuneration. Any consequent resolutions.
5. Appointment of Independent Auditors for the years 2018 - 2026 and determination of the related fees pursuant to

<sup>1</sup> Full name of the person entitled as it appears on the copy of the notice for attendance of the Shareholders' Meeting pursuant to Art. 83-sexies of Legislative Decree 58/1998 (record date).

<sup>2</sup> By which is meant the person holding the shares on the date specified in Art. 83-sexies of Legislative Decree 58/1998.

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Legislative Decree 39/2010 and Regulation (EU) no. 537/2014. Any consequent resolutions;  
with full approval of its/their actions resulting from discussion at the Shareholders' Meeting.

Date

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Signature(s)

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# YOOX NET-A-PORTER GROUP

## INSTRUCTIONS FOR COMPLETING THE VOTING PROXY

If the person entitled is unable to attend the shareholders' meeting, he/she has the right to appoint a person of his/her choice to attend and vote on his/her behalf.

1. The proxy must be in writing, dated and signed, and the name of the proxy holder must be inserted by the shareholder and not by a third party;
2. representation may only be granted for individual meetings, with effect also for subsequent calls, unless it is:
  - (i) a general proxy or
  - (ii) a proxy granted by a company, association, foundation or other collective body or institution ("**Organisation**") to an employee;
  - (iii) a proxy to asset management companies, Sicav, harmonized management companies and non-EU parties providing collective investment management services.
3. in the cases referred to in points 2.(i) and 2(ii) and 2(iii). and if the person entitled to exercise the right to participate and vote is an Organisation, a copy of the documentation attributing the power of representation must be attached to the proxy, for filing with the Company's documents;
4. if the proxy is granted to an Organisation, the latter may only appoint an employee or associate as its proxy;
5. the proxy may also be granted to a person that is not a shareholder of YOOX NET-A-PORTER GROUP S.p.A.;
6. if the shares are co-owned, the proxy must carry the signatures of all the co-owners, even if the representative is one of the co-owners;
7. if the proxy is granted without any specific voting instructions by the proxy grantor to the proxy holder, the regulations regarding significant shareholdings in listed issuers set out in art. 118, paragraph 1, letter c) of CONSOB Regulation 11971/99 may apply;
8. persons entitled and their proxies are urged to take account of the provisions of art. 135-*decies* of Legislative Decree 58/1998 on conflicts of interest of the representative.

For further clarification or information on attending YOOX NET-A-PORTER GROUP S.p.A. Shareholders' Meeting, please contact the Corporate Affairs Department (tel. +39 02 83112811; email: [corporate.affairs@ynap.com](mailto:corporate.affairs@ynap.com)).

## NOTE

Pursuant to art. 13 of Legislative Decree 196/2003, the data contained in the proxy form shall be processed by YOOX NET-A-PORTER GROUP S.p.A. Via Morimondo 17, 20143 Milano – Tel. +39 02 83112811 - to manage in its role of Data Controller meeting procedures, in accordance with the personal data protection laws in force.

This data may be made known to our 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 proxy holder shall not be allowed to attend the meeting.

The data subject is entitled to know, at any time, the data that we hold concerning him, 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 object to the processing of such data, by contacting the Data Controller pursuant to ex Article 7 of Legislative Decree 196/2003 (Privacy Manager – [privacy.officer@ynap.com](mailto:privacy.officer@ynap.com)).

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To facilitate your participation in the Meeting, you are asked to send this proxy, together with any supporting documentation, with evidence of the signatory's powers, as soon as possible. The proxy holder may, instead of the original proxy, hand over or send a copy of the proxy, in hard copy or electronic format, certifying under his own liability that the proxy matches the original and the identity of the proxy grantor. The documents, including this proxy form, must be sent to the Company either by registered letter to the Company's registered office at Via Morimondo 17, Milan or by electronic mail to the certified mail address [ynap.corporate@legalmail.it](mailto:ynap.corporate@legalmail.it).