

# YOOX NET-A-PORTER GROUP

## Shareholders' Meeting held on 20 April 2018

### SUMMARY STATEMENT OF VOTING ON AGENDA ITEMS

1. YOOX NET-A PORTER GROUP S.p.A. separate 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.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,292,962	98.320	58.805
Against	330,000	0.598	0.357
Abstentions	0	0.000	0.000
Not voting	597,500	1.082	0.647
Total number of valid votes cast	55,220,462	100.000	59.810

2. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998. Related and consequent resolutions.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	41,496,981	75.148	44.946
Against	13,097,209	23.718	14.186
Abstentions	5,519	0.010	0.006
Not voting	620,753	1.124	0.672
Total number of valid votes cast	55,220,462	100.000	59.810

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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.

3.1 Determination of numbers of members.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,699,462	99.057	59.245
Against	180,000	0.326	0.195
Abstentions	0	0.000	0.000
Not voting	341,000	0.618	0.369
Total number of valid votes cast	55,220,462	100.000	59.810

3.2 Determination of the engagement term.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,603,125	98.882	59.141
Against	253,084	0.458	0.274
Abstentions	0	0.000	0.000
Not voting	364,253	0.660	0.395
Total number of valid votes cast	55,220,462	100.000	59.810

3.3 Appointment of the Board of Directors.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
List no. 1(*)	39,422,381	71.391	42.699
List no. 2 (**)	15,477,281	28.028	16.764
Against	257,455	0.466	0.279
Abstentions	63,345	0.115	0.069
Not voting	0	0.000	0.000
Total number of valid votes cast	55,220,462	100.000	59.810

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

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

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## 3.4 Determination of remuneration.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,335,145	98.397	58.851
Against	264,564	0.479	0.287
Abstentions	0	0.000	0.000
Not voting	620,753	1.124	0.672
Total number of valid votes cast	55,220,462	100.000	59.810

4. Appointment of the Board of Statutory Auditors and its Chairman. Determination of remuneration. Any consequent resolutions.

### 4.1 Appointment of the Board of Statutory Auditors and its Chairman.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
List no. 1(*)	50,561,814	91.564	54.764
List no. 2 (**)	2,503,381	4.533	2.711
Against	257,455	0.466	0.279
Abstentions	269,801	0.489	0.292
Not voting	1,628,011	2.948	1.763
Total number of valid votes cast	55,220,462	100.000	59.810

(\*) List presented by the shareholders Federico Marchetti and Mavis S.r.l.

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

### 4.2 Determination of remuneration.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	52,243,293	94.609	56.585
Against	2,190,130	3.966	2.372
Abstentions	422,786	0.766	0.458
Not voting	364,253	0.660	0.395
Total number of valid votes cast	55,220,462	100.000	59.810

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5. Appointment of Independent Auditors for the years 2018 - 2026 and determination of the related fees pursuant to Legislative Decree 39/2010 and Regulation (EU) no. 537/2014. Any consequent resolutions.

5.1 Appointment of Independent Auditors for the years 2018 - 2026 pursuant to Legislative Decree 39/2010 and Regulation (EU) no. 537/2014. Any consequent resolutions.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,442,962	98.592	58.967
Against	180,000	0.326	0.195
Abstentions	0	0.000	0.000
Not voting	597,500	1.082	0.647
Total number of valid votes cast	55,220,462	100.000	59.810

5.2 Determination of the remuneration.

Shares present at the Meeting on the opening of voting: 55,220,462, representing 59.810% of the 92,327,217 shares representing the ordinary share capital.

	No. Ordinary Shares	% of Ordinary Share Capital Present	% of Ordinary Share Capital
In favour	54,419,709	98.550	58.942
Against	180,000	0.326	0.195
Abstentions	0	0.000	0.000
Not voting	620,753	1.124	0.672
Total number of valid votes cast	55,220,462	100.000	59.810