

Notice of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of YOOX NET-A-PORTER GROUP S.p.A. is hereby called to be held in Milan in Via Balzan no. 3 - Sala Buzzati, at 10.00 am on 21 April 2017, single call, to discuss and pass resolutions on the following:

AGENDA

1. YOOX NET-A PORTER GROUP S.p.A. statutory financial statements as at 31 December 2016; 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 2016. Presentation of the sustainability report. Any consequent resolution;
2. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998. Any consequent resolution;
3. Appointment of a new member of the Board of Directors. Any consequent resolution;
4. Authorisation for the buyback and disposal of treasury shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian civil code and article 132 of legislative decree 58/1998 and the relevant implementing provisions, after revocation of the authorization granted by the ordinary shareholders' meeting on 27 April 2016. Any consequent resolution also pursuant to and to the effects of article. 44-bis, paragraph 2, of Consob regulation 11971/1999.

ATTENDANCE TO THE SHAREHOLDERS' MEETING

Each ordinary share gives the holder the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings of the Company; details of the share capital and its ownership structure can be found at www.ynap.com (Section Investor Relations / Shareholders). Pursuant to art. 83-sexies of Italian Legislative Decree 58/1998 as amended ("**TUF**"), entitlement to attend the Shareholders' Meeting and vote is confirmed by a statement to the Company by the intermediary, based on its own records at the end of at the end of the seventh trading day prior to the date set for the Shareholders' Meeting, single call, i.e. Monday, 10 April 2017 (record date); those who become shareholders after this date are not entitled to attend and vote at the Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting in single call (i.e. Tuesday, 18 April 2017). The above, without prejudice to the right to attend and/or to voting rights if said notice reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting.

Those entitled to attend and vote at the Shareholders' Meeting may be represented through written proxy pursuant to applicable laws, signing the proxy form available at the Company's website www.ynap.com (Section Governance / Shareholders' Meeting); the proxy can be sent to the Company by registered mail to the registered office, at Milan, Via Morimondo n. 17, or via e-mail to the certified e-mail address ynap.corporate@legalmail.it. The proxy may be conferred via the electronically signed information document pursuant to art. 21, paragraph 2 of Legislative Decree 82 of 7 March 2005.

Pursuant to art. 135-undecies of Legislative Decree 58/1998, the Company has appointed Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. as Designated Representative. A written proxy may be conferred to the Designated Representative to vote on the proposals on the Meeting's agenda, provided that the proxy is delivered to the Designated Representative by hand, courier, registered mail with proof of delivery to the Designated Representative's registered address at Foro Bonaparte 10, Milan 20121, by the end of the second trading day prior to the date set for the Shareholders' Meeting, single call, (i.e. by Wednesday, 19 April 2017); the proxy shall be valid only for proposals in relation to which voting instructions have been given; the proxy form is available at the Company's website www.ynap.com (Section Governance / Shareholders' Meeting) and at the Company's registered office, Corporate Affairs Department (tel: 02-83112811, e-mail: corporate.affairs@ynap.com); the proxy and voting instructions may be revoked within the above deadline.

Please consider that voting may not be carried out by correspondence or electronically.

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RIGHT TO REQUEST ADDITION OF ITEMS TO THE AGENDA AND TO SUBMIT NEW DRAFT RESOLUTIONS

Pursuant to art. 126-bis of TUF Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by Saturday, 1 April 2017), the addition of items to the agenda, stating the proposed items in the request or submit new resolution proposals on items already on the agenda. Shareholders are entitled to exercise this right if the Company has received a notice sent by the qualified intermediary pursuant to art. 23, paragraph 1 of the Bank of Italy-Consob Order of 22 February 2008, as subsequently amended (the "**Bank of Italy-Consob Regulation**"). The request must be submitted in writing by registered mail addressed to the Company's registered office in Milan, Via Morimondo n. 17, or via email to the Company's certified email address, ynap.corporate@legalmail.it, provided that it reaches the Company within the above deadline; a report on the reasons to discuss the items to be added or the reasons to add new resolution proposals on items already on the agenda must be presented within the same deadline and under the same terms and conditions by the Shareholders making the request. Any additions to the agenda or resolution proposals for items already on the agenda will be published, under the same terms set out for publication of the notice of meeting at least fifteen days prior to the date set for the Shareholders' Meeting, single call, i.e. within Thursday 6 April 2017. The report presented by the requesting shareholders and any statement of the administrative body on the matter will be made available to the public together with the notice of additional agenda items or new resolution proposals in line with the procedures followed with respect to the publication of the other documents relevant for the Shareholders' Meeting.

Items on which the Shareholders' Meeting must resolve, according to law, upon a proposal of the Directors or on the basis of a project or report of the Directors falling outside the scope of art. 125-ter, paragraph 1, of TUF, may not be added to the agenda.

RIGHT TO SUBMIT QUESTIONS CONCERNING ITEMS ON THE AGENDA

Pursuant to art. 127-ter of TUF those entitled to vote may submit questions on agenda items even prior to the Shareholders' Meeting, within Tuesday, 18 April 2017, by sending their questions by registered mail to the Company's headquarters in Milan, Via Morimondo n. 17, or by electronic mail to the certified mailbox ynap.corporate@legalmail.it. Shareholders are entitled to exercise their voting right if the Company has received a notice sent by the qualified intermediary pursuant to art. 23, paragraph 1 of the Bank of Italy-Consob Regulation. Such notice is not necessary if the Company is reached by the notice, sent from said intermediary, required for the attendance at the Shareholders' Meeting. If the Shareholder has asked its custodian intermediary to provide a notice of entitlement attend the Shareholders' Meeting, it will be sufficient to include in the request the reference details provided by the intermediary.

Questions received prior to the Meeting shall be answered during the Meeting at the latest, with the option for the Company to provide a single answer to questions whose content is the same.

APPOINTMENT OF A NEW MEMBER OF THE BOARD OF DIRECTORS

With respect to the third item on the agenda, whenever a member of the Board of Directors is to be replaced, the Shareholders' Meeting resolves with the majorities of law, without application of the list-based voting mechanism.

For additional information, see the report describing the second agenda item that will be made available to the public at the registered offices and at Borsa Italiana S.p.A., and will also be published on the Company's website www.ynap.com (Section Governance / Shareholders' Meeting) and on the authorised storage mechanism "eMarket STORAGE", which can be consulted on the website www.emarketstorage.com.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, as provided for by the applicable laws, will be made available to the public at the Company's registered office in Milan, Via Morimondo n. 17, and will be published on the Company's website, www.ynap.com (Section Governance / Shareholders' Meeting), and on the authorised storage mechanism "eMarket STORAGE", which can be consulted on the website www.emarketstorage.com as follows:

- from today's date the Directors' Report on items 1, 2, 3 and 4 of the agenda and the documentation pursuant to art. 154-ter of TUF;
- at least 21 days prior to the date of the Shareholders' Meeting on single call, i.e. within 31 March 2017, the Remuneration

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Report drawn up pursuant to art. 123-ter of TUF and 84-*quater* of the Consob Regulation 11971/1999;

- at least 15 days prior to the date of the Shareholders' Meeting, i.e. within 6 April 2017, on single call the documentation referred to in art. 77, paragraph 2-*bis* of the Consob Regulation 11971/1999 and in art. 36, paragraph 1, let. a) of Market Regulation adopted by Consob resolution no. 16191/2007, will be filed; please be aware that this will only be available at the Company's registered office.

This notice of Ordinary Shareholders' Meeting notice is published, pursuant to art. 125-*bis* of Italian Legislative Decree 58/1998 and art. 84 of the Consob Regulation 11971/1999, and pursuant to art. 7 of the Bylaws, on the Company's website www.ynap.com (Section Governance / Shareholders' Meeting), and as an excerpt in the daily newspaper "*MF Mercati Finanziari/Milano Finanza*" and sent to Borsa Italiana S.p.A. and made available on the authorised storage mechanism "eMarket STORAGE", which can be consulted on the website www.emarketstorage.com.

For the Board of Directors
Raffaello Napoleone, Chairman
Milan, 22 March 2017