

<b>Informazione Regolamentata n. 1136-58-2015</b>	<b>Data/Ora Ricezione</b> 30 Aprile 2015 19:40:55	<b>MTA - Star</b>
---	--	-------------------

Societa' : YOOX  
 Identificativo : 57510  
 Informazione  
 Regolamentata  
 Nome utilizzatore : YOOXN01 - Valerio  
 Tipologia : AVVI 16; IRCG 04  
 Data/Ora Ricezione : 30 Aprile 2015 19:40:55  
 Data/Ora Inizio : 30 Aprile 2015 19:55:56  
 Diffusione presunta  
 Oggetto : The Board of Directors has adopted  
 resolutions on Corporate Governance

<i>Testo del comunicato</i>
-----------------------------

Vedi allegato.



PRESS RELEASE

**YOOX S.P.A.: THE BOARD OF DIRECTORS:**

- **Appoints Federico Marchetti as Chief Executive Officer**
- **Appoints the Chairman and Vice Chairman of the company**
- **Adopts the resolutions relating to corporate governance**
- **Appoints the members of the Supervisory Body**

**Milan, 30 April 2015** - The Board of Directors of YOOX S.p.A. (MTA, STAR: YOOX), the global internet retailing partner for leading fashion and luxury brands, met after the end of the Shareholders' Meeting and appointed Raffaello Napoleone as Chairman, Stefano Valerio as Vice-Chairman and Federico Marchetti as Chief Executive Officer of the company, granting them the requisite powers.

The Board of Directors also adopted resolutions relating to corporate governance.

In particular, the Board of Directors, having taken note of the declarations by Directors Catherine Marie Yvonne Gérardin, Raffaello Napoleone, Robert Kunze-Concewitz, Laura Zoni and Alessandro Foti, and having taking into account the information available to them, confirmed that the aforementioned directors satisfied the criteria for independence - as defined in art. 148, paragraph 3 of the Legislative Decree 58/1998 and as required under art. 147ter, paragraph 4 of the Legislative Decree 58/1998 and art. 3 of the Code of Conduct issued by Borsa Italiana S.p.A - and according to the same terms, approved the composition of the board, largely composed of independents. In this regard, it is noted that the evaluation criteria applied do not differ from those provided by the Italian Stock Exchange Code of Conduct, with the only exception for criteria 3.C.1 point e) which has been set aside with respect to the Director Raffaello Napoleone.

In particular, the Board of Directors, having taken note of the declarations by the current statutory auditors, Marco Maria Fumagalli, Giovanni Naccarato and Patrizia Arienti, and having taking into account the information available to it, confirmed, for all due purposes, that the aforementioned persons satisfied the criteria for independence set out in art. 148, paragraph 3 of the Legislative Decree 58/1998 and art. 3 of the Code of Conduct issued by the Italian stock exchange, Borsa Italiana S.p.A. In this regard, it should be noted that no evaluation criteria deviating from those given in the Italian Stock Exchange Code of Conduct have been adopted.

The Board of Directors also appointed:

(i) the members of the Internal Control and Risk Committee, in the persons of Directors Alessandro Foti (Chairman), Catherine Marie Yvonne Gérardin and Raffaello Napoleone;

(ii) the members of the Remuneration Committee, in the persons of Directors Robert Kunze-Concewitz (Chairman), Catherine Marie Yvonne Gérardin and Stefano Valerio;

(iii) the members of the Directors Appointment Committee, in the persons of Directors Alessandro Foti (Chairman), Laura Zoni and Stefano Valerio;

(iv) the members of the Related-Party Transactions Committee, in the persons of Directors Catherine Marie Yvonne Gérardin (Chairman), Robert Kunze-Concewitz and Alessandro Foti.



The Board of Directors also appointed the Chief Executive Officer Federico Marchetti as executive director in charge of the internal control and risk management system, and independent director Robert Kunze-Concewitz Lead Independent Director.

Finally, the Board of Directors approved the proposal presented by the Chief Executive Officer Federico Marchetti in his capacity as executive director in charge of the internal control and risk management system, with the approval of the Control and Risk Committee and after consultation with the Board of Auditors, confirmed Riccardo Greggi as responsible for Internal Audit.

The Board also confirmed Rossella Sciolti (as Chairman), Riccardo Greggi and Isabella Pedroni as members of the Supervisory Body pursuant to Legislative Decree 231/2001 for the three year period 2015-2017.

#### **YOOX Group analyst/investor contacts**

Silvia Scagnelli  
Corporate Development & Financial Communications Director  
T +39 02 83112811  
[investor.relations@yoox.com](mailto:investor.relations@yoox.com)

#### **YOOX Group media contacts**

Arturo Salerni  
Financial Communication Manager  
M +39 346 27 02 591  
[arturo.salerni@yoox.com](mailto:arturo.salerni@yoox.com)

Image Building  
Simona Raffaelli, Emanuela Borromeo  
T +39 02 89011300  
[yoox@imagebuilding.it](mailto:yoox@imagebuilding.it)

#### **YOOX Group**

YOOX Group is the global Internet retailing partner for leading fashion & design brands. It has established itself amongst the market leaders with the multi-brand online stores [yoox.com](http://yoox.com), [thecorner.com](http://thecorner.com) and [shoescribe.com](http://shoescribe.com), as well as with numerous mono-brand online stores, all of which are "Powered by YOOX Group." The Group is also a partner of Kering, with which it has created a joint venture dedicated to the management of the mono-brand online stores of several of the Kering Group's luxury brands. The Group has offices and operations in Europe, the United States, Japan, China and Hong Kong and delivers to more than 100 countries worldwide. Listed on the Milan stock exchange, the Group posted consolidated net revenues of Euro 524 million in 2014. For further information: [www.yooxgroup.com](http://www.yooxgroup.com).

Fine Comunicato n.1136-58

Numero di Pagine: 4