

Informazione Regolamentata n. 1136-79-2015	Data/Ora Ricezione 19 Giugno 2015 20:22:28	MTA - Star
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Informazione
Regolamentata
Nome utilizzatore : YOOXN01 - Valerio
Tipologia : IRED 02; AVVI 05; AVVI 16
Data/Ora Ricezione : 19 Giugno 2015 20:22:28
Data/Ora Inizio : 19 Giugno 2015 20:37:28
Diffusione presunta
Oggetto : Notice of Extraordinary and Ordinary
Shareholders Meeting made available to
the public

Testo del comunicato

Vedi allegato.



PRESS RELEASE

**YOOX GROUP: NOTICE OF EXTRAORDINARY AND ORDINARY
SHAREHOLDERS' MEETING MADE AVAILABLE TO THE PUBLIC**

Milan, 19 June 2015 - YOOX S.p.A. (MTA, STAR: YOOX), the global internet retail partner for leading fashion and luxury brands, hereby advises that the notice calling the Company's extraordinary and ordinary Shareholders' Meeting for 21 July 2015, single call, with the following agenda items:

Extraordinary part:

1. Proposal to merge Largenta Italia S.p.A. into YOOX S.p.A.. Related and consequent resolutions including those pursuant to Article 49, paragraph 1, sub-paragraph g) of the Consob Regulation for the purposes of waiving the mandatory public offering for all shares;
2. The granting to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the authorisation to increase the share capital, on one or more occasions, cash consideration and in one or more tranches, for a maximum amount of EUR 200 million (including share premium), by issuing new shares to be offered to the existing shareholders, granting the option rights and/or reserved to qualified investors and/or strategic or industrial partners, with the exclusion of the option rights under Article 2441, paragraph 4, second indent of the Italian Civil Code or Article 2441, paragraph 5, of the Italian Civil Code. Amendment to Article 5 of the Bylaws. Related and consequent resolutions;

Ordinary part:

1. Revision of the number of directors and appointment of three new board members; all of which enter into force on the effective date for third parties of the merger by absorption of Largenta Italia S.p.A.. Related and consequent resolutions.

has been published, pursuant to law and the Bylaws, on the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting) and made available on the authorised storage mechanism "eMarket storage", which can be consulted on the website www.emarketstorage.com. An extract of the notice of the Meeting will be published in the daily newspaper "Milano Finanza" tomorrow, 20 June 2015.

Please note that the Merger Plan; the expert's report on the suitability of the exchange ratio prepared pursuant to Article 2501-*sexies* of the Italian Civil Code; the Directors' Report prepared pursuant to Article 2501-*quinquies* of the Italian Civil Code, Article 125-*ter* of Italian Legislative Decree 58/1998 and Article 70 of Consob Regulation 11971/1999, on agenda item 1 of the extraordinary part; the merger balance sheets pursuant to Article 2501-*quater* of the Italian Civil Code; and the Directors' Report on the single agenda item for the ordinary part are available to the public at the Company's registered office at Via Nannetti 1, Zola Predosa (Bologna), and have been published on the Company's website www.yooxgroup.com (Section Governance /Shareholders' Meeting), and on the authorised storage mechanism "eMarket storage," which can be consulted on the website www.emarketstorage.com. Shareholders may obtain a copy of this documentation.



Please also note that at least 15 days prior to the date of the Shareholders' Meeting on single call, an "Information Memorandum" on the proposal to merge to be read in conjunction with the Directors' Report on agenda item 1 for the extraordinary part, will be made available according to the formalities indicated above.

Lastly, please note that the forms for granting proxies are available at the Company's registered office at Via Nannetti 1, Zola Predosa (Bologna) and on the Company's website www.yooxgroup.com (Section Governance / Shareholders' Meeting).

For additional details, including the deadlines and methods of publication for the remaining documentation, see the notice of the meeting for the above Shareholders' Meeting.

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YOOX Group

YOOX Group is the global Internet retailing partner for leading fashion and luxury brands. It has established itself amongst the market leaders with the multi-brand online stores yoox.com, thecorner.com and 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.

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