

Bit Market Services

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Oggetto : CONSOB GIVES GREEN LIGHT TO THE
MERGER

Testo del comunicato

Vedi allegato.



PRESS RELEASE

YOOX GROUP: CONSOB GIVES GREEN LIGHT TO THE MERGER

Milan, 2 October 2015 - YOOX S.p.A. (MTA: YOOX), the global Internet retailing partner for leading fashion and luxury brands, following the press release published on 28 September 2015, informs that today Consob issued a judgement of equivalence (pursuant to Article 57, first paragraph, of Consob Regulation 11971/99) over the Informative Document on the merger by absorption of Largenta Italia into YOOX (the "Merger"). On 29 September 2015 the Merger Deed was officially recorded by the relevant Companies Registers in Milan and Bologna.

The process that brought to the Merger is therefore now successfully complete and the effective date of the Merger will be 5 October 2015 (the "Merger Date").

YOOX is expected to increase its share capital on the Merger Date by an overall nominal amount equal to EUR 655,995.97, entailing the issue of a total of 65,599,597 shares with no indication of par value, of which 20,693,964 ordinary shares and 44,905,633 shares with no voting rights (the "B shares"), which will implement the merger ratio of 1 (one) newly-issued YOOX share for every 1 (one) share of Largenta Italia (the "Exchange Ratio").

On the Merger Date, for the implementation of the Exchange Ratio, these newly issued shares will be assigned to Richemont Holdings UK Limited, as the sole shareholder of Largenta Italia. On the same date, the 20,693,964 newly issued ordinary shares will be admitted to listing on the Mercato Telematico Azionario (MTA) of Borsa Italiana S.p.A. as per the existing YOOX ordinary shares.

Consequently, on the Merger date, the Issuer's share capital will be equal to Euro 1,277,339.29, entirely issued and fully paid up, represented by an overall amount of 127,733,929 shares with no indication of par value, divided into 82,828,296 ordinary shares and listed on the MTA, and 44,905,633 B Shares.

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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.

Fine Comunicato n.1136-121

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