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Societa' : YOOX NET-A-PORTER GROUP
Identificativo : 65838
Informazione
Regolamentata
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Tipologia : IRED 02
Data/Ora Ricezione : 13 Novembre 2015 20:36:02
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Diffusione presunta
Oggetto : Notice of Ordinary and Extraordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

YOOX NET-A-PORTER GROUP

Notice of Ordinary and Extraordinary Shareholders' Meeting

The Ordinary and Extraordinary Shareholders' Meeting of YOOX NET-A-PORTER GROUP S.p.A. is hereby called to be held in Milan at Via Filodrammatici no. 3, at the office of Mediobanca S.p.A., at 15.00 pm on 16 December 2015, single call, to discuss and pass resolutions on the following:

AGENDA

ORDINARY PART:

1. Revision of the number of members of the Board of Directors and appointment of two new directors. Any consequent resolution;

EXTRAORDINARY PART:

1. Stock Option Plan 2015 - 2025 covering ordinary shares of YOOX NET-A-PORTER GROUP S.p.A. reserved for directors, managers and employees of YOOX NET-A-PORTER GROUP S.p.A. and its subsidiaries subject to the revocation of the "2014 - 2020 Stock Option Plan" approved by the Ordinary Shareholders Meeting of 17 April 2014. Any consequent resolution;
2. Proposal to increase the share capital, through payment in cash in one or more tranches, by a maximum amount of Euro 69,061.33 to be allocated to share capital by issuing a maximum of 6,906,133 new ordinary shares with no par value, excluding pre-emptive rights pursuant to Art. 2441, paragraphs 5 and 6 of the Italian Civil Code, to be offered in subscription to the directors as well as the managers and employees of YOOX NET-A-PORTER GROUP S.p.A., and its subsidiaries as beneficiaries of the Stock Option Plan 2015 - 2025, after revocation of the share capital increase resolution passed by the Extraordinary Shareholders' Meeting of 17 April 2014. Consequent amendments to Art. 5 of the Company's By-Laws. Any consequent resolution.

ATTENDING 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, all those having voting rights are entitled to attend the Shareholders' Meeting and vote if the Company has received on their behalf a notice sent by the intermediary, legally authorised to keep the accounts, based on its own records at the end of the accounting day of the seventh business day prior to the date set for the Shareholders' Meeting, single call, i.e. Monday, 7 December 2015 (record date); investors who become shareholders after this date are not entitled to attend and vote in the Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled single call date of the Shareholders' Meeting (i.e. Friday, 11 December 2015). 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.

Parties 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 letter to the registered office, at Milan, Via Morimondo n. 17, or by e-mail to the certified e-mail address yoox.corporate@registerpec.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 Shareholder Representative. Written proxy may be given to the Shareholder Representative to vote on the proposals on the Meeting's agenda, provided that the proxy is delivered to the Shareholder Representative by courier, registered mail with proof of delivery to the Shareholder Representative's registered address at Foro Buonaparte 10, Milan 20121, by the end of the second open market day preceding the date set for the Shareholders' Meeting, single call, (i.e. by Monday, 14 December 2015); 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, from the Corporate Affairs Department (tel: 02-83112811, e-mail: corporate.affairs@ynap.com); the proxy and voting instructions may be revoked within the above deadline.

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 Italian Legislative Decree 58/1998 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 Monday, 23 November 2015), 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 request must be submitted in writing by registered mail addressed to the Company's registered office in Milan, Via Morimondo n. 17, or by email sent to the Company's certified email address, yoox.corporate@registerpec.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. The report presented by the requesting shareholders, together with any assessments by the governing body, will be made available to the public at the same time as publication of the notice of additional agenda items or new resolution proposals and in the same manner as other documentation relating to 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 Italian Legislative Decree 58/1998, may not be added to the agenda.

RIGHT TO SUBMIT QUESTIONS CONCERNING AGENDA ITEMS

Pursuant to Art. 127-ter of Italian Legislative Decree 58/1998 all those with voting rights may submit questions on agenda items before the Shareholders' Meeting, and however before Sunday, 13 December 2015, 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 yoox.corporate@registerpec.it. All those with voting rights 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. However, this notice is not necessary if the Company receives from said intermediary the required notice for attendance at the Shareholders' Meeting. If the Shareholder has asked its custodian intermediary to provide notice of entitlement to participate in the shareholders' meeting, it will be sufficient to include in the request the information provided in any notice issued 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 TWO DIRECTORS

After revising the number of members of the governing body, the Shareholders' Meeting shall pass a resolution by majority vote to appoint two directors without using the slate voting mechanism.

For additional information, see the report describing the single agenda item for the ordinary part 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, shall 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 with the following timing:

- at least 30 days prior to the date of the Shareholders' Meeting, single call, the Directors' Report over the only item on the agenda of the Ordinary part of the Shareholders meeting, the Directors' Report prepared pursuant to Art.s 114-bis of and Art. 125-ter of Italian Legislative Decree 58/1998 on the first agenda item for the extraordinary part, and the Informative Document over the incentive plan based on share instruments pursuant to Art. 84-bis of Consob Regulation n. 11971/1999;

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- at least 21 days prior to the date of the Shareholders' Meeting, single call, the Directors' Report on agenda item 2 for the extraordinary part, and the external auditor report over the fairness of the price for the ordinary shares to be issued for the execution of the Share Capital Increase with the exclusion of pre-emptive rights implementing the "Stock Option Plan 2015-2025" drafted pursuant to Art. 158 of Legislative Decree n. 59 of 1998.

This 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 "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, 13 November 2015

Fine Comunicato n.1136-143

Numero di Pagine: 5