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Testo del comunicato

Vedi allegato.

YOOX NET-A-PORTER GROUP

PRESS RELEASE

YOOX NET-A-PORTER GROUP: The Shareholders' Meeting

- Appoints Eva Chen and Vittorio Radice as additional members of the Board of Directors
- Approves the Stock Option Plan 2015 - 2025
- Approves the capital increase with exclusion of option rights to service the Stock Option Plan 2015 - 2025

Milan, 16 December 2015 - The Shareholders' Meeting of YOOX NET-A-PORTER GROUP S.p.A. (MTA: YNAP), the world's leading online luxury fashion retailer, met today in ordinary and extraordinary session, in single call.

APPOINTMENT OF TWO BOARD MEMBERS

The Shareholders' Meeting resolved, in ordinary session, to change the resolution of the ordinary Shareholders' Meeting of 21 July 2015 to set at 11 the number of members of the Board of Directors and to appoint Eva Chen and Vittorio Radice as additional members of the governing body.

The curriculum vitae of the new members of the Board of Directors are available to the public at the registered office as well as the website of the Company www.ynap.com (Governance / Shareholders' Meeting section).

STOCK OPTION PLAN 2015 -2025

In extraordinary session, the Shareholders' Meeting approved, pursuant to Article 114-bis of Legislative Decree 58/1998, the instatement of a new incentives and loyalty plan called "Stock Option Plan 2015 - 2025" (the "Plan") reserved for directors as well as managers and employees of YNAP and its direct or indirect subsidiaries, to be implemented through grant (free of charge) of a maximum of 6,906,133 options for the subscription of an equal number of newly issued ordinary YNAP shares (in a ratio of 1 ordinary share for every 1 option exercised) resulting from an increase in paid capital with exclusion of option rights pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, subject to revocation of the "Stock Option Plan 2014 - 2020" approved by the ordinary Shareholders' Meeting of 17 April 2014; in this regard, the Shareholders' Meeting also empowered the Board of Directors to adopt the Plan regulation, among other things.

The exercise price of each option will be determined as the arithmetic average of the official prices recorded by YNAP ordinary shares on the Mercato Telematico Azionario, the Italian screen-based trading system organised and managed by Borsa Italiana S.p.A., on the trading days of the period between the day prior to the granting date of the Options and the day falling on the same date of the day when the option are granted of the preceding calendar month.

For more information about the main features of the Stock Option Plan 2015 - 2025, see the report of the Board of Directors and the Information Document, pursuant to article 84-bis of Consob Regulation 11971/1999 (as integrated on 24 November 2015) which can be consulted at the registered office as well as on the website of the Company www.ynap.com (Governance - Shareholders' Meeting section).

CAPITAL INCREASE, WITH EXCLUSION OF OPTION RIGHTS, TO SERVICE THE STOCK OPTION PLAN 2015 - 2025

The Shareholders' Meeting, in extraordinary session, also approved the capital increase, to serve the Plan, for a maximum nominal amount of Euro 69,061.33, by payment and in tranches, in accordance with Article 2441, paragraphs 5 and 6 of the Italian Civil Code, and therefore with exclusion of option rights, by issuing a maximum of 6,906,133 new ordinary YNAP shares, with no indication of the par value and having the same characteristics as the outstanding shares, entitling to regular dividend rights, after revocation of the resolution for the capital increase approved by the extraordinary Shareholders' Meeting of the Company on 17 April 2014, as well as the consequent amendment of Article 5 of the Company Bylaws. The issue price of the new shares will be

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established in an amount equal to the exercise price of the options granted under the Plan, with share capital of Euro 0.01 for each issued share.

The maximum number of newly issued ordinary shares servicing the Plan is equal to 5.0% of the “fully diluted” total share capital of the Company (by which it is meant the share capital issued and subscribed in the event of full exercise of the stock options assigned to stock option plans of the Company and including the same capital increase approved today by the Shareholders’ Meeting).

YOOX NET-A-PORTER GROUP

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YOOX NET-A-PORTER GROUP

YOOX NET-A-PORTER GROUP is the world’s leading online luxury fashion retailer. The Group is the result of a game-changing merger which in October 2015 brought together YOOX GROUP and THE NET-A-PORTER GROUP, two companies that revolutionized the luxury fashion industry since their birth in 2000.

YOOX NET-A-PORTER GROUP is a unique business with an unrivalled offering including multi-brand in-season online stores NET-A-PORTER.COM, MR-PORTER.COM, THECORNER.COM, SHOESCRIBE.COM, multi-brand off-season online stores YOOX.COM and THE-OUTNET.COM, as well as numerous ONLINE FLAGSHIP STORES, all Powered by YOOX NET-A-PORTER GROUP. Through a joint venture established in 2012, YOOX NET-A-PORTER GROUP has partnered with Kering to manage the ONLINE FLAGSHIP STORES of several of the French Group's luxury brands.

Uniquely positioned in the high growth online luxury sector, YOOX NET-A-PORTER GROUP has an unrivalled client base of more than 2 million high-spending customers, 24 million monthly unique visitors worldwide and combined 2014 net revenues of €1.3 billion. The Group has offices and operations in the United States, Europe, Japan, China and Hong Kong and delivers to more than 180 countries around the world. YOOX NET-A-PORTER GROUP is listed on the Milan Stock Exchange as YNAP. For further information: www.ynap.com.

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