

YOOX
NET-A-PORTER
GROUP

2016 Remuneration Report

(PURSUANT TO ART. 123-TER OF THE TUF)

GLOSSARY

Board or Board of Directors: the Board of Directors of the Issuer.

Civil Code: the Italian Civil Code.

Code: the Corporate Governance Code of listed companies approved in July 2015 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria. Such Code is available on www.borsaitaliana.it, under "Borsa Italiana – Rules – Corporate Governance".

Fiscal Year: the fiscal year to which the Report refers.

Consob Related-Parties Regulation: the regulation issued by Consob with Resolution 17221 of 12 March 2010 concerning related-parties transactions (as subsequently amended).

Group: the group of subsidiaries headed by the Company

Instructions for Stock Exchange Regulation: the instructions for regulation of the markets organised and managed by Borsa Italiana S.p.A.

Issuers' Regulation: the Regulation issued by Consob with Resolution no. 11971 of 14 May 1999 (as subsequently amended) concerning issuers.

MTA: the Mercato Telematico Azionario (screen-based equity market) organised and managed by Borsa Italiana S.p.A.

Reference Year: the tax year to which the Report refers.

Remuneration Report or Report: the remuneration report that companies must prepare pursuant to art. 123-ter of the TUF.

Stock Exchange Regulation: the regulation for markets organised and managed by Borsa Italiana S.p.A. (as subsequently amended).

TUF: Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) (as subsequently amended).

YOOX NET-A-PORTER, YNAP Issuer or Company: YOOX NET-A-PORTER GROUP S.p.A., the issuer in respect of which this Report is related to.

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PRELIMINARY REMARKS

INTRODUCTION

This Remuneration Report was prepared pursuant to art.123-ter of the TUF and art. 84-quater of the Issuers' Regulation and in compliance with Schedules 7-bis and 7-ter of Annex 3A to the same regulation.

The Remuneration Report is divided into the following sections:

- Section One illustrates Company policy on the remuneration of members of the Board of Directors, general managers and Managers with strategic responsibilities, with reference to at least the following financial year, and the procedures used for the adoption and implementation of this policy;
- Section Two, for payments made to individual Directors and individual Statutory Auditors, and in aggregate form for payments made to Managers with strategic responsibilities:
 - provides an adequate representation of each of the items that make up the remuneration, including treatments established in the event of termination of office or employment;
 - analytically illustrates remuneration paid during the reference year, of any kind and in any form, by the Company and by subsidiaries or associated companies, indicating any components of such remuneration that refer to activities carried out in years prior to the reference year and also remuneration to be paid in one or several subsequent years for activities carried out in the reference year, giving an estimated value for any components that cannot be objectively quantified in the reference year.

Section Two also contains information on the equity investments held by members of the Board of Directors and control body, general managers and Managers with strategic responsibilities, as well as by their spouses (unless legally separated) and children under the age of 18, in the Issuer or its subsidiaries, in accordance with art. 84-quater, paragraph 4, of the Issuers' Regulation.

SECTION ONE

This section of the Remuneration Report describes the essential guidelines of the remuneration policy adopted by the Company (the "**Remuneration Policy**").

The Remuneration Policy defines the principles and guidelines to which YNAP adheres in determining the policy on remuneration for Directors and Managers with strategic responsibilities and in monitoring its application.

The Remuneration Policy, which was drafted in light of recommendations outlined in the Corporate Governance Code, was approved by the Board of Directors on 7 March 2012 upon proposal of the Remuneration Committee and subsequently amended on 5 March 2013, 25 March 2015, 30 July 2015 and 9 March 2016, again on the proposal of the Remuneration Committee, under the terms and conditions set out in Section One.

As set out in Consob Related-Parties Regulation and included in the internal procedure adopted by the Company on 11 November 2010, lastly amended on 1 March 2016, available on the Company's website www.ynap.com (Governance section), the approval of the Remuneration Policy by the Shareholders' Meeting exempts the Company from applying the above-mentioned procedure for Board decisions on the remuneration of Directors and Managers with strategic responsibilities when these decisions are consistent with the Remuneration Policy. In addition, pursuant to art. 13, paragraph 1, of the Related Parties Regulations, the above-mentioned procedure does not apply to Shareholders' Meeting resolutions, as established in art. 2389, paragraph 1, of the Civil Code, relating to remunerations to members of the Board of Directors and the executive committee, nor to decisions on the remuneration of Directors holding specific positions, which are included in the total amount determined in advance by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, second period, of the Civil Code.

1. BODIES INVOLVED IN THE REMUNERATION PROCESS

The main bodies involved in the preparation and approval of the Remuneration Policy are the Board of Directors, the Remuneration Committee, the Shareholders' Meeting and the Board of Statutory Auditors.

BOARD OF DIRECTORS

The Board of Directors:

- sets up a Remuneration Committee from within its ranks;
- in accordance with the Remuneration Policy, determines the remuneration of the Chief Executive Officer, of the other Executive Directors and of Directors holding specific positions upon proposal of the Remuneration Committee, subject to consultation with the Board of Statutory Auditors, as part (where necessary) of the overall compensation determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Civil Code and art. 20 of the Company Bylaws;
- defines the Remuneration Policy after consulting the Remuneration Committee;
- approves the Remuneration Report pursuant to art. 123-ter of the TUF and 84-quater of the Issuers' Regulation;
- prepares any remuneration plans based on shares or other financial instruments in favour of Directors, employees and co-workers, including Managers with strategic responsibilities, submitting them for the approval to the Shareholders' Meeting pursuant to art. 114-bis of the TUF and dealing with their implementation.

REMUNERATION COMMITTEE

The Board of Directors is assisted by the Remuneration Committee to ensure that it makes informed decisions with regard to remuneration that conform to the rules on transparency and the strict governance of potential conflicts of interest.

The Company's Remuneration Committee was appointed by the Board of Directors on 30 April 2015 and, due to the appointment of the Director Raffaello Napoleone in substitution of the Director Stefano Valerio by way of Board resolution on 29 June 2016, currently comprises three Non-executive Directors, all independent, and namely:

- Robert Kunze-Concewitz (Chairman), independent non-executive Director;
- Catherine Gérardin Vautrin, independent non-executive Director;
- Raffaello Napoleone, independent non-executive Director.

All members of the Remuneration Committee have sufficient financial or remuneration policy experience, as determined by the Board of Directors upon their appointment.

The Remuneration Committee has a consulting and advisory role and its main task is to submit proposals to the Board of

Directors regarding the Remuneration Policy, including any stock option or stock grant plans, for the Chief Executive Officer, for other Executive Directors and for Directors holding specific positions, as well as to determine the remuneration criteria for Managers with strategic responsibilities.

The establishment of this Committee ensures the fullest information and transparency regarding the remuneration due to Directors holding specific positions, as well as the procedures through which this is determined. It is however understood that in accordance with art. 2389, paragraph 3 of the Civil Code the Remuneration Committee only holds a consulting role, while the power to determine the remuneration of Directors holding specific positions remains vested in the Board of Directors, upon the advice of the Board of Statutory Auditors.

The Remuneration Committee is responsible for the duties set out in art. 6 of the Code, specifically:

- a) recommending the adoption of the Remuneration Policy for Directors and Managers with strategic responsibilities;
- b) periodically evaluating the adequacy, overall consistency and practical application of the Remuneration Policy for Directors and Managers with strategic responsibilities, using the information provided by the Chief Executive Officer to perform this latter task; making recommendations on the subject to the Board of Directors;
- c) submitting proposals or expressing opinions to the Board of Directors on the remuneration of Executive Directors and other Directors holding specific positions, as well as on setting performance targets for the variable component of such remuneration; it monitors the application of the decisions adopted by the Board, in particular with regard to the achievement of said performance targets.

The Remuneration Committee is also assigned duties in relation to the management of any incentive plans approved by the relevant Company bodies.

On 8 February 2016, the Board of Directors approved a Regulation governing the functioning and roles of the Remuneration Committee in line with the provisions of the Code, which expressly provides for the Remuneration Committee's works to be coordinated by a Chairman and for Remuneration Committee meetings to be formal in collegial form meetings and duly minuted.

No Director takes part in Remuneration Committee meetings in which the Remuneration Committee put proposals relating to his or her own remuneration forward to the Board of Directors. Representatives of corporate functions and independent experts and/or other individuals can take part in Committee meetings, by invitation, if their participation is deemed to be helpful.

In order to perform its duties, the Remuneration Committee has the right to access the necessary company's information and functions and avails itself of the Issuers' corporate structures and facilities. The Committee may as well use the services of an external consultant in order to obtain information on market standards for remuneration policies, under the terms established by the Board of Directors.

SHAREHOLDERS' MEETING

In respect of remuneration, the Shareholders' Meeting:

- decides the compensation of members of the Board of Directors pursuant to art. 2364, paragraph 1, no. 3), of the Civil Code, also pursuant (where necessary) to art. 2389, paragraph 3, of the Civil Code and art. 20 of the Company Bylaws;
- expresses its opinion through an advisory vote on Section One of the Remuneration Report prepared by the Board of Directors;
- approves any remuneration plans based on shares or other financial instruments for Directors, employees and co-workers, including Managers with strategic responsibilities, pursuant to art. 114-bis of the TUF.

BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors expresses its opinion in respect of remuneration proposals for Directors holding specific positions, pursuant to art. 2389, paragraph 3, of the Civil Code, verifying the consistency of such proposals with the Remuneration Policy.

2. PRINCIPLES AND AIMS OF THE REMUNERATION POLICY, WITH REFERENCE TO THE VARIOUS COMPONENTS OF COMPENSATION

The objective of the Remuneration Policy is to attract and retain highly professional personnel, with a special focus on positions considered key to the development of the organisation and with appropriate skills for the complex, specialist nature of the

business. In this regard, a great deal of attention has been paid to performance management, which is considered to be the cultural cornerstone of any reward system. The Remuneration Policy is therefore linked to the evaluation of individual and corporate performance indicators in order to create an integrated system that measures and rewards individual performance consistent with economic and financial indicators for corporate growth. The incentive scheme is therefore aimed at encouraging improvements in results for short-term and medium- to long-term targets.

In line with the general aims illustrated above, the Remuneration Policy is based on the following reference principles:

- a suitable balance between the fixed component and the variable component based on the Company's strategic targets and risk management policy, which also takes into account the business segment and the nature of the activity actually carried out;
- the definition of limits for the variable components;
- the predetermination and measurability of performance targets relating to the payment of the variable components.

The Remuneration Policy is designed to pursue the Company's short-term and medium- to long-term interests. For this purpose, the composition of the remuneration package for the Chief Executive Officer and Managers with strategic responsibilities is defined in accordance with the following criteria:

- providing a balanced overall remuneration structure with a suitable balance between fixed and variable components, in order to avoid behaviours not aligned with the creation of sustainable value in the short and medium- to long-term;
- providing a direct link between pay and performance through mechanisms that establish different bonus levels according to the partial or full achievement of targets;
- providing overall remuneration levels that are capable of recognising the professional value of people and their contribution to the creation of sustainable value in the medium- to long-term.

The allocation of variable remuneration components (short-term or medium- to long-term) is linked to the achievement of reasonable, predetermined qualitative and quantitative performance targets set by the Board of Directors, on the proposal of the Remuneration Committee. In particular, the short-term variable part of compensation is subject to the achievement of specific objectives, possibly combined. Such targets are determined by the Board of Directors, based on a proposal from the Remuneration Committee (including, among other possible objectives, parameters such as the EBITDA and the EBITDA margin pre Incentive Plans costs, net revenues growth and net revenues) (the "**Target**").

In general, the targets have the following features:

- priority: related to the medium- to long-term strategy of the business;
- specific: clear and concrete description of the results expected;
- measurable: measured using clear, predefined indicators;
- realistic: ambitious and challenging, but at the same time felt to be achievable;
- time-based: defined on a temporal range, with a differentiation between short-term targets and medium- to long-term targets;

the above described principles guiding the Remuneration Policy of executive the Chief Executive Officer and of Managers with strategic responsibilities apply both with reference to the Company, and, possibly, with respect to similar key figures in relevant companies belonging to the Group headed by YNAP (the "**YNAP Group**").

NON-EXECUTIVE AND INDEPENDENT DIRECTORS

This category includes Directors who do not have individual specific duties and do not hold management roles/positions in the Company or in other YNAP Group companies. Independent directors are defined as directors holding the independence requisites pursuant to art. 148, paragraph 3 of the TUF and art. 3 of the Corporate Governance Code. Independent and Non-executive Directors receive a fixed compensation approved by the Shareholders' Meeting pursuant to art. 2389 of the Civil Code, as well as the reimbursement of work-related expenses.

Non-executive Directors and Independent Directors do not receive any variable remuneration.

CHIEF EXECUTIVE OFFICER

Fixed component

The fixed component of the remuneration values the breadth and importance of the role as well as the person's distinctive qualities and key skills. The fixed component is sufficient to compensate the Chief Executive Officer for the work he does even if the performance targets that determine payment of the variable component are not met. Among other things, this discourages behaviours not consistent with the Company's propensity to risk.

Short-term variable component

The short-term variable component of remuneration - where provided for - aims to encourage the Chief Executive Officer to work towards achieving annual targets that maximise the value of the Company, in line with shareholders' interests. The short-term variable component of remuneration of the Chief Executive Officer can be obtained only if predefined annual financial targets are met. The Remuneration Policy provides for the application of a calculation system to adjust the variable remuneration component in line with results.

Specifically, the determination of the variable component linked to short-term remuneration, **which is approximately equal to 50% of the fixed compensation when 100% of the target is met**, is subject to the achievement of the relevant Target that has been determined. In case of a distance, whether positive or negative, from the Target determined for the payment of the short-term variable component of the remuneration, a calculation method is applied; such calculation method provides for a minimum achievement level - set at **90% of the relevant Target - below which no bonus is paid; and a maximum achievement level, also based on the relevant Target - set at 110% of the Target - whereby 125% of the bonus is paid, which accordingly represents the cap on the short-term variable compensation component**. This calculation system also provides for intermediate thresholds between the minimum limit of 90% and the maximum limit of 110% of the Target, to which different amounts of payable bonus correspond.

The Remuneration Committee has the power to propose to the Board of Directors that the Chief Executive Officer shall receive possible extraordinary compensations strictly commensurate with his specific contribution to operations of particular strategic importance to the Company and/or the YNAP Group.

With respect to the variable components, the arrangements between the Company and the Chief Executive Officer may allow the Company to reclaim, in whole or in part, the variable components of the remuneration that were awarded (or to hold deferred payments), as defined on the basis of data which subsequently proved to be manifestly misstated in compliance with Criterion 6.C.1, letter f), of the Code (so called claw-back).

Medium- to long-term variable component - Long-Term Incentive Plan (LTI)

The medium- to long-term variable component aims to encourage the Chief Executive Officer to work towards maximising the Company's value and to align their interests with those of the shareholders. The long-term variable compensation corresponds to **200% of fixed compensation when 100% of the relevant target is met**. The payment of the bonus is subject to achieving a cumulative target defined as EBIT excluding Incentive Plans costs based on the reference budget for each year of the office, as indicated by the Board of Directors upon proposal of the Remuneration Committee. In case of a distance, whether positive or negative, from the target determined for the payment of the long-term variable component of remuneration, a calculation method is applied; such calculation method provides for a **minimum achievement level - set at 90% of the target - below which no bonus is paid; and a maximum achievement level - set at 110% of the target - whereby 125% of the bonus is paid, which represents the cap on the medium- to long-term variable compensation component**. This calculation system also provides for intermediate thresholds between the minimum limit of 90% and the maximum limit of 110% of the target over the relevant years, to which different amounts of payable bonus correspond.

The medium- to long-term variable component relating to the three years - 2015, 2016 and 2017 - will be paid by the final working day of the month in which the 2017 financial statements are approved by the Board of Directors.

The Chief Executive Officer may be recipient of share-based incentive plans, which, in line with the practices adopted by the Company, may include vesting periods and be subject to the achievement of specific predetermined targets.

The Board of Directors is entitled with the power, upon proposal of or after consultation with the Remuneration Committee and with the abstention of the concerned Director, to review the above-mentioned performance targets for Executive Directors, in the event that YNAP were to carry out extraordinary transactions with strategic importance and/or that affect the Company's and/or the Group results or its scope of operations, or in the event of extraordinary changes to the market conditions in which the Company operates, or in the event that abnormal, extraordinary and unforeseeable events occur, in order to make such

objectives consistent with the new corporate structure and/or business structure and/or with the ensuing economic/financial results.

The Company has the power to apply the provisions relating to the long and / or short-term variable component of the remuneration of the Chief Executive Officer, so far as compatible, also to Chief Executive Officers and Executive Directors of subsidiaries pursuant to art. 93 of the TUF, or companies that may be qualified as subsidiaries by virtue of the accounting principles applicable from time to time or included in the consolidation perimeter.

OTHER EXECUTIVE DIRECTORS

This category comprises YNAP Directors, without management powers, entrusted with roles and functions of supervision and coordination of specific activities / business functions and for whom, by virtue of these roles and functions, individual remuneration packages are defined.

In particular, the remuneration of such Directors, further to the fixed remuneration set by the Shareholders' Meeting pursuant to art. 2389 of the Civil Code and to the reimbursement of expenses incurred in performing their duties, may provide for a medium- to long-term variable component consisting of incentive plans based on financial instruments pursuant to Art. 114-bis of the TUF and / or by medium- to long-term monetary incentive plans. Such components may be subject to the maintenance of the role and functions conferred to and / or the achievement of specific goals set in advance and may provide for vesting periods.

It is a faculty of the Remuneration Committee to propose to the Board of Directors any forms of extraordinary recognition in favour of such Director strictly commensurate with their specific role in transactions of particular strategic importance for YNAP.

MANAGERS WITH STRATEGIC RESPONSIBILITIES

Short-term variable component

Managers with strategic responsibilities are individuals who have power and responsibility, directly or indirectly, for the planning, management and control of Company activities, as set out in art. 65, paragraph 1-quater of the Issuers' Regulation, which is referred to in Annex 1 of the Related Parties Regulations.

For Managers with strategic responsibilities, the short-term variable component (MBO) is paid only when the Annual Target is reached, relating to the annual budget, and in general to the performance of the Group, as identified by the Board of Directors on the proposal of the Remuneration Committee for the relevant period.

The Target for the short-term variable component (MBO) of the remuneration of Managers with strategic responsibilities may also make reference to individual targets related to performance in specific business areas or corporate functions. In particular, individual targets (where defined) are represented by quantitative and/or qualitative parameters proposed by the Board of Directors and assessed through the Performance Evaluation system; said targets may be different and assigned on an on/off basis, and in this case a failure to achieve the target entails that no payment of variable compensation is due, or according to an achievement percentage providing for the failed achievement of the target when it falls below certain previously identified threshold.

The variable component linked to short-term remuneration is approximately 50% of the fixed compensation, when 100% of the reference Target is met.

The above system analyses the value added by an individual Manager with strategic responsibilities in relation to his or her targets. The system comprises the following elements:

1. Evaluation of Skills;
2. Evaluation of achievement of Targets (MBO).

This system provides the Company with objective input to determine the variable component of the remuneration to be paid to Managers with strategic responsibilities who are part of this incentive scheme.

Medium- to long-term variable component - Long-Term Incentive Plan (LTI)

For the purposes of value creation for the Company in the medium- to long-term, Managers with strategic responsibilities may be paid a medium- to long-term variable component, which may comprise incentive plans based on financial instruments pursuant to art. 114-bis of the TUF and/or monetary incentive-based plans; such plans, in line with the practices adopted by the Company, may include vesting periods and be subject to the achievement of specific predetermined targets.

The Company has the power to apply the provisions relating to the short-term and long-term variable component of the remuneration of Managers with strategic responsibilities, so far as compatible, also to Managers with strategic responsibilities

of subsidiaries pursuant to art. 93 of the TUF, or companies that may be qualified as subsidiaries by virtue of the accounting principles applicable from time to time or included in the consolidation perimeter.

The Remuneration Committee has the power to propose to the Board that Managers with strategic responsibilities shall receive possible extraordinary compensations that is strictly commensurate with their specific contribution to operations of particular strategic importance to YNAP.

The Board of Directors has the power upon proposal of or after consultation with the Remuneration Committee, to review the above-mentioned performance targets for Managers with strategic responsibilities, in the event that YNAP were to carry out extraordinary transactions with strategic importance and/or that affect the Company's results or its scope of operations, or in the event of extraordinary changes to the market conditions in which the Company operates, or in the event that abnormal, extraordinary and unforeseeable events occur, in order to make such objectives consistent with the new corporate structure and/or business structure and/or with the resulting economic/financial results.

Compared to the Remuneration Policy referred to the previous exercise, the following differences are highlighted:

- as regards the executive component of the Board of Directors, it has been defined a specific remuneration package for Executive Directors other than the Chief Executive Officer, i.e. YNAP Directors without management powers, whom are entrusted roles and functions of supervision and coordination of specific activities / business functions; such remuneration package is different from the one defined in favour of the Chief Executive Officer;
- as regards the medium- to long-term variable component of the Chief Executive Officer, it has been changed the parameter of the cumulative target defined as EBIT excluding Incentive Plans costs relevant for the definition of the medium- to long-term variable component of the Chief Executive Officer, the achievement of which determines the payment of such remuneration; such target was actually changed to the reference budget for each year of office, instead of the multi-annual plan.

3. WEIGHTING OF FIXED AND VARIABLE COMPONENTS OF COMPENSATION

The Remuneration Policy provides for short- and medium- to long-term fixed and variable components that are broken down according to different principles and methods in relation to the different types of recipients.

Specifically, there are four distinct categories of recipients: (i) Non-executive and/or Independent Directors, (ii) Chief Executive Officer, (iii) other Executive Directors and (iv) Managers with strategic responsibilities.

NON-EXECUTIVE AND INDEPENDENT DIRECTORS

Non-executive Directors and Independent Directors receive a fixed compensation decided by the Shareholders' Meeting pursuant to art. 2389 of the Civil Code, as well as reimbursement of work-related expenses. Non-executive Directors and Independent Directors do not receive any variable remuneration.

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer receives a remuneration comprised of fixed compensation, a short-term variable component and a long-term variable component for each year of office equal to a sum determined by the Board of Directors, upon proposal of the Company's Remuneration Committee. Such proposal is based on market practice within comparable companies of a similar size, as well as profitability and growth rate, and takes into account the value generated in terms of improvement in profit & loss and balance sheet results, and/or an increase in the Company's market capitalisation.

The variable component is subject to the achievement of the determined Target, consisting in one or more targets, possibly combined between them, which may vary depending on them referring to the short or medium- to long-term variable component of the remuneration, as determined by the Board of Directors upon proposal of the Remuneration Committee, among which, without limitation, the EBITDA parameter, excluding Incentive Plans, the revenues growth rate and the net revenues parameter.

To sum up, the Chief Executive Officer remuneration may be composed of the following elements:

- (i) annual fixed component: determined according to the size of the business managed and the individual's ability to contribute to the YNAP Group's consolidated results. This component of the remuneration, which is sufficient to reward

the performance of the Chief Executive Officer in the event that the variable component is not paid if he/she fails to achieve the Target. Such component corresponds approximately to 50% of total remuneration;

- (ii) short-term variable component (MBO): determined according to the achievement of the annual Targets referring to the budget relevant from time to time, correlated with performance indicators. This component corresponds approximately to 25% of total remuneration, when 100% of the reference Target is met;
- (iii) medium- to long-term variable component (LTI): composed of a variable compensation payable at the end of the three-year reference period on condition that the cumulated economic-financial targets referable for each year of office of the Chief Executive Officer to the reference budget. This component corresponds approximately to 30% of total remuneration, when 100% of the reference Target is met.

The Chief Executive Officer Executive may be recipient of share-based incentive plans, which, in line with the practices adopted by the Company, may include vesting periods and be subject to the achievement of specific predetermined targets.

OTHER EXECUTIVE DIRECTORS

The structure of the remuneration provided for by the Remuneration Policy for other YNAP Executive Directors consists of a fixed remuneration set by the Shareholders' Meeting pursuant to art. 2389 of the Civil Code and reimbursement of expenses incurred in performing their duties.

In addition, the other Executive Directors of YNAP can be recipients of incentive plans based on financial instruments and / or and / or by monetary incentive plans for medium- to long-term period which, also in line with the Company's practices, may provide for vesting periods of the rights and be subject to the maintenance of the specific role and specific function entrusted to the Executive Directors.

The other Executive Directors of YNAP do not receive other forms of variable remuneration.

MANAGERS WITH STRATEGIC RESPONSIBILITIES

The Remuneration Policy provides for the following payment structure for Managers with strategic responsibilities:

- (i) annual fixed component: usually determined by the professional specialisation of the organisational role held, with related responsibilities and impact on the business, reflecting the experience, abilities and skills required for each position, as well as the level of excellence demonstrated and the overall quality of the manager's contribution to the business results; this component is in most cases equal to approximately 70% of total remuneration;
- (ii) short-term variable component (MBO): payable only upon achievement of the annual Target, referred to the annual budget, and in general to the performance of the YNAP Group, as indicated by the Board of Directors upon proposal of the Remuneration Committee for the relevant period. This component of the remuneration corresponds approximately 30% of total remuneration when 100% of the reference Target is met.

For the purposes of value creation for the Company in the medium- to long-term period, Managers with strategic responsibilities may be paid a medium-to long-term variable component, which may comprise incentive plans based on financial instruments pursuant to art. 114-bis of the TUF and / or medium-long-term monetary incentive-based plans (LTI); such plans, in accordance with the Company's normal practice, may provide for vesting periods and be subject to the achievement of specific predetermined targets.

4. DEFERMENT OF CASH COMPONENTS AND LOCK-UP OF EQUITY COMPONENTS

Plans based on shares or other financial instruments and medium- to long-term period variable remunerations may involve vesting and / deferral periods.

The medium- to long-term variable component, which represents a long-term incentive for the entire duration of the Chief Executive Officer office, will not be paid earlier than the end of this term if the target is fully or partially met.

The Remuneration Policy does not include in the share-based incentive plans lock-up clauses in respect of financial instruments.

5. NON-MONETARY BENEFITS

Non-executive Directors and Independent Directors do not receive non-monetary benefits.

The remuneration offered to Chief Executive Officer, to other YNAP Executive Directors and to Managers with strategic responsibilities includes life insurance coverage, insurance against illness and accident, and work-related liability coverage as well as the attribution of a business car.

6. SEVERANCE PAY

NON-EXECUTIVE DIRECTORS

Non-Executive Directors do not receive a severance pay.

CHIEF EXECUTIVE OFFICER

The Remuneration Policy provides that payments made upon termination of the office or of the employment relationship are governed by the existing contractual relations with the Chief Executive Officer.

With the exception of the cases set out below, there were no agreements signed between the Issuer and the Chief Executive Officer providing for compensation in the event of resignation or dismissal/removal without just cause, or if the working relationship ceases following a public purchase offer.

With reference to the agreement signed by the Company and the Chief Executive Officer, it is reminded that on 11 May 2015 the Board of Directors, upon proposal of the Remuneration Committee, approved to enter into a management agreement with the Chief Executive Officer currently in office, subsequently amended by the Board of directors upon proposal of the Remuneration Committee on 11 November 2015 and on 1 March 2017 (the "**Agreement**"), in line with the best practices in the reference market and which resulted to be in line with the Remuneration Policy adopted by the Company as well.

The above Agreement governs, besides the economic conditions of his relationship with YNAP, the event of early removal - in relation to the natural expiration of the office, which is conferred until the approval of the 2017 financial statements (the "**Period**") - from office as a member of the Board of Directors of the Company ("**Office**") and the revocation of the delegated powers as Chief Executive Officer of the Issuer (the "**Powers**"), as illustrated below.

In line with the practices of the reference markets, the Agreement provides that if, before the expiry of the Period:

- (i) the Chief Executive Officer is removed from Office for any reason other than voluntary resignation or just cause due to serious non-fulfilment of his administrative duties;
- (ii) the Powers of the Chief Executive Officer are revoked or reduced, or a person with similar (full or partial) powers is appointed without his prior written consent;
- (iii) the Chief Executive Officer is dismissed following a change of control¹;

the Company shall be required to pay the Chief Executive Officer a compensation equal to **two years annual fixed remuneration** received by the Chief Executive Officer, without prejudice to any other right already accrued.

In the case of voluntary resignation, the Company shall be required to pay the Chief Executive Officer a compensation equal to the **six months of the fixed gross annual remuneration** received by the Chief Executive Officer in the calendar year prior to the date of termination of the Office. It is also understood that, in such cases, should the employment agreement be terminated after 30 June, the Company shall be required to pay the MBO variable component expected for the year in progress irrespective of whether or not the agreed targets have been reached.

Pursuant to the Agreement, **at the expiry of the Period and if the Office and/or the Powers are not renewed**, the Chief Executive Officer shall receive a severance indemnity equal to **two years' annual gross remuneration** received by the Chief Executive Officer in the calendar year prior to the date of termination date of Office and/or the Powers (including the fixed component, the MBO variable component and any other emoluments received except for the Long term Incentive Plan). If, at the expiry of the Period, the Chief Executive Officer is reconfirmed on the Board of Directors with different powers, the Company shall be required to pay, as severance payment, **one year annual gross remuneration** received in the previous calendar year (including the fixed component, the MBO variable component and any other emoluments received except for the Long Term Incentive Plan).

¹ Change of control pursuant to art. 93 of the TUF, in respect of the shareholding structure of the Issuer at the date this Agreement was signed, even if this does not trigger the obligation to launch a public purchase offer.

As regards the agreements involving payments for non-competition obligations, the Agreement provides that, **at the expiry of the Period and if the Office and/or the Powers are not renewed**, the Chief Executive Officer shall receive as compensation for the non-competition obligation an amount equal to 50% of the gross annual compensation received by the Chief Executive Officer in the previous calendar year (including such gross annual remuneration the fixed component, the MBO variable component and any other emoluments received except for the Long Term Incentive Plan).

For more information on the effects of the termination of the employment relationship on stock option plans, reference is made to the Informative Documents pursuant to art. 84-bis of the Issuers' Regulation held at the Company headquarters, available in the Governance section of the Company website www.ynap.com.

OTHER EXECUTIVE DIRECTORS

Other YNAP Executive Directors do not receive a severance pay.

MANAGERS WITH STRATEGIC RESPONSIBILITIES

Without prejudice to the application of the national collective labour agreement, where applicable, in relation to the termination of employment on reasonable grounds or for just cause, the Company may negotiate the introduction of a good/bad leaver system for Managers with strategic responsibilities for the purpose of determining severance payments on resignation or termination of the employment relationship.

7. INSURANCE, SOCIAL SECURITY AND PENSIONS

For the Chief Executive Officer and other Executive Directors it is provided for life insurance cover, illness and accident risk cover, and professional liability cover.

For Non-executive Directors it is provided for professional liability cover, as well as the other statutory covers.

8. REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS

Non-executive Directors receive a fixed compensation decided by way of resolution of the Shareholders' Meeting pursuant to art. 2389 of the Civil Code and do not receive a variable remuneration.

If the Shareholders' Meeting has not taken any resolution in respect of this matter, and if it is deemed appropriate, the Board of Directors may determine a compensation for committee members and relevant Chairmen.

The Remuneration Policy provides for different compensation for Director who take on the role of Chairman.

9. REMUNERATION POLICIES OF OTHER COMPANIES

For the purpose of defining the Remuneration Policy, with specific reference to the remuneration of Executive Directors holding specific positions, the Company has taken into account a remuneration packages offered by: listed luxury goods and fashion companies in Italy and the rest of Europe, private Italian luxury goods and fashion companies comparable to YNAP in size and complexity, and companies listed on the Italian Stock Exchange with a market capitalisation similar to YNAP and with comparable characteristics such as sales, size, the ability to set trends and a significant online retail business. The Company has availed itself of the independent consulting firm Spencer Stuart for the purpose of this comparison.

SECTION TWO

This section provides details of payments made to Directors and Statutory Auditors, by name, and to Managers with strategic responsibilities, in aggregate form:

- the first part provides an appropriate description of each of the items composing the remuneration, including payments in the case of resignation or termination of the employment relationship, highlighting consistency with Company remuneration policy approved in the previous year;
- the second part analytically illustrates the remuneration paid during the reference year (2016) of any kind and in any form by the Company and by subsidiaries or associated companies, indicating any components of such remuneration that refer to activities carried out in years prior to the reference year and also remuneration to be paid in one or more subsequent years for activities carried out in the reference year, giving an estimated value for any components that cannot be objectively quantified in the reference year;
- the third part illustrates, using the criteria established in Annex 3A, Schedule 7-ter of the Issuers' Regulation, the stakes in the Issuer and in its subsidiaries held by members of the Board of Directors and control bodies, by the general manager and Managers with strategic responsibilities, as well as by their spouses (unless legally separated) and children under the age of 18, directly or through subsidiaries, trust companies or nominees, as per the shareholder register, communications received and other information acquired by the same members of the Board of Directors and the control body, the general manager and Managers with strategic responsibilities.

As a "small" company pursuant to art. 3, paragraph 1, sub-paragraph f) of the Related Parties Regulations, YNAP may provide: (i) in aggregate form, any information on the remuneration of Managers with strategic responsibilities other than the general manager; (ii) any information on agreements containing clauses for compensation in the event of early termination of the employment relationship for Executive Directors and the Chairman of the Board of Directors only.

SECTION TWO – PART ONE – ITEMS COMPOSING REMUNERATION

The first part of Section Two provides an appropriate description of each of the items composing remuneration, including payments made on resignation or termination of the employment relationship.

REMUNERATION OF THE BOARD OF DIRECTORS IN 2016

With reference to the remuneration of the Board of Directors, the Shareholders' Meeting of 30 April 2015 set the overall annual compensation to be paid to the Board of Directors for the term of office at EUR 680,000.00 plus reimbursement of expenses incurred by its members when performing their duties, without prejudice, however, to the remuneration of Directors holding specific positions pursuant to art. 2389, no. 3 of the Civil Code, which is not included in the above amount, and compensation for any specific positions held.

In accordance with the provisions of the Remuneration Policy for 2016, on 30 April 2015, the Board of Directors decided to divide the overall annual compensation for the members of the Board of Directors, as decided by the Shareholders' Meeting, as follows:

- for each director an annual compensation of EUR 25,000 plus reimbursement of expenses incurred while performing his duties, without prejudice to the remuneration of Directors holding specific positions;
- for the Chairman Raffaello Napoleone an additional annual compensation of EUR 15,000;
- for Vice Chairman Stefano Valerio an additional annual compensation of EUR 5,000;
- for each member of the Board internal committees an overall annual compensation of EUR 6,000. This amount is to be considered as an all-inclusive amount and will thus be paid to each committee member regardless of the number of Board committees on which that person sits. For each member of the Control and Risk Committee the Company will further pay an additional annual compensation of Euro 4,000.

REMUNERATION OF CHIEF EXECUTIVE OFFICER IN 2016

In accordance with the provisions of the Remuneration Policy for 2016, upon proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors, on 11 May 2015, the Board of Directors approved the management agreement with the Chief Executive Officer (the "**Agreement**"), which was signed on 11 May 2015 by the Chief Executive Officer, Federico Marchetti, and the Company and subsequently amended on 11 November 2015 and 1 March 2017 after approval by the Board of Directors and upon proposal of the Remuneration Committee.

The Agreement governs the economic conditions of the relationship with YNAP, providing for, among other things, the payment of: (i) an annual fixed component (the "**Fixed Compensation**"); (ii) a short-term variable component (the "**MBO Variable Compensation**"); and (iii) a medium- to long-term variable component (the "**LTI Variable Compensation**") payable at the termination of the office. The remuneration of the Chief Executive Officer also includes non-monetary benefits.

In relation to the remuneration of the Chief Executive Officer for 2016, the Company:

- a) paid an annual fixed component of EUR 1,200,000. The fixed compensation was approximately 68% of total 2016 remuneration;
- b) paid a short-term variable component as equal to EUR 570,000 awarded as annual variable compensation for 2016, equal to approximately 32% of total 2016 remuneration;
- c) set aside for the long-term variable component of EUR 1,000,000. Said remuneration, together with the amounts set aside in the two subsequent years will be paid at the end of the term of office provided that the targets set by the Board, as specified in Paragraph 2 of Section One, are met.

Compensation in the event of early termination of the relationship and the effects of the termination of the relationship on the rights assigned under the incentive plans based on financial instruments to be paid in cash.

No compensation was paid in 2016.

For information regarding compensation in the event of early termination of the relationship, refer to Section One of this Report.

For more information on the effects of the termination of the employment relationship within the scope of the stock option plans, please refer to the Informative Documents pursuant to art. 84-bis of the Issuers' Regulation available at the registered office and on the Company website at www.ynap.com / Governance section.

REMUNERATION OF EXECUTIVE DIRECTORS IN 2016

Further to what described in the previous paragraph of this Section II ("Remuneration of the Board of Directors in 2016"), on 29 June 2016 the Board of Directors, upon proposal of the Remuneration Committee, granted no. 90,000 Options to a YNAP Executive Director, in the context of the Stock Option Plan 2015 – 2025 reserved to Directors, Managers and Employees of YNAP and of its subsidiaries directly or indirectly controlled pursuant to art. 93 of the TUF, as approved by the Shareholders' Meeting on 16 December 2016.

With reference to the abovementioned stock option plan, please refer to the Informative Document prepared in accordance to art. 84-bis of the Consob Issuers' Regulation available at the registered office and on the Company website at www.ynap.com / Governance section.

REMUNERATION OF STATUTORY AUDITORS IN 2016

The Shareholders' Meeting decided to award annual compensation of EUR 30,000.00 to the Chairman of the Board of Statutory Auditors and EUR 20,000.00 to each standing statutory auditor, plus reimbursement of expenses incurred while performing their duties.

REMUNERATION OF MANAGERS WITH STRATEGIC RESPONSIBILITIES IN 2016

Remuneration of Managers with strategic responsibilities for the reference year is composed of fixed compensation, a variable component and non-monetary benefits.

With reference to the stock option and incentive plans, please refer to the Informative Document pursuant to art. 84-bis of the Issuers' Regulation available at the registered office and on the Company website at www.ynap.com / Governance section, as provided for by art. 123-ter, paragraph 5, of the TUF.

SECTION TWO - PART TWO - BREAKDOWN OF REMUNERATION PAID DURING THE YEAR

TABLE 1

Remuneration paid to members of the Board of Directors and Board of Statutory Auditors, general managers and Managers with strategic responsibilities as at 31 December 2016.

Name and Surname	Position held	Period for which the position was held	Expiry of position	Fixed Payments	Payments for participation in committees	Non-equity variable payments		Non-monetary benefits	Other remuneration	Total	Fair value of equity payments	Compensation at end of office or termination of employment relationship
						Bonuses and other incentives	Profit-sharing					
Federico Marchetti	Chief Executive Officer	01/01/2016 - 31/12/2016	2017	1,200,000	-	570,000	-	-	-	1,770,000	6,655,103	-
Raffaello Napoleone (1)	Chairman of the Board of Directors	01/01/2016 - 31/12/2016	2017	40,000	10,000	-	-	-	-	50,000	-	-
Stefano Valerio (2)	Executive Director	01/01/2016 - 31/12/2016	2017	31,200	6,240	-	-	-	-	37,440	88,266	-
Catherine Gérardin Vautrin (3)	Director	01/01/2016 - 31/12/2016	2017	25,000	10,000	-	-	-	-	35,000	-	-
Alessandro Foti (4)	Director	01/01/2016 - 31/12/2016	2017	25,000	10,000	-	-	-	-	35,000	-	-
Robert Kunze-Concewitz (5)	Director	01/01/2016 - 31/12/2016	2017	25,000	6,000	-	-	-	-	31,000	-	-
Laura Zoni (6)	Director	01/01/2016 - 31/12/2016	2017	26,000	6,240	-	-	-	-	32,240	-	-
Richard Lepeu (7)	Director	01/01/2016 - 31/12/2016	2017	25,000	6,000	-	-	-	-	31,000	-	-
Gary Saage	Director	01/01/2016 - 31/12/2016	2017	25,000	-	-	-	-	-	25,000	-	-
Eva Chen	Director	01/01/2016 - 31/12/2016	2017	25,000	-	-	-	-	-	25,000	-	-
Vittorio Radice	Director	01/01/2016 - 31/12/2016	2017	25,000	-	-	-	-	-	25,000	-	-
Marco Maria Fumagalli	Chairman of the Board of Statutory Auditor	01/01/2016 - 31/12/2016	2017	30,000	-	-	-	-	-	30,000	-	-
Patrizia Arienti	Statutory Auditor	01/01/2016 - 31/12/2016	2017	20,000	-	-	-	-	-	20,000	-	-
Giovanni Naccarato	Statutory Auditor	01/01/2016 - 31/12/2016	2017	20,800	-	-	-	-	-	20,800	-	-
Nicoletta Maria Colombo	Alternate Auditor	01/01/2016 - 31/12/2016	2017	-	-	-	-	-	-	-	-	-
Andrea Bonechi	Alternate Auditor	01/01/2016 - 31/12/2016	2017	-	-	-	-	-	-	-	-	-
Managers with strategic responsibilities		01/01/2016 - 31/12/2016	-	900,000	-	329,137	-	2,368	-	1,231,505	1,056,464	-
Totals				2,443,000	54,480	899,137	-	2,368	-	3,398,985	7,799,833	-

(1) Director Napoleone: Remuneration as member of the Remuneration Committee (as from 29/06/2016) Euro 6,000 + Remuneration as member of the Control and Risks Committee Euro 4,000

(2) Director Valerio: Remuneration as member of the Remuneration Committee and of the Appointment Committee (until 29/06/2016) Euro 6,000.

(3) Director Gérardin Vautrin: Remuneration as member of the Remuneration Committee and of the Related-Party Transaction Committee Euro 6,000 + Remuneration as member of the Control and Risks Committee Euro 4,000

(4) Director Alessandro Foti: fixed remuneration Euro 25,000 (as Director) - Remuneration as member of the Appointment Committee and of the Related-Party Transactions Committee Euro 6,000 + Remuneration as member of the Control and Risk Committee Euro 4,000

(5) Director Robert Kunze-Concewitz: Remuneration as member of the Remuneration Committee and of the Related-Party Transactions Euro 6,000

(6) Director Zoni: Remuneration as member of the Appointment Committee Euro 6,000

(7) Director Lepeu: Remuneration as member of the Appointment Committee Euro 6,000

TABLE 2

Stock options granted to members of the Board of Directors, general managers and managers with strategic responsibilities.

Name and surname	Position held	Plan	Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options pertaining to the year	
			Number of options	Strike price	Possible exercise period (from – to)	Number of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of underlying shares at granting of options	Number of options	Strike price	Market price of underlying shares at exercise date	Number of options	Number of options	Fair value	
Federico Marchetti Remuneration in company that prepares the financial statements	Chief Executive Officer (YNAP S.p.A.)	2015-2025 (16/12/2015)	805,716	32.466	01/04/2018 - 01/04/2021											805,716	3,245,979	
		2015-2025 (16/12/2015)	805,716	32.466	01/04/2019 - 01/04/2022												805,716	1,861,240
		2015-2025 (16/12/2015)	805,715	32.466	01/04/2020 - 02/04/2023												805,715	1,547,884
		Remuneration from subsidiaries and associated companies																
Total			2,417,147													2,417,147	6,655,103	
Stefano Valerio Remuneration in company that prepares the financial statements	Director (YNAP S.p.A.)	2015-2025 (29/06/2016)	22,500	23.614	01/04/2018 - 01/04/2021	98,369	29/06/2016	19.764								22,500	39,579	
		2015-2025 (29/06/2016)	22,500	23.614	01/04/2019 - 01/04/2022	111,268	29/06/2016	19.764									22,500	20,865
		2015-2025 (29/06/2016)	22,500	23.614	01/04/2020 - 02/04/2023	123,315	29/06/2016	19.764									22,500	16,634
		2015-2025 (29/06/2016)	7,500	23.614	01/04/2019 - 01/04/2022	37,089	29/06/2016	19.764									7,500	4,521
		2015-2025 (29/06/2016)	7,500	23.614	01/04/2020 - 02/04/2023	41,105	29/06/2016	19.764									7,500	3,604
		2015-2025 (29/06/2016)	7,500	23.614	01/04/2021 - 01/04/2024	44,925	29/06/2016	19.764									7,500	3,064
		Remuneration from subsidiaries and associated companies																
Total			-			90,000		456,070								-	90,000	88,266
Massimiliano Benedetti Remuneration in company that prepares the financial statements	Director (YNAP Corporation)	2007-2012 (13/06/2007)	2,111	59.17	04/12/2011 - 03/09/2019											2,111	-	
		Remuneration from subsidiaries and associated companies																
Total			2,111			-		-								-	2,111	-

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Name and surname	Position held	Plan	Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options pertaining to the year
			Number of options	Strike price	Possible exercise period (from – to)	Number of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of underlying shares at granting of options	Number of options	Strike price	Market price of underlying shares at exercise date	Number of options	Number of options	Fair value
Grignolo Alberto	Director (YOOX KK, MISHANG TRADING (SHANGHAI) CO LIMITED) Manager with strategic responsibilities (YNAP S.p.A.)	2006-2008 (28/02/2006)	1,550	59.17	04/12/2011 - 03/09/2019											1,550	-
		2007-2012 (13/06/2007)	8,450	59.17	04/12/2011 - 03/09/2019						846	59.17	26.0153			7,604	-
		Total	10,000				-		-			846			-	9,154	
Martines Luca	Director (YOOX KK ,YOOX ASIA LIMITED)	2003-2005 (04/02/2009)	1,000	106.50	01/07/2011 - 31/07/2017						1,000	106.5	26.9354			-	-
		2015-2025 (16/12/2015)	40,000	32.466	01/04/2018 - 01/04/2021											40,000	124,648
		2015-2025 (16/12/2015)	40,000	32.466	01/04/2019 - 01/04/2022											40,000	58,517
		2015-2025 (16/12/2015)	40,000	32.466	01/04/2020 - 02/04/2023											40,000	39,844
		2015-2025 (16/12/2015)	13,333	32.466	01/04/2019 - 01/04/2022											13,333	12,678
		2015-2025 (16/12/2015)	13,333	32.466	01/04/2020 - 02/04/2023											13,333	8,633
		2015-2025 (16/12/2015)	13,334	32.466	01/04/2021 - 01/04/2024											13,334	6,160
		Total	161,000				-		-			1,000			-	160,000	250,480
Cavatorta Enrico	Director (YOOX Asia LIMITED, Largenta LIMITED, The Net A Porter Group LIMITED)	2015-2025 (16/12/2015)	133,333	32.466	01/04/2018 - 01/04/2021										133,333	415,493	
		2015-2025 (16/12/2015)	133,333	32.466	01/04/2019 - 01/04/2022										133,333	195,057	
		2015-2025 (16/12/2015)	133,334	32.466	01/04/2020 - 02/04/2023										133,334	132,814	
		Total	400,000				-		-			-			-	400,000	743,363

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Name and surname	Position held	Plan	Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options pertaining to the year	
			Number of options	Strike price	Possible exercise period (from – to)	Number of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of underlying shares at granting of options	Number of options	Strike price	Market price of underlying shares at exercise date	Number of options	Number of options	Fair value	
Duffy William F.	President (YNAF Corporation)																	
Remuneration in company that prepares the financial statements																		
		2015-2025 (16/12/2015)	30,000	32.466	01/04/2018 - 01/04/2021											30,000	93,486	
		2015-2025 (16/12/2015)	30,000	32.466	01/04/2019 - 01/04/2022											30,000	43,888	
		2015-2025 (16/12/2015)	30,000	32.466	01/04/2020 - 02/04/2023											30,000	29,883	
		2015-2025 (16/12/2015)	10,000	32.466	01/04/2019 - 01/04/2022											10,000	9,509	
		2015-2025 (16/12/2015)	10,000	32.466	01/04/2020 - 02/04/2023											10,000	6,475	
		2015-2025 (16/12/2015)	10,000	32.466	01/04/2021 - 01/04/2024											10,000	4,620	
Remuneration from subsidiaries and associated companies																		
Total			120,000			-		-								-	120,000	187,860
Evans Adrian	Director (Mister Porter LTD, MR Porter LTD, MR Porter Apothecary LTD, Net A Porter International LTD, The Outnet LTD, The Net A Porter Group Asia Pacific LTD, New King Group Shouke LTD)																	
Remuneration in company that prepares the financial statements																		
		2015-2025 (16/12/2015)	20,000	32.466	01/04/2018 - 01/04/2021											20,000	62,324	
		2015-2025 (16/12/2015)	20,000	32.466	01/04/2019 - 01/04/2022											20,000	29,259	
		2015-2025 (16/12/2015)	20,000	32.466	01/04/2020 - 02/04/2023											20,000	19,922	
		2015-2025 (16/12/2015)	6,667	32.466	01/04/2019 - 01/04/2022											6,667	6,340	
		2015-2025 (16/12/2015)	6,667	32.466	01/04/2020 - 02/04/2023											6,667	4,317	
		2015-2025 (16/12/2015)	6,666	32.466	01/04/2021 - 01/04/2024											6,666	3,080	
Remuneration from subsidiaries and associated companies																		
Total			80,000			-		-								-	80,000	125,240

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Name and surname	Position held	Plan	Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options pertaining to the year	
			Number of options	Strike price	Possible exercise period (from – to)	Number of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of underlying shares at granting of options	Number of options	Strike price	Market price of underlying shares at exercise date	Number of options	Number of options	Fair value	
Loehnis Alison Remuneration in company that prepares the financial statements	Director (The Net A Porter Group LTD) Director (The Net A Porter Group Asia Pacific LTD)	2015-2025 (16/12/2015)	66,667	32.466	01/04/2018 - 01/04/2021											66,667	207,748	
		2015-2025 (16/12/2015)	66,667	32.466	01/04/2019 - 01/04/2022												66,667	97,529
		2015-2025 (16/12/2015)	66,666	32.466	01/04/2020 - 02/04/2023												66,666	66,406
		2015-2025 (16/12/2015)	16,667	32.466	01/04/2019 - 01/04/2022												16,667	32,510
		2015-2025 (16/12/2015)	16,667	32.466	01/04/2020 - 02/04/2023												16,667	16,602
		2015-2025 (16/12/2015)	16,666	32.466	01/04/2021 - 01/04/2024												16,666	11,845
		2015-2025 (16/12/2015)	16,666	32.466	01/04/2021 - 01/04/2024												16,666	11,845
Remuneration from subsidiaries and associated companies																		
Total			250,000			-		-							-	250,000	432,640	
Mary Ye-Chen Chung (Claire Chung) Remuneration in company that prepares the financial statements	Director (The Net A Porter Group China, Mishang Trading (Shanghai) Co LTD)	2015-2025 (16/12/2015)	20,000	32.466	01/04/2018 - 01/04/2021											20,000	62,324	
		2015-2025 (16/12/2015)	20,000	32.466	01/04/2019 - 01/04/2022												20,000	29,259
		2015-2025 (16/12/2015)	20,000	32.466	01/04/2020 - 02/04/2023												20,000	19,922
		2015-2025 (16/12/2015)	6,667	32.466	01/04/2019 - 01/04/2022												6,667	6,340
		2015-2025 (16/12/2015)	6,667	32.466	01/04/2020 - 02/04/2023												6,667	4,317
		2015-2025 (16/12/2015)	6,666	32.466	01/04/2021 - 01/04/2024												6,666	3,080
		2015-2025 (16/12/2015)	6,666	32.466	01/04/2021 - 01/04/2024												6,666	3,080
Remuneration from subsidiaries and associated companies																		
Total			80,000			-		-							-	80,000	125,240	

YOOX
NET-A-PORTER
GROUP

Name and surname	Position held	Plan	Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options pertaining to the year	
			Number of options	Strike price	Possible exercise period (from – to)	Number of options	Strike price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of underlying shares at granting of options	Number of options	Strike price	Market price of underlying shares at exercise date	Number of options	Number of options	Fair value	
Montanari Simone Remuneration in company that prepares the financial statements	Director (Mister Porter LTD, MR Porter LTD, MR Porter Apothecary LTD, Net A Porter International LTD, The Outnet LTD)	2015-2025 (16/12/2015)	25,000	32.466	01/04/2018 - 01/04/2021											25,000	77,905	
		2015-2025 (16/12/2015)	25,000	32.466	01/04/2019 - 01/04/2022												25,000	36,573
		2015-2025 (16/12/2015)	25,000	32.466	01/04/2020 - 02/04/2023												25,000	24,902
		2015-2025 (16/12/2015)	8,333	32.466	01/04/2019 - 01/04/2022												8,333	7,924
		2015-2025 (16/12/2015)	8,333	32.466	01/04/2020 - 02/04/2023												8,333	5,395
		2015-2025 (16/12/2015)	8,334	32.466	01/04/2021 - 01/04/2024												8,334	3,850
		Remuneration from subsidiaries and associated companies																
Total			100,000			-		-							-	100,000	156,550	
Managers with strategic responsibilities Remuneration in company that prepares the financial statements		2015-2025 (16/12/2015)	50,000	32.466	01/04/2018 - 01/04/2021											50,000	155,810	
		2015-2025 (16/12/2015)	50,000	32.466	01/04/2019 - 01/04/2022												50,000	73,147
		2015-2025 (16/12/2015)	50,000	32.466	01/04/2020 - 02/04/2023												50,000	49,805
		2015-2025 (16/12/2015)	16,667	32.466	01/04/2019 - 01/04/2022												16,667	15,849
		2015-2025 (16/12/2015)	16,667	32.466	01/04/2020 - 02/04/2023												16,667	10,791
		2015-2025 (16/12/2015)	16,666	32.466	01/04/2021 - 01/04/2024												16,666	7,699
		Remuneration from subsidiaries and associated companies																
Total			200,000			-		-							-	200,000	313,101	

TABLE 3 B

Monetary incentive plans destined for members of the Board of Directors, general managers and managers with strategic responsibilities

Name and surname	Position	Plan	Bonus for the year			Bonus for previous year			Other bonuses
			Amount owed/paid	Deferred	Deferral period	No longer owed	Amount owed/paid	Deferred (1)	
Federico Marchetti	Chief Executive Officer								
Remuneration in company that prepares the financial statements		MBO Variable Compensation Board Resolutions 11 May 2015 and 11 November 2015	570,000						
		MBO Variable Compensation Board Resolutions 11 May 2015 and 11 November 2015		1,000,000	Approval of the draft financial statements 2017			824,000	
Total			570,000	1,000,000				824,000	
Managers with strategic responsibilities									
Remuneration in company that prepares the financial statements			329,137						
Total			329,137						

(1) In year 2015 EUR 800,000 were set aside; such value had been adjusted during the Exercise in order to be aligned to the effective achievement of the 2015 target.

SECTION TWO – PART THREE – EQUITY INVESTMENTS

Equity investments of members of the management and control bodies, general managers and Managers with strategic responsibilities as at 31 December 2016.

Name and surname	Investee company	Method of ownership ¹	No. of shares held at 31 Dec 2015	No. of shares bought ²	No. of shares sold	No. of shares held at 31 Dec 2016
Federico Marchetti	YNAP S.p.A.	Direct	5,164,667	-	-	5,164,667
Stefano Valerio	YNAP S.p.A.	Direct	114,200	-	-	114,200
Raffaello Napoleone	YNAP S.p.A.	Direct	14,555	-	-	14,555
Robert Kunze-Concewitz	YNAP S.p.A.	Direct	-	7,000	-	7,000

(1) Including equity investments held through spouses (unless legally separated) and children under the age of 18.

(2) Including through the exercise of stock options.

Number of Managers with strategic responsibilities	Investee company	Method of ownership ¹	No. of shares held at 31 Dec 2015	No. of shares bought ²	No. of shares sold	No. of shares held at 31 Dec 2016
3	YNAP S.p.A.	Direct	95,194	43,992	71,992	43,176

(1) Including equity investments held through spouses (unless legally separated) and children under the age of 18.

(2) Including through the exercise of stock options.

For the Board of Directors
The Chairman of the Board of Directors
Raffaello Napoleone