



# SPAFID CONNECT

Informazione Regolamentata n. 1136-27-2018	Data/Ora Ricezione 09 Marzo 2018 21:43:57	MTA
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Societa' : YOOX NET-A-PORTER GROUP  
Identificativo : 99998  
Informazione  
Regolamentata  
Nome utilizzatore : YOOXN04 - Valerio  
Tipologia : REGEM  
Data/Ora Ricezione : 09 Marzo 2018 21:43:57  
Data/Ora Inizio : 09 Marzo 2018 21:43:58  
Diffusione presunta  
Oggetto : Notice of Ordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

# YOOX NET-A-PORTER GROUP

## Notice of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of YOOX NET-A-PORTER GROUP S.p.A. is hereby called to be held in Milan in Via Filodrammatici no. 3, at the office of Mediobanca at 10.00 am on 20 April 2018, single call, to discuss and pass resolutions on the following:

### AGENDA

1. YOOX NET-A PORTER GROUP S.p.A. statutory financial statements as at 31 December 2017. Directors' management report. Report of the board of statutory auditors pursuant to article 153 of legislative decree 58/1998 and independent auditors' report. Presentation of the consolidated financial statements as at 31 December 2017. Any consequent resolution.
2. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998. Any consequent resolution.
3. Appointment of the Board of Directors, following the determination of the number of members and the duration of office. Determination of remuneration. Any consequent resolutions.
4. Appointment of the Board of Statutory Auditors and its Chairman. Determination of remuneration. Any consequent resolutions.
5. Appointment of Independent Auditors for the years 2018 - 2026 and determination of the related fees pursuant to Legislative Decree 39/2010 and Regulation (EU) no. 537/2014. Any consequent resolutions;

### ATTENDANCE TO 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](http://www.ynap.com) (Section Investor Relations / Shareholders). Pursuant to art. 83-sexies of Italian Legislative Decree 58/1998 as amended ("**TUF**"), entitlement to attend the Shareholders' Meeting and vote is confirmed by a statement to the Company by the intermediary, based on its own records at the end of at the end of the seventh trading day prior to the date set for the Shareholders' Meeting, single call, i.e. Wednesday, 11 April 2018 (record date); those who become shareholders after this date are not entitled to attend and vote at the Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting in single call (i.e. Tuesday, 17 April 2018). 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.

Those 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](http://www.ynap.com) (Section Governance / Shareholders' Meeting); the proxy can be sent to the Company by registered mail to the registered office, at Milan, Via Morimondo n. 17, or via e-mail to the certified e-mail address [ynap.corporate@legalmail.it](mailto:ynap.corporate@legalmail.it). The proxy may be conferred via the electronically signed information document pursuant to art. 20, paragraph 1-bis of Legislative Decree no. 82/2005.

Pursuant to art. 135-undecies of Legislative Decree 58/1998, the Company has appointed Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. as Designated Representative. A written proxy may be conferred, gratuitously, with voting instructions, provided that the proxy is delivered to the Designated Representative via one of the following: i) with regards to the proxies signed with wet signature, by hand, during the opening hours (from 9 am to 5 pm), or by courier or registered letter with proof of delivery to: Spafid S.p.A., Foro Bonaparte 10, Milan 20121 (Ref.: "Proxy YNAP 2018 General Meeting"); ii) with regards to proxies signed with qualified electronic signature or digital signature ("*firma digitale*"), via certified electronic mail ("*posta elettronica certificata*"), by the end of the second trading day prior to the date set for the Shareholders' Meeting, single call, (i.e. by Wednesday, 18 April 2018); 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](http://www.ynap.com) (Section Governance / Shareholders' Meeting) and at the Company's registered office, Corporate Affairs Department (tel: 02-83112811, e-mail: [corporate.affairs@ynap.com](mailto:corporate.affairs@ynap.com)); the proxy and voting instructions may be revoked within the above deadline.

Please consider that voting may not be carried out by correspondence or electronically.

# YOOX NET-A-PORTER GROUP

## RIGHT TO REQUEST ADDITION OF ITEMS TO THE AGENDA AND TO SUBMIT NEW DRAFT RESOLUTIONS

Pursuant to art. 126-bis of TUF 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, 19 March 2018), 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 "**Bank of Italy-Consob Regulation**"). The request must be submitted in writing by registered mail addressed to the Company's registered office in Milan, Via Morimondo n. 17, or via email to the Company's certified email address, ynap.corporate@legalmail.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, i.e. within Thursday 5 April 2018. The report presented by the requesting shareholders and any statement of the administrative body on the matter will be made available to the public together with the notice of additional agenda items or new resolution proposals in line with the procedures followed with respect to the publication of the other documents relevant for 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 TUF, may not be added to the agenda.

## RIGHT TO SUBMIT QUESTIONS CONCERNING ITEMS ON THE AGENDA

Pursuant to art. 127-ter of TUF those entitled to vote may submit questions on agenda items even prior to the Shareholders' Meeting, within Tuesday, 17 April 2018, 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 ynap.corporate@legalmail.it. Shareholders are entitled to exercise their voting 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 Regulation. Such notice is not necessary if the Company is reached by the notice, sent from said intermediary, required for the attendance at the Shareholders' Meeting. If the Shareholder has asked its custodian intermediary to provide a notice of entitlement attend the Shareholders' Meeting, it will be sufficient to include in the request the reference details provided 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 THE BOARD OF DIRECTORS

Pursuant to art. 14 of the Bylaws, Directors shall be appointed by the Shareholders' Meeting, in compliance with the gender balance legislation in force at the time and with the Bylaws – which shall list the candidates meeting the requirements specified by the legislation and regulations in force at the time in numerical sequential order.

The outgoing Board of Directors may submit a list for the appointment of Directors. Also those Shareholders who, at the time of submission of the list, hold an equity interest equal to at least that determined by Consob pursuant to art. 147-ter, paragraph 1, of the TUF and in accordance with the provisions of Consob Regulation No. 11971/1999, as subsequently amended and supplemented ("Issuers Regulation"). It should be noted that, by resolution no. 20273 of 24 January 2018, Consob set the equity interest required to submit a list for the election of the Company's administrative body at 1% of share capital.

The list submitted by the Board of Directors, if any, must be filed with the Company's registered office at least 30 (thirty) days prior to the scheduled date of the Shareholders' Meeting (single call) of the Shareholders, i.e. by Wednesday 21 March 2018.

The lists submitted by Shareholders must be duly signed by those who are presenting them and be deposited at the Company's

# YOOX NET-A-PORTER GROUP

registered office Milan, via Morimondo 17 and be made available to those who request to view them, at least 25 (twenty-five) days before the date of the Shareholders' Meeting (single call), i.e. by Monday 26 March 2018. Lists for the appointment of the Board of Directors may also be filed by electronic notice to the certified e-mail address [ynap.corporate@legalmail.it](mailto:ynap.corporate@legalmail.it). Where lists are submitted by certified electronic mail, a copy of a valid identity document of the submitting parties must also be included.

With reference to lists submitted by Shareholders, possession of the minimum equity interest required to submit a list is certified by receipt by the Company from a broker authorized to keep accounts of the notice indicated in art. 23 of the Regulations Governing Centralized Management, Settlement and Clearing Systems and the Associated Management Companies adopted by Bank of Italy and Consob on 22 February 2008, as amended, (the "Joint Regulation") either before or after the list is submitted, but at least 21 (twenty-one) days before the scheduled date of the Shareholders' Meeting (single call), i.e. by Friday 30 March 2018. It should be noted that possession of the above equity interest is determined in reference to the shares that are registered to the shareholder on the date on which the lists are filed with the Company.

It should be noted that all Directors must meet the requirements of eligibility, professionalism and integrity provided for by law and by the Bylaws.

With regards to the procedure for the appointment of the members of the Board of Directors, please refer to the Directors' Report on item no. 3 of the Agenda and, in general, to the applicable law provisions.

Please note any list which will not meet the above requirements will be disregarded.

Lists shall also be subject to any other form of publication provided for in applicable laws and regulations. In further detail, at least 21 (twenty-one) days prior to the date of the Shareholders' Meeting (single call), i.e. by Friday 30 March 2018, the lists shall be made available to the public at the Company's registered office, on the Company's website and according to the other methods indicated by Consob in regulations.

## APPOINTMENT OF THE BOARD OF STATUTORY AUDITOR

Pursuant to art. 26 of the Bylaws, the members of the Board of Statutory Auditor are appointed in compliance with the gender balance legislation in force at the time and with the Bylaws, on the basis of lists presented by the Shareholders' as described below.

Shareholders who, at the presentation date hold an equity investment at least equal to that determined by Consob pursuant to Art. 147-ter, paragraph 1, of the TUF, and in compliance with the Consob Regulation 11971/1999, as subsequently amended and supplemented, may present a list for the appointment of statutory auditors. In this regard, with Resolution no. 20273 of 24 January 2018, Consob set the equity investment required to present candidate lists for the election of the Issuer's control body at 1% of the share capital.

The lists submitted by Shareholders must be duly signed by those who are presenting them and must be deposited at the Company's registered office Milan, via Morimondo 17 and be made available to those who request to view them, at least 25 (twenty-five) days before the date of the Shareholders' Meeting (single call), i.e. by Monday 26 March 2018. Lists for the appointment of the Board of Statutory Auditors may also be filed by electronic notice to the certified e-mail address [ynap.corporate@legalmail.it](mailto:ynap.corporate@legalmail.it). Where lists are submitted by certified electronic mail, a copy of a valid identity document of the submitting parties must also be included.

If, by the deadline for the presentation of lists (i.e., Monday 26 March 2018), only one list has been presented or there are only lists presented by shareholders acting in concert pursuant to applicable provisions, further lists may be deposited up to three days after this deadline (pursuant to art. 144-sexies, paragraph five of the Consob Regulation 11971/1999), i.e. not later than Thursday 29 March 2018 (the "Deadline Extension"). In case of Deadline Extension, the above-mentioned thresholds required to present a list are halved (i.e. 0.5% of equity capital).

Possession of the equity interest collectively held by Shareholders that submit lists is certified via communication to the Company by an intermediary legally authorised to keep the accounts, pursuant to art. 23 of the Regulation, incorporating the regulations on centralised management services, liquidation, guarantee systems and related management companies, adopted by the Bank of Italy and Consob on 22 February 2008 as subsequently amended. This may also be sent after the list is filed, provided that it is at least 21 (twenty-one) days before the date set for the Shareholders' Meeting (single call), i.e. by Friday 30 March 2018. In case of Deadline Extension, the communication provided for by art. 23 of the Joint Regulation shall be sent to the Company by Friday 30 March 2018. It should be noted that possession of the above equity interest is determined in reference to the shares that are registered to the shareholder on the date on which the lists are filed with the Company.

# YOOX NET-A-PORTER GROUP

It should be noted that all Statutory Auditors must meet the requirements of eligibility, professionalism and integrity provided for by law and by the Bylaws.

With regards to the procedure for the appointment of the members of the Board of Statutory Auditors, please refer to the Directors' Report on item no. 4 of the Agenda and, in general, to the applicable law provisions.

Please note any list which will not meet the above requirements will be disregarded.

Lists shall also be subject to any other form of publication provided for in applicable laws and regulations. In further detail, at least 21 (twenty-one) days prior to the date of the Shareholders' Meeting (single call), i.e. by Friday 30 March 2018, the lists shall be made available to the public at the Company's registered office, on the Company's website and according to the other methods indicated by Consob in regulations.

## DOCUMENTATION

The documentation relating to the Shareholders' Meeting, as provided for by the applicable laws, will 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](http://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](http://www.emarketstorage.com) as follows:

- from today's date (9 March 2018) the Directors' Report on items 1, 2, 3 and 4 of the agenda;
- at least 30 days prior to the date of the Shareholders' Meeting on single call, i.e. within 21 March 2018, the Directors' Report on item no. 5 of the Agenda;
- at least 21 days prior to the date of the Shareholders' Meeting on single call, i.e. within 30 March 2018, the documentation pursuant to art. 154-ter of TUF (including the consolidated non-financial declaration as at 31 December 2017), the Remuneration Report drawn up pursuant to art. 123-ter of TUF and 84-quater of the Consob Regulation 11971/1999 and the lists of candidates for the appointment of the Board of Directors and of the Board of Statutory Auditors presented in compliance with applicable provisions;
- at least 15 days prior to the date of the Shareholders' Meeting, i.e. within 5 April 2018, on single call the documentation referred to in art. 77, paragraph 2-bis of the Consob Regulation 11971/1999 and in art. 36, paragraph 1, let. a) of Market Regulation adopted by Consob resolution no. 20249/2017, will be filed; please be aware that this will only be available at the Company's registered office.

This notice of Ordinary Shareholders' Meeting notice is published, pursuant to art. 125-bis of the TUF 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](http://www.ynap.com) (Section Governance / Shareholders' Meeting), and as an excerpt in the daily newspaper "*Milano Finanza*" and made available on the authorised storage mechanism "eMarket STORAGE", which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com).

For the Board of Directors  
Raffaello Napoleone, Chairman  
Milan, 9 March 2018

Fine Comunicato n.1136-27

Numero di Pagine: 6