

INFORMATIVE DOCUMENT

Regarding major transactions with related parties, in accordance with the Attachment 4 of the Regolamento Consob n. 1721 dated March 12, 2010 (the "Regolamento")

EXERCISE OF AN OPTION TO SELL AND SUBSEQUENT TRANSFER OF REAL ESTATE PROPERTY BY AND FROM AEFfe USA, INC. TO FERRIM USA, INC.; LEASE AGREEMENT BETWEEN AEFfe USA INC. AND FERRIM USA INC. (ALL TOGETHER THE "TRANSACTION")

1. Warnings

Ferrim USA, Inc. is a wholly owned subsidiary of Ferrim S.r.l., which in its turn is substantially equally owned by Mr. Massimo Ferretti, Mrs. Alberta Ferretti and by the company Fratelli Ferretti Holding S.r.l.. Mr. Massimo Ferretti and Mrs. Alberta Ferretti each own 50% of Fratelli Ferretti Holding S.r.l.. Further Mr. Massimo Ferretti is the executive President of Aeffe S.p.A. and a director of Aeffe USA. Further Mr. Simone Badioli is the sole director of Ferrim S.r.l. and CEO of Aeffe S.p.A. and a director of Aeffe USA.

Based on the above, Mr. Massimo Ferretti, Mrs. Alberta Ferretti and Mr. Simone Badioli all carry potential conflicts of interest with those of Aeffe USA regarding the terms of the Transaction.

2. Information on the Transaction

2.1 Terms, characteristics and conditions relevant to the Transaction

Aeffe USA Inc. with corporate offices at 30 West 56th street, New York, NY 10019 ("**Aeffe USA**") sold to Ferrim USA, Inc., with offices at 30 West 56th street, New York, NY 10019 ("**Ferrim USA**") certain real estate property located at 30 West 56th street and 452 West Broadway (used as showroom and retail boutique, respectively) (the "**Real Estate**").

Ferrim USA acquired the Real Estate subsequent to Aeffe USA exercising the option to sell as per the agreement entered by and between Aeffe USA and Ferrim S.r.l. on May 23, 2007. Such agreement had been disclosed within the IPO prospectus for the floatation of the shares of Aeffe S.p.A. ("**Aeffe**").

In particular, the above mentioned agreement contemplated the following: for a price of \$200,000, Aeffe USA had the option to sell the Real Estate for a total price of \$14 million ("**Put Option**"); in addition, for a price of \$300,000, Ferrim S.r.l. had the option to buy the Real Estate for a total price of \$15 million ("**Call Option**"). The \$300,000 price should have been deducted from the total price in the event Ferrim S.r.l. had exercised the Call Option; however the \$200,000 price should not have been deducted from the total price in the event Aeffe USA had exercised the Put Option.

Upon exercise of the Put Option by Aeffe USA, Aeffe USA sold the Real Estate to Ferrim USA for a total price of \$14 million, of which \$10 million have been paid by Ferrim USA to Aeffe USA at the signing of the sale agreement, while the remaining balance will be paid within 5 years.

Simultaneously to signing the sale agreement, Aeffe USA and Ferrim USA entered into a lease agreement based on which Aeffe USA will be the tenant in the Real Estate for the next 10 years, with a rent of \$900,000 per year.

Please refer to section 2.4 that follows, as it regards the determination of the amount of the Transaction.

2.2 Identification of related parties involved in the Transaction; nature of their relationship and of their interests

The Transaction was entered into by and between Aeffe USA and Ferrim USA.

Ferrim USA is a wholly owned subsidiary of Ferrim S.r.l. , which in its turn is substantially equally owned by Mr. Massimo Ferretti, Mrs. Alberta Ferretti and by the company Fratelli Ferretti Holding S.r.l.. Mr. Massimo Ferretti and Mrs. Alberta Ferretti each own 50% of Fratelli Ferretti Holding S.r.l.. Further Mr. Massimo Ferretti is the executive president of Aeffe S.p.A. and a director of Aeffe USA; Mrs. Alberta Ferretti is the Executive Vice President of Aeffe SPA. Further Mr. Simone Badioli is the sole director of Ferrim S.r.l. and CEO of Aeffe S.p.A. and a director of Aeffe USA.

2.3 Economic reasons behind the Transaction

The Put Option has been exercised – and the Transaction has been completed – to execute the original plan (as already disclosed in the IPO documents) to dismiss the group real estate assets, in order to exploit its real value, and to reduce the group financial debt and consequently interest expenses

2.4 Determination of the price for the Transaction and assessment of its arms-length nature as related to similar transactions

The total price of the Transaction had been determined in 2007 based on an appraisal by Goodman-Marks Associate Inc., considering the market value of the Real Estate. The amount of the rent payments have also been determined based on the market values.

In order to fully evaluate the Transaction, the Internal Control Committee of Aeffe S.p.A., being in charge of such valuation in accordance with the provisions of the internal rules for transactions with related parties (the “**Internal Procedure**”) has ruled to confirm the arms-length nature of the lease (Attachment 1)

2.5 Impact of the Transaction on the economic and financial condition. Relevance of the Transaction

The Transaction falls under the typology of “Relevant Transactions with Related Parties” as per the Regolamento and the Internal Procedure, since the amount of the transaction exceeds the threshold of 5% of the net equity of Aeffe S.p.A., as per last published consolidated balance sheet.

The Transaction, instead, is not relevant based on the parameters of articles 70 and 71 of the Regolamento CONSOB n. 11971 dated March 14, 1999.

At completion of this Transaction, the Group decreased its exposure with the banking system by approximately \$14 million.

The net book value of the Real Estate sold with the Transaction has been removed from the consolidated balance sheet. The consolidated income statement will show a capital gain of approximately \$2.8 million.

2.6 Impact on the compensation of the directors of the company and/or its subsidiaries

There will be no change in the compensation of the directors of Aeffe S.p.A. and/or its subsidiaries, as a consequence of the completion of the Transaction.

2.7 Shares of Aeffe S.p.A. owned by Mr. Massimo Ferretti, Mrs. Alberta Ferretti and Mr. Simone Badioli

AS of today, Fratelli Ferretti Holding S.r.l. (whose capital is owned 50% each by Mr. Massimo Ferretti and Mrs. Alberta Ferretti) directly owns n. 40,140,000 ordinary shares of Aeffe S.p.A., representing 37.387% of total outstanding shares, and indirectly, through I.M. Fashion S.r.l., n. 26,207,690 ordinary shares of Aeffe S.p.A. representing 24.410% of total outstanding shares, for a combined total of 61.797% of total outstanding shares of Aeffe S.p.A.

In addition, as of today, Mr. Massimo Ferretti, Mrs. Alberta Ferretti and Mr. Simone Badioli directly own n. 63,000, n. 40,000 and n. 26,565 ordinary shares of Aeffe S.p.A., respectively.

2.8 Company bodies involved with the approval and execution of the Transaction

The Transaction has been approved by the Board of Directors of Aeffe S.p.A. with resolution dated July 27, 2012, followed by approval by the Board of Directors of Aeffe USA with resolution dated September 29, 2012.

As established by the Internal Procedure, the Internal Control Committee, formed by three directors primarily independent, also gave its opinion on the Transaction (Attachment 1). This Committee, after reviewing all the relevant information, expressed a positive opinion on the proposed Transaction.

Mr. Marcello Tassinari, group General Manager, managed the whole process.

Extract of the minutes of the Aeffe S.p.A. Internal Control Committee meeting held on July 26, 2012

The Aeffe S.p.A. Internal Control Committee held a meeting on July 26, 2012, at 6:00 pm at the offices of Aeffe S.p.A.; Mr. Roberto Lugano, Mr. Marco Salomoni and Mr. Pierfrancesco Giustiniani joined the meeting via teleconference. Mr. Pier Francesco Spoletti, president of the Statutory Auditors Committee was present at the meeting. Also Mr. Stefano DiBiase, chief Internal Auditor attended the meeting. Mrs. Gialia Degano acted as secretary of the meeting. The Committee meeting has been called to discuss the following

- 1) omitted
- 2) omitted
- 3) approval to the Board of Directors of the proposed real estate transaction relating to the property owned by Aeffe USA in New York
- 4) omitted
- 5) omitted

omitted

Mr. Lugano reminds to the Committee that the economical convenience and its substantial compliance with the company's procedure has already been discussed by Mr. Marcello Tassinari during the previous meeting, and specifically: (i) with the objective to execute the plan (as already disclosed in the IPO documents) to dismiss the group real estate assets in order to exploit the value of the real estate and a more efficient management of the same real estate (ii) with the objective to reduce the financial debt of the group and the consequent interest expenses.

Following the presentation by Mr. Lugano, the members of the Internal Control Committee:

- explored the economic benefits of the proposed transaction to the Aeffe Group
- acknowledged the fact the proposed transaction is with the company's procedure
- ascertained that there are no reason for a negative or adverse opinion to this transaction

resolve

- to express positive opinion to the proposed transaction whereby Aeffe USA, 100% owned by Aeffe S.p.A. will sell to a newco, to be incorporated in the US and fully owned by Ferrim S.r.l. (and that will be named Ferrim USA) the real estate assets owned by Aeffe USA and located in New York at 30 West 56th street and 452 West Broadway (show room and boutique respectively) and will enter in a lease agreement with Ferrim USA
- to authorize its President Mr. Lugano to relate the positive opinion of this committee during the Board of Directors meeting that will be held to approve the above transaction

omitted

The meeting is closed at 7:00 pm.

The President

The Secretary