

**TERMS OF REFERENCE**

**NOMINATION COMMITTEE**

**1. Preamble**

These terms of reference govern the establishment, operation and functions of the committee for the appointment of Directors (the "Committee") of Prada S.p.A. (the "Company").

**2. Establishment**

1. The Committee was established by resolution of the Board of Directors of the Company on 29 March 2012.
2. The Committee shall compose of up to three directors, all appointed from among the members of the Board of Directors of the Company, the majority of whom shall be independent non-executive directors. The term of the mandate shall be determined from time to time by the Board of Directors or, where no such determination is made, shall coincide with the term of office of the Board of Directors. Premature cessation, for any reason, of the Board of Directors shall result in the immediate termination of the Committee's mandate.
3. The Committee shall elect the Chairman from among the Chairman of the Board of Directors, if he/she is a member of the Committee or the members of the Committee and shall be an independent non-executive director. The Chairman of the Committee shall have the task of coordinating and planning its activities and guiding the progress of its meetings.
4. In the event that, for any reason, one or more members of the Committee ceases to hold office, the Board of Directors of the Company shall replace them in accordance with the provisions of the preceding paragraphs.

**3. Meetings and Resolutions**

1. Committee meetings shall be convened by the Chairman or one of its members, as required and at least once per year, in the place indicated in an appropriate notification sent to all members.
2. The notice of meeting, to be sent at least three business days prior to the date of the meeting, shall indicate the place, day and time of the meeting, together with the agenda.

3. Meetings of the Committee may be held by audio or video conference, provided that all participants can be identified, are able to follow the discussion, are able to participate in real time deliberations on the business of the meeting and are able review documents in real time.
4. Committee meetings shall be chaired by the Chairman or, in the event of his/her absence or impediment, by the most senior member.
5. The quorum of a meeting shall be two members of the Committee.  
Resolutions shall be adopted by an absolute majority of votes. In the event of a tied vote, the vote of the person chairing the meeting shall prevail. Votes cannot be cast by proxy.
6. Minutes shall be kept of Committee meetings which, once transcribed into the book kept by the Chairman, shall be signed by the person chairing the meeting and by the secretary, appointed as required, including from persons who are not members of the Committee. Meetings shall be deemed to be held in the place where the Chairman of the meeting is present. The minutes shall be sent to the members of the Committee.

**4. Functions, objectives and duties**

1. In the performance of its functions, the Committee shall have the right to access Company information and offices as necessary to perform its duties.
2. The Committee may avail itself of the services of independent consultants in order to acquire necessary information, in particular on the standards of the most effective systems of remuneration, provided adequately tied to the necessary confidentiality. Whenever deemed necessary to fulfil its functions, the Committee charges to the Company the costs of required assistance of independent professionals.
3. The Company shall provide the Committee with sufficient financial resources to perform its duties, within the limits of the budget approved by the Board of Directors of the Company.
4. The Committee is entrusted with the task of:
  - reviewing, at least once a year, the structure and composition of the Board

of Directors and the number of Directors (including their relevant skills, knowledge and experience) and formulating proposals concerning the change of the composition of the Board of Directors, in order to ensure full implementation of the corporate strategy pursued by the Company;

- identifying persons who are qualified and eligible to become members of the Board of Directors or making recommendations to the Board of Directors in relation to their selection;
- assessing the independence of the independent non-executive directors;
- making proposals to the Board of Directors with respect to the appointment or re-appointment of directors and planning for the succession of directors, in particular the Chairman and the Executive Directors.

5. The Committee shall report to the Board of Directors on its activities at least annually.

#### **5. Final provisions**

These terms of reference shall be available to members of the Board of Directors and the Board of Statutory Auditors at the registered office of the Company and at the place where the Committee is convened and published on the websites of the Company and of the Hong Kong Stock Exchange.

Any amendment to this Code must be adopted by resolution of the Board of Directors of the Company.