

ANTI-CORRUPTION
POLICY

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— 1. Recital

The Prada Group, mindful of the negative effects of corrupt practices on the economic and social development of the areas in which it operates, is committed to preventing and combating illegal activities in its business.

Prevention of corrupt practices is not just a legal obligation but also one of the guiding principles of the Prada Group.

As part of its commitment in this area, the Prada Group has adopted the Code of Ethics, which - in conjunction with the Organization, Management and Control Models adopted pursuant to Italian Law Decree 231/01 and similar laws in force abroad - sets out the values that inspire the Group to achieve its objectives and the key principles underlying its management practices.

— 2. Purposes

As further confirmation of its commitment in combating illegal conduct, by introducing this Policy the Prada Group intends to bring together and combine into a coherent framework the existing rules designed to prevent and combat Corruption already applied by the Group, so as to enhance the Recipients' awareness of the rules and behaviours that must be observed.

The Policy is designed for application by all Prada Group Companies, in the countries where the Group operates, providing each Group Company with a reference framework for the identification, review and achievement of anti-corruption objectives established in keeping with the Policy.

— 3. Scope of application

This Policy is issued by Prada, and its adoption is mandatory for all its Group Companies, following any adjustments necessary for foreign subsidiaries in order to comply with specific local regulations, as described in more detail at section 3.1 below.

Compliance with the Anti-corruption Rules and Regulations and this Policy is mandatory for all Recipients.

In the event that applicable provisions of Anti-corruption Rules and Regulations are stricter than those of the Policy, such provisions must be complied with, and in any case their breach will also constitute a Policy breach.

3.1 Adoption and implementation by Group Companies

Each Group Company, whether Italian or foreign, will adopt the Policy without exceptions.

If, due to specific local requirements, a foreign Subsidiary should need to adopt its own Anti-corruption code, the code must in any case comply with this Policy, reflecting its contents as an indispensable basis.

Each Subsidiary shall take any further steps necessary to prevent and control the specific risks to which it is exposed and to establish operational guidelines, with specific regard to the relevant legal and operating environment.

For each Group Company, this Policy shall come into force with its publication on the Company's intranet and website.

— 4. Definitions

For the purposes of this Policy, the terms listed below will have the following meaning:

— **Anti-corruption Due Diligence:** the verification activity, and the related decision-making process, to be carried out in relation to specific categories of (I) transactions, projects or activities, (II) planned or existing relations with specific

categories of Relevant Third Parties/Business Associates, or (III) specific categories of Prada Group Personnel as specified in section 8 below.

— **Anti-corruption Officer:** the Anti-corruption Officer appointed by Prada and by each Subsidiary.

— **Anti-corruption Rules and Regulations:** national regulations applicable in the single countries where the Prada Group operates, the best practices and guidelines set out by international private organizations (ICC – International Chamber of Commerce, Transparency International, PACI – Partnering Against Corruption Initiative and the Global Compact of the United Nations, UNI ISO 37001), as well as all the international law Conventions, including but not limited to:

— OECD Convention on Combating Bribery of Public Officials in International Business Transactions;

— Criminal Law Convention on Corruption – Council of Europe;

— United Nations Convention against Corruption (so-called Merida Convention);

— Italian Criminal Code, with particular reference to art. 317 et seq;

— Italian Civil Code, with particular reference to art. 2635 (corruption between private parties) and art. 2635 bis (instigation to corruption between private parties);

— Law Decree no. 231 of 8 June 2001 (on administrative liability of entities);

— Law no. 146 of 16 March 2006 (Ratification and implementation of the United Nations Convention and Protocols against Transnational Organized Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001);

— Law No. 69 of 27 May 2015 (on crimes against the Public Administration, mafia-type associations and false accounting);

- Anti-corruption legislation in force in Italy constituted by Law No. 190 of 6 November 2012 (on the prevention and repression of corruption and illegality in the Public Administration);
 - Law No. 146 of March 16, 2006 (ratifying and executing the United Nations Convention and Protocols against Transnational Organized Crime, adopted by the General Assembly on November 15, 2000 and May 31, 2001);
 - Law No. 69 of May 27, 2015 (on crimes against Public Administration, mafia-type associations and false accounting);
 - Law Decree no. 50 of 19 April 2016 (Public Procurement Code);
 - Law no. 179 of 30 November 2017 (on the protection of whistleblowers who report crimes or misconduct);
 - Law no. 3 of 9 January 2019 (to combat crimes against the Public Administration);
 - French Law no. 1691 of 9 December 2016 (so-called Sapin II Law);
 - UK Bribery Act of 2010 and the relevant Guidances issued by the British Ministry of Justice;
 - US Foreign Corrupt Practices Act (FCPA) of 1977 and following amendments and additions;
 - Prevention of bribery ordinance (chapter 201 of laws of the special administrative region of Hong Kong) issued in 1971;
 - Guidances, international best practices and international standards (ISO 37001:2016) on corruption prevention and fight;
 - All the other anti-corruption laws adopted by the many countries that have adhered to the above-mentioned international conventions;
 - All the other anti-corruption laws in force in the countries where the Prada Group operates.
 - **Audit and Risk Committee:** body with the task of verifying the existence of an effective whistleblowing reporting system, guaranteeing the confidentiality of reports, the protection of Whistleblower and Reported Party, as well as an independent investigation process.
 - **Business Associate:** any Relevant Third Party (who is not a member of Prada's Personnel) who is required to perform acts in the name or on behalf of one or more Group companies. By way of example, Intermediaries can be Business Associates, as specified at section 6.2 below.
 - **Code of Ethics:** Code of Ethics of the Prada Group.
 - **Corruption:** a conduct whereby anybody who, acting directly or indirectly on behalf or in the interest of Group Companies, offers, promises, receives or provides undue rewards and/or compensation, directly or indirectly (thus through third parties), for personal benefit or for the benefit of Group Companies or third parties.
- For the purposes of this Policy, there is no difference between "corruption of a Public Official or a Person Performing Public Services" and "corruption of a private party".
- Again, for the purposes of this Policy, the definitions of corruption adopted by Transparency International ("the abuse of entrusted power for private gain") and the World Bank ("offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions another party") are also cited as generally recognised references.
- **Counterparty:** the other party in the M&A transaction (e.g. the entity that sells / buy its equity stake in a company to / from a Prada Group Company), the target of the above-mentioned transaction (e.g., a company in which a Group Company acquires an equity stake), and any joint venture partners (before Prada or one of its Subsidiaries forms a new joint venture and in

the event that a new partner joins an existing joint venture).

- **Ethics Committee:** collegial body responsible for managing whistleblowing reports. The Ethics Committee suggests to the Board of Directors any improvements to the process and promotes the required information and training actions aimed at the company population.
- **Family members:** spouse/partner, relative or relative-in-law up to the second degree of in-law kinship.
- **Intermediaries:** are the natural persons and legal persons who are holders of intermediation relationships with the relevant Group Company.
- **Law Decree 231/01:** Italian Law Decree no. 231 of 8 June 2001 concerning the "Provisions of the administrative responsibility of legal entities, companies and associations, including those without legal personality, pursuant to art. 11 of law no. 300 of 29 September 2000" and following amendments and additions.
- **Management and Control Bodies:** the Supervisory Body, the Board of Statutory Auditors and Audit and Risk Committee of any Group Company (if applicable).
- **Policy:** the Anti-corruption Policy adopted by Prada and its Subsidiaries pursuant to section 3 herein.
- **Prada:** PRADA S.p.A.
- **Prada Group or Group (also Group Companies):** Prada and its Subsidiaries.
- **Prada Group Personnel:** the employees of Prada S.p.A. and the Group Companies (executives, middle managers, white collars, blue collars).
- **Person Performing Public Services:** a person performing a public service in any capacity whatsoever, including for a national or international agency, as defined in the single national legislation the public service refers to.
- **Public Official:** a person that performs a

legislative, administrative or judicial public function, regardless of whether the office is held by appointment, election or succession.

- **Recipients:** the Prada Group Personnel worldwide and all those who act in the name and/or on behalf and/or in the interest of the Prada Group and who engage in business and professional relations with it.
- **Relevant Third Parties (also Relevant Third Party):** subjects with which Prada Group has relations that present the risk of being involved in corrupt conducts or of being instrumental to the implementation, facilitation or concealment of corrupt conducts, by way of example but not limited to, Counterparties, business and financial partners, professionals, consultants, business promoters, collaborators in various capacities and suppliers.
- **Reported party:** any person the reported facts refers or may refer to.
- **Subsidiaries:** Companies directly or indirectly controlled by Prada S.p.A.
- **Whistleblower:** any person (within or outside the Prada Group) who submits a Whistleblowing Report.

— 5. General conduct principles

In accordance with national and international legislation and in compliance with the provisions of the Code of Ethics, the Prada Group **does not tolerate Corruption in any way** (i.e., in favor not only of Public Officials or Persons Performing Public Services, but also of persons acting on behalf of companies or private entities). Therefore, the offer, promise and giving, as well as the solicitation, acceptance and receipt of corrupt payments and/or benefits by the Prada Group Personnel and anyone acting in the name of or on behalf of the Prada Group are prohibited.

In particular, in relation to the Group's current or potential business and for any of its areas of interest, the Recipients of the Policy must not:

- **offer, promise, give, pay, authorize a third party to give or pay, directly or indirectly, undue benefits, economic advantages of any value or other monetary or non-monetary compensation to a third party (a Public Official, or a Person Performing Public Services or a private party) as an incentive or reward to act or refrain from acting in relation to one's duties, regardless of where the payoff is made or offered and the place where the third party or the Recipient operates;**
- **request or accept, or authorize a third party to request or accept, directly or indirectly, undue benefits, economic advantages of any value or other compensation, including non-monetary compensation, by a third party (a private party or a Public Official or a Person Performing Public Services) as an incentive or reward to act or refrain from acting in relation to one's own duties, regardless of where the payoff is made or offered and the place where the third party or the Recipient operates.**

Moreover, the conduct indicated at section 7 below is prohibited.

All such conducts are prohibited even if carried out indirectly through any person acting in the name of or on behalf of the Group or through a Relevant Third Party; likewise, the offering, promising or giving of an economic advantage or other benefit in favor of Family members or persons designated by a Public Official or Person Performing Public Services, or by persons acting on behalf of private companies or entities or in any event of a Relevant Third Party are prohibited ("indirect corruption").

Any breach of the rules set forth in this Policy, in addition to entailing a personal liability for the author of the violation under the applicable laws of the relevant country, also constitutes a breach of the Code of Ethics and may expose Prada and its Subsidiaries to the risk of sanctions, as well as to serious reputational damage.

In keeping with the "**zero tolerance**" approach, the Prada Group will not admit any exception to the provisions and prohibitions of this Policy. The conviction of acting for the benefit of the Group can in no way justify the adoption of a conduct contrary to the aforementioned principles.

Actual or even suspected breaches of this Policy or of the Anti-corruption Rules and Regulations must be reported immediately, in accordance with section 11 below.

The Prada Group guarantees that no employee will be punished, dismissed, terminated, demoted, suspended, transferred, harassed, threatened or discriminated against in any way (I) for refusing to adopt illegal conduct, even though such refusal resulted in negative consequences for the Group's business; and (II) for submitting a whistleblowing report.

In order to comply with this Policy, the Group shall adopt and comply with the following general criteria:

Segregation of duties: the party performing an operational activity must be different from the party that controls such activity (and/or the party that authorizes it), as operational activities and control functions need to be adequately separated.

Signatory powers: signatory powers must be adequately formalized and clearly defined and be attributed in close connection with the corporate signature requirements associated with the specific organizational and management responsibilities of the attorney. Signatory powers must be exercised in accordance with the limits set in terms of value and scope, the instructions received and company procedures, as well as applicable laws. The company functions that – within the scope of their duties and responsibilities – have prepared the signed document and/or submitted the document to be signed by the attorney shall be responsible for ensuring that the document is compliant with the law and this Policy, as well as with any other applicable regulatory or procedural provision. The procedure followed to prepare and submit the document for the attorney's signature must be adequately traced and the relevant documents adequately stored.

Impartiality and absence of conflicts of interest: the Recipients of this Policy must operate with

professionalism, transparency, impartiality and in accordance with Anti-corruption Rules and Regulations and must report promptly any situation which might give rise to a conflict of interest. Disclosures of any potential conflicts of interest must be sent in accordance with the applicable guidelines and procedures.

Traceability and storage: all activities performed and the related checks carried out must be traceable and verifiable a posteriori; the documentation produced must be filed tidily and remain easily retrievable.

Know your partner: each corporate function that is a process owner (so called "process owner") must implement, within the scope of their duties and responsibilities, proper procedures (in accordance with reasonableness and proportionality criteria with respect to the relationship to be established) aimed at: (I) checking the reliability, reputation and adequacy of any third party with whom the Prada Group is considering the establishment of a professional and business relationship, if necessary carrying out an Anti-corruption Due Diligence in accordance with section 8 below, (II) laying down specific contractual provisions that require third parties to comply with the principles contained in the Code of Ethics, in this Policy and in the procedures and protocols implemented to comply with Anti-corruption Rules and Regulations, and (III) checking the effectiveness of the services performed by third parties in accordance with the agreements entered into with Group Companies and determining the reasons for the payments as well as the fairness of the amounts to be disbursed.

As a general criterion, for the purposes of application of this Policy, the following must be considered prohibited (as are the types of conduct referred to in the Policy, specifically in section 7):

- **any other conduct, even though it is not expressly prohibited by this Policy, has the same purpose as one or more prohibited conducts referred to in the Policy;**
- **any approach intended to circumvent or avoid the prohibitions referred to in this Policy including, but not limited to:**
 - a given conduct referred to in the Policy is prohibited also in the event that a party uses

funds or resources that are either personal or made available by a third party external to the Group;

- the provision of monetary or non-monetary benefits referred to in the Policy is prohibited also in the event that the beneficiary is not the person directly involved in the company activities – a Public Official, supplier, partner, etc. – but a Family member, a nominee, an intermediary, a creditor, a debtor, etc.;
- the prohibition to make or accept gifts other than small value gifts applies also to the Recipient with regard to the offer/receipt to/from the same party of a large number of small value gifts over a reasonably long period of time for the purposes of the Policy.

Transparency and traceability of processes: every activity carried out and the relevant controls performed must be verifiable, documented, reconstructible over time, consistent with the Prada Group business. The correct storage of data and relevant information must be guaranteed, by means of computerised and/or paper supports.

Respect for process roles and responsibilities: in order for single activities to be carried out based on the relevant scope of competence and in compliance with the delegated powers granted, it is necessary to define suitable organizational tools as well as clearly and formally identify the responsibilities entrusted to the Prada Group Personnel in the operational management of activities, of internal authorisation powers and powers of representation towards third parties.

Confidentiality: without prejudice to compliance with the principle of transparency and the disclosure requirements imposed by the laws in force, all the Prada Group Personnel and those who, directly or indirectly, permanently or temporarily, have relations with the Prada Group shall ensure the confidentiality of information, documents and data belonging to the Group which, as such, cannot be used, communicated and disseminated without specific authorization.

Transparency and cooperation in relations with public authorities: the Prada Group Companies actively and fully cooperate with public authorities. Relationships

with Public Officials and/or Persons Performing Public Services of any nature must be transparent, consistent with this Policy and must only be entertained by the corporate functions formally authorised to do so.

— 6. Conduct principles in relationships with Relevant Third Parties and Business Associates

6.1. Relevant Third Parties

Each Group Company shall guarantee that the Policy will also be made known to its Relevant Third Parties. In order to prevent a Group Company from being held liable for corrupt activities committed by Relevant Third Parties, the latter are required to comply with the rules of the Code of Ethics and this Policy.

As a general rule, Relevant Third Parties must refrain from engaging in any conduct that could be qualified as corrupt conduct with respect to any person, whether public or private, including corrupt conduct towards the Prada Group Personnel.

The process for selecting Relevant Third Parties and entering into and performing the relevant agreements - with particular reference to the verification of ethical requirements, the selection and award of the relevant agreement, the management of post-award relationships, standard contractual protection clauses (including those providing for compliance with this Policy and with applicable Anti-corruption Rules and Regulations), verifications concerning the performance of the agreement, payment of fees and keeping of the relevant documentation - must be carried out in accordance with this Policy as well as with the Group's internal regulations.

Furthermore, for the purposes of managing a relationship with a Relevant Third Party and assessing the nature and extent of the associated Corruption risk, the Group shall ensure that the specific Anti-corruption Due Diligence activities regulated by section 8 below are carried out.

When a Relevant Third Party can be qualified as a Business Associate, the additional rules and principles

of conduct set forth at section 6.2 below and in the internal regulations shall apply.

If there is any doubt as to whether a Relevant Third Party can be qualified as a Business Associate, the relevant Anti-corruption Officer should be contacted without delay for advice.

6.2. Business Associate

Those Relevant Third Parties who, due to the specific nature of the activity entrusted to them, are required to perform acts in the name of or on behalf of a Prada Group Company are qualified as Business Associates.

In particular, suppliers of goods or services or contractors are not, as a rule, Business Associates, but may qualify as such when they are required, in the context of their contractual relationship with the Group, to carry out activities involving relations with Public Officials or Persons Performing Public Services or contractual relations with private counterparties in the name of or on behalf of a Group Company (for example, a contractor who is also entrusted with the task of dealing with public authorisation procedures on behalf of such a company, or a supplier who has a mandate to negotiate with third parties for the supply of goods and services on behalf of or in the interest of a Group Company, as in the case of a "general contractor").

For these reasons, intermediaries and agents normally qualify as Business Associates. Partners may also qualify as Business Associates when in the context of their relationship with the Group they are required to perform acts in the name of or on behalf of the relevant Group Company.

In order to avoid that a Prada Group Company may be held liable for corrupt activities committed by its Business Associates in their own interest - especially if remunerated with commissions, fees or other forms of remuneration based on the results obtained to the benefit of the Group - the latter are required to comply with the rules of the Code of Ethics and this Policy.

In the selection of Business Associates and in the management of relations with them, the Prada Group Personnel shall comply with the provisions of this Policy and the internal regulations, adopting a particular level of attention and caution, also in relation to the type of activity involved in the service (e.g., if the Business

Associate interacts with Public Officials) and the risk of Corruption of the country in which the Business Associate operates.

Furthermore, for the purposes of managing a relationship with a Business Associate and assessing the nature and extent of the Corruption risk associated with it, the Group ensures that the specific Anti-corruption Due Diligence activities regulated by section 8 below are carried out.

Relevant Third Parties and Business Associates are required to sign a declaration stating that the Policy has been made available to them and they undertake to comply with it and to ensure that their successors and assigns comply with it.

— 7. Conduct principles in key sensitive areas

With regard to the types of activities of the Prada Group, and as a result of the risk assessment referred to in section 10.2 below, the following areas can be identified as most sensitive to the risk of Corruption:

- **Dealings with Public Authorities (in all their ramifications);**
- **Gifts, hospitality and entertainment expenses;**
- **Facilitation & Extortion payments;**
- **Dealings with political organizations and trade unions;**
- **Consulting, specialist and professional engagements;**
- **Award of works and/or the supply of goods and services;**
- **Acquisitions of shareholdings in other companies and joint ventures (M&A);**
- **Selection, recruitment and management of the Prada Group Personnel;**
- **Donations, non-profit initiatives and sponsorships.**

In relation to the current or potential Group business and otherwise in relation to all areas of interest of the Group, Recipients must comply with the Code of Ethics, the procedures and the protocols established to abide by Anti-corruption Rules and Regulations, as well as the following conduct principles.

7.1. Dealings with Public Authorities (in all their ramifications)

The Group's dealings with the representatives of Public Authorities (P.A.), in all their ramifications, must be strictly compliant with Anti-corruption Rules and Regulations and cannot in any way affect the Group's integrity and reputation.

Only authorized Group officers and functions may enter into commitments and manage dealings with P.A. representatives and/or other public entities.

In such dealings, the Group shall not seek to improperly influence the decisions or actions of the institution concerned, nor shall it use the mediation of a third party, real or purported.

Any corporate lobbying initiatives, including via third parties, must:

- be based on criteria of legality, fairness and transparency;
- comply with the company's strategic guidelines and be clearly linked to the pursuit of its business objectives;
- be conducted without giving rise to any suspicion of corruption, conflict of interest or other irregularity, in compliance with applicable laws and the principles set out in the Code of Ethics and this Policy;
- be adequately traced and traceable ex post.

In line with the above-mentioned transparency principle:

- in dealings with representatives of Public Authorities, transparent and lawful channels of accreditation must be used, as well as forms of communication that enable

identify the organizational structure and the interests it represents;

- the corporate interest represented in an ongoing decision-making process must also be supported by submitting proposals, suggestions, studies, researches and analyses that highlight the importance and impact of the decision;
- the information used must be transferred only after its completeness and reliability have been checked by the relevant corporate functions;
- the persons in charge of managing relations with Public Authorities are defined in advance on the basis of the company's structure of delegated powers and the content of the legal requirements;
- the persons in charge of managing relations with Public Authorities shall adopt specific measures to monitor deadlines and requirements for obtaining authorisations, licences, concessions, etc. in compliance with applicable laws, defining all the deadlines and the progress of the preliminary investigation, in order to plan sufficiently in advance the preparation of data and documents;
- the persons in charge of managing relations with Public Authorities shall monitor the fulfilment of the requirements necessary to maintain authorisations, licences, concessions, etc., also by means of periodic checks at the sites, promptly implementing any corrective actions;
- the correctness of the documentation to be provided to Public Authorities is verified by a person with appropriate powers before submission and is signed, if necessary, by an authorised person;
- at least two authorised persons of the Group Company must attend meetings with Public Authorities;
- it is always necessary to keep track of relevant meetings (including remote

meetings) held, indicating (at least) the following elements: I) date and place of the meeting; II) representative of Public Authorities met and position held by him/her; III) authorised persons present at the meeting; IV) subject of the meeting. With reference to inspections, if a report is not delivered at the end of the inspection, the authorised person must draft a note containing the following significant information: I) date and place of the visit; II) Public Administration official met and position held; III) authorised persons attending the visit; IV) purpose of the inspection visit; and V) outcome of the visit.

Regarding dealings with the Management and Control Bodies, the Group undertakes to abide strictly by the rules set by these authorities to ensure compliance in its areas of competence. The Prada Group Personnel shall comply with any request by these Bodies during their inspections, by cooperating in the relevant activities.

7.2. Gifts, Hospitality and Entertainment Expenses

Gifts, presents and other entertainment expenses are permitted as a common practice of professional and business courtesy, subject to the prohibition of offering or accepting sums of money. To that end, gifts and any other benefit or non-monetary compensation that the Recipients offer to, or accept from, public or private parties must be: (a) appropriate, reasonable and in good faith, (b) such as not to (I) compromise the integrity and reputation of any of the parties in the relationship or (II) create the impression, in the beneficiary or in an impartial third party, that they are intended to obtain, maintain or compensate for undue advantages or to exercise undue or illegal influence over the beneficiary's activities or decisions, (c) registered, thereby ensuring that the relevant beneficiaries may be traced back ex post, and otherwise not offered or accepted secretly, (d) compliant with Anti-corruption Rules and Regulations and procedures and corporate protocols.

7.3. Facilitation and Extortion Payments

The Group expressly prohibits, in Italy and abroad, all so-called facilitation payments, that is any type of payment or payoff given directly or indirectly to Public

Officials or to Persons Performing Public Services or to private parties, whether natural persons or economic entities, Italian or foreign, for the purpose of expediting, facilitating or simply ensuring the performance of a routine activity or an activity that is in any event lawful and legitimate within the scope of the duties of such persons.

In certain situations, Prada Group Personnel may be forced to pay money to public or private third parties, by means of violence or serious and imminent threats to their physical safety and personal security (**so-called extortion payments**). Such payments, which are permitted only for the purpose of avoiding personal injury, must be:

- promptly identified and properly documented. In particular, the Prada Group Personnel involved shall send by e-mail to their direct supervisor, to the Ethics Committee (see section 8.3) and to the Anti-corruption Officer of the relevant Group Company a report on the incident, indicating the date, the place, the amount paid, the beneficiary and a description of the objective circumstances of violence or serious and imminent threat in which the payment was made. The Anti-corruption Officer shall liaise with the relevant legal department to decide on any action to be taken, including a possible internal investigation into the incident;
- duly recorded into the accounts;
- where appropriate or where required by the law, reported to the competent authorities.

7.4. Dealings with Political Organizations and Trade Unions

The Group shall not provide contributions of any kind, directly or indirectly, to political parties, movements, committees or political and trade union organizations, or to their representatives or candidates, either in Italy or abroad, without prejudice to what is established and permitted by applicable laws.

7.5. Award of works and/or supply of goods and services (including consultancies)

The selection of suppliers by the Group must be transparent, traceable, public and based on free competition, non-discrimination, equal treatment and rotation criteria and on verifiable data related to the competitiveness and quality of the products and services required.

The procedure for selecting a consultant must respect the criteria of professionalism, transparency, impartiality, cost-effectiveness and efficacy.

Specific due diligence relating to Corruption risk must be carried out with the aim of identifying any evidence of unethical or suspicious conduct by the potential supplier in compliance with the provisions of section 8 below.

Company procedures implement the above criteria, regulating in detail the relevant processes.

7.6. Acquisition of shareholdings in other companies and joint ventures (M&A)

The Group's M&A initiatives must provide (under the responsibility of the corporate function "process owner", with the support of the competent legal function and of the other structures concerned) for adequate and reasonable verification of the counterparties, with particular regard to their identity, reputation and reliability, any pending proceedings or convictions for Corruption offences (or for other offences that may affect professional morality) against the counterparty itself or its relevant persons (e.g., shareholders, directors, senior management, etc.), through the performance of an appropriate Anti-corruption Due Diligence in compliance with section 8 below.

7.7. Selection, Recruitment and Management of the Prada Group Personnel

The selection, recruitment and management of the Prada Group Personnel shall be based on the principles of fairness and impartiality.

The Prada Group shall recruit employees whose qualifications meet its staffing requirements, making

choices – as with the management and career development of current employees – solely on the basis of professionalism and competence and rejecting any kind of favouritism.

Moreover, already at the time of selection, candidates must declare, in compliance with the applicable legislation, the possible existence of situations and circumstances that the Group considers relevant for the purposes of assessing the possible continuation of the selection process (e.g., family relations with members of the Public Administration, incompatibility, conflicts of interest, etc.).

The Human Resources Department of each Group Company is responsible for ensuring that its own selection and recruitment processes, and its management of current employees, comply with the aforementioned principles and criteria without exception, including in the case of candidates recommended by Recipients.

7.8. Donations, Non-profit initiatives and Sponsorships

Donations, non-profit initiatives and sponsorships shall be undertaken at the company's discretion, in accordance with common business practices.

The above-mentioned activities must be carried out by Group Companies in accordance with applicable authorization procedures and processes.

In any case, among the aspects to be considered when choosing proposals to join, the Group Company concerned must pay attention to any possible personal and corporate conflicts of interest.

In accordance with criteria of reasonableness and proportionality with respect to the size of Group's expected outlay, the corporate function "process owner" must determine in advance the nature and importance of the initiative, the identity and reputation of the final beneficiaries of the sponsorship or the contribution (promoters, organizers, etc.). In addition, the actual implementation of the initiative itself and, in particular, its consistency with the program proposed to the Group Company concerned must be verified.

Recipients of donations, non-profit initiatives and sponsorships must undergo the Anti-corruption Due Diligence referred to in section 8 below.

In addition, donations, non-profit initiatives and sponsorships must be formalised through specific agreements, signed in accordance with the system of delegated powers in force, and must include, inter alia, the beneficiary's commitment to comply with the Code of Ethics, the Organizational, Management and Control Models provided for by Law Decree 231/01 (limited to Italian companies), the Policy and the Anti-corruption Rules and Regulations in force, and the possibility of terminating the agreement in the event of their breach.

Group Companies must ensure that payments are made exclusively as indicated in the agreement, exclusively in favour of the contractual counterparty and subject to verification of the correct performance of the service, on accounts in the counterparty's name and never on encrypted accounts or in cash or in a third country other than the one in which the beneficiary has its headquarters or carries out its activities. The amount paid in accordance with the sponsorship agreement must be recorded in the Group Companies' books and records in a correct and transparent manner.

Any donation, non-profit initiative and/or sponsorship that may affect the independence of judgement of the beneficiary or induce him/her to ensure any advantage to a Group Company is in any case forbidden.

— 8. Anti-corruption Due Diligence

In specific cases, Group Companies carry out an Anti-corruption Due Diligence in order to get sufficient information to assess the level of Corruption risk related to (I) specific categories of transactions, projects or activities, (II) planned or existing relationships with specific categories of Relevant Third Parties / Business Associates, or (III) specific categories of Prada Group Personnel.

This assessment is carried out through the performance of checks (such as, background check, integrity check, acquisition of financial data, obtainment and review of supplier's documents such as code of ethics, anti-corruption policy, gifts procedure, etc.) aimed at obtaining sufficient information to ascertain the level of Corruption risk.

The Anti-corruption Due Diligence is also useful as an additional and targeted check for the prevention and detection of Corruption risk as well as to decide whether to postpone, terminate or modify audited relationships.

The Anti-corruption Due Diligence is a flexible tool. The absence of negative information does not necessarily mean that there is no risk of Corruption, just as the presence of negative information does not necessarily mean that there is a significant risk of Corruption or that the activity should not be carried out. Findings must be considered carefully, and each Group Company must implement a rational decision-making process based on the information and checks carried out. The general intention is for each Group Company to carry out adequate checks in order to form a reasonable opinion about the level of Corruption risk it faces in relation to the activity covered by the Anti-corruption Due Diligence.

The Anti-corruption Due Diligence should be updated to take due account of any changes in circumstances or relevant new information.

— 9. Accounting records

Every Group transaction or operation must be properly entered in the Group's accounting system, in accordance with applicable laws and accounting standards. Every Group transaction or operation must be authorized, verifiable, lawful, consistent and fair.

For the accounts to be truthful, complete and transparent, the Group shall keep adequate and complete supporting documents for every transaction in its records, so as to make it possible to:

- enter the amounts in the books accurately;
- determine at once the characteristics and the reason for the transaction;
- easily trace back the transaction;
- check the decision-making, authorization and implementation process, as well as the identification of the various levels of responsibility.

Therefore, all employees are required to cooperate – based on their individual responsibilities – so that every Group transaction is recorded in a proper and timely manner.

Each accounting entry shall reflect exactly what is shown on the supporting documents. Therefore, it shall be the duty of the Prada Group Personnel involved in the relevant operation or transaction to ensure that the supporting documents are easily retrievable, ordered and available for the accounting team.

— 10. Policy implementation

10.1. Anti-corruption Officers

Each Anti-corruption Officer operates with the necessary authority defined in the appropriate appointment notice and whose independence is guaranteed by his or her non-involvement in business activities exposed to Corruption risks. In line with the provisions of the UNI ISO 37001 standard, the function of Anti-corruption Officer must be assigned to a person who has the appropriate skills, status, authority and independence.

Any involvement in criminal proceedings for Corruption or similar offences, as well as any final conviction relating to the same offences, must be deemed sufficient grounds for ineligibility for appointment. Therefore, in order to proceed with the appointment of the Anti-corruption Officer, the person identified is required to self-certify that he/she does not have a criminal record and that he/she is not involved in any pending criminal proceedings.

Without prejudice to compliance with the principles set out above (i.e., authority and independence), individual Group Companies, if appropriate in terms of their organizational structure, may appoint the Anti-corruption Officer of another Group Company (e.g., their parent company) as their own Anti-corruption Officer. This must be done by means of a specific appointment notice.

For the Group Company by which he/she is appointed, the Anti-corruption Officer shall oversee compliance to prevent Corruption and ensure that (I) the Policy is implemented by the relevant Company, (II) specialized assistance in Anti-corruption matters is provided to the

company's personnel, (III) the Corruption prevention management system is checked for compliance with the general requirements, and (IV) Corruption risk is constantly monitored.

In addition, the **Anti-corruption Officer** shall:

- **report regularly on his/her activities to the Supervisory Body of his/her Group Company, interacting with it to ensure for the effective performance their respective duties;**
- **provide the competent Internal Audit Department with information on the planning of the audit activities relating to the relevant Group Company and any other necessary or useful information;**
- **interact with the competent Legal (and Compliance, if applicable) Department for updates on regulatory and case law developments in the areas of interest;**
- **promote the adoption and update, when necessary, of internal anti-corruption rules, including the Code of Ethics and the Organizational, Management and Control Models provided for by Law Decree 231/01 for the Group Companies adopting them;**
- **provide consultancy to Recipients with respect to any doubt or query relating to the enforcement of the Policy and internal anti-corruption rules;**
- **periodically receive from the competent corporate functions, and in coordination with the other Management and Control Bodies, specific information flows on any activities identified as being at risk of Corruption (such as, for example, with regard to purchase/ consultancy agreements entered into during the period).**

Prada's Anti-Corruption Officer ensures the adjustment, updating and improvement of the Policy and plays a role in directing and coordinating the Anti-Corruption Officers appointed by the Subsidiaries. He/ she also plays a role in directing and coordinating the Anti-Corruption Officers appointed by Subsidiaries.

10.2. Corruption risk assessment

Group Companies shall carry out, including for the purpose of designing their own system for managing Corruption prevention, a periodic assessment of Corruption risk (hereinafter also referred to as "Risk Assessment") designed to:

- **identifying the reasonably foreseeable Corruption risks to which the organization is exposed;**
- **analyzing and assessing, on the basis of defined and formalized criteria, the risks identified;**
- **assessing the suitability and effectiveness of existing controls to mitigate applicable Corruption risks;**
- **planning, where appropriate, the necessary actions to strengthen the internal control system.**

Risk Assessment activities must be coordinated by the Anti-corruption Officer, who shall liaise with the competent Legal functions and the Supervisory Body) and make use of external specialist consultants, where necessary or appropriate.

10.3. Prada Group Personnel training

The Group promotes awareness of the Policy, the Code of Ethics and the Anti-corruption Rules and Regulations by all the Prada Group Personnel. To this end, the Policy shall be disseminated to all the Prada Group Personnel and made available on the company intranet.

Each Group Company, liaising with the Anti-corruption Officer, shall plan and manage training activities in this area, with the purpose of ensuring that the respective employees and associates (where applicable) understand, in relation to the position held:

- the Corruption risks to which they and their organization are exposed;
- the Policy;
- the relevant aspects, related to their role within the Group, of the Corruption prevention management system;
- the pre-emptive actions to be undertaken and the reports to be submitted in relation to the risk or the suspicion of illegal

practices.

Participation in training activities is mandatory.

The Human Resources Department of individual Group Companies shall ensure that the planned training path is followed by all the Prada Group Personnel.

The Anti-corruption Officer must be informed of the training activities planned and actually delivered.

10.4. Support and Assistance

The Prada Group encourages the Prada Group Personnel to promptly raise any doubts. The Prada Group Personnel who are not sure of the correctness of the conduct to be adopted shall first ask for assistance to the Anti-corruption Officer of the Group Company to which they belong, using the dedicated mailbox anticorruzione@pradagroup.com, or by means of hardcopy correspondence, always addressed to the Anti-corruption Officer.

— 11. Whistleblowing reports

The process for managing whistleblowing reports is carried out by the Ethics Committee. The breach, or suspected breach, of Anti-corruption Rules and Regulations or this Policy must be reported immediately through one of the following alternate channels:

- **a computer platform, accessible to all Whistleblowers (employees, third parties, etc.) on the website and, where appropriate, on the intranet of each Group Company (e.g., Prada website: <https://www.pradagroup.com/en/group/corporate-governance.html>). The platform - released by a specialist third party independent from the Prada Group - enables users to submit reports through a guided online procedure, without having to register or provide any personal details;**
- **via a dedicated e-mail address (e.g., whistleblowing@pradagroup.com; indicated on the website of each Group Company and in the "Whistleblowing Management Procedure" adopted by the Group;**

- **via ordinary mail, to the address indicated on the website of each Group Company and in the adopted "Whistleblowing Management Procedure": PRADA S.p.A. Via Antonio Fogazzaro 28, 20135 Milan (k.a. Internal Audit Director).**

Although anonymous reports are accepted, named reports are preferable in order to facilitate swift and effective investigation, as well as for the possible need for an appropriate dialogue with the Whistleblower.

The Ethics Committee shall define the necessary communication flows within the organization and/or with Management and Control Bodies.

As part of these flows, the Ethics Committee shall inform, in accordance with the scope of their responsibilities, the Supervisory Body and the Anti-corruption Officer of the relevant Group Company about the report received, as well as about the outcome of preliminary checks and any subsequent investigations carried out, also with a view to ascertain any additional grounds for further investigation.

Moreover, the Ethics Committee shall send the periodic report prepared for the Supervisory Bodies to the Anti-corruption Officer for information purposes.

Group Companies shall guarantee confidentiality regarding the existence and content of the report, as well as on the identity of Whistleblowers (if disclosed) and Reported Parties. Furthermore, Whistleblower's protection is guaranteed in compliance with law provisions.

In particular, the Prada Group shall support any Whistleblower in compliance with the provisions of this section or takes part in an investigation of a suspected violation and is not involved in such conduct. Any member of the Prada Group Personnel who reports a potential violation or has, in good faith or based on a reasonable belief, a doubt in relation to compliance with the Code of Ethics, the Organizational, Management and Control Model provided for by Law Decree 231/01, this Policy and/or the Anti-corruption Rules and Regulations is acting fairly and must not fear or suffer retaliation.

Prada Group Personnel shall not be punished, dismissed, terminated, demoted, suspended, transferred, harassed, threatened or discriminated

against in any way for making reports in good faith or on the basis of a reasonable belief. For further information on the whistleblowing process, reference should be made to the relevant procedures adopted by Group Companies.

— 12. Breach of the Policy

12.1. Disciplinary sanctions

Breaches of the Policy by the Prada Group Personnel will result in the adoption, by the relevant Group Company, of disciplinary measures. The Group will also fully cooperate with competent authorities. Every violation shall be pursued with the application of adequate and proportionate disciplinary measures, considering also the criminal nature of the related conduct.

12.2. Contractual remedies

Breaches of the principles and provisions set out in the Policy by third parties may result, based on specific considerations of the relevant Group Company, in the failure to execute, or in the termination of, contractual arrangements.

— 13. Ongoing monitoring and improvement

The Internal Audit Department, based on the approved audit plan, shall review and assess the internal control system, to ensure that the provisions of the Policy are applied. Moreover, in the event of any act of Corruption or breach of the Anti-corruption Policy or the Anti-corruption Rules and Regulations, as reported, detected or reasonably alleged, ad hoc internal investigations shall be carried out when necessary or appropriate. These activities may be carried out by the competent Internal Audit function, or entrusted, with specific mandates, to parties outside the organization who have the necessary expertise and professional requirements.

The status and outcome of any investigations carried out shall be reported to the Anti-corruption Officer of

the relevant Group Company and to the Supervisory Body, if falling within its competence.

Prada's Anti-corruption Officer shall monitor the adoption of the Policy by the Group Companies and shall review the Policy regularly to ensure its full effectiveness. Moreover, he/she shall propose to the Board of Directors to update the Policy if gaps or issues are identified.

The Supervisory Body and the Internal Audit Department of Prada may also recommend improvements to the Policy on the basis of any emerging best practices. Non-binding recommendations may also be made by the Anti-corruption Officer of Subsidiaries.

In the event of breaches, the competent company functions will consider whether any revisions or amendments to the internal rules and regulations might help prevent recurrence of the breach. Similarly, Prada's Anti-corruption Officer shall consider any revisions and amendments to the Policy.

The Anti-corruption Officer of each Group Company shall prepare a periodic report (at least once a year) on monitoring activities, to be submitted to the Management and Control Bodies.

Every Group Company shall guarantee that its own system for the management of Corruption risk meets the general requirements and is committed to improving such system on an ongoing basis.