

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

Pursuant to Rule 13.51D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board of Directors (the “**Board**”) of PRADA S.p.A. (the “**Company**”) sets out the following procedures for shareholders to propose a person for election as a director of the Company (a “**Director**”).

### PROVISIONS CONTAINED IN THE COMPANY’S BY-LAWS

The procedures for a shareholder to propose a person for election as a director of the Company are laid down in Articles 19.3 and 19.4 of the Company’s By-laws. The procedures are summarized below.

1. Pursuant to Article 19.3 of the Company’s By-Laws, a shareholder who, alone or together with others, represents at least 1% of the share capital of the Company may propose one or more candidates up to a maximum of 11 candidates (the “**Candidate(s)**”) for election as Director(s) at a shareholders’ meeting. To do so, the shareholder must file the name(s) of such Candidates with the Company at its registered office at Via Antonio Fogazzaro n.28, Milan 20135, Italy for the attention of Ms. Patrizia Albano, Group Corporate Affairs Director and Joint Company Secretary, at least 25 days prior to the date of the shareholders’ meeting called to resolve upon Directors’ appointment on the first or single call.
2. The details of the Candidate(s) are then published by the Company in accordance with the applicable Italian regulations and the Listing Rules.
3. At the same time as making the nomination of Candidates in accordance with Article 19.3, the proposing shareholder(s) are also required, on penalty of inadmissibility, to file:
  - (i) a list of the proposing shareholder(s), specifying the number of shares in the Company held by each shareholder(s), together with evidence confirming compliance with the 1% threshold requirement;
  - (ii) the *curriculum vitae* of each Candidate(s); and
  - (iii) confirmation(s) from each Candidate(s) accepting his/her nomination and confirming that there are no grounds for his/her ineligibility and incompatibility to act as a director and that he/she satisfies the integrity and, if applicable, independence requirements under the applicable Italian regulations and the Listing Rules.