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If you have sold or transferred all your shares in PRADA S.p.A., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

PRADA S.p.A.

Via A. Fogazzaro n. 28, 20135 Milan, Italy
Registry of Companies of Milan, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company)
(Stock Code: 1913)

**PROPOSALS FOR
AUDITED FINANCIAL STATEMENTS
ALLOCATION OF THE NET
INCOME AND FINAL DIVIDEND
APPOINTMENT OF AUDITOR
AND AUDITOR'S REMUNERATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Shareholders' General Meeting of PRADA S.p.A. (the "Company") to be held in Milan (Italy) at the Company's registered office at Via A. Fogazzaro n. 28, on Thursday, May 23, 2013 at 12:00 noon CET time / 6:00 p.m. Hong Kong time is set out on pages 6 to 8 of this circular. In accordance with article 17.4 of the Company's by-laws, persons entitled to attend and vote at the Shareholders' General Meeting are allowed to attend and vote through the video-conference system which will be located in Hong Kong at the registered office of Prada Asia Pacific Limited at 36/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong.

A form of proxy for use at the Shareholders' General Meeting is also enclosed. The form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and on the website of the Company (www.pradagroup.com). Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

April 19, 2013

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meaning:

“Board”	the Board of Directors of the Company
“By-laws”	the by-laws of the Company
“Company”	PRADA S.p.A., a company incorporated under the laws of Italy as a joint-stock company, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the Shareholders’ General Meeting set out on pages 6 to 8 of this circular
“Share(s)”	share(s) of Euro 0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shareholders’ General Meeting”	the annual general meeting of the Company to be held in Milan (Italy) at the Company’s registered office at Via A. Fogazzaro n. 28, on Thursday, May 23, 2013 at 12:00 noon CET time / 6:00 p.m. Hong Kong time and any adjournment thereof, notice of which is set out on pages 6 to 8 of this circular. In accordance with article 17.4 of the Company’s by-laws, persons entitled to attend and vote at the Shareholders’ General Meeting are allowed to attend and vote through the video-conference system which will be located in Hong Kong at the registered office of Prada Asia Pacific Limited at 36/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

PRADA S.p.A.

Via A. Fogazzaro n. 28, 20135 Milan (Italy)
Registry of Companies of Milan, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company)
(Stock Code: 1913)

Executive Directors:

Ms. Miuccia PRADA BIANCHI (Chairperson)
Mr. Patrizio BERTELLI (Chief Executive Officer)
Mr. Carlo MAZZI (Deputy Chairman)
Mr. Donatello GALLI (Chief Financial Officer)

Non-executive Directors:

Mr. Marco SALOMONI
Mr. Gaetano MICCICHÈ

Independent Non-executive Directors:

Mr. Gian Franco Oliviero MATTEI
Mr. Giancarlo FORESTIERI
Mr. Sing Cheong LIU

Registered Office:

Via A. Fogazzaro n. 28,
Milan 20135
Italy

*Principal place of business
in Hong Kong:*

36/F, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

April 19, 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
AUDITED FINANCIAL STATEMENTS
ALLOCATION OF THE NET
INCOME AND FINAL DIVIDEND
APPOINTMENT OF AUDITOR
AND AUDITOR'S REMUNERATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Shareholders' General Meeting and additional information regarding the three resolutions to be proposed at the Shareholders' General Meeting, including (1) (a) the approval of the Audited Separate Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2013; (1) (b) the allocation of the net income of the Company for the year ended January 31, 2013, including the declaration and distribution of a final dividend; and (2) the appointment and the determination of the remuneration of the Company's auditor.

LETTER FROM THE BOARD

AUDITED FINANCIAL STATEMENTS

On April 5, 2013 the Board recommended the approval of the Audited Consolidated Financial Statements for the year ended January 31, 2013 and the Audited Separate Financial Statements for the year ended January 31, 2013 (as prescribed under the applicable Italian laws) at the forthcoming Shareholders' General Meeting.

ALLOCATION OF NET INCOME AND FINAL DIVIDEND

On April 5, 2013 the Board recommended the approval at the forthcoming Shareholders' General Meeting of the allocation of the net income of the Company, for the year ended January 31, 2013, as follows; (i) Euro 4,786,769 to the legal reserves of the Company; (ii) Euro 230,294,160 to Shareholders as a final dividend, in particular to declare and distribute a final dividend of Euro/cents 9 per share; (iii) Euro 53,215,654 to retained earnings. Subject to the Shareholders approving the recommended final dividend, the dividend will be payable on or about Thursday, June 20, 2013.

The dividend payments shall be made in Euro to the Shareholders recorded in the section of the Company's shareholders' register kept by the Company at its registered office in Milan (Italy) and in Hong Kong dollars to the Shareholders recorded in the section of the Company's shareholders' register kept in Hong Kong. The relevant exchange rate will be the opening buying T/T rate of Hong Kong dollars to Euros as announced by the Hong Kong Association of Banks (www.hkab.org.hk) on Thursday, May 23, 2013, being the day of approval of the dividend by the Shareholders.

In order to qualify for the payment of the proposed final dividend, all transfers accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or with the Company's registered office in Milan (Italy), Via Antonio Fogazzaro n. 28, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office, no later than 4:30 p.m. (Hong Kong time) on Wednesday, May 29, 2013. The shareholders' register of the Company (both sections) will be closed from Thursday, May 30, 2013 to Friday, May 31, 2013, both days inclusive, during which period no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' register on Friday, May 31, 2013.

The final dividend will be paid net of 20% Italian withholding tax. Further details on the Italian withholding tax are included in the Tax Booklet, which is available on the Company's website at www.pradagroup.com.

Shareholders should seek independent professional advice in relation to the procedures and timing for obtaining a refund of Italian withholding tax, if applicable.

LETTER FROM THE BOARD

WAIVER FROM STRICT COMPLIANCE WITH RULE 13.88 OF THE LISTING RULES

As highlighted in the Prospectus of the Company dated June 13, 2011, the Company's auditor, under Italian law, is appointed and its remuneration is determined every three years by the Shareholders in a shareholders' general meeting of the Company, on the basis of a proposal from the board of statutory auditors.

At the shareholders' general meeting of the Company held on April 28, 2010, it was resolved that the auditor be appointed for a term of three financial years. Accordingly, the auditor's mandate will expire at the forthcoming Shareholders' General Meeting.

Since it is not possible for the Company as a matter of Italian law to comply with the first sentence of the Listing Rule 13.88 (relating to the appointment of an auditor at each annual general meeting to hold office from the conclusion of that meeting until the next annual general meeting), the Company has sought and obtained from the Stock Exchange a waiver from strict compliance with Listing Rule 13.88. The waiver was granted on April 13, 2012.

As a consequence the Company's auditor will be appointed and its remuneration determined every three years at the shareholders' general meeting of the Company under the applicable laws.

APPOINTMENT OF THE COMPANY'S AUDITOR AND AUDITOR'S REMUNERATION

Pursuant to the applicable Italian laws and the applicable Listing Rules, the Company has received two separate proposals from the board of statutory auditors and the Audit Committee, both proposing that Deloitte & Touche S.p.A., the Company's current auditor, be appointed as auditor ("*revisore legale dei conti*") of the Company at the Shareholders' General Meeting for a term of three financial years (financial year ending January 31, 2014 to financial year ending January 31, 2016), the term of which will expire on the date of shareholders' general meeting called to approve the financial statements for the last year of the auditor's office being the year ending January 31, 2016.

Under the applicable Italian laws, the Shareholders in the shareholders' general meeting shall also approve the remuneration for the audit services to be performed by the Company's auditor for each financial year of its three-year term.

In this respect both the board of statutory auditors and the Audit Committee proposed a total annual remuneration of Euro 1,605,000 for Deloitte & Touche S.p.A. and its network in respect of provision of audit services to the Prada Group during its three-year term; of which Euro 472,000 for each financial year will be Deloitte & Touche S.p.A.'s remuneration for the provision to the Company of the audit of the Separate Financial Statements and the Consolidated Financial Statements. The auditor's annual remuneration shall be subject to adjustment in accordance with changes in relevant applicable laws or additional requirements for the audit services as well as the annual upward adjustment linked to index of ISTAT- the Italian National Institute for Statistics.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 6 to 8 of this circular.

FORM OF PROXY

A form of proxy is enclosed for use at the Shareholders' General Meeting. The form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com. Whether or not you intend to be present at the Shareholders' General Meeting, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon by no later than 48 hours before the time fixed for the holding of the Shareholders' General Meeting. Completion and delivery of the form of proxy will not prevent you from attending (and voting) at the Shareholders' General Meeting or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, a vote of Shareholders at the Shareholders' General Meeting must be taken by poll. The Chairman of the Shareholders' General Meeting will demand a poll on each of the questions submitted for determination at the Shareholders' General Meeting. The results of the poll will be announced at the Shareholders' General Meeting and will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com following the Shareholders' General Meeting.

RECOMMENDATION

The Directors believe that the proposed resolutions for the approval of the audited financial statements of the Company, the allocation of the net income of the Company, including the declaration and distribution of a final dividend, the appointment of the auditor and the approval of the remuneration for the auditor's audit services are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all three resolutions to be proposed at the Shareholders' General Meeting.

Yours faithfully
By order of the Board
PRADA S.p.A.
Ms. Miuccia PRADA BIANCHI
Chairperson

NOTICE OF THE ANNUAL GENERAL MEETING

PRADA S.p.A.

Via A. Fogazzaro n. 28, 20135 Milan, Italy
Registry of Companies of Milan, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company)
(Stock Code: 1913)

NOTICE IS HEREBY GIVEN that the Shareholders' General Meeting of PRADA S.p.A. (the "Company") will be held in Milan (Italy) at the Company's registered office at Via A. Fogazzaro n. 28, on Thursday, May 23, 2013 at 12:00 noon CET time / 6:00 p.m. Hong Kong time. In accordance with article 17.4 of the Company's by-laws, persons entitled to attend and vote at the Shareholders' General Meeting are allowed to attend and vote through the video-conference system which will be located in Hong Kong at the registered office of Prada Asia Pacific Limited at 36/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong.

The Shareholders' General Meeting will be convened for the purpose of considering and, if thought fit, passing (with or without amendments) the following three resolutions:

- (a) To approve the Audited Separate Financial Statements, which show a net income of Euro 288,296,583, and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2013.

(b) To approve the allocation of the net income for the year ended January 31, 2013 as follows: (i) Euro 4,786,769 to the legal reserve of the Company; (ii) Euro 230,294,160 to Shareholders as a final dividend, in particular to declare and distribute a final dividend of Euro/cents 9 per share to be paid on or about Thursday, June 20, 2013; (iii) Euro 53,215,654 to retained earnings.
- To appoint Deloitte & Touche S.p.A. as the auditor ("*revisore legale dei conti*") of the Company for a term of three financial years (financial year ending January 31, 2014 to financial year ending January 31, 2016), ending on the date of the shareholders' general meeting called to approve the financial statements for the last year of the auditor's appointment and to approve its remuneration of Euro 472,000, for each financial year of its three-year term, for the provision to the Company of the audit of the Separate Financial Statements and the Consolidated Financial Statements, which is included in the overall annual remuneration of Euro 1,605,000 for Deloitte & Touche S.p.A. and its network in respect of provision of audit services to the Prada Group as a whole. The auditor's annual remuneration shall be subject to adjustment in accordance with changes in relevant applicable laws or additional requirements for the audit services as well as the annual upward adjustment linked to index of ISTAT- the Italian National Institute for Statistics.

By Order of the Board
PRADA S.p.A.
Ms. Miuccia PRADA BIANCHI
Chairperson

Milan (Italy), April 19, 2013

NOTICE OF THE ANNUAL GENERAL MEETING

Registered office:
Via A. Fogazzaro n. 28
Milan 20135
Italy

*Principal place of business
in Hong Kong:*
36/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

Notes:

- (1) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company.
- (2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the persons so present whose name stands first on the register of Shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), shall be deposited with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 48 hours before the time fixed for the holding of the Shareholders' General Meeting. The form of proxy is published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pradagroup.com. The completion and return of the form of proxy shall not preclude Shareholders of the Company from attending and voting in person at the above meeting (or any adjournment thereof) if they so wish.
- (4) Verification of the entitlement to attend and vote at the Shareholders' General Meeting will be carried out at the place where such meeting will be held or where the video-conference system is located in Hong Kong and will start one hour before the time fixed by this notice.
- (5) The transfer books and Company's shareholders' register will be closed during the following periods:
 - (i) Shareholders' General Meeting

In order to qualify for attending and voting at the Shareholders' General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or with the Company's registered office in Milan (Italy), Via Antonio Fogazzaro n. 28, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office, no later than 4:30 p.m. (Hong Kong time) on Monday, May 20, 2013. The shareholders' register of the Company (both sections) will be closed from Tuesday, May 21, 2013 to Thursday, May 23, 2013, both days inclusive, during which period no shares transfer can be registered.

NOTICE OF THE ANNUAL GENERAL MEETING

The Shareholders recorded on the Company's shareholders' register on Thursday, May 23, 2013 will be allowed to attend and vote at the above meeting.

(ii) Proposed Final Dividend

In order to qualify for the payment of the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or with the Company's registered office in Milan (Italy), Via Antonio Fogazzaro n. 28, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office, no later than 4:30 p.m. (Hong Kong time) on Wednesday, May 29, 2013. The shareholders' register of the Company (both sections) will be closed from Thursday, May 30, 2013 to Friday, May 31, 2013, both days inclusive, during which period no share transfers can be registered. The final dividend will be paid to the shareholders recorded on the Company's shareholders' register on Friday, May 31, 2013 and the payment date will be on or about Thursday, June 20, 2013.

- (6) The Chairman of the meeting will demand a poll on each of the questions submitted for determination at the Shareholders' General Meeting.