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## **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 OF THE ANNUAL GENERAL MEETING**

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:

1. (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.
2. 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

*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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://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.

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.

*As at the date of this notice, the Company's executive directors are Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI, Mr. Carlo MAZZI and Mr. Donatello GALLI; the Company's non-executive directors are Mr. Marco SALOMONI and Mr. Gaetano MICCICHÈ and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI and Mr. Sing Cheong LIU.*