

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)

PROXY FORM

I/We,¹ and ² _____

of _____

being the registered holder(s) of ³ _____
shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “**Company**”), hereby appoint⁴ the authorized representative of Slaughter and May, the legal advisor of the Company for the first 200 proxy forms 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, or the authorized representative of Anglo Chinese Corporate Finance, Limited, the former Compliance Adviser of the Company for the second 200 proxy forms deposited as described above or _____

of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Shareholders’ General Meeting (the “**Meeting**”) (and at any adjournment thereof) of the Company to be held in Milan (Italy) at the Company’s registered office at Via A. Fogazzaro n. 28, on Thursday, May 22, 2014 at 12:00 noon CET time / 6:00 p.m. Hong Kong time on the following resolutions as indicated in the table below. In accordance with article 17.4 of the Company’s by-laws, persons entitled to attend and vote at the Shareholders’ General Meeting (including proxies) 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.

	ORDINARY RESOLUTIONS	For⁵	Against⁵	Abstain⁵
1.	To approve the Audited Separate Financial Statements, which show a net income of Euro 395,574,305 and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2014 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.			
2.	To approve the allocation of the net income for the year ended January 31, 2014 as follows: (i) Euro 281,470,640 to Shareholders as a final dividend, in particular to declare and distribute a final dividend of Euro/cents 11 per share to be paid on or about Friday, June 20, 2014 and (ii) Euro 114,103,665 to retained earnings.			
3.	To elect Ms. Alessandra COZZANI as a Director of the Company for a term expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending January 31, 2015.			
4.	To approve the aggregate compensation for the Directors for the financial year ending January 31, 2015 in the overall amount of Euro 3,400,000, of which: Euro 360,000 will be Directors’ fees, Euro 2,880,000 will be additional fees to be paid to Executive Directors and Euro 160,000 will be fees for members of the Board’s committees.			

Signature⁶ _____

Dated this _____ day of _____ 2014

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) If the Shareholder is a company, full name of the company and legal address to be inserted in BLOCK CAPITALS.
- (3) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (4) If any proxy other than the authorized representative of Slaughter and May or the authorized representative of Anglo Chinese Corporate Finance, Limited is preferred, delete the words "the authorized representative of Slaughter and May, the legal advisor of the Company for the first 200 proxy forms 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, or the authorized representative of Anglo Chinese Corporate Finance, Limited, the former Compliance Adviser of the Company for the second 200 proxy forms deposited as described above or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. As a matter of Italian law, it is not possible to appoint a director, statutory auditor or employee of the Company or any of its subsidiaries as your proxy. For example, it is not possible to appoint the Chairman of the Meeting as your proxy.
- (5) Please indicate with an "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy (other than Slaughter and May or Anglo Chinese Corporate Finance, Limited) will vote for or against the resolution or will abstain, at his/her discretion.

Please note that Slaughter and May and Anglo Chinese Corporate Finance, Limited will only vote on the four resolutions mentioned above in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders. Slaughter and May are not providing any legal or regulatory services to any of the Shareholders and there will not be any solicitor-client or fiduciary relationship between Slaughter and May and any Shareholders who appoint Slaughter and May as their proxy.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) 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 votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (8) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, 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 for holding the Meeting.
- (9) A proxy holder does not need to be a Shareholder of the Company but must attend the Meeting in person to represent you.
- (10) The chairman of the Meeting will demand a poll on each of the questions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pradagroup.com following the Meeting.