
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS
ALLOCATION OF NET INCOME AND FINAL DIVIDEND
ELECTION OF THE BOARD OF DIRECTORS
ELECTION OF THE BOARD OF STATUTORY AUDITORS
BOARD OF DIRECTORS' AND BOARD OF STATUTORY
AUDITORS' 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 Tuesday, May 26, 2015 at 12:00 noon CET time / 6:00 p.m. Hong Kong time is set out on pages 18 to 21 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 22, 2015

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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
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“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
“Latest Practicable Date”	April 17, 2015 being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular
“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 18 to 21 of this circular
“SFO”	the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
“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 Tuesday, May 26, 2015 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 18 to 21 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
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules

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:

Mr. Carlo MAZZI (*Chairman*)

Ms. Miuccia PRADA BIANCHI
(*Chief Executive Officer*)

Mr. Patrizio BERTELLI (*Chief Executive Officer*)

Mr. Donatello GALLI (*Chief Financial Officer*)

Ms. Alessandra COZZANI

Non-executive Director:

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 22, 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
AUDITED SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS
ALLOCATION OF NET INCOME AND FINAL DIVIDEND
ELECTION OF THE BOARD OF DIRECTORS
ELECTION OF THE BOARD OF STATUTORY AUDITORS
BOARD OF DIRECTORS' AND BOARD OF STATUTORY
AUDITORS' 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 resolutions to be proposed at the Shareholders' General Meeting, including (1) the approval of the Audited Separate Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2015; (2) the allocation of the net income of the Company for the year ended January 31, 2015, including the declaration and

LETTER FROM THE BOARD

distribution of a final dividend; (3) the election of the Board of Directors of the Company (including its Chairman); (4) the aggregate basic remuneration of the Board of Directors; (5) the election of the Board of Statutory Auditors (including its Chairman); and (6) the remuneration of the Board of Statutory Auditors.

AUDITED FINANCIAL STATEMENTS

On March 27, 2015 the Board recommended the approval of the Audited Separate Financial Statements for the year ended January 31, 2015 (as prescribed under the applicable Italian laws) and the Audited Consolidated Financial Statements for the year ended January 31, 2015 together with the Reports of the Board, the Board of Statutory Auditors and the Independent Auditors at the forthcoming Shareholders' General Meeting.

ALLOCATION OF NET INCOME AND FINAL DIVIDEND

On March 27, 2015 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, 2015, equal to Euro 385,429,083, 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; and (ii) Euro 103,958,443 to retained earnings.

Subject to the Shareholders' approval of the payment of the final dividend, the dividend will be payable on or about Monday, June 15, 2015.

The dividend payments shall be made:

- (i) 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
- (ii) 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 Tuesday, May 26, 2015, being the day of approval of the dividend by the Shareholders.

In order to qualify for the payment of the final dividend, all transfers accompanied by the relevant share certificate(s) must be lodged with:

- (i) the Company's registered office at Via Antonio Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office; or
- (ii) 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, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company's Hong Kong share registrar,

in any case, no later than 4:30 p.m. (Hong Kong time)/ 10:30 a.m. (CET time) on Monday, June 1, 2015.

LETTER FROM THE BOARD

The Company's shareholders' register (both sections) will be closed from Tuesday, June 2, 2015 to Wednesday, June 3, 2015, 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 Wednesday, June 3, 2015.

The final dividend will be paid net of Italian withholding tax, where applicable. The current rate of Italian withholding tax applied to applicable dividend payments is 26%.

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

ELECTION OF THE BOARD OF DIRECTORS

In accordance with Article 19 of the By-laws, the Company should be managed by a Board consisting of no fewer than nine (9) and no more than eleven (11) members. The shareholders' general meeting determines the number of Directors within these limits. The Directors are appointed by the shareholders' general meeting for a period of up to three financial years. This term expires on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board's office. The Directors may be re-appointed.

The mandate of all the current Directors of the Company will expire at the Shareholders' General Meeting.

Pursuant to Article 19.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the Board should consist of nine Directors and each of them should hold the office for a period of three financial years, in accordance with the recommendation of the Nomination Committee rendered on March 26, 2015. Prada Holding S.p.A., further proposed that the current nine Directors should be re-elected as Directors of the Company at the Shareholders' General Meeting. The Directors who have been proposed by Prada Holding S.p.A. and are offering themselves for re-election are:

1. Mr. Carlo MAZZI
2. Ms. Miuccia PRADA BIANCHI
3. Mr. Patrizio BERTELLI
4. Mr. Donatello GALLI
5. Ms. Alessandra COZZANI
6. Mr. Gaetano MICCICHÈ

LETTER FROM THE BOARD

7. Mr. Gian Franco Oliviero MATTEI
8. Mr. Giancarlo FORESTIERI
9. Mr. Sing Cheong LIU

Prada Holding S.p.A. further proposed that Mr. Carlo MAZZI should be re-elected as the Chairman of the Board for a period of three financial years at the Shareholders' General Meeting.

Biographical details of the proposed Directors are set out in Appendix I to this Circular.

Pursuant to Code Provision E.1.1 of Appendix 14 of the Listing Rules, the election of Directors under resolution 3 of the Notice of the Annual General Meeting will be voted on individually by Shareholders.

ELECTION OF THE BOARD OF STATUTORY AUDITORS

Under Italian law, the Company is required to have a Board of Statutory Auditors, appointed by the shareholders' general meeting for a period of three financial years. The Board of Statutory Auditors is vested with the authority to supervise the Company on its compliance with the applicable laws, regulations and the By-laws, compliance with the principles of proper management and, in particular, on the adequacy of the organizational, administrative and accounting structure adopted by the Company and on its functioning. The term of the Board of Statutory Auditors expires on the date of the shareholders' general meeting called to approve the financial statements for the last year of their office. The Board of Statutory Auditors of the Company currently consists of three effective statutory auditors and two alternate statutory auditors.

The mandate of all the current statutory auditors and their alternates will expire at the Shareholders' General Meeting.

Pursuant to Article 25.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the following candidates should be elected or re-elected (as the case may be) as effective statutory auditors or alternate statutory auditors (as the case may be) of the Company for a period of three financial years at the Shareholders' General Meeting :

1. Mr. Antonino PARISI (Statutory Auditor)
2. Mr Roberto SPADA (Statutory Auditor)
3. Mr. David TERRACINA (Statutory Auditor)
4. Ms. Stefania BETTONI (Alternate Statutory Auditor)
5. Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

LETTER FROM THE BOARD

As provided for by Article 25.6 of the By-laws, the candidate to the effective statutory auditor office who receives the highest number of votes from the Shareholders at the Shareholders' General Meeting will be automatically appointed as Chairman of the Board of Statutory Auditors of the Company for a period of three financial years. If two or more candidates receive the same highest number of votes, the Chairman will be elected by the Shareholders at the Shareholders' General Meeting by a separate resolution.

Biographical details of the proposed statutory auditors are set out in Appendix I to this Circular.

BOARD OF DIRECTORS' REMUNERATION

Under Article 11.1 of the By-laws, the shareholders' general meeting of the Company shall resolve on the aggregate basic remuneration of the Board for each year of its three-year term. It is proposed that the Shareholders' General Meeting shall approve Euro 450,000 as the aggregate basic remuneration of the Board for each year of its three-year term.

According to the By-laws and the Italian corporate law and practices, the additional remuneration of Directors vested with special authorities (that is to the Executive Directors and members of the Board's committees) is determined by the Board, having considered the recommendation of the Remuneration Committee and the opinion of the Board of Statutory Auditors.

In this regard, and in accordance with the recommendation of the Remuneration Committee rendered on March 17, 2015, the Shareholders' General Meeting shall resolve on the aggregate basic remuneration of the Board for each year of its three-year term, while the Board will then determine the additional remuneration of the Directors vested with special authorities, having considered the opinion of the Board of Statutory Auditors.

The details of all emoluments (including fees, salaries, allowances, discretionary bonuses and contributions to pensions scheme) paid to the Directors for the year ended January 31, 2015 are set out in note 38 to the Consolidated Financial Statements of the Company.

BOARD OF STATUTORY AUDITORS' REMUNERATION

Under Article 11.1 of the By-laws, the shareholders' general meeting shall resolve on the aggregate remuneration of the Board of Statutory Auditors for each year of its three-year term.

It is proposed that the Shareholders shall approve the amount of Euro 130,000 per year, as the aggregate amount of remuneration for the Board of Statutory Auditors.

WAIVER FROM STRICT COMPLIANCE WITH RULE 13.88 OF THE LISTING RULES

As highlighted in the Prospectus of the Company dated June 13, 2011, under Italian law, the Company's auditor 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.

LETTER FROM THE BOARD

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.

At the shareholders' general meeting of the Company held on May 23, 2013, it was resolved that the auditor be appointed for a term of three financial years. Accordingly, the auditor's mandate will expire at the shareholders' general meeting to be convened for the approval of the financial statements of the Company for the year ending January 31, 2016.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 18 to 21 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 and the Group, the allocation of the net income of the Company, including the declaration and distribution of a final dividend, the election of the Board (including its Chairman), the election of the Board of Statutory Auditors (including its Chairman), the approval of the aggregate basic remuneration of the Board and the approval of the aggregate remuneration for the Board of

LETTER FROM THE BOARD

Statutory Auditors 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 of the resolutions to be proposed at the Shareholders' General Meeting.

Yours faithfully
By order of the Board
PRADA S.p.A.
Mr. Carlo MAZZI
Chairman

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

DETAILS OF DIRECTORS PROPOSED FOR ELECTION

Pursuant to Article 19.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the Board of the Company should consist of nine Directors appointed for a period of three financial years and that the following Directors should be re-elected as Directors of the Company at the Shareholders' General Meeting:

1. Mr. Carlo MAZZI
2. Ms. Miuccia PRADA BIANCHI
3. Mr. Patrizio BERTELLI
4. Mr. Donatello GALLI
5. Ms. Alessandra COZZANI
6. Mr. Gaetano MICCICHÈ
7. Mr. Gian Franco Oliviero MATTEI
8. Mr. Giancarlo FORESTIERI
9. Mr. Sing Cheong LIU

It is further proposed that Mr. Carlo MAZZI should be appointed as the Chairman of the Board of the Company at the Shareholders' General Meeting for a period of three financial years.

Biographical details of each Directors standing for re-election are as follows:

MAZZI, Carlo, aged 68, is the Chairman of the Board. He was first appointed to the Board in 2004 and was re-elected as Executive Director on May 22, 2012. Mr. Mazzi holds directorships in subsidiaries of the Company. He holds directorships in Prada Holding S.p.A., Bellatrix S.p.A. and Ludo S.r.l., which are substantial shareholders of the Company. Mr. Mazzi obtained a degree "cum laude" (with praise) in Mechanical Engineering from the Bologna University (Italy) in 1971 and obtained a Master's degree in Business Administration from Bocconi University of Milan (Italy) in 1976. Mr. Mazzi worked as a Manager of the Large Corporate department of IMI and San Paolo IMI Bank from 1994 to 2000. He was a board member of IBI International Business Advisors Investment N.V. - Amsterdam; Vice Chairman and Executive Committee Member of IBI Bank AG - Zurich; Board Member of IBI Corporate Finance B.V. - Amsterdam; Managing Director of IBI S.p.A. - Milan (financial intermediation ex art. 106 TUB) from 2000 to 2004. He is currently a board member of Chora S.r.l. - Milan (a service company). He was previously a board member of ABN AMRO S.p.A. - Milan (focused on merchant banking), SAGO S.p.A. - Florence (an IT research company responsible for the management of health facilities), IMILEASE S.p.A. - Rome (a leasing company), Banca di Intermediazione Mobiliare IMI S.p.A. - Milan (now Banca IMI S.p.A.) (focused on investment

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

banking), Tecnofarmaci S.p.A. - Pomezia (a research company in the pharmaceuticals industry), SIM S.p.A. - Rome (focused on project management) and Paros International Insurance Brokers S.r.l. - Milan (in the insurance brokerage sector). He is currently a member of the Remuneration Committee and Nomination Committee. Mr. Mazzi is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Mazzi is the husband of Ms. Patrizia Albano, Head of Group Corporate Affairs and Joint Company Secretary of the Company. Save as disclosed above, Mr. Mazzi does not have any relationships with any Director, senior management or substantial shareholder of the Company.

Mr. Mazzi's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 1,020,000, benefits in kind of Euro 84,000 and pension, healthcare and TRF contributions of Euro 24,000. The remuneration of Mr. Mazzi is determined on the basis of his relevant working experience and expertise, responsibility and workload that have contributed to building the Group's financial performance and track records.

As at the Latest Practicable Date, Mr. Mazzi did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

PRADA BIANCHI, Miuccia, aged 66, is a Chief Executive Officer of the Company. She was appointed as the Chairperson of the Board on November 20, 2003 until February 14, 2014 and she was re-elected as Executive Director on May 22, 2012. Ms. Prada holds directorships in Prada Holding S.p.A., Bellatrix S.p.A. and Ludo S.r.l., which are substantial shareholders of the Company. Ms. Prada received an Honorary Doctorate from the Royal College of Art (London) in 2000. Ms. Prada is a co-founder of our Group along with Mr. Bertelli. Ms. Prada is the wife of Mr. Bertelli, one of our Chief Executive Officers. Ms. Prada is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Save as disclosed above, Ms. Prada does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Ms. Prada's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, she received a director's fee of Euro 1,000,000, and pension, healthcare and TRF contributions (end of service gratuities provided for by Italian laws) of Euro 21,000. Pursuant to the consultancy agreement entered into between Ms. Prada and the Company, for the financial year ended January 31, 2015, she received a remuneration and other benefits amounting to Euro 10,700,000 and a bonus and other incentives amounting to Euro 2,502,000. The remuneration of Ms. Prada is determined taking into account her strategic role, particularly in creative design concepts and styles, brand communication and advertising campaigns and the importance of her management and leadership as the Chief Executive Officer and Executive Director that have contributed to building the Group's financial performance and track records.

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Prada was deemed to be interested in all the shares in Prada Holding S.p.A., which in turn holds approximately 80% of the issued capital in the Company. Details of her interests are provided in the sections headed “Directors’ interests and short positions in securities” and “Substantial shareholders’ interests and short positions in securities” under “Report of the Directors” in the Annual Report of the Company for the year ended January 31, 2015 (the “2014 Annual Report”).

BERTELLI, Patrizio, aged 68, is a Chief Executive Officer of the Company. He was first appointed to the Board on November 20, 2003 and was re-elected as Executive Director on May 22, 2012. Mr. Bertelli holds directorships in subsidiaries of the Company. He holds directorship in PA BE 1 S.r.l., which is a substantial shareholder of the Company. Mr. Bertelli received an honorary degree in Business Economics from the University of Florence in October, 2000. Mr. Bertelli is a co-founder of our Group along with Ms. Prada. Mr. Bertelli is the husband of Ms. Prada, one of our Chief Executive Officers. Mr. Bertelli is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Bertelli does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Mr. Bertelli’s appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders’ General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director’s fee of Euro 1,000,000, and pension, healthcare and TRF contributions of Euro 21,000. Pursuant to the consultancy agreement entered into between Mr. Bertelli and the Company, for the financial year ended January 31, 2015, he received a remuneration and other benefits amounting to Euro 6,000,000 and a bonus and other incentives amounting to Euro 6,244,000. The remuneration of Mr. Bertelli is determined taking into account his strategic role, particularly in defining the collections development and industrialization process, developing the leather goods and shoes collection concept and selecting locations for the new stores and the importance of his management and leadership as Chief Executive Officer and Executive Director that have contributed to building the Group’s financial performance and track records.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Bertelli was deemed to be interested in all the shares in Prada Holding S.p.A., which in turn holds approximately 80% of the issued capital in the Company. Details of his interests are provided in the sections headed “Directors’ interests and short positions in securities” and “Substantial shareholders’ interests and short positions in securities” under “Report of the Directors” in the Company’s 2014 Annual Report.

GALLI, Donatello, aged 53, is the Chief Financial Officer of the Company. He was first appointed to our Board on January 21, 2005 and was re-elected as Executive Director on May 22, 2012. Mr. Galli holds directorships in subsidiaries of the Company. Mr. Galli received a degree “cum laude” (with praise) in Economics and Banking from the University of Siena in Italy in July 1986. He started his career as business controller at Faricerca S.p.A. (now the Angelini Group) (pharmaceutical laboratories and Lines consumer products business), from 1987 to 1990. Mr. Galli was a financial analyst at Istituto Mobiliare Italiano S.p.A. from 1990 to 1999 and then Head of the Large Corporate Division central assessment office of San Paolo IMI S.p.A. until 2000. He was also the Administration and Finance Director of IBI S.p.A. (now Alerion Clean Power S.p.A., a renewable energy company)

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

from 2000 to 2004 and later joined Enertad S.p.A. (now ERG Renewable S.p.A., a renewable energies company) - both are listed companies on the Italian Stock Exchange. Mr. Galli is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Galli does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Mr. Galli's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 40,000. Pursuant to Mr. Galli's employment agreement for the financial year ended January 31, 2015, he received remuneration and other benefit of Euro 411,000, bonus and other incentives of Euro 155,000, benefits in kind of Euro 38,000 and pension, healthcare and TRF contributions of Euro 193,000. The remuneration of Mr. Galli is determined on the basis of his relevant working experience and expertise, responsibility and workload that have contributed to building the Group's financial performance and track records.

As at the Latest Practicable Date, Mr. Galli did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

COZZANI, Alessandra, aged 52, was first appointed to the Board as Executive Director on December 20, 2013 and she was re-elected on May 22, 2014. She has been our Investor Relations Director since July 2010, responsible for managing financial communication and for relationships with investment community. Ms. Cozzani holds directorships in subsidiaries of the Company. Ms. Cozzani joined our Group in 2000 and has covered different managerial roles within the Finance department. In 2003, she was appointed as Group Financial Reports Director. Ms. Cozzani obtained a degree "cum laude" (with praise) in Business Administration from the University of Genoa (Italy) in 1988. She started her career as an auditor at Coopers & Lybrand (1989 to 1995). Prior to joining our Group, she worked in Castelletti International Transports, the Italian subsidiary of an international logistic company (now Schenker Group) for five years, most of the time as Finance and Control Director. Ms. Cozzani is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Ms. Cozzani does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Ms. Cozzani's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, she received a director's fee of Euro 40,000. Pursuant to Ms. Cozzani's employment agreement for the financial year ended January 31, 2015, she received remuneration and other benefits of Euro 178,000, a bonus and other incentives of Euro 80,000, benefits in kind of Euro 13,000 and pension, healthcare and TFR contributions of Euro 96,000. Her remuneration is determined on the basis of her relevant working experience and expertise, responsibility and workload that have contributed to building the Group's financial performance and track records.

As at the Latest Practicable Date, Ms. Cozzani did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

MICCICHÈ, Gaetano, aged 64, was first appointed as Non-Executive Director on May 9, 2011 and was re-elected on May 22, 2012. Mr. Miccichè obtained a degree in Law from Università degli Studi di Palermo (Italy) in 1984 and a master's degree in Business Administration from SDA Bocconi University (Italy) in 1985. Mr. Miccichè began his career in Cassa Centrale di Risparmio delle Provincie Siciliane in 1971 and became Head of Corporate Clients. In 1989 he joined Rodriquez S.p.A., the luxury yachting group, as Chief Financial Officer. Mr. Miccichè also worked as General Manager of Gerolimich-Unione Manifatture (holding company with business in various industries), as General Manager of Santa Valeria S.p.A. (chemical company) and as Managing Director and General Manager of Olcese S.p.A. (yarn and thread mill company), all of which were listed on the Italian Stock Exchange. Since June 2002, he has been with the Intesa Sanpaolo Group (formerly Banca Intesa) and currently serves as the General Manager and Head of Corporate and Investment Banking Division and Chief Executive Officer of Banca IMI. Furthermore on May 9, 2013, he was appointed to be a member of the Management Board of Intesa Sanpaolo S.p.A.. Mr. Miccichè is also a board member of Pirelli & C. S.p.A., a major Italian group which operates in the tyre sector, whose shares are listed on the Italian Stock Exchange, a board member of ABI Associazione Bancaria Italiana and a member of the Scientific Committee of the Politecnico of Milan. On May 31, 2013 he was granted the honorary title of "Cavaliere del Lavoro" by the President of the Republic of Italy. Save as disclosed herein, Mr. Miccichè is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Miccichè does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Mr. Miccichè's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 40,000. His remuneration is determined taking into account his field of expertise and role as advisor in the area of his specialty that is relevant to the Group's business activities and strategic development.

As at the Latest Practicable Date, Mr. Miccichè did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

MATTEI, Gian Franco Oliviero, aged 69, was first appointed as Independent Non-Executive Director on May 28, 2009 and was re-elected on May 22, 2012. Mr. Mattei obtained a Degree in Economics from the Sapienza University of Rome (Italy) in 1970 and became a Public Chartered Accountant (member of the Registro dei Revisori Contabili) with the Italian Ministry of Justice in 1995. He has worked as Managing Director (Investment Banking) in Credit Suisse, Managing Director (Global Banking & Markets) in The Royal Bank of Scotland, Head of Investment Banking at Sanpaolo IMI and Chairman of Banca IMI and was previously Head of the Finance Department at the Istituto Mobiliare Italiano IMI. Mr. Mattei has also been a Board Member of Borsa Italiana. He is Chairman of Officine CST - Consulting Services & Technology - S.p.A.. Mr. Mattei is currently the Chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Mattei is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Mattei does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

Mr. Mattei's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 140,000 and pension, healthcare and TFR contributions of Euro 13,000. His remuneration is determined taking into account his field of expertise and role as advisor in the area of his specialty that is relevant to the Group's business activities and strategic development and his appointment as Chairman of the Board's committees.

As at the Latest Practicable Date, Mr. Mattei did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

FORESTIERI, Giancarlo, aged 68, was first appointed to our Board on May 31, 2007 and was re-elected as Independent Non-Executive Director on May 22, 2012. Mr. Forestieri obtained a degree in Economics and Banking from the University of Siena in 1970 and obtained a Specialization in Corporate Finance from the Scuola Mattei - ENI in 1971. From 1988 to the present, Mr. Forestieri has been a Full Professor of Financial Markets and Institutions at the Bocconi University in Milan. Mr. Forestieri's professional experience includes serving as a member of the boards of directors of INA and Assitalia (from 1993 to 1994), Mediofactoring (from 1997 to 1999), Cassa di Risparmio di Parma e Piacenza (from 1996 to 1999 and then from 2003 to 2007 as the chairman of the board), Banca Intesa (from 1999 to 2006) and as a member of its executive committee (from 2000 to 2006), Alleanza Assicurazioni (from 2001 to 2007), Centrosim (from 1998 to 2003 where he was the chairman of the board) and Crédit Agricole Vita (from 2007 to 2013). Mr. Forestieri is a member of the Italian Scientific Societies in the Fields of Finance and Management. Mr. Forestieri is currently a member of the Audit Committee and the Remuneration Committee. Mr. Forestieri is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Forestieri does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Mr. Forestieri's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 60,000 and pension, healthcare and TFR contributions of Euro 9,000. His remuneration is determined taking into account his field of expertise and role as advisor in the area of his specialty that is relevant to the Group's business activities and strategic development and his appointment as member of the Board's committees.

As at the Latest Practicable Date, Mr. Forestieri did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

LIU, Sing Cheong, JP, aged 59, was first appointed as Independent Non-Executive Director on May 9, 2011 and was re-elected on May 22, 2012. He has been the Chairman of My Top Home (China) Holdings Limited (a Guangzhou-based property agency and consultancy) since 2005, the Vice Chairman of Guangzhou Pearl River - Hang Cheong Real Estate Consultants Limited (from 1993 to 2008), Chairman of Evergreen Real Estate Consultants Limited since 2001, Director of HKS Education Fund Limited ("HKSEF") since 2005 (HKSEF is a charitable institution which holds certain percentage of shares in Hongkong Sales (International) Limited ("HKSI"), an investment holding, knitwear manufacturing company), and Non-executive Director of HKSI since 2005 and its Vice

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

Chairman since April 1, 2012 all of which are private companies. He has been an independent non-executive director of Swire Properties Limited since 2010 (Swire Properties Limited was listed on the Stock Exchange of Hong Kong on January 18, 2012). Mr. Liu graduated from The Hong Kong Polytechnic in 1979 with an Advanced Higher Diploma in Surveying and from The Hong Kong University of Science and Technology in 1994 with a Master of Business Administration degree. He has been a fellow of the Royal Institution of Chartered Surveyors since 1994 and the Hong Kong Institute of Surveyors since 1993. Mr. Liu is currently a member of the Audit Committee and the Nomination Committee. Save as disclosed above, Mr. Liu is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Liu does not have any relationships with any Directors, senior management or substantial shareholder or controlling shareholders of the Company.

Mr. Liu's appointment as a Director is for a term of three years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the financial year ended January 31, 2015, he received a director's fee of Euro 60,000 and pension, healthcare and TFR contributions of Euro 12,000. His remuneration is determined taking into account his field of expertise and role as advisor in the area of his specialty that is relevant to the Group's business activities and strategic development and his appointment as member of the Board's committees.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and in the Company's announcements, there is no other matter in respect of any of the Directors that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

DETAILS OF STATUTORY AUDITORS PROPOSED FOR ELECTION

Pursuant to Article 25.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the following candidates should be elected or re-elected (as the case may be) as effective statutory auditors or alternate statutory auditors (as the case may be) of the Company for a period of three financial years at the Shareholders' General Meeting:

1. Mr. Antonino PARISI (Statutory Auditor)
2. Mr. Roberto SPADA (Statutory Auditor)
3. Mr. David TERRACINA (Statutory Auditor)
4. Ms. Stefania BETTONI (Alternate Statutory Auditor)

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

5. Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

As provided for by Article 25.6 of the By-laws, the candidate to the effective statutory auditor office who receives the highest number of votes from the Shareholders at the Shareholders' General Meeting will be automatically appointed as Chairman of the Board of Statutory Auditors of the Company for a period of three financial years. If two or more candidates receive the same highest number of votes, the Chairman will be elected by the Shareholders at the Shareholders' General Meeting by a separate resolution.

Biographical details of each candidate standing for election or re-election (as the case may be) are as follows:

PARISI, Antonino, aged 59, was first appointed to the Board of Statutory Auditors of the Company in May 2009 and was re-elected on May 22, 2012. Mr. Parisi has been a Chartered Accountant as for Ministerial Decree 12.04.1995, since 1995 and was appointed as an Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1986. During his professional career, Mr. Parisi focused on management, administration and tax consultancy, mainly in Italy, and followed various restructuring projects on listed and unlisted public companies. From 1998 through 2000 he was a member of the board of directors, and from 2001 through March 2005 the Vice-President, of Banco di Sicilia, an Italian bank now part of the Unicredit Group, which is one of the leading Italian banking groups. Mr Parisi has previously been a director of three companies listed on the Italian Stock Exchange, Aicon S.p.A., Pramac S.p.A. and Everel Group S.p.A and several other Italian companies (Rodriguez Caantieri Navali SpA, Santavaleria Finanziaria SpA, Piaggio SpA, Tirrenia CIN SpA). Mr. Parisi has also previously been a member of the Board of Statutory Auditors of Alitalia — the Italian flag company - from 2009 to 2014 and is currently member of the Supervisory Board. He currently serves several Italian companies as either member of the Board of Statutory Auditors, Chairman of the Board of Statutory Auditors (Intermarine SpA, NH Italia SpA), member of the Board of Directors (Antoniana Veneta Vita SpA — MPS/Allianz group) or member of the Supervisory Board (Piaggio SpA, Direct Line Insurance SpA, Innovatec SpA). Since 2009 Mr. Parisi has been member of the Board of Statutory Auditors of Credit Suisse Italy SpA — part of the Credit Suisse Group, leading world banking institutions — and as of 2014 he has been appointed Chairman of the Board of Statutory Auditors; since 2014 he has been chairman of the Board of Statutory Auditors of Kinexia SpA, a waste management and power production company listed on the Italian Stock Exchange.

SPADA, Roberto, aged 51, was appointed to the Board of Statutory Auditors of the Company on May 22, 2012. Mr. Spada has been a partner of “Studio Spadacini Associazione Professionale” since 1990 and was appointed as Chartered Accountant and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1987. During his professional career, Mr. Spada focused on tax and corporate advisory and company restructuring advisory. Mr. Spada has been member of the Board of Statutory Auditors of Fastweb S.p.A. (since 2014), Permasteelisa S.p.A. (since 2010), De Agostini S.p.A. (since 2014), Credit Suisse (Italy) S.p.A. (since 2012) and Moleskine S.p.A., which is listed on the Italian Stock Exchange (since 2013). Mr. Spada has also been chairman of the Board of Statutory Auditors of Grandi Navi Veloci S.p.A. (since 2011), Gruppo Alpitour S.p.A. (since 2012) and Lottomatica S.p.A. (since 2014).

APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

TERRACINA, David, aged 45, was appointed to the Board of Statutory Auditors of the Company on May 22, 2012. Mr. Terracina has been a lawyer since 1996 and Professor of criminal law since 2001. During his professional career, Mr. Terracina has focused on corporate criminal law, and criminal law and economics. Mr. Terracina has been chairman of the Supervisory Body of the Company since 2009. Mr. Terracina is member of the Supervisory Body of Unicef Italia, chairman of the Supervisory Body of Altran Italia S.p.A., chairman of the Supervisory Body and member of the Board of Statutory Auditors of IMVEST S.p.A. and member of the Supervisory Body of Petrofuel S.p.A..

BETTONI, Stefania, aged 46, has been a partner of “Studio Spadacini Associazione Professionale” since 2007. Ms. Bettoni was appointed as Chartered Accountant and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1999. During her professional career, Ms. Bettoni focused on tax and accounting advisory. Ms. Bettoni has been member of the Board of Statutory Auditors of Synergo SGR S.p.A. (since 2010), Programma 101 S.p.A. (since 2013), Motovario S.p.A. (since 2014), SI2 S.p.A. (since 2014), A2A Reti Gas S.p.A. (since 2014) and Banzai S.p.A., which is listed on the Italian Stock Exchange (since 2014).

PROSERPIO, Cristiano, aged 39, was appointed as Alternate Statutory Auditor of the Company on May 22, 2012. Mr. Proserpio has been a partner of “Studio Spadacini Associazione Professionale” since 2007 and was appointed in 2003 as Chartered Accountants and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice. During his professional career, Mr. Proserpio focused on company and finance advisory, merger and acquisition transactions, debt restructuring, business plans and firm evaluation. Mr. Proserpio has been a member of the Board of Statutory Auditors of GE Capital Services S.r.l. (since 2013), Marzotto SIM S.p.A. (since 2014), Gruppo Formula S.p.A. (since 2010), Redecam Group S.r.l. (since 2013), Mapfre Warranty S.p.A. (since 2009), Biolchim S.p.A. (since 2013). He has also been a member of the Board of Directors of InBetween SGR S.p.A. (since 2012) and I.P. Iniziative Portuali Porto Romano S.r.l. (since 2014). On December 2014, Mr. Proserpio has been appointed as member of the Board of Statutory Auditors of Prada Holding S.p.A., the Company’s controlling shareholder.

NOTICE OF 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 Tuesday, May 26, 2015 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 resolutions:

1. To approve the Audited Separate Financial Statements, which show a net income of Euro 385,429,083, and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2015 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, 2015 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 Monday, June 15, 2015; and (ii) Euro 103,958,443 to retained earnings.
3. To approve that the Board of Directors will consist of nine Directors and will be appointed for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Directors' office, to re-elect the following persons as Directors of the Company:
 - (a) Mr. Carlo MAZZI
 - (b) Ms. Miuccia PRADA BIANCHI
 - (c) Mr. Patrizio BERTELLI
 - (d) Mr. Donatello GALLI
 - (e) Ms. Alessandra COZZANI
 - (f) Mr. Gaetano MICCICHÈ
 - (g) Mr. Gian Franco Oliviero MATTEI

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(h) Mr. Giancarlo FORESTIERI

(i) Mr. Sing Cheong LIU

and to re-elect Mr. Carlo MAZZI as Chairman of the Board of Directors.

4. To approve the aggregate basic remuneration of the Board of Directors for its three-year term in the amount of Euro 450,000 per year.

5. To elect or re-elect (as the case may be) the following persons as effective members of the Board of Statutory Auditors or alternate statutory auditors (as the case may be) of the Company for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office:

(a) Mr. Antonino PARISI (Statutory Auditor)

(b) Mr. Roberto SPADA (Statutory Auditor)

(c) Mr. David TERRACINA (Statutory Auditor)

(d) Ms. Stefania BETTONI (Alternate Statutory Auditor)

(e) Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

and, as prescribed by article 25.6 of the By-laws, to automatically appoint as Chairman of the Board of Statutory Auditors the effective statutory auditor candidate who receives the highest number of votes from the Shareholders at the Shareholders' General Meeting. In the event that two or more effective statutory auditor candidates receive the same highest number of votes, such that the Chairman of the Board of Statutory Auditors cannot be automatically appointed, to elect the Chairman of the Board of Statutory Auditors by a separate resolution.

6. To approve the aggregate remuneration for the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 per year.

By Order of the Board
PRADA S.p.A.
Mr. Carlo MAZZI
Chairman

Milan (Italy), April 22, 2015

NOTICE OF 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 (i.e. 11:00 a.m. CET time / 5:00 p.m. Hong Kong time) and will close at 11:55 a.m. CET time at the registered office of the Company in Milan / 5:55 p.m. Hong Kong time at the registered office of Prada Asia Pacific Limited in Hong Kong. Shareholders entitled to attend and vote arriving after this time will not be allowed to attend or vote at the Shareholders' General Meeting. As a requirement of Italian law, the Company will announce at the commencement of the Shareholders' General Meeting the number of shares and percentage present.
- (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:

- (a) 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, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company's Hong Kong Share Registrar, or

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- (b) the Company's registered office at Via A. Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office,

in any case no later than 4:30 p.m. (Hong Kong time) on Wednesday, May 20, 2015. The Company's shareholders' register will be closed from Thursday, May 21, 2015 to Tuesday, May 26, 2015, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Company's shareholders' register on Tuesday, May 26, 2015, opening of business, will be allowed to attend and vote at the above meeting.

(ii) *Proposed Final Dividend*

In order to qualify for the payment of the final dividend, all transfers accompanied by the relevant share certificates must be lodged with:

- (a) 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 if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company's Hong Kong Share Registrar, or
- (b) the Company's registered office at Via A. Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office,

in any case no later than 4:30 p.m. (Hong Kong time) on Monday, June 1, 2015. The Company's shareholders register will be closed from Tuesday, June 2, 2015 to Wednesday, June 3, 2015, 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 Wednesday, June 3, 2015 and the expected dividend payment date will be on or about Monday, June 15, 2015.

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