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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 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 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

(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

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

- (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.

As at the date of this notice, the Company's executive directors are Mr. Carlo MAZZI, Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI, Mr. Donatello GALLI and Ms. Alessandra COZZANI; the Company's non-executive director is 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.