

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 Tuesday, May 26, 2015 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	For ⁵	Against ⁵	Abstain ⁵
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.			
4.	To re-elect Mr. Carlo MAZZI as Director of the Company.			
5.	To re-elect Ms. Miuccia PRADA BIANCHI as Director of the Company.			
6.	To re-elect Mr. Patrizio BERTELLI as Director of the Company.			

ORDINARY RESOLUTIONS		For⁵	Against⁵	Abstain⁵
7.	To re-elect Mr. Donatello GALLI as Director of the Company.			
8.	To re-elect Ms. Alessandra COZZANI as Director of the Company.			
9.	To re-elect Mr. Gaetano MICCICHÈ as Director of the Company.			
10.	To re-elect Mr. Gian Franco Oliviero MATTEI as Director of the Company.			
11.	To re-elect Mr. Giancarlo FORESTIERI as Director of the Company.			
12.	To re-elect Mr. Sing Cheong LIU as Director of the Company.			
13.	To re-elect Mr. Carlo MAZZI as Chairman of the Board of Directors.			
14.	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.			
15.	To re-elect Mr. Antonino PARISI as effective member of the Board of Statutory Auditors 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.			
16.	To re-elect Mr. Roberto SPADA as effective member of the Board of Statutory Auditors 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.			
17.	To re-elect Mr. David TERRACINA as effective member of the Board of Statutory Auditors 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.			
18.	To elect Ms. Stefania BETTONI as alternate statutory auditor 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.			
19.	To re-elect Mr. Cristiano PROSERPIO as alternate statutory auditor 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.			
20.	To approve the aggregate remuneration of the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 per year.			

	POSSIBLE ALTERNATIVE RESOLUTION IN THE EVENT THAT NONE OF THE RESOLUTIONS 15, 16 AND 17 ABOVE RECEIVES THE HIGHEST NUMBER OF VOTES⁶	For⁵	Abstain⁵
21.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. Roberto SPADA <input type="text"/> Mr. David TERRACINA <input type="text"/>	
22.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. Roberto SPADA <input type="text"/>	
23.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. David TERRACINA <input type="text"/>	
24.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Roberto SPADA <input type="text"/> Mr. David TERRACINA <input type="text"/>	

Signature⁷ _____

Dated this _____ day of _____ 2015

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) If you wish to vote using all of your shares, please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If you wish to vote using part of your shares, please state the relevant number of shares you would like to use for voting, (a) in the relevant boxes under “For”, “Against” or “Abstain” (applicable to resolutions 1 to 20) and (b) in the relevant boxes beside the name of each candidate or under “Abstain” (applicable to possible resolutions 21 to 24), to indicate how you wish the proxy to vote on your behalf on a poll. Votes abstained will be counted in the calculation of the required majority. 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. Where a “√” is indicated in more than one space beside a resolution, the vote will be void and will not be counted in the calculation of the required majority.

Please note that Slaughter and May and Anglo Chinese Corporate Finance, Limited will only vote on the 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) According to Article 25.6 of the Company’s by-laws, there will be a separate vote for Chairman of the Board of Statutory Auditors if there is a tie for the highest number of votes under resolutions 15, 16 and 17. Only one of the possible alternative resolutions 21, 22, 23 and 24 will be proposed to the Meeting and which one is used (if any) will depend on the outcome of resolutions 15, 16 and 17.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) A proxy holder does not need to be a Shareholder of the Company but must attend the Meeting in person to represent you.
- (11) The chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting (regarding resolutions 21 to 24, please also refer to note 6 above). 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.