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## **PRADA S.p.A.**

Via A. Fogazzaro n. 28, Milan, Italy  
Registry of Companies of Milan, Italy: No. 10115350158  
*(Incorporated under the laws of Italy as a joint-stock company)*  
*(Stock Code: 1913)*

### **POLL RESULTS OF SHAREHOLDERS' GENERAL MEETING HELD ON MAY 24, 2016, ELECTION OF DIRECTORS AND DISTRIBUTION OF FINAL DIVIDEND**

PRADA S.p.A. (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed at the shareholders’ general meeting held on Tuesday, May 24, 2016 (the “**AGM**”). All resolutions were duly passed.

Each of Mr. Stefano Simontacchi and Mr. Maurizio Cereda was elected as a Non-executive Director of the Company at the AGM.

The final dividend of the Company for the year ended January 31, 2016 will be paid on Monday, June 13, 2016.

#### **I. VOTING RESULTS AT THE SHAREHOLDERS' GENERAL MEETING HELD ON MAY 24, 2016**

At the AGM of the Company held on Tuesday, May 24, 2016 at 12:00 noon CET time or 6:00 p.m. Hong Kong time at the Company’s registered office at Via A. Fogazzaro n. 28, Milan, Italy with the video-conference system located at the registered office of Prada Asia Pacific Limited at 36/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong, a poll was demanded by the Chairman for voting on each of the proposed resolutions as set out in the notice of the AGM dated April 21, 2016 and supplemental notice of AGM dated May 6, 2016.

The Company is pleased to announce that as the required majority of votes was obtained, each of the following resolutions was duly passed as an ordinary resolution at the AGM and the voting details were as follows:

	Ordinary Resolutions	Number of Votes (Approximate percentage to two decimal places)		
		For	Against	Abstain
1.	To approve the Audited Separate Financial Statements, which show a net income of Euro 248,420,818 and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2016 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.	2,427,147,145 (100.00%)	0 (0.00%)	421 (0.00%)
2.	To approve the distribution of Euro 281,470,640 to the shareholders, in the form of a final dividend of Euro/cents 11 per share to be paid on Monday, June 13, 2016. The total amount to be distributed comprises: (i) Euro 248,420,818 which represent the net income of the Company, for the year ended January 31, 2016 and (ii) Euro 33,049,822 which represent an utilization of retained earnings of the Company.	2,427,147,245 (100.00%)	0 (0.00%)	321 (0.00%)
3.a)	To approve that Mr. Stefano Simontacchi be elected as a Non-Executive 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, 2018.	2,422,431,868 (99.81%)	4,715,277 (0.19%)	421 (0.00%)

3.b)	To approve that Mr. Maurizio Cereda be elected as a Non-Executive 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, 2018.	2,426,174,275 (99.96%)	934,270 (0.04%)	39,021 (0.00%)
4.	To appoint Deloitte & Touche S.p.A. as the auditor (" <i>revisore legale dei conti</i> ") of the Company for a term of three financial years (financial year ending January 31, 2017 to financial year ending January 31, 2019), 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 487,000, 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 1,868,794 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 in the requirements for the audit services as well as the annual adjustment linked to the changes in CPI — consumer price index.	2,426,572,255 (99.98%)	574,890 (0.02%)	421 (0.00%)

Notes:

- (1) The total number of shares entitling the holder to attend and vote on all the resolutions at the AGM is 2,558,824,000 shares.
- (2) The shareholders and authorised proxies or corporate representatives, holding an aggregate of 2,427,147,566 shares, representing 94.85% of the total shares of the Company were present at the commencement of the AGM.
- (3) There were no restrictions on the Company's shareholders to cast votes on any of the resolutions proposed at the AGM.
- (4) There was no share of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- (5) No parties indicated to the Company to state their intention in the Company's circular containing the notice of the AGM dated April 21, 2016 and supplemental notice of the AGM dated May 6, 2016 to vote against or abstain from voting on any of the resolutions at the AGM.
- (6) No shareholder of the Company was required to abstain from voting at the AGM under the Listing Rules.
- (7) Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, acted as the scrutineer for the vote taking at the AGM.

## II. ELECTION OF DIRECTORS

### Mr. Stefano SIMONTACCHI

Mr. Stefano SIMONTACCHI was appointed as a Non-executive Director of the Company by the Board of Directors on April 8, 2016 to fill the casual vacancy caused by the resignation of Mr. Donatello GALLI as an Executive Director, and was elected as a Non-executive Director of the Company at the AGM for a term expiring at the same time as the other current Directors (i.e. on the date of the shareholders' general meeting to be called to approve the financial statements of the Company for the year ending January 31, 2018).

## **Mr. Maurizio CEREDA**

Following the resignation of Mr. Gaetano MICCICHÈ as a Non-executive Director of the Company with effect from April 15, 2016, the Company received a notice from Prada Holding S.p.A. (the substantial shareholder of the Company) proposing that Mr. Maurizio CEREDA be elected as a director of the Company at the AGM to fill the casual vacancy caused by the resignation of Mr. Gaetano MICCICHÈ, and Mr. CEREDA's appointment was recommended by the Nomination Committee of the Company on May 4, 2016. Mr Maurizio CEREDA was elected as a Non-Executive Director of the Company at the AGM for a term expiring at the same time as the other current Directors (i.e. on the date of the shareholders' general meeting to be called to approve the financial statements of the Company for the year ending January 31, 2018). Mr. CEREDA's biographical information is set out below.

Mr. Maurizio CEREDA, aged 52. Since 2015, Mr. CEREDA's practice focuses on providing consultancy services to entrepreneurs, family offices, companies and financial institutions. Since 2015, he has also been founding partner and board member of FIEE (*Fondo Italiano per l'Efficienza Energetica*) Sgr S.p.A.. Mr. CEREDA obtained a degree in business economics from L. Bocconi University of Milan in 1989. Mr. CEREDA has been serving as board member of various companies listed on the Italian Stock Exchange including Technogym S.p.A. (since 2016), SAVE S.p.A. (since 2015), Enervit S.p.A. (since 2007), and other Italian companies including Sisal S.p.A. and Sisal Group S.p.A. (since 2015), and Foundation "*Istituto Europeo di Oncologia*" (since 2011). Mr. CEREDA started his career as an analyst in the equity capital markets division in Rasfin S.p.A. and then he worked fifteen years at Mediobanca S.p.A., till his appointment as deputy general manager and head of corporate finance covering large corporate clients, a role that he covered from 2007 to 2015. From 2007 to 2014, he was a board member of Mediobanca S.p.A., and from 2006 to 2014, he was also a board member of Ansaldo STS S.p.A., both companies listed on the Italian Stock Exchange. Save as disclosed herein, Mr. Maurizio CEREDA has not held any directorship in other listed companies in Hong Kong or overseas in the last three years.

Mr. Maurizio CEREDA does not have any relationship with other directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Maurizio CEREDA does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Mr. Maurizio CEREDA is entitled to receive an annual director's fee of Euro 50,000. 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 Company's business activities and strategic development.

Save as disclosed above, there is no other information concerning Mr. Maurizio CEREDA that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

### III. DISTRIBUTION OF FINAL DIVIDEND

Following the approval by the shareholders of the Company at the AGM, the Company is pleased to announce the details relating to the payment of a final dividend for the year ended January 31, 2016 to the shareholders as follows:

The Company will distribute a final dividend of Euro/cents 11 per share for the year ended January 31, 2016 for a total amount of Euro 281,470,640.

The payment shall be made 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 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 is HK\$ 8.603 : Euro 1, being 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](http://www.hkab.org.hk)) on Tuesday, May 24, 2016, 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: (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 Company's Hong Kong share registrar, or (b) 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, in any case no later than 4:30 p.m. (Hong Kong time) or 10:30 a.m. (CET time) on Monday, May 30, 2016. The Company's shareholders' register (both sections) will be closed on Tuesday, May 31, 2016, during which no share transfers can be registered. The final dividend will be paid to shareholders recorded on the Company's shareholders' register on Tuesday, May 31, 2016 and the payment date will be Monday, June 13, 2016.

The final dividend will be paid net of 26% Italian withholding tax. Further details on the Italian withholding tax have been disclosed in the updated Tax Booklet, which is available on the Company's website([www.pradagroup.com](http://www.pradagroup.com)).

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

By Order of the Company

**PRADA S.p.A.**

**Mr. Carlo Mazzi**

*Chairman*

Milan (Italy), May 24, 2016

*Following the conclusion of the AGM, the Company's executive directors are Mr. Carlo MAZZI, Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI and Ms. Alessandra COZZANI; the Company's non-executive directors are Mr. Stefano SIMONTACCHI and Mr. Maurizio CEREDA and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI and Mr. Sing Cheong LIU.*