

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)

SECOND PROXY FORM

I/We,¹ and ² _____

of _____

being the registered holder(s) of³ _____
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 24, 2016 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 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.	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.			
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.			
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.			

	ORDINARY RESOLUTIONS	For ⁵	Against ⁵	Abstain ⁵
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.			

Signature⁶ _____ Dated this _____ day of _____ 2016

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 Second Proxy Form 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 an “√” 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 in the relevant boxes under “For”, “Against” or “Abstain”, 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 of the boxes under “For”, “Against” or “Abstain” for a resolution, the vote for that resolution 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) This Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (8) To be valid, this Second Proxy Form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority by a notary public, 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 (the “Closing Time”).
- (9) A proxy holder does not need to be a Shareholder of the Company but must attend the Meeting in person to represent you.
- (10) **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (“FIRST PROXY FORM”) WHICH WAS SENT TO SHAREHOLDERS TOGETHER WITH THE CIRCULAR DATED APRIL 21, 2016 CONTAINING THE NOTICE OF THE ANNUAL GENERAL MEETING, SHOULD NOTE THAT:**
 - (a) If no Second Proxy Form is lodged with the Company’s Hong Kong share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder (other than the authorized representative of Slaughter and May or the authorized representative of Anglo Chinese Corporate Finance, Limited who will only vote in accordance with note (5) above) will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting, except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - (b) If the Second Proxy Form is lodged with the Company’s Hong Kong share registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (c) If the Second Proxy Form is lodged with the Company’s Hong Kong share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder (other than the authorized representative of Slaughter and May or the authorized representative of Anglo Chinese Corporate Finance, Limited who will only vote in accordance with note (5) above) under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Company’s Hong Kong share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong share registrar before the Closing Time.
- (11) A Shareholder who has not yet lodged the First Proxy Form with the Company’s Hong Kong share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong share registrar.
- (12) The chairman of the Meeting will demand a poll on each of the questions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pradagroup.com following the Meeting.