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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)

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of the Shareholders' General Meeting of PRADA S.p.A. (the "Company") dated April 21, 2016 (the "Notice"), which contains resolutions to be tabled before the Shareholders' General Meeting for shareholders' approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Shareholders' General Meeting of the Company will be held as originally scheduled 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 or 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 resolutions set out in the Notice with resolution number 3 supplemented as follows:

3. To approve that:
  - a) 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.
  - b) 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.

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

Milan (Italy), May 6, 2016

*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) Details of the above resolution are set out in the Circular and in the supplemental circular of the Company dated May 6, 2016. Unless otherwise defined in this supplemental notice, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the supplemental circular of the Company dated May 6, 2016.
- (2) In order to be valid, the Second Proxy Form, 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 Second Proxy Form is published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://www.pradagroup.com). The completion and return of the Second Proxy Form 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.
- (3) **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 on the resolutions in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders) will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Shareholders' General 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 on the resolutions in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders) 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.
- (4) 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 Shareholders' General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong Share Registrar.
- (5) Please refer to the notice of Shareholders' General Meeting dated April 21, 2016 for details of the other resolutions to be tabled before the Shareholders' General Meeting, closure of register of members, eligibility for attending the Shareholders' General Meeting, registration procedures for attending the Shareholders' General Meeting, appointment of proxy and other relevant matters.

*As at the date of this notice, 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 director is Mr. Stefano SIMONTACCHI and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI and Mr. Sing Cheong LIU.*