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If you have sold or transferred all your shares in PRADA S.p.A., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

**PROPOSALS FOR
AMENDMENT OF BY-LAWS: CHANGE OF FINANCIAL YEAR END
APPROVAL OF AUDITED SEPARATE AND CONSOLIDATED FINANCIAL
STATEMENTS
ALLOCATION OF THE NET INCOME AND DISTRIBUTION OF
A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Shareholders' General Meeting of the Company to be held in Milan (Italy) at the Company's registered office at Via A. Fogazzaro n. 28, on Wednesday, May 31, 2017 at 12:00 noon CET time or 6:00 p.m. Hong Kong time is set out on pages 7 to 9 of this circular. In accordance with Article 17.4 of the 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.

A form of proxy for use at the Shareholders' General Meeting is also enclosed. The form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and on the website of the Company (www.pradagroup.com). Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to 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 as soon as possible, but in any event no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 29, 2017, being 48 hours before the time fixed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

April 26, 2017

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meaning:

“Board”	the Board of Directors of the Company
“By-laws”	the by-laws of the Company
“Company”	PRADA S.p.A., a company incorporated under the laws of Italy as a joint-stock company, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 21, 2017 being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the Shareholders’ General Meeting set out on pages 7 to 9 of this circular
“Share(s)”	share(s) of Euro 0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shareholders’ General Meeting”	both the extraordinary part and the ordinary part (as prescribed by the applicable Italian laws and the By-laws) of the shareholders’ annual general meeting of the Company to be held in Milan (Italy) at the Company’s registered office at Via A. Fogazzaro n. 28, on Wednesday, May 31, 2017 at 12:00 noon CET time or 6:00 p.m. Hong Kong time and any adjournment thereof, notice of which is set out on pages 7 to 9 of this circular. In accordance with Article 17.4 of the 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Carlo MAZZI (*Chairman*)
Ms. Miuccia PRADA BIANCHI
(*Chief Executive Officer*)
Mr. Patrizio BERTELLI (*Chief Executive Officer*)
Ms. Alessandra COZZANI (*Chief Financial Officer*)

Non-executive Directors:

Mr. Stefano SIMONTACCHI
Mr. Maurizio CEREDA

Independent Non-executive Directors:

Mr. Gian Franco Oliviero MATTEI
Mr. Giancarlo FORESTIERI
Mr. Sing Cheong LIU

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

April 26, 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
AMENDMENT OF BY-LAWS: CHANGE OF FINANCIAL YEAR END
APPROVAL OF AUDITED SEPARATE AND CONSOLIDATED FINANCIAL
STATEMENTS
ALLOCATION OF THE NET INCOME AND DISTRIBUTION OF
A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Shareholders' General Meeting and additional information regarding the resolutions to be proposed at the Shareholders' General Meeting, including: (1) the amendment of the By-laws to change the financial year end from January 31 to December 31; (2) the approval of the Audited Separate Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2017; and (3) the allocation of net income of the Company for the year ended January 31, 2017 and the declaration and distribution of a final dividend.

LETTER FROM THE BOARD

AMENDMENT OF BY-LAWS

As announced on April 12, 2017, the Board proposed to amend the By-laws in order to change the Company's financial year end date from January 31 to December 31.

The Group is a leading global luxury group in the design, production and distribution of high-end leather goods, handbags, footwear, apparel, accessories, eyewear and fragrances. For some years now, most of the Group's revenues have been generated by sales made through the retail channel, while the wholesale channel has significantly downsized over time. As a result, the reasons which in 2004 led the Group to shift the financial year end date to January 31 - being the date of completion of spring-summer delivery to wholesalers - no longer exist.

The Board therefore proposed to realign the financial year with the calendar year, bringing forward the financial year end date from January 31 to December 31, to be effective as of the current financial year.

The Board does not foresee any material financial implications on the Group as a result of the change of financial year end date of the Company, nor is there any other significant matter that needs to be brought to the attention of the shareholders of the Company in relation thereto.

Upon the approval by the Shareholders' General Meeting of the change of financial year end date to December 31, the Company will announce and publish the Group's financial results with respect to the following reporting periods on or before the relevant deadlines:

- (i) for the unaudited interim results for the 6-month period from February 1 to July 31, 2017 - on or before September 30, 2017 (not affected); for the unaudited interim results for the 6-month period from January 1 to June 30 of the subsequent years thereafter - on or before August 31 of that relevant year; and
- (ii) for the audited annual results for the 11-month period from February 1 to December 31, 2017 - on or before March 31, 2018; for the audited annual results for the 12-month period from January 1 to December 31, 2018 and the subsequent financial years - on or before March 31 after the relevant financial year.

Accordingly, the Board proposed to amend Article 27.1 of the By-laws to the following:

27.1 The financial year of the Company will close on 31 December of each year.

As requested by the applicable Italian laws and the By-laws, the extraordinary part of the Shareholders' General Meeting - concerning the amendment of Article 27.1 of the By-laws - will take place in front of an Italian public notary. The relevant resolution will be adopted only if the vote of more than 50% of the issued share capital of the Company is cast in favour, irrespective of the percentage of the share capital present or represented at the Shareholders' General Meeting.

LETTER FROM THE BOARD

AUDITED FINANCIAL STATEMENTS

On April 12, 2017 the Board recommended the approval of the Audited Separate Financial Statements for the year ended January 31, 2017 (as prescribed under the applicable Italian laws) which shows a net income of Euro 183,355,460 and the Audited Consolidated Financial Statements for the year ended January 31, 2017 together with the Reports of the Board, the Board of Statutory Auditors and the Independent Auditors at the Shareholders' General Meeting.

ALLOCATION OF NET INCOME AND DISTRIBUTION OF A FINAL DIVIDEND

On April 12, 2017 the Board recommended the approval and declaration at the Shareholders' General Meeting of the distribution of Euro 307,058,880 to the shareholders, in the form of a final dividend of Euro/cents 12 per share. The total amount to be distributed comprises: (i) Euro 183,355,460 which represent the net income of the Company for the year ended January 31, 2017 and (ii) Euro 123,703,420 which represent a utilization of retained earnings of the Company.

Subject to the Shareholders' approval of the recommended final dividend, the dividend will be paid on Tuesday, June 20, 2017.

The dividend payments shall be made:

- (i) in Euros 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
- (ii) 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 will be 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) on Wednesday, May 31, 2017, 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 must be lodged with:

- (i) 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, or
- (ii) 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;

in any case, no later than 4:30 p.m. (Hong Kong time) or 10:30 a.m. (CET time) on Tuesday, June 6, 2017.

LETTER FROM THE BOARD

The shareholders' register of the Company (both sections) will be closed on Wednesday, June 7, 2017 during which no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' register on Wednesday, June 7, 2017.

The final dividend will be paid net of Italian withholding tax. The current rate of Italian withholding tax applicable to dividend payments is 26%.

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

WAIVER FROM STRICT COMPLIANCE WITH RULE 13.88 OF THE LISTING RULES

As highlighted in the prospectus of the Company dated June 13, 2011, the Company's auditor, under Italian law, is appointed and its remuneration is determined every three years by the Shareholders in a shareholders' general meeting, on the basis of a proposal from the Board of Statutory Auditors.

Since it is not possible for the Company as a matter of Italian law to comply with the first sentence of the Listing Rule 13.88 (relating to the appointment of an auditor at each annual general meeting to hold office from the conclusion of that meeting until the next annual general meeting), the Company has sought and obtained from the Stock Exchange a waiver from strict compliance with Listing Rule 13.88. The waiver was granted on April 13, 2012.

At the shareholders' general meeting of the Company held on May 24, 2016, it was resolved that Deloitte & Touche S.p.A., be re-appointed as auditor ("*revisore legale dei conti*") of the Company for a term of three financial years, the term of which will expire on the date of the shareholders' general meeting to be called to approve the financial statements for the last year of the auditor's office being the year ending January 31, 2019 (or ending December 31, 2018 if the proposed change in the financial year end to 31 December is approved at the Shareholders' General Meeting).

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 7 to 9 of this circular.

FORM OF PROXY

A form of proxy is enclosed for use at the Shareholders' General Meeting. The form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com. Whether or not you intend to be present at the Shareholders' General Meeting, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon by no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 29, 2017, being 48 hours before the time fixed for the holding of the Shareholders' General Meeting. Completion and delivery of the form of proxy will not prevent you from attending (and voting) at the Shareholders' General Meeting or any adjournment thereof, should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, a vote of Shareholders at the Shareholders' General Meeting must be taken by poll. The Chairman of the Shareholders' General Meeting will demand a poll on each of the resolutions submitted for determination at the Shareholders' General Meeting. The results of the poll will be announced at the Shareholders' General Meeting and will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com following the Shareholders' General Meeting.

RECOMMENDATION

The Directors consider that all of the proposed resolutions, both extraordinary and ordinary, as described above are all in the best interests of the Company, the Group and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Shareholders' General Meeting.

Yours faithfully
By order of the Board
PRADA S.p.A.
Mr. Carlo MAZZI
Chairman

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN that both the extraordinary part and the ordinary part (as prescribed by the applicable Italian laws and the By-laws) of 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 Wednesday, May 31, 2017 at 12:00 noon CET time or 6:00 p.m. Hong Kong time (the "Shareholders' General Meeting"). In accordance with Article 17.4 of the 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:

Extraordinary part of the Shareholders' General Meeting:

1. To approve the amendment of Article 27.1 of the By-laws to the following: "The financial year of the Company will close on 31 December of each year."

Ordinary part of the Shareholders' General Meeting:

1. To approve the Audited Separate Financial Statements which show a net income of Euro 183,355,460 and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2017 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 307,058,880 to the shareholders, in the form of a final dividend of Euro/cents 12 per share to be paid on Tuesday, June 20, 2017. The total amount to be distributed comprises: (i) Euro 183,355,460 which represent the net income of the Company, for the year ended January 31, 2017 and (ii) Euro 123,703,420 which represent a utilization of retained earnings of the Company.

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

Milan (Italy), April 26, 2017

NOTICE OF ANNUAL GENERAL MEETING

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) As requested by the applicable Italian laws and the By-laws, the extraordinary part of the Shareholders' General Meeting - concerning the amendment of Article 27.1 of the By-laws - will take place in front of an Italy public notary. The extraordinary resolution will be adopted only if the vote of more than 50% of the issued share capital of the Company is cast in favour, irrespective of the percentage of the share capital present or represented at the Shareholders' General Meeting.

Each of the ordinary resolutions will be passed if the vote of more than 50% of the shares present or represented at the Shareholders' General Meeting is cast in favour of each of them.

- (2) A Shareholder entitled to attend and vote at the Shareholders' General 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.
- (3) 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 by the order in which the names stand in the Register of Members in respect of the joint holding.
- (4) 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 notarial 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 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 29, 2017, being 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.
- (5) 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 of the Shareholders' General Meeting fixed by this notice (i.e. 11:00a.m. CET time or 5:00 p.m. Hong Kong time); the verification process will close at 11:55 a.m. (CET time) at the registered office of the Company in Milan or 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.

NOTICE OF ANNUAL GENERAL MEETING

- (6) 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 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 Thursday, May 25, 2017. The shareholders' register of the Company (both sections) will be closed from Friday, May 26, 2017 to Wednesday, May 31, 2017, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Company's shareholders' register on Friday, May 26, 2017 will be allowed to attend and vote at the Shareholders' General 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 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 Tuesday, June 6, 2017. The shareholders' register of the Company (both sections) will be closed on Wednesday, June 7, 2017 during which no share transfers can be registered.

Subject to Shareholders' approval, the final dividend will be paid on Tuesday, June 20, 2017 to the shareholders recorded on the Company's shareholders' register on Wednesday, June 7, 2017.

- (7) The Chairman of the meeting will demand a poll on each of the resolutions submitted for determination at the Shareholders' General Meeting.