

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

## **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 OF ANNUAL GENERAL MEETING**

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

*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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://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.

(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.

*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 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.*