

# 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)

## PROXY FORM

I/We,<sup>1</sup> and <sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>3</sup> \_\_\_\_\_ shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “**Company**”), hereby appoint<sup>4</sup> 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 both the extraordinary part and the ordinary part (as prescribed by the applicable Italian laws and the By-laws) of the shareholders’ general 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 Wednesday, May 31, 2017 at 12:00 noon CET time / 6:00 p.m. Hong Kong time (the “**Shareholders’ General Meeting**”) on the following resolutions as indicated in the table below. In accordance with Article 17.4 of the 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.

<b>PART 1 - EXTRAORDINARY RESOLUTION<sup>5</sup></b>		<b>For<sup>6</sup></b>	<b>Against<sup>6</sup></b>	<b>Abstain<sup>6</sup></b>
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.”.			
<b>PART 2 - ORDINARY RESOLUTIONS<sup>5</sup></b>		<b>For<sup>6</sup></b>	<b>Against<sup>6</sup></b>	<b>Abstain<sup>6</sup></b>
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.			

Signature<sup>7</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

*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 form of proxy 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 Shareholders' General Meeting as your proxy.
- (5) 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. In addition, extraordinary resolution numbered 1 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 numbered 1 and 2, 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.

- (6) 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.

- (7) This form of proxy 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.
- (8) 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.
- (9) To be valid, this form of proxy, 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 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 29, 2017, being 48 hours before the time for holding the Shareholders' General Meeting.
- (10) A proxy holder does not need to be a Shareholder of the Company but must attend the Shareholders' General Meeting in person to represent you.
- (11) The chairman of the Shareholders' General Meeting will demand a poll on each of the resolutions submitted for determination at the Shareholders' General Meeting. On a poll, every Shareholder 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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://www.pradagroup.com) following the Shareholders' General Meeting.