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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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.

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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)

**PROPOSALS FOR  
APPROVAL OF AUDITED SEPARATE AND  
CONSOLIDATED FINANCIAL STATEMENTS  
ALLOCATION OF NET INCOME AND  
DISTRIBUTION OF FINAL DIVIDEND  
ELECTION OF THE BOARD OF DIRECTORS  
ELECTION OF THE BOARD OF STATUTORY AUDITORS  
BOARD OF DIRECTORS' AND BOARD OF STATUTORY  
AUDITORS' REMUNERATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Friday, April 27, 2018 at 12:00 noon CET time / 6:00 p.m. Hong Kong time is set out on pages 20 to 24 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](http://www.hkexnews.hk)) and on the website of the Company ([www.pradagroup.com](http://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 April 25, 2018, 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.

March 23, 2018

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## DEFINITIONS

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*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
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Executive Director”	executive director of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-Executive Director”	independent non-executive director of the Company
“Latest Practicable Date”	March 20, 2018 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
“Non-Executive Director”	non-executive director of the Company
“Notice”	the notice of the Shareholders’ General Meeting set out on pages 20 to 24 of this circular
“SFO”	the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
“Share(s)”	share(s) of Euro 0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

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## DEFINITIONS

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“Shareholders’ General Meeting”	the 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 Friday, April 27, 2018 at 12:00 noon CET time / 6:00 p.m. Hong Kong time and any adjournment thereof, notice of which is set out on pages 20 to 24 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
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules
“2017 Financial Year”	the eleven-month period from February 1, 2017 to December 31, 2017

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## LETTER FROM THE BOARD

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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)

*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

March 23, 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR  
APPROVAL OF AUDITED SEPARATE AND  
CONSOLIDATED FINANCIAL STATEMENTS  
ALLOCATION OF NET INCOME AND  
DISTRIBUTION OF FINAL DIVIDEND  
ELECTION OF THE BOARD OF DIRECTORS  
ELECTION OF THE BOARD OF STATUTORY AUDITORS  
BOARD OF DIRECTORS' AND BOARD OF STATUTORY  
AUDITORS' REMUNERATION  
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 approval of the Audited Separate Financial Statements and the Audited Consolidated Financial Statements of the Company for the 2017 Financial Year; (2) the allocation of the net income

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## LETTER FROM THE BOARD

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of the Company for the 2017 Financial Year and the distribution of a final dividend; (3) the election of the Board (including its Chairman); (4) the aggregate basic remuneration of the Board; (5) the election of the Board of Statutory Auditors (including its Chairman); and (6) the remuneration of the Board of Statutory Auditors.

### APPROVAL OF AUDITED FINANCIAL STATEMENTS

On March 9, 2018 the Board recommended the approval of the Audited Separate Financial Statements for the 2017 Financial Year (as prescribed under the applicable Italian laws) and the Audited Consolidated Financial Statements for the above-mentioned period together with the Reports of the Board, the Board of Statutory Auditors and the Independent Auditor at the Shareholders' General Meeting.

### ALLOCATION OF NET INCOME AND DISTRIBUTION OF FINAL DIVIDEND

On March 9, 2018 the Board recommended the approval and declaration at the Shareholders' General Meeting of the distribution of Euro 191,911,800 to the Shareholders in the form of a final dividend of Euro/cents 7.5 per share. The total amount to be distributed comprises: (i) Euro 161,553,965 which represent the net income of the Company for the 2017 Financial Year and (ii) Euro 30,357,835 which represent a utilization of retained earnings of the Company.

Subject to the Shareholders' approval of the payment of the final dividend, the dividend will be paid on Wednesday, May 23, 2018.

The dividend payments shall be made:

- (i) in Euro 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](http://www.hkab.org.hk)) on Friday, April 27, 2018, 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(s) must be lodged with:

- (i) the Company's registered office at Via Antonio Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office; or

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## LETTER FROM THE BOARD

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- (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)/ 10:30 a.m. (CET time) on Friday, May 4, 2018.

The Company's shareholders' register (both sections) will be closed on Monday, May 7, 2018, during which no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' register on Monday, May 7, 2018.

The final dividend will be paid net of Italian withholding tax, where applicable. The current rate of Italian withholding tax applied to applicable 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.

### **ELECTION OF THE BOARD OF DIRECTORS**

In accordance with Article 19 of the By-laws, the Company should be managed by a Board consisting of no fewer than nine (9) and no more than eleven (11) members. The shareholders' general meeting determines the number of Directors within these limits. The Directors are appointed by the shareholders' general meeting for a period of up to three financial years. This term expires on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board's office. The Directors may be re-appointed.

In accordance with Article 19.2 of the By-laws at least three directors must satisfy the independence requirements set forth by the Listing Rules in relation to the independence of non-executive directors.

The mandate of all the current Directors will expire at the Shareholders' General Meeting.

Pursuant to Article 19.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the Board should consist of nine Directors and each of them should hold the office for a period of three financial years, in accordance with the recommendation of the Nomination Committee rendered on March 7, 2018. Prada Holding S.p.A., further proposed that the current nine Directors should be re-elected as Directors of the Company at the Shareholders' General Meeting. The Directors who have been proposed by Prada Holding S.p.A. and are offering themselves for re-election are:

1. Mr. Carlo MAZZI;
2. Ms. Miuccia PRADA BIANCHI;
3. Mr. Patrizio BERTELLI;

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## LETTER FROM THE BOARD

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4. Ms. Alessandra COZZANI;
5. Mr. Stefano SIMONTACCHI;
6. Mr. Maurizio CEREDA to be elected as Independent Non-Executive Director;
7. Mr. Gian Franco Oliviero MATTEI to be elected as Independent Non-Executive Director;
8. Mr. Giancarlo FORESTIERI to be elected as Independent Non-Executive Director; and
9. Mr. Sing Cheong LIU to be elected as Independent Non-Executive Director.

Prada Holding S.p.A. further proposed that Mr. Carlo MAZZI should be re-elected as the Chairman of the Board for a period of three financial years at the Shareholders' General Meeting.

The Nomination Committee has reviewed and assessed the independence of the Company's Independent Non-executive Directors. In particular notwithstanding Mr. Giancarlo Forestieri has served for more than nine years and Mr. Gian Franco Oliviero Mattei will have served for more than nine years after May 28, 2018, the Nomination Committee has proposed their re-election as Independent Non-Executive Directors.

Mr. Forestieri was first appointed to the Board on May 31, 2007 and was most recently re-elected as Independent Non-Executive Director on May 26, 2015. As an Independent Non-Executive Director with his professional and academic background, Mr. Forestieri brings his valuable experience to the Board and, alongside the other Independent Non-Executive Directors, Mr. Forestieri contributes to ensuring that the interests of the shareholders as a whole are taken into account.

Mr. Forestieri has provided the Company with an annual written confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. Since his first appointment, Mr. Forestieri has not been involved in the daily management of the Company, nor in any relationships or circumstances which would have interfered with the exercise of his independent judgment. The Nomination Committee has considered the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules, and formed the view that, notwithstanding the fact that Mr. Forestieri has served on the Board for more than 9 years (of which almost 7 years as Independent Non-executive Director in the meaning prescribed by the Listing Rules), he remains independent, taking into account, amongst other things, his impartial views and comments expressed during Board and Board Committee meetings. Accordingly, the Board is of the view that Mr. Forestieri continues to be independent notwithstanding the fact that he has served on the Board for more than 9 years, and recommends his election as an Independent Non-Executive Director in the Shareholders' General Meeting.

Mr. Mattei was first appointed as an Independent Non-Executive Director on May 28, 2009 and was most recently re-elected on May 26, 2015. As an Independent Non-Executive Director, Mr. Mattei demonstrates his ability to provide an independent, balanced and objective view to the affairs of the Company and contributes to ensuring that the interests of the shareholders as a whole are taken into account.



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## LETTER FROM THE BOARD

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Mr. Mattei has provided the Company with an annual written confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. Since his first appointment Mr. Mattei has not been involved in the daily management of the Company, nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. The Nomination Committee has considered the relevant independence assessment requirements set out in Rule 3.13 of the Listing Rules, and formed the view that, notwithstanding the fact that Mr. Mattei has served on the Board for nearly 9 years (of which almost 7 years as Independent Non-Executive Director in the meaning prescribed by the Listing Rules), he remains independent, taking into account, amongst other things, his impartial views and comments expressed during Board and Board Committee meetings. Accordingly, the Board is of the view that Mr. Mattei continues to be independent notwithstanding that he will have served on the Board for more than nine years after May 28, 2018 and recommends his election as an Independent Non-Executive Director in the Shareholders' General Meeting.

The Nomination Committee has recommended to the Board that Mr. Maurizio CEREDA be re-designated as an Independent Non-Executive Director, upon his election.

Mr. Cereda was appointed as a Non-Executive Director on May 24, 2016. At the time of his appointment as Non-Executive Director, he met all the independence factors set out in Rule 3.13 of the Listing Rules, but he was not proposed as an Independent Non-Executive Director because he was appointed to replace a Non-Executive Director who had resigned during the term of the Board and the Company already had three Independent Non-Executive Directors at that time. Save for his current role as a Non-Executive Director, Mr. Cereda (a) has not been involved in the daily management of the Company and has had not held any executive or management role or function in the Company or any of its subsidiaries, (b) has not been a member of any Board committee, such as the audit committee, the remuneration committee and the nomination committee because the Non-Executive Director whom Mr. Cereda replaced was not a member of such committees at the time of his resignation, (c) has not been and is not connected with the other Directors, the chief executives and substantial shareholders of the Company and (d) has not been and is not financially dependent on the Company.

The Nomination Committee considers that his non-executive role in the Company has no impact on his independence. In fact, Mr. Cereda has demonstrated his ability to provide an independent, balanced and objective view in respect of the affairs of the Company and has performed roles similar to that of the Independent Non-Executive Directors, such as providing impartial views at the Board meetings and requesting further information and details from the Company on various matters discussed by the Board. The Company expects that if Mr. Cereda is elected and re-designated as an Independent Non-Executive Director, the Board will appoint him as a member of one or more of the Board committees. The Nomination Committee also considers that Mr. Cereda has extensive experience and knowledge in finance such that in his proposed capacity as an Independent Non-Executive Director, he will be able to continue to contribute to the Company and also increase his participation through joining one or more of the Board committees.

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## LETTER FROM THE BOARD

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The Company has demonstrated to the satisfaction of the Stock Exchange that Mr. Cereda meets the independence criteria set out in Rule 3.13 of the Listing Rules, notwithstanding his current role as a Non-executive Director, and Mr. Cereda has provided the Company with a written confirmation of his independence.

In light of the above, the Board is of the view that both Mr. Forestieri and Mr. Mattei should be re-elected as an Independent Non-Executive Director and that Mr. Cereda should be elected and re-designated as an Independent Non-Executive Director.

Pursuant to Code Provision E.1.1 of Appendix 14 of the Listing Rules, the election of Directors under resolution 3 of the Notice of the Annual General Meeting will be voted on individually by Shareholders. Further, pursuant to the Code Provision of A.4.3 of Appendix 14 of the Listing Rules, the further appointment of an independent non-executive director who served more than nine (9) years should be subject to a separate resolution to be approved by shareholders.

Biographical details of the proposed Directors are set out in Appendix I to this Circular.

### **ELECTION OF THE BOARD OF STATUTORY AUDITORS**

Under Italian law, the Company is required to have a Board of Statutory Auditors, appointed by the shareholders' general meeting for a period of three financial years. The Board of Statutory Auditors is vested with the authority to supervise the Company on its compliance with the applicable laws, regulations and the By-laws, compliance with the principles of proper management and, in particular, on the adequacy of the organizational, administrative and accounting structure adopted by the Company and on its functioning. The term of the Board of Statutory Auditors expires on the date of the shareholders' general meeting called to approve the financial statements for the last year of their office. The Board of Statutory Auditors of the Company currently consists of three effective statutory auditors and two alternate statutory auditors.

The mandate of all the current statutory auditors and their alternates will expire at the Shareholders' General Meeting.

Pursuant to Article 25.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the following candidates should be re-elected as effective statutory auditors or alternate statutory auditors (as the case may be) of the Company for a period of three financial years at the Shareholders' General Meeting:

1. Mr. Antonino PARISI (Statutory Auditor)
2. Mr. Roberto SPADA (Statutory Auditor)
3. Mr. David TERRACINA (Statutory Auditor)
4. Ms. Stefania BETTONI (Alternate Statutory Auditor)

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## LETTER FROM THE BOARD

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### 5. Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

As provided for by Article 25.6 of the By-laws, the candidate to the effective statutory auditor office who receives the highest number of votes from the Shareholders at the Shareholders' General Meeting will be automatically appointed as Chairman of the Board of Statutory Auditors of the Company for a period of three financial years. If two or more candidates receive the same highest number of votes, the Chairman will be elected by the Shareholders at the Shareholders' General Meeting by a separate resolution.

Biographical details of the proposed statutory auditors are set out in Appendix I to this Circular.

### **BOARD OF DIRECTORS' REMUNERATION**

Under Article 11.1 of the By-laws, the shareholders' general meeting of the Company shall resolve on the aggregate basic remuneration of the Board for each year of its three-year term. It is proposed that the Shareholders' General Meeting shall approve Euro 450,000 as the aggregate basic remuneration of the Board for each year of its three-year term.

According to the By-laws and the Italian corporate law and practices, the additional remuneration of Directors vested with special authorities (that is to the Executive Directors and members of the Board's committees) is determined by the Board, having considered the recommendation of the Remuneration Committee and the opinion of the Board of Statutory Auditors.

In this regard, and in accordance with the recommendation of the Remuneration Committee rendered on March 7, 2018, the Shareholders' General Meeting shall resolve on the aggregate basic remuneration of the Board for each year of its three-year term, while the Board will then determine the additional remuneration of the Directors vested with special authorities, having considered the opinion of the Board of Statutory Auditors.

The details of all emoluments (including fees, salaries, allowances, discretionary bonuses and contributions to pensions scheme) paid to the Directors for the 2017 Financial Year are set out in note 38 to the Consolidated Financial Statements of the Company.

### **BOARD OF STATUTORY AUDITORS' REMUNERATION**

Under Article 11.1 of the By-laws, the shareholders' general meeting shall resolve on the aggregate remuneration of the Board of Statutory Auditors for each year of its three-year term.

It is proposed that the Shareholders shall approve the amount of Euro 130,000 per year, as the aggregate amount of remuneration for the Board of Statutory Auditors.

### **WAIVER FROM STRICT COMPLIANCE WITH RULE 13.88 OF THE LISTING RULES**

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

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## LETTER FROM THE BOARD

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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, which will expire on the date of the shareholders' general meeting to be called to approve the financial statements of the Company for the last year of the auditor's office, being for the year ending December 31, 2018.

### NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 20 to 24 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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://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 April 25, 2018, 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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://www.pradagroup.com) following the Shareholders' General Meeting.

### RECOMMENDATION

The Directors believe that the proposed resolutions for the approval of the audited financial statements of the Company and the Group, the allocation of the net income of the Company and distribution of a final dividend, the election of the Board (including its Chairman), the election of the Board of Statutory Auditors (including its Chairman), the approval of the aggregate basic remuneration of the Board and the approval of the aggregate remuneration for the Board of Statutory Auditors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all of 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*

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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### DETAILS OF DIRECTORS PROPOSED FOR ELECTION

Pursuant to Article 19.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the Board of the Company should consist of nine Directors, including at least three Independent Non-Executive Directors appointed for a period of three financial years and that the following Directors should be elected as Directors or Independent Non-Executive Directors of the Company, as the case may be, at the Shareholders' General Meeting:

1. Mr. Carlo MAZZI as Director
2. Ms. Miuccia PRADA BIANCHI as Director
3. Mr. Patrizio BERTELLI as Director
4. Ms. Alessandra COZZANI as Director
5. Mr. Stefano SIMONTACCHI as Director
6. Mr. Maurizio CEREDA as Independent Non-Executive Director
7. Mr. Gian Franco Oliviero MATTEI as Independent Non-Executive Director
8. Mr. Giancarlo FORESTIERI as Independent Non-Executive Director
9. Mr. Sing Cheong LIU as Independent Non-Executive Director

It is further proposed that Mr. Carlo MAZZI should be appointed as the Chairman of the Board of the Company at the Shareholders' General Meeting for a period of three financial years.

Biographical details of each candidate standing for election are as follows:

**MAZZI, Carlo**, aged 71, is the Chairman of the Board, first appointed on February 14, 2014 and most recently re-elected on May 26, 2015. He was first appointed to the Board in 2004 - who served mainly as Vice Chairman - until his appointment as Chairman of the Board. Mr. Mazzi holds directorships in subsidiaries of the Company. He holds directorships in Prada Holding S.p.A., Bellatrix S.p.A. and Ludo S.r.l., which are substantial shareholders of the Company. Mr. Mazzi obtained a degree "cum laude" (with praise) in Mechanical Engineering from the Bologna University (Italy) in 1971 and obtained a Master's degree in Business Administration from Bocconi University of Milan (Italy) in 1976. Mr. Mazzi worked as a Manager of the Large Corporate department of IMI and San Paolo IMI Bank from 1994 to 2000. He was a board member of IBI International Business Advisors Investment N.V. - Amsterdam; Vice Chairman and Executive Committee Member of IBI Bank AG - Zurich; Board Member of IBI Corporate Finance B.V. - Amsterdam; Managing Director of IBI S.p.A. - Milan (financial intermediation ex art. 106 TUB) from 2000 to 2004. He is currently a board member of Chora S.r.l. - Milan (a service company). He was previously a board member of IMI-ABN AMRO S.p.A. - Milan (focused on merchant banking), SAGO S.p.A. - Florence (an IT

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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research company responsible for the management of health facilities), IMILEASE S.p.A. - Rome (a leasing company), Banca di Intermediazione Mobiliare IMI S.p.A. - Milan (now Banca IMI S.p.A.) (focused on investment banking), Tecnofarmaci S.p.A. - Pomezia (a research company in the pharmaceuticals industry), SIM S.p.A. - Rome (focused on project management) and Paros International Insurance Brokers S.r.l. - Milan (in the insurance brokerage sector). He is a member of the Remuneration Committee and Nomination Committee. Mr. Mazzi is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Mazzi is the husband of Ms. Patrizia Albano, Group Corporate Affairs Director and Joint Company Secretary of the Company. Save as disclosed above, Mr. Mazzi does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Mazzi's appointment as a Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a director's fee of Euro 1,020,000, bonuses and other incentives of Euro 1,000,000, benefits in kind of Euro 74,000 and pension, healthcare and TRF contributions of Euro 6,000. The remuneration of Mr. Mazzi was determined on the basis of his relevant working experience and expertise, responsibility and workload that have contributed to building the Group's financial performance and track records and his executive role as Chairman.

As at the Latest Practicable Date, Mr. Mazzi did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

**PRADA BIANCHI, Miuccia**, aged 69, is a Chief Executive Officer of the Company. She was first appointed as the Chairperson of the Board on November 20, 2003 until February 14, 2014 and she was most recently re-elected as Executive Director on May 26, 2015. Ms. Prada holds directorships in Prada Holding S.p.A., Bellatrix S.p.A. and Ludo S.r.l., which are substantial shareholders of the Company. Ms. Prada received an Honorary Doctorate from the Royal College of Art (London) in 2000. Ms. Prada is a co-founder of our Group along with Mr. Bertelli. Ms. Prada is the wife of Mr. Bertelli, one of our Chief Executive Officers. Ms. Prada is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Save as disclosed above, Ms. Prada does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Prada's appointment as a Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, she received a director's fee of Euro 12,000,000 and bonuses and other incentives of Euro 655,000. The remuneration of Ms. Prada was determined taking into account her strategic role, particularly in creative design concepts and styles, brand communication and advertising campaigns and the importance of her management and her role as Chief Executive Officer and Executive Director that have contributed to building the Group's financial performance and track records.

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Prada was deemed to be interested in all the shares in Prada Holding S.p.A., which in turn holds approximately 80% of the issued capital in the Company. Details of her interests are provided in the sections headed “Directors’ interests and short positions in securities” and “Substantial shareholders’ interests and short positions in securities” under “Report of the Directors” in the Annual Report of the Company for the 2017 Financial Year (the “2017 Annual Report”).

**BERTELLI, Patrizio**, aged 71, is a Chief Executive Officer of the Company. He was first appointed to the Board on November 20, 2003 and was most recently re-elected as Executive Director on May 26, 2015. Mr. Bertelli holds directorships in subsidiaries of the Company. He holds directorship in PA BE 1 S.r.l., which is a substantial shareholder of the Company. Mr. Bertelli received an honorary degree in Business Economics from the University of Florence in October, 2000. Mr. Bertelli is a co-founder of our Group along with Ms. Miuccia Prada Bianchi. Mr. Bertelli is the husband of Ms. Prada, one of our Chief Executive Officers. Mr. Bertelli is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Bertelli does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Bertelli’s appointment as a Director is for a term of three financial years, but will be subject to approval at the Shareholders’ General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a director’s fee of Euro 12,000,000 and bonuses and other incentives of Euro 655,000. The remuneration of Mr. Bertelli was determined taking into account his strategic role, particularly in defining the collections development and industrialization process, developing the leather goods and shoes collection concept and selecting locations for the new stores and the importance of his management and his role as Chief Executive Officer and Executive Director that have contributed to building the Group’s financial performance and track records.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Bertelli was deemed to be interested in all the shares in Prada Holding S.p.A., which in turn holds approximately 80% of the issued capital in the Company. Details of his interests are provided in the sections headed “Directors’ interests and short positions in securities” and “Substantial shareholders’ interests and short positions in securities” under “Report of the Directors” in the Company’s 2017 Annual Report.

**COZZANI, Alessandra**, aged 55, is the Chief Financial Officer of the Company. She was first appointed to the Board as Executive Director on December 20, 2013 and she was re-elected on May 26, 2015. She has been our Investor Relations Director since July 2010, responsible for managing financial communication and for relationships with investment community, and was further appointed as Chief Financial Officer on February 19, 2016. Ms. Cozzani holds directorships in subsidiaries of the Company. Ms. Cozzani joined our Group in 2000 and has covered different managerial roles within the Finance department. In 2003, she was appointed as Group Financial Reports Director. Ms. Cozzani obtained a degree “cum laude” (with praise) in Business Administration from the University of Genoa (Italy) in 1988. She started her career as an auditor at Coopers & Lybrand (1989 to 1995). Prior to joining our Group, she worked in Castelletti International Transports, the Italian subsidiary of an international logistic company (now Schenker Group) for five years, most of the time as Finance and



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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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Control Director. Ms. Cozzani is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Ms. Cozzani does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Cozzani's appointment as a Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, she received a director's fee of Euro 50,000. Pursuant to Ms. Cozzani's employment agreement for the above-mentioned period, she received remuneration and other benefits of Euro 252,000, bonuses and other incentives of Euro 127,000, benefits in kind of Euro 12,000 and pension, healthcare and TFR contributions of Euro 96,000. Her remuneration is determined on the basis of her relevant working experience and expertise, responsibility and workload that have contributed to building the Group's financial performance and track records and her executive role.

As at the Latest Practicable Date, Ms. Cozzani did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

**SIMONTACCHI, Stefano**, aged 47, has been appointed as Non-Executive Director on April 8, 2016 and re-elected on May 24, 2016. Mr. Simontacchi has been Managing Partner of BonelliErede Law Firm, a leading law firm in Italy, since 2013 and has been on the firm's board since 2010. His practice focuses on international taxation, transfer pricing, tax planning, private equity, and tax aspects related to real-estate transactions, real-estate and equity funds, M&A and reorganisations. In addition, Mr. Simontacchi is a member of the EU Joint Transfer Pricing Forum (which assists and advises the European Commission on transfer pricing tax matters) and has authored widely on tax law, including for *Il Sole 24 Ore* (a leading daily business newspaper). Mr. Simontacchi obtained a degree with praise (cum laude) in business administration from L. Bocconi University of Milan in 1995. In 2000, he obtained an Adv. LLM with praise (cum laude) in International Taxation from Leiden University. In January 2007, Mr. Simontacchi obtained his PhD in International Taxation from the Faculty of Law of Leiden University. In April 2015, Mr. Simontacchi was appointed as board member of RCS MediaGroup S.p.A., an Italian listed company, leader in the newspaper sector. In addition, he has been serving as board member of Cabara Insurance Broker S.r.l. since 2010, as Chairman of the Fondazione Ospedale Buzzi since July 2015 and as board member of Assoedilizia Servizi S.r.l. since 2017. Save as disclosed herein, Mr. Simontacchi has not held any directorship in other listed companies in Hong Kong or overseas in the last three years. Mr. Simontacchi does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Simontacchi's appointment as a Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received the base director's fee of Euro 50,000 and pension, healthcare and TFR contributions of Euro 2,000.



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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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As at the Latest Practicable Date, Mr. Simontacchi did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

**CEREDA, Maurizio**, aged 54, has been appointed as Non-Executive Director on May 24, 2016. Since 2015, Mr. Cereda's practice focuses on providing consultancy services to entrepreneurs, family offices, companies and financial institutions. Since 2015, he has also been a founding partner and board member of FIEE (Fondo Italiano per l'Efficienza Energetica) Sgr S.p.A. Mr. Cereda obtained a degree in business economics from L. Bocconi University of Milan in 1989. Mr. Cereda has been serving as board member of various companies listed on the Italian Stock Exchange including Technogym S.p.A. (since 2016) and Enervit S.p.A. (since 2007). Mr. Cereda started his career as an analyst in the equity capital markets division in Rasfin S.p.A. and then he worked fifteen years at Mediobanca S.p.A., till his appointment as deputy general manager and head of corporate finance covering large corporate clients, a role that he covered from 2007 to 2015. From 2007 to 2014, he was a board member of Mediobanca S.p.A., and from 2006 to 2014, he was also a board member of Ansaldo STS S.p.A., both of which are companies listed on the Italian Stock Exchange. Save as disclosed herein, Mr. Maurizio Cereda has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Cereda does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Cereda's appointment as an Independent Non-Executive Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a base director's fee of Euro 50,000 and pension, healthcare and TFR contributions of Euro 2,000.

As at the Latest Practicable Date, Mr. Cereda did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

**MATTEI, Gian Franco Oliviero**, aged 72, was first appointed as Independent Non-Executive Director on May 28, 2009 and was most recently re-elected on May 26, 2015. Mr. Mattei obtained a Degree in Economics from the Sapienza University of Rome (Italy) in 1970 and became a Public Chartered Accountant (member of the *Registro dei Revisori Legali*) with the Italian Ministry of Justice in 1995. He has worked as Managing Director (Investment Banking) in Credit Suisse, Managing Director (Global Banking & Markets) in The Royal Bank of Scotland, Head of Investment Banking at Sanpaolo IMI and Chairman of Banca IMI and was previously Head of the Finance Department at the Istituto Mobiliare Italiano IMI. Mr. Mattei has also been a Board Member of Borsa Italiana. He is Chairman of Officine CST - Consulting Services & Technology - S.p.A.. Mr. Mattei is the Chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Mattei is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Mattei does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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Mr. Mattei's appointment as an Independent Non-Executive Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a director's fee of Euro 150,000. His remuneration was determined taking into account the fact that he was vested with special authorities such as the appointment as Chairman of the Board's committees.

On May 26, 2018, Mr. Mattei will have served on the Board for nine years. He has provided the Company with the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee considers him to continue to be independent and recommends his re-election as an Independent Non-Executive Director.

As at the Latest Practicable Date, Mr. Mattei did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

**FORESTIERI, Giancarlo**, aged 71, was first appointed to our Board on May 31, 2007 and was most recently re-elected as Independent Non-Executive Director on May 26, 2015. Mr. Forestieri obtained a degree in Economics and Banking from the University of Siena in 1970 and obtained a Specialization in Corporate Finance from the Scuola Mattei - ENI in 1971. From 1988 to 2016, Mr. Forestieri was a Full Professor of Financial Markets and Institutions at the Bocconi University in Milan. Mr. Forestieri's professional experience includes serving as a member of the boards of directors of INA and Assitalia (from 1993 to 1994), Mediofactoring (from 1997 to 1999), Cassa di Risparmio di Parma e Piacenza (from 1996 to 1999 and then from 2003 to 2007 as the chairman of the board), Banca Intesa (from 1999 to 2006) and as a member of its executive committee (from 2000 to 2006), Alleanza Assicurazioni (from 2001 to 2007), Centrosim (from 1998 to 2003 where he was the chairman of the board) and Crédit Agricole Vita (from 2007 to 2013 as the chairman of the board). Mr. Forestieri is a member of the Italian Scientific Societies in the Fields of Finance and Management. Mr. Forestieri is a member of the Audit Committee and the Remuneration Committee. Mr. Forestieri is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Forestieri does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Forestieri's appointment as an Independent Non-Executive Director is for a term of three financial years, but will be subject to approval at the Shareholders' General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a director's fee of Euro 70,000 and pension, healthcare and TFR contributions of Euro 11,000. His remuneration was determined taking into account the fact that he was vested with special authorities such as the appointment as member of the Board's committees.

Mr. Forestieri has served on the Board for more than nine years. He has provided the Company with the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee considers him to continue to be independent and recommends his re-election as an Independent Non-Executive Director.

As at the Latest Practicable Date, Mr. Forestieri did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

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## **APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION**

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**LIU, Sing Cheong**, JP, aged 62, was first appointed as Independent Non-Executive Director on May 9, 2011 and was most recently re-elected on May 26, 2015. He has been the Chairman of My Top Home (China) Holdings Limited, Chairman of Evergreen Real Estate Consultants Limited since 2001, Director of HKS Education Fund Limited (“HKSEF”) since 2005 (HKSEF is a charitable institution which holds certain percentage of shares in Hongkong Sales (International) Limited (“HKSI”), an investment holding, knitwear manufacturing company), and Non-executive Director of HKSI since 2005, all of which are private companies. He has been an independent non-executive director of Swire Properties Limited since 2010 (Swire Properties Limited was listed on the Stock Exchange of Hong Kong on January 18, 2012). Mr. Liu graduated from The Hong Kong Polytechnic in 1979 with an Advanced Higher Diploma in Surveying and from The Hong Kong University of Science and Technology in 1994 with a Master of Business Administration degree. He has been a fellow of the Royal Institution of Chartered Surveyors since 1994. Mr. Liu is a member of the Audit Committee and the Nomination Committee. Save as disclosed above, Mr. Liu is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years. Mr. Liu does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Liu’s appointment as an Independent Non-Executive Director is for a term of three financial years, but will be subject to approval at the Shareholders’ General Meeting pursuant to the By-laws. For the 2017 Financial Year, he received a director’s fee of Euro 70,000 and pension, healthcare and TFR contributions of Euro 16,000. His remuneration is determined taking into account the fact that he was vested with special authorities such as the appointment as member of the Board’s committees.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

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Save as disclosed above there is no other matter in respect of any of the candidate to be appointed as Director or Independent Non-executive Director that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **DETAILS OF STATUTORY AUDITORS PROPOSED FOR ELECTION**

Pursuant to Article 25.3 of the By-laws, the Company received a notice from Prada Holding S.p.A., its controlling shareholder, proposing that the following candidates should be elected as effective statutory auditors or alternate statutory auditors (as the case may be) of the Company for a period of three financial years at the Shareholders’ General Meeting:

1. Mr. Antonino PARISI (Statutory Auditor)
  
2. Mr. Roberto SPADA (Statutory Auditor)

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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3. Mr. David TERRACINA (Statutory Auditor)
4. Ms. Stefania BETTONI (Alternate Statutory Auditor)
5. Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

As provided for by Article 25.6 of the By-laws, the candidate to the effective statutory auditor office who receives the highest number of votes from the Shareholders at the Shareholders' General Meeting will be automatically appointed as Chairman of the Board of Statutory Auditors of the Company for a period of three financial years. If two or more candidates receive the same highest number of votes, the Chairman will be elected by the Shareholders at the Shareholders' General Meeting by a separate resolution.

Biographical details of each candidate standing for election are as follows:

**PARISI, Antonino**, aged 62, was first appointed to the Board of Statutory Auditors of the Company in May 2009 and was re-elected on May 26, 2015. Mr. Parisi has been a Chartered Accountant as for Ministerial Decree 12.04.1995, since 1995 and was appointed as an Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1986. During his professional career, Mr. Parisi focused on management, administration and tax consultancy, mainly in Italy, and followed various restructuring projects on listed and unlisted public companies. From 1998 through 2000 he was a member of the Board of Directors, and from 2001 through March 2005 the Vice-President, of Banco di Sicilia, an Italian bank now part of the Unicredit Group, which is one of the leading Italian banking groups. Mr. Parisi has previously been member of the Board of Directors of three companies listed on the Italian Stock Exchange, Aicon S.p.A., Pramac S.p.A. and Everel Group S.p.A. and Chairman of the Board of Statutory Auditors of Innovatech S.p.A. and Waste Italia Group S.p.A. (previously named Kinexia S.p.A.), which are also listed on the Italian Stock Exchange. Mr. Parisi has also previously been either a member of the Board of Directors or of the Board of Statutory Auditors of: Alitalia S.p.A. (the Italian flag carrier), Piaggio S.p.A., Rodriguez Cantieri Navali S.p.A., Intek Capital S.p.A., Tirrenia CIN S.p.A., Antoniana Veneta Vita S.p.A. (MPS/Allianz group), Santavaleria Finanziaria S.p.A. and Direct Line Insurance S.p.A.. He currently serves several Italian companies either as Chairman the Board of Directors (Intermarine S.p.A. and RCN Finanziaria S.p.A.) or as Chairman of the Board of Statutory Auditors (NH Italia S.p.A.) or as Chairman of the Supervisory Body of Piaggio S.p.A.. Since 2009 Mr. Parisi has been member of the Board of Statutory Auditors of Credit Suisse Italy S.p.A. - part of the Credit Suisse Group, leading world banking institutions - and as of 2014 he has been appointed Chairman of the Board of Statutory Auditors.

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## APPENDIX I — DETAILS OF DIRECTORS AND STATUTORY AUDITORS PROPOSED FOR ELECTION

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**SPADA, Roberto**, aged 54, was first appointed to the Board of Statutory Auditors of the Company on May 22, 2012 and was re-elected on May 26, 2015. Mr. Spada has been a partner of “Spada Partners Associazione Professionale” since 1990 and was appointed as Chartered Accountant and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1987. During his professional career, Mr. Spada focused on tax and corporate advisory and company restructuring advisory. Mr. Spada has been member of the Board of Statutory Auditors of Fastweb S.p.A. (since 2014), Permasteelisa S.p.A. (since 2010), De Agostini S.p.A. (since 2014), Credit Suisse (Italy) S.p.A. (since 2012) and Fincantieri S.p.A. (since 2017), which is listed on the Italian Stock Exchange (since 2013). Mr. Spada has also been chairman of the Board of Statutory Auditors of Grandi Navi Veloci S.p.A. (since 2011), Gruppo Alpitour S.p.A. (since 2012) and Lottomatica S.p.A. (since 2014).

**TERRACINA, David**, aged 48, was first appointed to the Board of Statutory Auditors of the Company on May 22, 2012 and was re-elected on May 26, 2015. Mr. Terracina has been a lawyer since 1996 and Professor of criminal law since 2001. During his professional career, Mr. Terracina has focused on corporate criminal law, and criminal law and economics. Mr. Terracina has been chairman of the Supervisory Body of the Company since 2009. Mr. Terracina is chairman of the Supervisory Body of Altran Italia S.p.A., chairman of the Supervisory Body of Alerion Clean Power S.p.A. and member of the Supervisory Body of Petrolfuel S.p.A..

**BETTONI, Stefania**, aged 49, was appointed as Alternate Statutory Auditor of the Company on May 26, 2015. She has been a partner of “Spada Partners Associazione Professionale” since 2007. Ms. Bettoni was appointed as Chartered Accountant and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice in 1999. During her professional career Ms. Bettoni focused on tax and accounting advisory. Ms. Bettoni has been member of the Board of Statutory Auditors of Programma 101 S.p.A. (since 2013), SI2 S.p.A. (since 2014), Essilor S.p.A. (since 2015), Immobiliare Automobile Club Milano (since 2015), Fiocchi Munizioni S.p.A. (since 2017) and Eprice S.p.A. (since 2014), which is listed on the Italian Stock Exchange.

**PROSERPIO, Cristiano**, aged 42, was first appointed as Alternate Statutory Auditor of the Company on May 22, 2012 and was re-elected on May 26, 2015. Mr. Proserpio has been a partner of “Spada Partners Associazione Professionale” since 2007 and was appointed in 2003 as Chartered Accountants and Authorized Auditor (Revisore Ufficiale dei Conti) by a decree of the Ministry of Justice. During his professional career, Mr. Proserpio focused on company and finance advisory, merger and acquisition transactions, debt restructuring, business plans and firm evaluation. Mr. Proserpio has been a member of the Board of Statutory Auditors of GE Capital Services S.r.l. (since 2013), Marzotto SIM S.p.A. (since 2014), Gruppo Formula S.p.A. (since 2010), Redecam Group S.r.l. (since 2013), Mapfre Warranty S.p.A. (since 2009) and many others. He has also been a member of the Board of Directors of InBetween SGR S.p.A. (since 2012). Mr. Proserpio has been member of the Board of Statutory Auditors of Prada Holding S.p.A., the Company’s controlling shareholder, since 2014.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE IS HEREBY GIVEN that 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 Friday, April 27, 2018 at 12:00 noon CET time / 6:00 p.m. Hong Kong time. 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:

1. To approve the Audited Separate Financial Statements, which show a net income of Euro 161,553,965, and the Audited Consolidated Financial Statements of the Company for the 11-month period from February 1, 2017 to December 31, 2017 (the "2017 Financial Year") together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.
2. To approve the distribution of Euro 191,911,800 to the shareholders in the form of a final dividend of Euro/cents 7.5 per share to be paid on Wednesday, May 23, 2018. The total amount to be distributed comprises: (i) Euro 161,553,965 which represent the net income of the Company for the 2017 Financial Year and (ii) Euro 30,357,835 which represent a utilization of retained earnings of the Company.
3. To approve that the Board of Directors will consist of nine Directors and will be appointed for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Directors' office, to elect the following persons as follows:
  - (a) Mr. Carlo MAZZI as a Director;
  - (b) Ms. Miuccia PRADA BIANCHI as a Director;
  - (c) Mr. Patrizio BERTELLI as a Director;
  - (d) Ms. Alessandra COZZANI as a Director;
  - (e) Mr. Stefano SIMONTACCHI as a Director;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (f) Mr. Maurizio CEREDA as an Independent Non-Executive Director;
- (g) Mr. Gian Franco Oliviero MATTEI, who has served for almost 9 years, as an Independent Non-Executive Director;
- (h) Mr. Giancarlo FORESTIERI, who has served for more than 9 years, as an Independent Non-Executive Director; and
- (i) Mr. Sing Cheong LIU as an Independent Non-Executive Director

and to elect Mr. Carlo MAZZI as Chairman of the Board of Directors.

- 4. To approve the aggregate basic remuneration of the Board of Directors for its three-year term in the amount of Euro 450,000 per year.
- 5. To elect the following persons as effective members of the Board of Statutory Auditors or alternate statutory auditors (as the case may be) of the Company for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office:
  - (a) Mr. Antonino PARISI (Statutory Auditor)
  - (b) Mr. Roberto SPADA (Statutory Auditor)
  - (c) Mr. David TERRACINA (Statutory Auditor)
  - (d) Ms. Stefania BETTONI (Alternate Statutory Auditor)
  - (e) Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)

and, as prescribed by Article 25.6 of the By-laws, to automatically appoint as Chairman of the Board of Statutory Auditors the effective statutory auditor candidate who receives the highest number of votes from the shareholders at the Shareholders' General Meeting. In the event that two or more effective statutory auditor candidates receive the same highest number of votes, such that the Chairman of the Board of Statutory Auditors cannot be automatically appointed, to elect the Chairman of the Board of Statutory Auditors by a separate resolution.

- 6. To approve the aggregate remuneration for the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 per year.

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

Milan (Italy), March 23, 2018



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## NOTICE OF ANNUAL GENERAL MEETING

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*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) 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.
- (2) 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 as that one of the persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (3) 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 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 12:00 noon CET time or 6:00 p.m. Hong Kong time on April 25, 2018, 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.
- (4) 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. 11:00 a.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.



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## NOTICE OF ANNUAL GENERAL MEETING

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(5) 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 at Via A. Fogazzaro n. 28, Milan 20135, Italy, 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) on Tuesday, April 24, 2018. The Company's shareholders' register will be closed from Wednesday, April 25, 2018 to Friday, April 27, 2018, both days inclusive, during which period no shares transfer can be registered.

The shareholders recorded on the Company's shareholders' register on Wednesday, April 25, 2018, opening of business, will be allowed to attend and vote at the Shareholder's 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 at Via A. Fogazzaro n. 28, Milan 20135, Italy, 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) on Friday, May 4, 2018. The Company's shareholders register will be closed on Monday, May 7, 2018, during which no share transfers can be registered.

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## NOTICE OF ANNUAL GENERAL MEETING

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Subject to shareholder's approval, the final dividend will be paid to the shareholders recorded on the Company's shareholders' register on Monday, May 7, 2018 and the dividend payment date will be on Wednesday, May 23, 2018.

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