

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 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;

- (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

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 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.
- (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.

- (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.

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.

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.