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PRADA S.p.A.

Registered office at Milan (Italy), Via A. Fogazzaro n. 28
Registry of Companies of Milan, Monza, Brianza, Lodi, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company with limited liability)
(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 on Tuesday, May 26, 2020 at 12:00 noon CET time (note 1) or 6:00 p.m. Hong Kong time (note 1).

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 249,027,388 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2019 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.
2. To approve the allocation of the net income of the Company, for the year ended December 31, 2019, as follows: (i) Euro 51,176,480 to the extraordinary reserves of the Company; and (ii) Euro 197,850,908 to the retained earnings of the Company.

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

Milan (Italy), April 22, 2020

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 permitted by the emergency legislation adopted in Italy to mitigate the spread of the COVID-19 health emergency, i.e. the Italian Government Law Decree, the Company has resolved to designate “Slaughter and May” as the “exclusive proxyholder of all shareholders” at its Shareholders’ General Meeting. Therefore physical attendance of its Shareholders at the said meeting will not be allowed.
- (2) As a result, Shareholders entitled to attend and vote at the Shareholders’ General Meeting will only be able to be represented and vote by submitting a proxy form in advance of the Shareholders’ General Meeting so appointing “Slaughter and May” the “exclusive proxyholder of all shareholders”, to act as their proxy. Please note that, as a matter of Italian law, it is not possible to appoint a director (including the Chairman of the Shareholders’ General Meeting, statutory auditor or employee of the Company or any of its subsidiaries as proxy.
- (3) In the case of joint holders, the proxy of the senior who tenders a vote (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.
- (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 notarially certified copy thereof) and any other documents specified in the proxy form itself, shall either 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 or sent via email to prada.eproxy@computershare.com.hk, in each case, by no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 24, 2020, 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.
- (5) The transfer books and Company’s shareholders’ register will be closed during the following period:

Shareholders’ General Meeting

In order to qualify for being represented and grant voting instructions to the “exclusive proxyholder of all shareholders” for voting for 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 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,

in any case no later than 4:30 p.m. (Hong Kong time) or 10:30 a.m. (CET time) on Thursday, May 21, 2020. The shareholders’ register of the Company (both sections) will be closed from Friday, May 22, 2020 to Tuesday, May 26, 2020, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Company’s shareholders’ register on Friday, May 22, 2020 (*record date*) will be allowed to be represented and grant voting instruction in the above meeting.

- (6) The Chairman of the meeting will demand a poll on each of the resolutions submitted for determination at the Shareholders' General Meeting. On a poll, every Shareholder, as represented by the proxy, shall have one vote for every share held by him/her.
- (7) Shareholders entitled to be represented in the Shareholders' General Meeting are also allowed to submit questions pertaining to the items on the agenda in advance of the meeting. Questions shall be sent to the Company by email at corporateaffairs@pradagroup.com, in any event, no later than the 4:30 p.m. (Hong Kong time) or 10:30 a.m. (CET time) on Friday, May 22, 2020 (record date), date on which also the entitlement to being represented and so putting forward of questions at the Shareholders' General Meeting will be verified. The Board will endeavor, where appropriate, to answer questions pertaining to the agenda of Shareholders' General Meeting, by publishing responses on the Company's website www.pradagroup.com as soon as practicable after the meeting is held. The Company may provide a combined answer to multiple questions having the same or similar content and will not respond to questions not compliant with the terms and conditions clarified above.

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 director is Mr. Stefano SIMONTACCHI and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI, Mr. Sing Cheong LIU and Mr. Maurizio CEREDA.