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# **PRADA S.p.A.**

Via A. Fogazzaro n. 28, 20135 Milan, Italy

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 SHAREHOLDERS' 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, January 28, 2022 at 12:00 noon CET time or 7:00 p.m. Hong Kong time (see Note 1). In accordance with Articles 13.2 and 17.3 of the By-laws, persons entitled to attend and vote at the Shareholders General Meeting are allowed to attend and vote by way of electronic means only.

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 increase the number of Directors from nine to eleven;
2. To elect, for the remaining term of the current Board of Directors' mandate which is expiring on the date of the shareholders' general meeting to be called to approve the financial statements for the year ending December 31, 2023:
  - (a) Ms. Pamela CULPEPPER as an Independent Non-Executive Director;
  - (b) Ms. Anna Maria RUGARLI as an Independent Non-Executive Director;
3. To increase the aggregate basic remuneration of the Board of Directors from Euro 450,000 to Euro 550,000 for each year of the remaining term of its three-year mandate (2021 to 2023).

By Order of the Board  
**PRADA S.p.A.**  
**Mr. Paolo ZANNONI**  
*Chairman*

Milan (Italy), December 23, 2021

*Registered office:*  
Via A. Fogazzaro n. 28  
Milan 20135  
Italy

*Principal place of business in Hong Kong:*  
8th Floor  
One Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

*Notes:*

- (1) The online platform will be opened for registered Shareholders and non-registered Shareholders to log in **45 minutes prior to the commencement of the Shareholders' General Meeting ("Online SGM")**, but **login procedures will be closed at 5 minutes before the start of the Online SGM**, given that under Italian laws, the Company will announce at the commencement of the SGM the number of shares and percentage present. The online platform can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the online platform to complete the related procedures and **remain logged in until the commencement of and during the Online SGM as you will not be able to re-enter the online platform as of 5 minutes before the start of the Online SGM**. Our "Online User Guide" will be available on the Company's website [www.pradagroup.com](http://www.pradagroup.com) around one week before the SGM to guide you through the login process.
- (2) A Shareholder entitled to attend and vote at the Online SGM is entitled to appoint any other person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company. 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 proxy.
- (3) In the case of joint registered holders of any shares, the vote 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 represented 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](mailto:prada.eproxy@computershare.com.hk), in each case, by no later than 12:00 noon CET time or 7:00 p.m. Hong Kong time on January 26, 2022, being 48 hours before the time fixed for the holding of the Online SGM. 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 proxy form shall not preclude Shareholders from attending and voting online at the Online SGM (or any adjournment thereof) if they so wish.
- (5) The transfer books and Shareholders' register will be closed during the following period:

*Online SGM*

In order to qualify for attending and voting for the Online SGM, 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 9:30 a.m. (CET time) on Tuesday, January 25, 2022. The shareholders' register of the Company (both sections) will be closed from Wednesday, January 26, 2022 to Friday, January 28, 2022, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Shareholders' register on Wednesday, January 26, 2022 (*record date*) will be allowed to attend and vote at the Online SGM.

- (6) The Chairperson of the meeting will demand a poll on each of the resolutions submitted for determination at the Online SGM. On a poll, every Shareholder who is present, or as represented by the proxy or corporate representative, shall have one vote for every share held by him/her.

*As at the date of this notice, the Company's executive directors are Mr. Paolo ZANNONI, Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI, Ms. Alessandra COZZANI and Mr. Lorenzo BERTELLI; the Company's non-executive director is Mr. Stefano SIMONTACCHI and the Company's independent non-executive directors are Ms. Marina Sylvia CAPROTTI, Mr. Maurizio CEREDA and Mr. Yoël ZAOUI.*