

# 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)

## PROXY FORM

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

of \_\_\_\_\_

being the registered holder(s) of<sup>3</sup> \_\_\_\_\_ shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “**Company**”), hereby appoint<sup>4</sup> the authorised representative of Slaughter and May, the legal advisor of the Company, for the first 200 proxy forms deposited with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or the authorised representative of Anglo Chinese Corporate Finance, Limited, the former compliance adviser of the Company, for the second 200 proxy forms deposited as described above or \_\_\_\_\_

of \_\_\_\_\_

(email address) \_\_\_\_\_ as my/our proxy to login and vote for me/us and on my/our behalf at the Online Shareholders’ General Meeting (the “**Online SGM**” or “**Meeting**”) (and at any adjournment thereof) of the Company to be held at 12:00 noon CET time or 7:00 p.m. Hong Kong time on Friday, January 28, 2022 on the following resolutions as indicated in the table below:

ORDINARY RESOLUTIONS		For <sup>5</sup>	Against <sup>5</sup>	Abstain <sup>5</sup>
1.	To increase the number of Directors from nine to eleven.			
2.(a)	To elect Ms. Pamela CULPEPPER as an Independent Non-Executive Director 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.			
2.(b)	To elect Ms. Anna Maria RUGARLI as an Independent Non-Executive Director 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.			
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).			

I/We hereby acknowledge and confirm as follows:

1. I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
2. The Company and its agents are authorised to send the login details to access the online platform to my/our proxy through the email address provided above;
3. I have checked and ensured that all information provided in this proxy form is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
4. if I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Meeting ends; and
5. if my/our proxy has not received the login details by email by 5 a.m. CET time or 12:00 noon Hong Kong time on January 27, 2022, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Signature<sup>6</sup> \_\_\_\_\_

Date: \_\_\_\_\_

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) If the shareholder is a company, full name of the company and legal address to be inserted in BLOCK CAPITALS.
- (3) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (4) If any proxy other than the authorised representative of Slaughter and May or the authorised representative of Anglo Chinese Corporate Finance, Limited is preferred, delete the words “the authorised representative of Slaughter and May, the legal advisor of the Company, for the first 200 proxy forms deposited with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or the authorised representative of Anglo Chinese Corporate Finance, Limited, the former compliance adviser of the Company, for the second 200 proxy forms deposited as described above or” and insert the name, address and email address of the proxy desired in the space provided. The email address so provided will be used by the Company or its agents for sending the login details for voting at the Meeting. You and your proxy should ensure the email address provided will be appropriately secure for this purpose. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. As a matter of Italian law, it is not possible to appoint a director, statutory auditor or employee of the Company or any of its subsidiaries as your proxy. For example, it is not possible to appoint the Chairperson of the Meeting as your proxy.
- (5) If you wish to vote using all of your shares, please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If you wish to vote using part of your shares, please state the relevant number of shares you would like to use for voting in the relevant boxes under “For”, “Against” or “Abstain”, to indicate how you wish the proxy to vote on your behalf on a poll. Votes abstained will be counted in the calculation of the required majority. If this form is returned duly signed, but without any indication, the proxy (other than Slaughter and May or Anglo Chinese Corporate Finance, Limited) will vote for or against the resolution or will abstain, at his/her discretion. Where a “√” is indicated in more than one space beside a resolution, the vote for that resolution will be void and will not be counted in the calculation of the required majority.

**Please note that Slaughter and May and Anglo Chinese Corporate Finance, Limited will only vote on the resolutions mentioned above in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders.** Therefore, if this form is returned duly signed, but without any indication, Slaughter and May and Anglo Chinese Corporate Finance, Limited will not vote on the resolutions. Slaughter and May are not providing any legal or regulatory services to any of the Shareholders and there will not be any solicitor-client or fiduciary relationship between Slaughter and May and any Shareholders who appoint Slaughter and May as their proxy.

- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) 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 votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the relevant joint holding.
- (8) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority by a notary public, shall 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 by 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 for holding the Meeting. The email address provided herein is merely for receiving proxy forms relating to the Meeting and will not be in use after the deadline for depositing the proxy forms.
- (9) A proxy holder does not need to be a shareholder of the Company but must login to the Online SGM to represent you.
- (10) The chairperson of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every Shareholder who is present or by the proxy or (being corporation) is represented by a duly authorised corporate representative shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://www.pradagroup.com) following the Meeting.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the Meeting of the Company (the “Purposes”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. We may transfer your name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai,  
Hong Kong  
By email to: [PrivacyOfficer@computershare.com.hk](mailto:PrivacyOfficer@computershare.com.hk)