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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.**

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)**

**PROPOSALS FOR  
ADOPTION OF NEW BY-LAWS  
APPROVAL OF AUDITED SEPARATE AND  
CONSOLIDATED FINANCIAL STATEMENTS  
ALLOCATION OF NET RESULT  
ELECTION OF THE BOARD OF DIRECTORS  
AND ITS REMUNERATION  
ELECTION OF THE BOARD OF STATUTORY AUDITORS  
AND ITS REMUNERATION  
DISTRIBUTION OF FINAL DIVIDEND  
AND  
NOTICE OF THE SHAREHOLDERS' GENERAL MEETING**

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A notice convening the Shareholders' General Meeting of PRADA S.p.A. (the "Company") to be held, on Thursday, May 27, 2021 at 12:00 noon CET time or 6:00 p.m. Hong Kong time, is set out on pages 32 to 35 of this circular.

A form of proxy to appoint the "exclusive proxyholder of all shareholders" designated by the Company to represent and vote on behalf of the Company's shareholders 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)). If you are interested in being represented and voting at the Shareholders' General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and to return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, either at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to [prada.eproxy@computershare.com.hk](mailto:prada.eproxy@computershare.com.hk) 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 May 25, 2021, being 48 hours before the time fixed for the holding of the meeting.

**EXTRAORDINARY ARRANGEMENTS FOR THE SHAREHOLDERS' GENERAL MEETING**

In order to mitigate the risks connected with the COVID-19 health emergency, the Company resolved to implement certain special arrangements regarding the Shareholders' General Meeting provided for by art. 106 of the Italian Emergency Law as amended and confirmed from time to time and, therefore, to provide that:

- the annual general meeting is convened within 180 days of the end of the relevant financial year (instead of the 120 ordinary days);
- the annual general meeting takes place exclusively by way of electronic means; and
- the participation of the Shareholders in the Shareholders' General Meeting is allowed exclusively through the granting of proxy (by way of submission of a proxy form containing voting instructions) to the exclusive proxyholder selected by the Company, without the physical participation of the Shareholders to the Shareholders' General Meeting being allowed.

April 26, 2021

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## EXTRAORDINARY ARRANGEMENTS

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### EXTRAORDINARY ARRANGEMENTS RELATING TO THE SHAREHOLDERS' GENERAL MEETING DUE TO COVID-19 HEALTH EMERGENCY

Shareholders are informed that, pursuant to the emergency legislation adopted in Italy to mitigate the spread of the COVID-19 health emergency, i.e. the Italian Emergency Law as amended and confirmed from time to time, regarding, among other things, the arrangements on the organization of companies' annual general meetings, companies incorporated in Italy (such as the Company) may decide to:

- convene the annual general meeting within 180 days of the end of the relevant financial year (instead of the 120 ordinary days);
- prevent physical shareholders' participation in the annual general meeting by designating an "exclusive proxyholder of all shareholders" to which all shareholders shall grant proxy (by way of submission of a proxy form containing voting instructions); and/or
- hold the annual general meeting exclusively by way of electronic means.

In light of the situation described above, and having considered the measures adopted by the Italian government to mitigate the spread of the COVID-19 by requiring social distancing and prohibiting non-essential travel and public gatherings, the Company has resolved that the physical attendance of its Shareholders at its Shareholders' General Meeting will not be allowed. As such, the Company has designated "Slaughter and May" to be appointed as the "exclusive proxyholder of all shareholders" at its Shareholders' General Meeting. To this respect, please be reminded 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.

As a consequence, Shareholders entitled and willing to attend and vote at the Shareholders' General Meeting shall appoint the "exclusive proxyholder of all shareholders" as their proxyholder with express voting instructions, by duly filling in the proxy form and timely submitting it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Details of how to fill-in and submit a proxy form are set out in the paragraph headed "Form of Proxy" contained in the Letter from the Board of this Circular and in the relevant proxy form.

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 Shareholders' General Meeting by no later than Tuesday, May 18, 2021. The Board will endeavor, where appropriate, to answer questions pertaining to the agenda of the Shareholders' General Meeting, by publishing responses on the Company's website no later than May 25, 2021.

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## EXTRAORDINARY ARRANGEMENTS

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The Shareholders' General Meeting will be held exclusively by way of electronic means. As a consequence, the Directors and the Statutory Auditors of the Company, the appointed "exclusive proxyholder of all shareholders", as well as all other parties entitled to attend the Shareholders' General Meeting pursuant to law (such as the Secretary, the External Auditor and the Scrutineer) other than the Shareholders (that may only attend by granting proxy to the "exclusive proxyholder of all shareholders" as specified above) shall attend the Shareholders' General Meeting by way of electronic means. The Company will timely disclose the relevant instructions only to the interested parties.

The Company believes that extraordinary arrangements implemented are necessary and appropriate in light of the current COVID-19 health emergency, in particular, to protect the health and wellbeing of the Company's employees, Shareholders and the wider community in which it operates.

The Company will continue to monitor the situation. In case the Company needs to make further changes to the arrangements for the Shareholders' General Meeting, it will promptly communicate any changes on the Company website [www.pradagroup.com](http://www.pradagroup.com). Shareholders are therefore invited to continue to monitor the Company's website ([www.pradagroup.com](http://www.pradagroup.com)).

If Shareholders have any question pertaining to the Shareholders' General Meeting please contact the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Telephone: +852 2862 8555  
Facsimile: +852 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

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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 Italian by-laws of the Company
“Company”	PRADA S.p.A., a company incorporated under the laws of Italy as a joint-stock company with limited liability, 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
“Existing By-Laws”	the current By-laws of the Company as amended on May 31, 2017
“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
“Italian Emergency Law”	the Law Decree adopted by the Italian Government on March 17, 2020 n. 18, as converted into Law on April 24, 2020, n. 27 and as amended and confirmed from time to time and most recently by the Law Decree adopted by the Italian Government on December 31, 2020 n. 183 as converted into Law on February 26, 2021, n. 21, concerning certain measures to mitigate the spread of the COVID-19 pandemic, which introduced – among others – certain exceptional provisions applicable to the joint stock companies incorporated in Italy and the organization of their annual general meeting
“Latest Practicable Date”	April 22, 2021 being the latest practicable date prior to the printing of this circular for ascertaining the information contained herein

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## DEFINITIONS

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“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 32 to 35 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)
“Shareholders’ General Meeting”	both the extraordinary part and the ordinary part (as prescribed by the applicable Italian laws and the By-laws) of the annual general meeting of the Company to be held on Thursday, May 27, 2021 at 12:00 noon CET time or 6:00 p.m. Hong Kong time and any adjournment thereof, notice of which is set out on pages 32 to 35 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules

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LETTER FROM THE BOARD

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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)

*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

*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*)

*Independent Non-executive Directors:*

Mr. Gian Franco Oliviero MATTEI  
Mr. Giancarlo FORESTIERI  
Mr. Sing Cheong LIU  
Mr. Maurizio CEREDA

*Non-executive Director:*

Mr. Stefano SIMONTACCHI

April 26, 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
ADOPTION OF NEW BY-LAWS  
APPROVAL OF AUDITED SEPARATE AND  
CONSOLIDATED FINANCIAL STATEMENTS  
ALLOCATION OF NET RESULT  
ELECTION OF THE BOARD OF DIRECTORS  
AND ITS REMUNERATION  
ELECTION OF THE BOARD OF STATUTORY AUDITORS  
AND ITS REMUNERATION  
DISTRIBUTION OF FINAL DIVIDEND  
AND  
NOTICE OF THE SHAREHOLDERS' 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 adoption of new By-laws; (2) the approval of the Audited

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## LETTER FROM THE BOARD

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Separate Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2020; (3) the allocation of the net losses of the Company for the year ended December 31, 2020 to the retained earnings of the Company; (4) the election of the Board (including its Chairman); (5) the aggregate basic remuneration of the Board; (6) the election of the Board of Statutory Auditors (including its Chairman); (7) the remuneration of the Board of the Statutory Auditors; and (8) the distribution of a final dividend.

### **ENTITLEMENT FOR BEING REPRESENTED AND VOTE AT THE SHAREHOLDERS' GENERAL MEETING**

In order to qualify for being represented and grant voting instructions to the “exclusive proxyholder of all shareholders” for voting at the Shareholders’ General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with:

- (i) 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
- (ii) 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 Monday, May 24, 2021. The shareholders’ register of the Company (both sections) will be closed from Tuesday, May 25, 2021 to Thursday, May 27, 2021, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Company’s shareholders’ register on Tuesday, May 25, 2021 (*record date*) will be allowed to be represented and grant voting instructions to the “exclusive proxyholder of all shareholders” for voting in the above meeting.

### **(1) EXTRAORDINARY PART – ADOPTION OF NEW BY-LAWS**

Reference is made to the announcement of the Company dated April 18, 2021, according to which the Board proposed to adopt a new version of the By-laws in substitution for, and to the exclusion of, the Existing By-laws.

A summary of the major changes brought about by the proposed adoption of the new By-laws are set out below:

1. To provide possibility of having the general meetings held by electronic means only.
2. To provide possibility of having the Board of Directors and the Board of Statutory Auditors meetings held by electronic means only.



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## LETTER FROM THE BOARD

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3. To insert the office of an honorary chairperson of the Company to be appointed by the Board of Directors.
4. To delete some references to provisions under the Italian laws not applicable to the Company.
5. To make consequential as well as other house-keeping amendments to the Existing By-Laws.

Please refer to Appendix II to this circular for further details relating to the English translation of the changes to the Existing By-Laws brought about by the proposed adoption of the new By-laws. A few minor clerical improvements have also been made to the English translation of the By-laws.

A copy of the English translation of the new By-laws showing all changes made to the Existing By-Laws will be available for inspection during normal business hours on any weekday (except public holidays) at the principal place of business of the Company in Hong Kong at 8th Floor, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong from the date of this circular up to and including the date of the Shareholders' General Meeting and at the Shareholders' General Meeting. The proposed adoption of the new By-laws is subject to the approval of the Shareholders at the Shareholders' General Meeting.

As requested by the applicable laws and the By-laws, the extraordinary part of the Shareholders' General Meeting – concerning the adoption of new By-laws – will take place in front of an Italian notary public. The relevant resolution will be adopted only if the vote of more than 50% of the issued share capital of the Company is cast in favour irrespective of the percentage of the share capital represented at the Shareholders' General Meeting.

### **(2) ORDINARY PART – AUDITED FINANCIAL STATEMENTS**

On March 10, 2021 the Board recommended the approval of the Audited Separate Financial Statements for the year ended December 31, 2020 (as prescribed under the applicable Italian laws) which shows a net loss of Euro 16,175,880.17 and the Audited Consolidated Financial Statements for the year ended December 31, 2020 together with the Reports of the Board, the Board of Statutory Auditors and the Independent Auditor at the Shareholders' General Meeting.

### **(3) ORDINARY PART – ALLOCATION OF THE NET RESULT OF THE COMPANY**

On March 10, 2021 the Board recommended the approval at the Shareholders' General Meeting of the allocation of the net losses of the Company, for the year ended December 31, 2020, amounting to Euro 16,175,880.17 to the retained earnings of the Company.

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## LETTER FROM THE BOARD

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### (4) ORDINARY PART – 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 shall determine 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 February 26, 2021, which has also recommended that the Board should consist of at least five non-executive Directors, at least 3 of whom must satisfy the independence requirements set forth by the Listing Rules. Prada Holding S.p.A., further proposed that five of the current Directors should be re-elected as Directors of the Company at the Shareholders' General Meeting. In particular, the five current Directors who have been proposed by Prada Holding S.p.A. and have confirmed their availability to be re-elected are:

1. Ms. Miuccia PRADA BIANCHI;
2. Mr. Patrizio BERTELLI;
3. Ms. Alessandra COZZANI;
4. Mr. Stefano SIMONTACCHI; and
5. Mr. Maurizio CEREDA to be elected as an Independent Non-Executive Director.

After having served on the Board for more than nine years, the mandates of Mr. Carlo Mazzi, Mr. Gian Franco Oliviero Mattei, Mr. Giancarlo Forestieri and Mr. Sing Cheong Liu will expire at the Shareholders' General Meeting.

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## LETTER FROM THE BOARD

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To complete a Board made up of nine Directors, Prada Holding S.p.A. further proposed that the following four candidates be elected for the first time as Directors of the Company at the Shareholders' General Meeting:

6. Mr. Lorenzo BERTELLI;
7. Mr. Paolo ZANNONI;
8. Mr. Yoël ZAOUÏ to be elected as an Independent Non-Executive Director; and
9. Ms. Marina Sylvia CAPROTTI to be elected as an Independent Non-Executive Director.

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

The Nomination Committee on April 1, 2021 has reviewed and assessed the independence of the proposed candidates to the office of Independent Non-executive Directors also based on the written confirmation of independence provided to the Company by each of such candidates.

In light of the above, the Board is of the view that it is in the best interest of the Company that Mr. CEREDA should be re-elected as an Independent Non-Executive Director and that Mr. ZAOUÏ and Ms. CAPROTTI should be elected as Independent Non-Executive Directors.

Pursuant to Code Provision E.1.1 of Appendix 14 of the Listing Rules, the election of Directors under resolution 4 of the Notice of the Annual General Meeting will be voted on individually by Shareholders.

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

### **(5) ORDINARY PART – 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 is determined by the Board, having considered the recommendation of the Remuneration Committee and the opinion of the Board of Statutory Auditors.

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## LETTER FROM THE BOARD

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In this regard, and in accordance with the recommendation of the Remuneration Committee rendered on March 31, 2021, 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 2020 Financial Year are set out in note 39 to the Consolidated Financial Statements of the Company.

### **(6) ORDINARY PART – 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 its 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)

To complete the list of the proposed candidates to the Board of Statutory Auditors, Prada Holding S.p.A. further proposed that the following candidate be elected for the first time as Alternate Statutory Auditor of the Company at the Shareholders' General Meeting:

5. Ms. Fioranna NEGRI (Alternate Statutory Auditor)

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## LETTER FROM THE BOARD

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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.

### **(7) ORDINARY PART – 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.

### **(8) DISTRIBUTION OF FINAL DIVIDEND**

Taking into account on one hand the withdrawn distribution of the dividends of the previous year as a conservative measure and, on the other hand, the positive trends in sales of the second half of the year ended December 31, 2020, which have also continued in the first few months of 2021, on March 10, 2021 the Board recommended the approval at the Shareholders' General Meeting of the declaration and distribution to Shareholders for the year ended December 31, 2020 of Euro 89,558,840.00 in the form of a final dividend of Euro 0.035 per share.

The total amount to be distributed comprises: (i) Euro 51,176,480.00 from the extraordinary reserves of the Company and (ii) Euro 38,382,360.00 from the retained earnings of the Company.

Subject to the Shareholders' approval of the payment of the final dividend, the dividend will be paid on Wednesday, June 30, 2021.

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.

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## LETTER FROM THE BOARD

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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 Thursday, May 27, 2021, 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 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
- (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) or 10:30 a.m. (CET time) on Thursday, June 3, 2021.

The Company's shareholders' register (both sections) will be closed on Friday, June 4, 2021 during which no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' register on Friday, June 4, 2021.

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

### **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.

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.

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## LETTER FROM THE BOARD

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At the shareholders' general meeting of the Company held on April 30, 2019, 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, 2021.

### NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 32 to 35 of this circular.

### FORM OF PROXY

The form of proxy for being represented and vote at the Shareholders' General Meeting is enclosed. 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).

Shareholders entitled to attend and vote at the Shareholders' General Meeting are reminded that the only way to be represented and vote at the Shareholders' General Meeting is to grant the proxy to “Slaughter and May” as the “exclusive proxyholder for all shareholders” designated by the Company.

If you are interested in being represented and voting at the Shareholders' General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and to return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, either at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to [prada.epoxy@computershare.com.hk](mailto:prada.epoxy@computershare.com.hk) as soon as possible, and in any event, by no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on Tuesday, May 25, 2021, being 48 hours before the time fixed for the holding of the Shareholders' General Meeting.

Shareholders are also reminded that the proxy form, in order to be valid, has to contain express written instructions for the “exclusive proxyholder for all shareholders” designated by the Company to vote on the relevant resolution at the Shareholders' General Meeting. Any proxy form not duly completed or any resolution not containing express written voting instructions shall be considered void.

### QUESTIONS PERTAINING TO THE SHAREHOLDERS' GENERAL MEETING AGENDA

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, by sending them to the Company by email at the following addresses, [pradaspa@pec.prada.com](mailto:pradaspa@pec.prada.com) and/or [corporateaffairs@pradagroup.com](mailto:corporateaffairs@pradagroup.com), by no later than the close of business of Tuesday, May 18, 2021.

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## LETTER FROM THE BOARD

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Those recorded on the Company's shareholders' register on Tuesday, May 25, 2021 (record date) will be entitled to receive a reply.

The Board will endeavor, where appropriate, to answer queries received from eligible persons within the above-mentioned terms and that are pertinent to the topics on the agenda of the Shareholders' General Meeting by publishing the relevant answers on the website of the Company at [www.pradagroup.com](http://www.pradagroup.com) no later than May 25, 2021.

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.

### **PARTICIPATION IN THE SHAREHOLDERS' GENERAL MEETING**

The Shareholders' General Meeting will be held exclusively by way of electronic means. As a consequence, the Directors and the Statutory Auditors of the Company, the appointed "exclusive proxyholder of all shareholders" as well as all any other party entitled to attend the Shareholders' General Meeting pursuant to law (such as the Secretary, the External Auditor and the Scrutineer), other than Shareholders (that may only attend by granting proxy to the "exclusive proxyholder of all shareholders" as specified above), shall attend the Shareholders' General Meeting by way of electronic means. The Company will timely disclose the relevant instructions only to the interested parties.

### **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 adoption of new By-laws, the approval of the audited financial statements of the Company and the Group, the allocation of the Company's net result, the election of the Board (including its Chairman), the approval of the aggregate basic remuneration of the Board, the election of the Board of Statutory Auditors (including its Chairman) and the approval of the aggregate remuneration of the Board of Statutory Auditors and the distribution of a final dividend are all in the interests of the Company, the Group and the Shareholders as a whole.



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## LETTER FROM THE BOARD

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Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Shareholders' General Meeting.

The Directors strongly encourage Shareholders' participation in the Shareholders' General Meeting by submitting a proxy form completed with all the relevant voting instructions appointing the "exclusive proxyholder of all shareholders" designated by the Company as their proxy.

The Directors would like to thank Shareholders for their understanding and continuous support during these challenging times.

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 following Directors should be re-elected or elected as Directors or Independent Non-Executive Directors of the Company, as the case may be, for a period of three financial years at the Shareholders' General Meeting:

1. Ms. Miuccia PRADA BIANCHI as Director
2. Mr. Patrizio BERTELLI as Director
3. Ms. Alessandra COZZANI as Director
4. Mr. Lorenzo BERTELLI as Director
5. Mr. Paolo ZANNONI as Director
6. Mr. Stefano SIMONTACCHI as Director
7. Mr. Maurizio CEREDA as Independent Non-Executive Director
8. Mr. Yoël ZAOUÏ as Independent Non-Executive Director
9. Ms. Marina Sylvia CAPROTTI as Independent Non-Executive Director

It is further proposed that Mr. Paolo ZANNONI 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:

**PRADA BIANCHI, Miuccia**, aged 72, 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 April 27, 2018. Ms. Prada holds directorships in Prada Holding S.p.A., Bellatrix S.p.A. and Ludo S.p.A., 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. Patrizio Bertelli.

Ms. Prada is the wife of Mr. Patrizio Bertelli, one of our Chief Executive Officers, and is the mother of Mr. Lorenzo Bertelli. 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.

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

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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 2020 Financial Year, she received director's fee of Euro 9,088,000 and bonuses and other incentives of Euro 27,000 and pension, healthcare and TFR contributions of Euro 24,000. 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.

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 2020 Financial Year (the "2020 Annual Report").

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**BERTELLI, Patrizio**, aged 75, 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 April 27, 2018. 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, and is the father of Mr. Lorenzo Bertelli. 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 2020 Financial Year, he received director's fee of Euro 9,088,000 and bonuses and other incentives of Euro 27,000 and pension, healthcare and TFR contributions of Euro 24,000. 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.

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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, 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 2020 Annual Report.

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**COZZANI, Alessandra**, aged 58, 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 most recently re-elected on April 27, 2018. 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 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 2020 Financial Year, she received 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 294,000, bonuses and other incentives of Euro 204,000, benefits in kind of Euro 12,000 and pension, healthcare and TFR contributions of Euro 181,000. 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 of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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

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**BERTELLI, Lorenzo**, aged 33, has been Group Marketing Director since 2019 and Head of Corporate Social Responsibility since 2020. Mr. Lorenzo Bertelli is primarily responsible for the Group's communication strategy and for the development, innovation and sales analysis of the retail channel, for all the Group's brands. Mr. Lorenzo Bertelli obtained a degree in Philosophy at San Raffaele University in Milan in 2008. He joined the Group in 2017 to oversee the development of the food and beverage activities carried out by the Group through the Pasticceria Marchesi brand. He was appointed as Head of Marketing and Communication in 2018 and he has been Director of Prada Holding S.p.A. since 2015.

Mr. Lorenzo Bertelli has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Lorenzo Bertelli is the son of Ms. Miuccia Prada Bianchi and Mr. Patrizio Bertelli, the Chief Executive Officers and substantial shareholders of the Company. Save as disclosed above, Mr. Lorenzo Bertelli does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Lorenzo 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.

Pursuant to Mr. Lorenzo Bertelli's employment agreement with the Company for the year ended December 31, 2020, he received remuneration and other benefits of Euro 186,000, bonuses and other incentives of Euro 35,490, benefits in kind of Euro 900 and pension, healthcare and TFR contributions of Euro 51,475. His remuneration is determined on the basis of his relevant working experience and expertise, responsibility and workload that have contributed to building the Group's marketing and communication strategy and track records and his executive role.

As at the Latest Practicable Date, Mr. Lorenzo Bertelli does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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**ZANNONI, Paolo**, aged 72, has been international advisor at Goldman Sachs since 2019, providing advice to the firm's business across Italy and the rest of Europe. He is currently Chairman of Autogrill S.p.A., listed on the Italian Stock Exchange and secretary of the Board of Directors of Beretta Holding S.p.A. He has recently resigned as Chairman of Dolce and Gabbana Holding S.r.l., so that his resignation is being formalized. He served as Chairman of the Italian energy and telecommunications Prysmian Group from 2005 to 2012. Prior to this Mr. Zannoni spent a number of years enhancing the Goldman Sachs investment banking franchise in Italy. He joined Goldman Sachs in 1994, was named managing director in 1997, partner in 2000 and was Chairman of the Italian investment banking business between 2000 and 2013. He also spent a period as co-chief executive officer of Goldman Sachs Russia. Prior to joining Goldman Sachs, Mr. Zannoni was a vice president at Fiat S.p.A. and a lecturer at Yale University.

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

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He continues to be an executive fellow at the Yale School of Management, an advisory board member of International Center for Finance (ICF) and a board member of the Jackson Institute for Global Affairs. Mr Zannoni earned an MA and an MPhil in Political Science from Yale University. He also earned a BA from the University of Bologna.

Save as disclosed herein, Mr. Paolo Zannoni has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Zannoni does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Zannoni's appointment as 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.

As at the Latest Practicable Date, Mr. Zannoni did not have any interests in the shares of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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**SIMONTACCHI, Stefano**, aged 50, has been appointed as Non-Executive Director of the Company on April 8, 2016 and most recently re-elected on April 27, 2018. On December 2018 Mr. Simontacchi has been appointed as President of BonelliErede Law Firm, a leading law firm in Italy, after being Managing Partner from 2013 to 2018. He 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. On November 2018 he has been appointed as board member of Fattorie Osella S.p.A.

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.

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

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For the 2020 Financial Year, he received director's fee of Euro 35,000 and pension, healthcare and TFR contributions of Euro 1,000.

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

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**CEREDA, Maurizio**, aged 57, has been appointed as Independent Non-Executive Director of the Company on April 27, 2018 and previously had been a Non-Executive Director since May 24, 2016. Mr. Cereda's practice focuses on providing consultancy services to entrepreneurs, family offices, companies and financial institutions. Since 2015, he has also been 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., until 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 companies listed on the Italian Stock Exchange. Mr. Cereda is the Chairman of the Remuneration Committee and a member of the Audit Committee.

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 2020 Financial Year, he received director's fee of Euro 72,000 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 of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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**ZAOUÏ, Yoël**, aged 60, is a co-founder of Zaoui & Co., a firm established in 2013 to advise select clients on mergers, acquisitions and other strategic and financial transactions, as well as major investment decisions. Mr. Zaoui began his investment banking career at Goldman Sachs in 1988, and, over a 24-year career at Goldman Sachs, was responsible for some of Europe's largest and more defining corporate transactions in a period of unprecedented growth. Mr. Zaoui was the first European investment banker to have joined Goldman Sachs's top



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

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governing body, the management committee, a position he held from 2008 until his retirement in 2012. Prior to Goldman Sachs, Mr. Zaoui worked at Arthur Andersen in Paris (1983-1986). Mr. Zaoui was educated in France and the US; he obtained a diploma from the Ecole des Hautes Etudes Commerciales (HEC, 1982), a DEA doctoral degree in Finance from Université Paris-Dauphine (1983) and an MBA from Stanford University (1988). Mr. Zaoui continues to be actively involved with his alma maters, serving as a member of the *Cercle des Grands Donateurs de la Fondation HEC*. Mr. Zaoui is decorated by His Majesty the King of Morocco Mohamed VI of the Order of Wissam.

Save as disclosed above, Mr. Yoël Zaoui has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Zaoui does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Zaoui'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.

As at the Latest Practicable Date, Mr. Zaoui did not have any interests in the shares of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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**CAPROTTI, Marina Sylvia**, aged 43, has been Executive Chairperson of Esselunga S.p.A. since 2019. Prior to this, she was a member of its Board of Directors starting from June 1998 and Vice President from 2016 to 2019. She is currently a director in the Board of Fondazione Accademia Teatro alla Scala of Milan. Ms. Marina Sylvia Caprotti obtained a degree in Law at Università Cattolica del Sacro Cuore in Milan in 2004.

Ms. Caprotti has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years. Ms. Caprotti does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Caprotti'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.

As at the Latest Practicable Date, Ms. Caprotti did not have any interests in the shares of the Company within the meaning of Part XV of the SFO, which are required to be disclosed.

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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.



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

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### 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)
3. Mr. David TERRACINA (Statutory Auditor)
4. Ms. Stefania BETTONI (Alternate Statutory Auditor)
5. Ms. Fioranna NEGRI (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 or re-election (as the case may be) are as follows:

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**PARISI, Antonino**, aged 65, was first appointed to the Board of Statutory Auditors of the Company in May 2009 and was most recently re-elected on April 27, 2018. 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 either a member or chairman of the Board of Directors or the Board of Statutory Auditors of various companies, including companies listed on the Italian Stock Exchange. He currently serves several Italian companies either as Chairman of 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 57, was first appointed to the Board of Statutory Auditors of the Company on May 22, 2012 and was most recently re-elected on April 27, 2018. 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). 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).

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**TERRACINA, David**, aged 51, was first appointed to the Board of Statutory Auditors of the Company on May 22, 2012 and was most recently re-elected on April 27, 2018. 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, with various publications in these subjects. Mr. Terracina has been chairman of the Supervisory Body of the Company since 2009. Among other appointments, Mr. Terracina is chairman of the Supervisory Body and member of the board of statutory auditors of Liu Jo S.p.A. and of Altran Italia S.p.A..

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**BETTONI, Stefania**, aged 52, was appointed as Alternate Statutory Auditor of the Company on May 26, 2015 and was re-elected on April 27, 2018. 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), Poste Air Cargo (since 2020), Polis Fondi Sgr P.A. (since 2020), Gruppo Editoriale Mauro Spagnol (since 2020) and E-price S.p.A. (since 2014), which is listed on the Italian Stock Exchange.

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**NEGRI, Fioranna**, aged 62, has been a partner of BDO Italia S.p.A. since 2017. Ms. Negri was appointed as Chartered Accountant and Authorized Auditor (*Revisore Ufficiale dei Conti*) by a decree of the Ministry of Justice in 1995. During her professional career, Ms. Negri focused on economic, financial and business matters and was a partner of Grant Thornton S.p.A., first, and of PKF Italia S.p.A. afterwards. Ms. Negri has been member of the Board of Statutory Auditors of Satispay S.p.A. (since July 2020), of Wikimedia Italia (since April 2020), Eidosmedia (since May 2019), Centro Servizi Navali (since May 2018), of Games Lodi S.p.A. (since July 2018), of Recipharm S.p.A. (since February 2018), and of Arbolia S.p.A., a benefit company (since February 2021). Ms Negri is also member of the Supervisory Body of Fincantieri S.p.A. (since March 2021) and Fincantieri Infrastructure Opere Marittime S.p.A. (since July 2020).

## APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS

The following is the English translation of the proposed amendments to the Existing By-Laws introduced by the new By-laws. A few minor clerical improvements have also been made to the English translation of the By-laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new By-laws.

Article No.	<b>English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)</b>
2.3	The Company may also carry out operations involving financial, movables, real estate and commercial transactions considered to be necessary by the board of directors or useful for the achievement of the Company’s purposes; the Company may acquire, manage and dispose of shareholdings or interests in companies and enterprises of any kind, with similar or connected purposes and grant to third parties endorsements, suretyships and other guarantees, including security, as long as they are useful or necessary for the achievement of the Company’s purposes, <b><u>without prejudice to the provisions applicable to the companies whose shares are listed on the Stock Exchange of Hong Kong as provided for by art. 30 of these by-laws.</u></b>
5.1	For the purposes of their relations with the Company, the domicile of all shareholders, directors, statutory auditors and the external auditor will be the location of their address as it appears in the Company’s books, <b><u>without prejudice to the rules on notices applicable to the companies whose shares are listed on the Stock Exchange of Hong Kong as provided for by art. 34, as well as provided for by art. 35 of these by-laws.</u></b>
6.4	<b><u>The provisions contained in art. 31 and 32 of these by-laws, applicable to the companies whose shares are listed on the Stock Exchange of Hong Kong, shall apply.</u></b>
11.1 (e)	the purchase of the Company’s shares within the limit set forth by Section 2357, first paragraph, of the Italian Civil Code and, in any case, within the <b><u>limits provided for by the laws and regulations applicable to the companies whose shares are listed on the Stock Exchange of Hong Kong</u></b> <del>limit of 10% of the issued share capital at the time of the relevant shareholders’ meeting;</del>

**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
13.2	<p><u>Shareholders may also attend the general meeting remotely, through audio or video connection, provided that the collegial method and the principles of good faith and equality of treatment of the shareholders are respected. In this case, it is necessary that:</u></p> <ul style="list-style-type: none"> <li><u>– the chairperson of the shareholders’ general meeting is able to ascertain the identity and legitimacy of the attendees;</u></li> <li><u>– the chairperson of the shareholders’ general meeting is able to regulate the conduct of the meeting, to ascertain and announce the results of the voting;</u></li> <li><u>– the person taking minutes is able to adequately hear the events of the shareholders’ general meeting being recorded;</u></li> <li><u>– all attendees are able to participate in real time in the discussion and in the simultaneous voting, with the possibility to read, receive and send documents in real time.</u></li> </ul>
13.3	<p><u>The shareholder’s general meeting shall be considered to have been validly held in the place specified in the notice of call, if indicated, where the person taking minutes shall also be present for drafting and taking the minutes.</u></p>
13.4	Renumbered from article 13.2 of the Existing By-Laws.
14.4	<p>The notice of call must be published in accordance with the procedures provided by applicable Italian law at least thirty days before the date of the meeting on (i) <b><u>the Company’s website and by an extract in</u></b> at least one of the following newspapers: “Il Sole 24Ore”, “Italia Oggi”, “MF Milano Finanza” and (ii) <del>on the Company’s website.</del></p> <p><del>The notice periods mentioned above under letter (a) shall be extended to the fortieth day before the date of the meeting for those meetings providing for the appointment of directors and statutory auditors, and (b) postponed to the twenty first day before the date of the meeting for those meetings provided under Sections 2446 (Reduction of capital pursuant to losses), 2447 (Reduction of capital below the legal minimum) and 2487 of the Italian Civil Code (Appointment and replacement of liquidators).</del></p>

**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
14.5	Shareholders who, individually or jointly, own or control at least one-fortieth of the share capital may request, within ten days as of the publication of the notice of call pursuant to paragraph 14.4 above <del>(five days in the circumstances indicated under paragraph 14.4(b))</del> , additions to the list of items on the agenda setting out the proposed additions. Requests must be submitted in writing. Additions to the agenda submitted pursuant to this paragraph shall be disclosed according to applicable laws. Additions to the agenda cannot be made for matters which, in accordance with law, the shareholders' meeting should resolve upon only after a proposal by the board of directors or on the basis of a project or report prepared by the directors, other than the report relating to items included in the agenda.
15.1	The right to attend and to vote at shareholders' meetings shall be determined in pursuance of these by-laws, <b><u>expressly including the provisions applicable to the companies whose shares are listed on the Stock Exchange of Hong Kong as provided for by art. 33 herein below and</u></b> , when not expressly provided for, by applicable law in force from time to time.
16.1	Shareholders' meetings shall be presided over by the chairperson of the board of directors or, in his/her absence, by the deputy chairperson or by the chief executive officer, if one is appointed. In the absence of the persons mentioned above, the shareholders' meeting shall appoint, with the majority of the capital represented, the person who will act as chairperson of the shareholders' meeting. The chairperson of the shareholders' meeting will be assisted by a secretary, appointed by the shareholders' meeting, who does not need to be a shareholder, and, if required, by <b><u>one or more</u></b> two scrutineers. If required by the applicable law or by the <b><u>chairperson of</u></b> the shareholders' meeting a notary public will attend and draft the minutes.
17.2	<del>Without prejudice to the provisions set forth by Title VII of these by-laws in the case where the shares of the Company will be traded on the Stock Exchange of Hong Kong, the quorum for an ordinary and extraordinary shareholders' meeting is provided under the Italian Civil Code.</del>
17.4 of the Existing By-Laws	<del>If provided for in the notice that called the meeting, those persons entitled to vote may attend the shareholders' meeting through telecommunication equipment, and exercise their right to vote by electronic means, in accordance with the Italian Civil Code, the regulatory provisions on this subject and the shareholders' meeting regulation.</del>

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**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

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Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
19.2	Each director must satisfy the requirements for his/her eligibility, proficiency and integrity in accordance with applicable laws. At least three directors, or the higher number required by the applicable laws and regulations, if any, must satisfy the independence requirements set forth <del>by the corporate governance code approved by the Corporate Governance committee of Borsa Italiana S.p.A. or, if the shares of the Company are listed on The Stock Exchange of Hong Kong, the requirements set forth</del> <b><u>by the laws and regulations applicable to the companies with whose shares are listed on the Stock Exchange of Hong Kong</u></b> therein to the Company in relation to the independence of directors.
19.3	Any person who, alone or together with others, represents at least 1% of the share capital may propose one or more candidates, up to eleven, by filing the name of such candidates with the Company at its registered office at least twenty-five days prior to the date of the shareholders' meeting called to resolved upon their appointment on the first or single call. The details of the candidates are to be published in accordance with the applicable Italian regulations and <del>if the shares of the Company are listed on the Stock Exchange of Hong Kong, the requirements set forth by the laws and regulations applicable therein.</del> <b><u>the laws and regulations applicable from time to time to companies whose shares are listed on the Stock Exchange of Hong Kong.</u></b>
20 (Title)	THE CHAIRPERSON OF THE BOARD OF DIRECTORS – <b><u>THE HONORARY CHAIRPERSON</u></b>
20.2	The board of directors, at the chairperson's proposal, is to appoint a secretary <del>who does not need to be employed by the Company.</del>

**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
20.5	<p><u>The Board of Directors may appoint a chairperson with honorary functions, referred to as “Honorary Chairperson”, selected among personalities of great prestige, who have contributed to the success and growth of the Company. The Honorary Chairperson shall have no management powers as well as no relevance outside the Company; however, the Honorary Chairperson may: i) represent the Company on the basis of powers of attorney issued by the competent corporate bodies, ii) receive a reimbursement of the expenses incurred in connection with the performance of the his/her functions. The Honorary Chairperson is entitled, but is not obliged, to attend both the board of directors’ meetings and the shareholders’ general meetings. The Honorary Chairperson only has the function of advising and supporting these bodies in the decision-making process. The term of office of the Honorary Chairperson is determined at the time of his/her appointment and he/she shall be re-elected. The Honorary Chairperson shall not be a member of the Board of Directors.</u></p>
21.7 of the Existing By-Laws	<p><del>If required by applicable laws, the board of directors shall appoint, with the favourable opinion of the board of statutory auditors, a manager responsible for the preparation of the financial reporting documents. Such manager must be chosen from among those persons who, for at least three years, have carried out: (a) audit, administration, control or senior management activities in large companies (i.e. companies with a share capital of at least EUR2,000,000), or (b) professional activities or university teaching activities in the financial or accounting sectors.</del></p>
21.7	Renumbered from article 21.8 of the Existing By-Laws.
22.2	<p><u>The board of directors may also meet through audio or video connection, provided that the collegial method and the principles of good faith are respected. In this case, it is necessary that:</u></p> <ul style="list-style-type: none"> <li><u>– the chairperson of the board of directors is able to ascertain the identity and legitimacy of the attendees;</u></li> <li><u>– the chairperson of the board of directors is able to regulate the conduct of the meeting;</u></li> <li><u>– the person taking minutes is able to adequately hear the events of the meeting of the board of directors being recorded;</u></li> <li><u>– all attendees are able to participate in real time in the discussion and in the simultaneous voting, with the possibility to read, receive and send documents in real time.</u></li> </ul>



**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
22.3	<u><b>The meeting of the board of directors shall be considered to have been validly held in the place specified in the notice of call, if indicated, where the person taking minutes shall also be present.</b></u>
22.4	Renumbered from article 22.2 of the Existing By-Laws with below amendment.  A meeting of the board of directors will be called at least five days before the date established for the meeting by notice of call to be sent to each director and to the statutory auditors by registered mail, <del>fax</del> or e-mail. The notice period is 24 hours in cases of urgency.
22.5	Renumbered from article 22.3 of the Existing By-Laws.
22.6	Renumbered from article 22.4 of the Existing By-Laws.
22.7	Renumbered from article 22.5 of the Existing By-Laws.
22.6 of the Existing By-Laws	<del>A meeting of the board of directors shall also be validly held if those present are located in different places, wherever situated, connected by audio/visual means, if each of the participants in the meetings can be identified and if each can follow and participate in the discussion of the topics dealt with in real time. The meeting is considered validly held in the place indicated in the meeting notice.</del>
22.8	Renumbered from article 22.7 of the Existing By-Laws
25.8	A meeting of the board of statutory auditors will be validly held if those present are located in different places, wherever situated, connected by audio/visual means, <u><b>in accordance with provisions of art. 22.2 herein above, as if also applied to the Board of Statutory Auditors</b></u> <del>provided each of the participants in the meetings can be identified and if each can follow and participate in the discussions of the topics dealt with in real time.</del> The meeting is considered validly held in the place <u><b>specified</b></u> <del>indicated</del> in the meeting notice, <u><b>if indicated.</b></u>
TITLE VII	<del>Once</del> <u><b>As long as</b></u> the shares of the Company are listed <del>traded</del> on the Stock Exchange of Hong Kong, the provisions set forth under this Title VII <del>as well as the provisions of the Italian Civil Code relating to companies that have access to capital markets</del> shall apply.



**APPENDIX II – PROPOSED ADOPTION OF NEW BY-LAWS**

Article No.	English translation of the provisions in the new By-laws (showing the English translation of the proposed amendments to the Existing By-Laws, of which deletions are in strikethrough while insertions are in bold and underlined and consequential changes to numbering are also set out)
31.1	Every person whose name is entered as a shareholder in the Hong Kong branch register (i.e. <del>the branch shareholders' register that the Company shall set up and maintain in Hong Kong</del> ) shall be entitled, without payment, to receive within two months after allotment (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares of such class upon payment for every certificate after the first of such reasonable out of pocket expenses as the board of directors may from time to time decide. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee which shall be an amount not exceeding the relevant maximum amount as the Stock Exchange of Hong Kong may from time to time determine provided that the Board may at any time determine a lower amount for such fee. A shareholder who has transferred part of the shares comprised in his holding shall be entitled to a certificate for the balance at the aforesaid fee payable by the transferor to the Company in respect thereof.
32.1	As far as the transfer of the shares <del>capable of</del> being traded on the Stock Exchange of Hong Kong is concerned, the procedures for transfers of shares traded thereon from time to time shall apply
33.2	If a clearing house recognised according to laws and regulations applicable pursuant to the listing of the shares on the Stock Exchange of Hong Kong (or one or more nominee(s) of such clearing house) is a shareholder of the Company (or holder of the warrants issued), the clearing house (or its nominee(s)) may authorise one or more persons to act as its proxy(ies) or representative(s) at any ordinary or extraordinary meeting (or other meeting relating to financial instruments when issued) of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number <del>and class</del> of shares (or financial instruments) in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and shall be entitled to exercise at the relevant shareholders' meeting the same rights and powers on behalf of the delegating party (being the clearing house (or its nominee(s)) as if such person (or its nominee(s)) were an individual shareholder of the Company holding the number <del>and class</del> of shares (or financial instruments) specified in such authorisation.
37.1	Any controversy that may arise in connection with or relating to, the construction, application or performance of these by-laws shall be <b><u>exclusively</u></b> submitted to the courts of the place where the Company's legal seat is located.
38.1	Any reference to applicable laws and regulations contained in the by-laws is made to the relevant applicable Italian laws and regulations as well as to the relevant laws and regulations applicable pursuant to the listing, <del>if any,</del> of the Company's shares on the Stock Exchange of Hong Kong.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN that the Shareholders' General Meeting of PRADA S.p.A. (the "Company") will be held on Thursday, May 27, 2021 at 12:00 noon CET time or 6:00 p.m. Hong Kong time.

The Shareholders' General Meeting will be convened for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

*Extraordinary part of the Shareholders' General Meeting*

1. To approve that the new By-laws produced to the Shareholders' General Meeting, a copy of which has been signed by the Chairman of the Shareholder's General Meeting for the purpose of identification be and are hereby approved and adopted as the By-laws of the Company in substitution for, and to the exclusion of, the current By-laws of the Company with immediate effect after the close of the Shareholders' General Meeting.

*Ordinary part of the Shareholders' General Meeting*

2. To approve the Audited Separate Financial Statements which show a net loss of Euro 16,175,880.17 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2020 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.
3. To approve the allocation of the net loss of the Company, for the year ended December 31, 2020, amounting to Euro 16,175,880.17 to the retained earnings of the Company.
4. 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) Ms. Miuccia PRADA BIANCHI as a Director;
  - (b) Mr. Patrizio BERTELLI as a Director;
  - (c) Ms. Alessandra COZZANI as a Director;
  - (d) Mr. Lorenzo BERTELLI as a Director
  - (e) Mr. Paolo ZANNONI as a Director;
  - (f) Mr. Stefano SIMONTACCHI as a Director;
  - (g) Mr. Maurizio CEREDA as an Independent Non-Executive Director;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (h) Mr. Yoël ZAOUI, as an Independent Non-Executive Director; and
  - (i) Ms. Marina Sylvia CAPROTTI, as an Independent Non-Executive Director;
- and to elect Mr. Paolo ZANNONI as Chairman of the Board of Directors.
- 5. 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.
  - 6. 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) Ms. Fioranna NEGRI (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.

- 7. 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.
- 8. To approve the distribution of Euro 89,558,840 to the shareholders in the form of a final dividend of Euro 0.035 per share to be paid on Wednesday, June 30, 2021. The total amount to be distributed comprises: (i) Euro 51,176,480, which represent the utilization of the extraordinary reserve and (ii) Euro 38,382,360, which represent a utilization of retained earnings of the Company.

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

Milan (Italy), April 26, 2021

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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:*  
8th Floor  
One Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

*Notes:*

- (1) As requested by the applicable Italian laws and the By-laws, the extraordinary part of the Shareholders' General Meeting – concerning the adoption of new By-laws – will take place in front of an Italian public notary. The extraordinary resolution will be adopted only if the vote of more than 50% of the issued share capital of the Company is cast in favour, irrespective of the percentage of the share capital represented at the Shareholders' General Meeting.

Each of the ordinary resolutions will be passed if the vote of more than 50% of the shares represented at the Shareholders' General Meeting is cast in favour of each of them.

- (2) As permitted by the emergency legislation adopted in Italy to mitigate the spread of the COVID-19 pandemic, i.e. the Italian Emergency Law, 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.
- (3) 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 for the Shareholders 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.
- (4) In the case of joint holders, 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.
- (5) 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 6:00 p.m. Hong Kong time on May 25, 2021, 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).
- (6) The transfer books and Company's shareholders' register will be closed during the following period:

(i) *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,

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## NOTICE OF ANNUAL GENERAL MEETING

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in any case no later than 4:30 p.m. (Hong Kong time) or 10:30 a.m. (CET time) on Monday, May 24, 2021. The shareholders' register of the Company (both sections) will be closed from Tuesday, May 25, 2021 to Thursday, May 27, 2021, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Company's shareholders' register on Tuesday, May 25, 2021 (*record date*) will be allowed to be represented and grant voting instruction in the above 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) or 10:30 a.m. (CET time) on Thursday, June 3, 2021. The Company's shareholders register will be closed on Friday, June 4, 2021, during which no share transfers can be registered.

Subject to shareholders' approval, the final dividend will be paid to the shareholders recorded on the Company's shareholders' register on Friday, June 4, 2021 and the dividend payment will be on Wednesday, June 30, 2021.

- (7) 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.
- (8) Shareholders entitled to be represented at 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 the following addresses, [pradaspa@pec.prada.com](mailto:pradaspa@pec.prada.com) and/or [corporateaffairs@pradagroup.com](mailto:corporateaffairs@pradagroup.com), in any event, no later than the close of business of Tuesday, May 18, 2021. Those recorded on the Company's shareholders' register on Tuesday, May 25, 2021 (*record date*) will be entitled to receive a reply. The Board will endeavor, where appropriate, to answer questions received from eligible persons within the above-mentioned terms and that are pertaining to the agenda of Shareholders' General Meeting, by publishing responses on the Company's website [www.pradagroup.com](http://www.pradagroup.com) no later than May 25, 2021. 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.