

PRADA S.p.A.

Via A. Fogazzaro n. 28, 20135 Milan, Italy
Registry of Companies of Milan Monza Brianza Lodi, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company with limited liability)
(Stock Code: 1913)

PROXY FORM

I/We,¹ and² _____

of _____

being the registered holder(s) of³ _____
shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “Company”), hereby appoint⁴ the “exclusive proxyholder of all shareholders” – designated by the Company in accordance with the applicable provision of Italian law, i.e. Slaughter and May – as my/our proxy to attend and vote for me/us and on my/our behalf at the Shareholders’ General Meeting of the Company (and at any adjournment thereof) to be held on Thursday, May 27, 2021 at 12:00 noon CET time/6:00 p.m. Hong Kong time (the “Meeting”), on the following resolutions as indicated in the table below:

PART 1 – EXTRAORDINARY RESOLUTION ⁵		For ⁶	Against ⁶	Abstain ⁶
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 Shareholders’ 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 Shareholder’s General Meeting.			
PART 2 – ORDINARY RESOLUTIONS ⁵		For ⁶	Against ⁶	Abstain ⁶
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 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.			
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.			
5.	To elect Ms. Miuccia PRADA BIANCHI as a Director of the Company.			
6.	To elect Mr. Patrizio BERTELLI as a Director of the Company.			
7.	To elect Ms. Alessandra COZZANI as a Director of the Company.			
8.	To elect Mr. Lorenzo BERTELLI as a Director of the Company.			
9.	To elect Mr. Paolo ZANNONI as Director of the Company.			
10.	To elect Mr. Stefano SIMONTACCHI as a Director of the Company.			
11.	To elect Mr. Maurizio CEREDA as an Independent Non-Executive Director of the Company.			
12.	To elect Mr. Yoël ZAOUI as an Independent Non-Executive Director of the Company.			
13.	To elect Ms. Marina Sylvia CAPROTTI as an Independent Non-Executive Director of the Company.			
14.	To elect Mr. Paolo ZANNONI as Chairman of the Board of Directors.			
15.	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.			
16.	To elect Mr. Antonino PARISI as effective member of the Board of Statutory Auditors 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.			

PART 2 – ORDINARY RESOLUTION⁵		For⁶	Against⁶	Abstain⁶
17.	To elect Mr. Roberto SPADA as effective member of the Board of Statutory Auditors 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.			
18.	To elect Mr. David TERRACINA as effective member of the Board of Statutory Auditors 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.			
19.	To elect Ms. Stefania BETTONI as alternate statutory auditor 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.			
20.	To elect Ms. Fioranna NEGRI as alternate statutory auditor 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.			
21.	To approve the aggregate remuneration of the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 per year.			
22.	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.			

POSSIBLE ALTERNATIVE RESOLUTION IN THE EVENT THAT NONE OF THE RESOLUTIONS 16, 17 AND 18 ABOVE RECEIVES THE HIGHEST NUMBER OF VOTES⁷		For⁶	Abstain⁶
23.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. Roberto SPADA <input type="text"/> Mr. David TERRACINA <input type="text"/>	
24.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. Roberto SPADA <input type="text"/>	
25.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Antonino PARISI <input type="text"/> Mr. David TERRACINA <input type="text"/>	
26.	To elect as Chairman of the Board of Statutory Auditors 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:	Mr. Roberto SPADA <input type="text"/> Mr. David TERRACINA <input type="text"/>	

Signature⁸ _____

Dated this _____ day of _____ 2021

This proxy form shall either be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or sent via email to prada.eproxy@computershare.com.hk, in each case, by no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 25, 2021, being 48 hours before the time for holding the Meeting⁹.

Notes:

- (1) Full name(s) and address(es) of the shareholder(s) to be inserted in BLOCK CAPITALS.
- (2) If the shareholder is a company, full name of the company and legal address to be inserted in BLOCK CAPITALS.
- (3) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (4) In accordance with the provision of 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 other things – certain exceptional provisions applicable to joint stock companies incorporated in Italy and the organization of their annual general meeting, the Company has resolved to appoint at its Shareholders' General Meeting the "exclusive proxyholder of all shareholders", so designating "Slaughter and May", as such "exclusive proxyholder of all shareholders"; therefore physical attendance of its Shareholders at the said meeting will not be allowed.

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.

- (5) 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. In addition, extraordinary resolution numbered 1 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 (regarding resolutions 23 to 26, please refer to note 7 below).
- (6) If you wish to vote using all of your shares, please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If you wish to vote using part of your shares, please state the relevant number of shares you would like to use for voting (a) in the relevant boxes under "For", "Against" or "Abstain" (applicable to resolutions 1 to 22) and (b) in the relevant boxes beside the name of each candidate or under "Abstain" (applicable to possible resolutions 23 to 26), to indicate how you wish the proxy to vote on your behalf on a poll. Votes abstained will be counted in the calculation of the required majority. Where a "✓" is indicated in more than one space beside a resolution, the vote for that resolution will be void and will not be counted in the calculation of the required majority.

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

- (7) According to Article 25.6 of the Company's By-laws, there will be a separate vote for the Chairman of the Board of Statutory Auditors if there is a tie for the highest number of votes under resolutions 16, 17 and 18. Only one of the possible resolutions 23, 24, 25 and 26 will be proposed to the Meeting and which one is used (if any) will depend on the outcome of resolutions 16, 17 and 18.
- (8) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (9) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority by a notary public, shall either be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or sent via email to prada.eproxy@computershare.com.hk, in each case, by no later than 12:00 noon CET time or 6:00 p.m. Hong Kong time on May 25, 2021, being 48 hours before the time for holding the Meeting.
- (10) 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 votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (11) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting (regarding resolutions 23 to 26, please refer to note 7 above). On a poll, every Shareholder, as represented by the proxy, shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at (www.pradagroup.com) following the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

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

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