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PRADA S.p.A.

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

Registry of Companies of Milan, Monza, Brianza, Lodi, Italy: No. 10115350158

(Incorporated under the laws of Italy as a joint-stock company with limited liability)

(Stock Code: 1913)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of PRADA S.p.A. (the “**Company**”) will be held on Thursday, April 28, 2022 at 12:00 noon CET time (6:00 p.m. Hong Kong time) (see Note 1). In accordance with Article 106 of Decree Law no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020, lastly confirmed by Decree Law no. 228 of December 30, 2021, converted with amendments by Law no. 15 of February 25, 2022, and Articles 13.2, 13.3 and 17.3 of the By-laws, persons entitled to attend and vote at the Annual General Meeting are allowed to attend and vote by way of electronic means only.

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

1. To approve the Audited Separate Financial Statements which show a net income of Euro 310,649,745.66 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2021 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.
2. To approve the allocation of the net income of the Company, for the year ended December 31, 2021, as follows: (i) Euro 179,117,680 to Shareholders as final dividend, of Euro 0.07 per share, and (ii) Euro 131,532,065.66 to retained earnings of the Company.
3. To appoint Deloitte & Touche S.p.A. as the auditor (*revisore legale dei conti*) of the Company for a term of three financial years (financial year ending December 31, 2022 to financial year ending December 31, 2024), ending on the date of the shareholders’ general meeting to approve the financial statements for the year ending December 31, 2024 and to approve its remuneration of Euro 475,000 for each financial year of its three-year term, for the provision to the Company of the audit of the Separate Financial Statements and the Consolidated Financial Statements, which is included in the overall annual remuneration of Euro 1,755,259 (at the exchange rate prevailing at December 31, 2021) for Deloitte & Touche S.p.A. and the Deloitte network in respect of provision of audit services to the Group as a whole. The auditor’s annual remuneration shall be subject to adjustment in accordance with changes in relevant applicable laws or in the requirements for the audit services as well as the annual adjustment linked to the change in CPI – consumer price index.

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

Milan (Italy), March 24, 2022

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

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

Notes:

- (1) The online platform will be opened for registered Shareholders and non-registered Shareholders to **log in 45 minutes prior to the commencement of the Annual General Meeting (“Online AGM”)**, and **only those shareholders who logged in 5 minutes before the start of the Online AGM will be entitled to attend and vote at the Online AGM**, given that under Italian laws, the Company has to announce at the commencement of the AGM the number of shares and percentage present. The online platform can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the online platform to complete the login procedure and **remain logged in until the commencement of and during the Online AGM**. The “Online User Guide” will be available on the Company’s website www.pradagroup.com around one week before the AGM to guide you through the login process.
- (2) A Shareholder entitled to attend and vote at the Online AGM is entitled to appoint any other person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company. As a matter of Italian law, it is not possible to appoint a director, statutory auditor or employee of the Company or any of its subsidiaries as proxy.
- (3) In the case of joint registered holders of any shares, the vote of the senior who tenders a vote (by proxy), will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the persons so represented whose name stands first on the register of Shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) and any other documents specified in the proxy form itself, shall either be deposited with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or sent via email to prada.eproxy@computershare.com.hk, in each case, by no later than 12:00 noon CET time, or 6:00 p.m. Hong Kong time, on April 26, 2022, being 48 hours before the time fixed for the holding of the Online AGM. The form of proxy is published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pradagroup.com. The completion and return of the proxy form shall not preclude Shareholders from attending and voting online at the Online AGM (or any adjournment thereof) if they so wish.
- (5) The Shareholders’ register will be closed during the following periods:

(i) Online AGM

In order to qualify for attending and voting for the Online AGM, all transfer documents accompanied by the relevant share certificates, if issued, must be lodged with:

- (a) the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, if the transfer concerns shares registered in the section of the Company’s shareholders’ register kept by the Company’s Hong Kong Share Registrar, or
- (b) the Company’s registered office at Via Antonio Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company’s shareholders’ register kept by the Company at its registered office,

in any case no later than 4:30 p.m. (Hong Kong time), or 10:30 a.m. (CET time), on Monday, April 25, 2022. The shareholders’ register of the Company (both sections) will be closed from Tuesday, April 26, 2022 to Thursday, April 28, 2022, both days inclusive, during which period no shares transfer can be registered.

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

(ii) *Proposed Final Dividend*

In order to qualify for the payment of the final dividend, all transfer documents accompanied by the relevant share certificates, if issued, must be lodged with:

- (a) the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company's Hong Kong Share Registrar, or
- (b) the Company's registered office at Via Antonio Fogazzaro n. 28, Milan 20135, Italy, if the transfer concerns shares registered in the section of the Company's shareholders' register kept by the Company at its registered office,

in any case no later than 4:30 p.m. (Hong Kong time), or 10:30 a.m. (CET time), on Thursday, May 5, 2022. The shareholders' register of the Company (both sections) will be closed on Friday, May 6, 2022, during which period no shares transfer can be registered.

The final dividend will be paid to the shareholders recorded on the Company's shareholders' register on Friday, May 6, 2022, and the payment date will be Friday, May 27, 2022.

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

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