

PRADA S.p.A.

Via Antonio Fogazzaro No. 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 27, 2023 at 12:00 noon CET time (6:00 p.m. Hong Kong time) (see Note 1). Pursuant to the Italian Covid-19 emergency legislation set forth under Article 106 of the Law Decree No. 18 of March 17, 2020, as converted with amendments by Law No. 27 of April 24, 2020, and as last confirmed by the Law Decree No. 198 of December 29, 2022, as converted with amendments by Law No. 14 of February 24, 2023, as well as In accordance with 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:

Extraordinary part of the Annual General Meeting:

1. To approve amendments to the By-laws to conform, to the extent needed, to the core shareholder protection standards set out in Appendix 3 to the Listing Rules and to incorporate provisions to allow and facilitate hybrid and electronic meetings, and other provisions aimed at complying with applicable laws and regulations.

Ordinary part of the Annual General Meeting:

1. To approve the Audited Separate Financial Statements of the Company, which show a net income of Euro 571,683,175, and the Audited Consolidated Financial Statements of the Group for the year ended December 31, 2022, 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, 2022, as follows: (i) Euro 281,470,640 to Shareholders as final dividend, of Euro 0.11 per share, and (ii) Euro 290,212,535 to retained earnings of the Company.
3. To appoint Mr. Patrizio BERTELLI as the Chairman of the Board.
4. (a) To confirm the appointment of Mr. Andrea BONINI as an Executive Director of the Company for a term expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2023.
(b) To confirm the appointment of Mr. Andrea GUERRA as an Executive Director of the Company for a term expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2023.

5. To approve, pursuant to Rule 13.68 of the Listing Rules, certain terms and conditions of the Employment Agreement entered into by and between the Company and the Chief Executive Officer.
6. To approve the increase of the aggregate basic remuneration of the Board from Euro 550,000 to Euro 800,000 from the conclusion of this meeting until the next annual general meeting.

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

Milan (Italy), March 31, 2023

Registered office:

Via Antonio Fogazzaro No. 28
20135 Milan
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 login 45 minutes prior to the commencement of the Annual General Meeting (“Online AGM”), and **it is highly recommended to log in at least 5 minutes before the start of the Online AGM in order to complete the registration and authentication procedure required to validly 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) As requested by the applicable Italian laws and the By-laws, the extraordinary part of the Annual General Meeting — concerning the amendment of By-laws — will take place in front of an Italian public notary.

The extraordinary resolution will be adopted if (a) this is duly held with the presence of shareholders representing at least one-half of the Company’s share capital and (b) with the favorable vote of at least two-thirds of the represented share capital.

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

- (3) 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.

- (4) 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.
- (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, in each case, by no later than 12:00 noon CET time, or 6:00 p.m. Hong Kong time, on April 25, 2023, 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.
- (6) 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 No. 28, 20135 Milan, 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 24, 2023. The shareholders' register of the Company (both sections) will be closed from Tuesday, April 25, 2023 to Thursday, April 27, 2023, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Shareholders' register on Tuesday, April 25, 2023 (*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 No. 28, 20135 Milan, 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 4, 2023. The shareholders' register of the Company (both sections) will be closed on Friday, May 5, 2023, 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 5, 2023, and the payment date will be Friday, May 19, 2023.

- (7) 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, Mr. Andrea GUERRA, Mr. Andrea BONINI and Mr. Lorenzo BERTELLI 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.