
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.

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)

PROPOSALS FOR APPROVAL OF AUDITED SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS ALLOCATION OF NET INCOME AND DISTRIBUTION OF FINAL DIVIDEND CHANGE OF EXTERNAL AUDITOR AND DETERMINATION OF EXTERNAL AUDITOR'S REMUNERATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting ("AGM") of PRADA S.p.A. (the "Company") to be held on Wednesday, April 30, 2025, at 10:00 a.m. (CET) (4:00 p.m. (Hong Kong time)), is set out on pages 11 to 13 of this circular. The meeting will be held by way of electronic means only ("**Online AGM**"), pursuant to the Italian 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. 202 of December 27, 2024, as converted with amendments by Law No. 15 of February 21, 2025, as well as provided for by Articles 13.2, 13.3 and 17.3 of the By-laws.

A form of proxy for use at the Online AGM is also enclosed. The form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and on the website of the Company (www.pradagroup.com). Whether you are able to attend the Online AGM, you are encouraged to complete and return the proxy form in accordance with the instructions printed thereon 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 as soon as possible, but in any event no later than 10:00 a.m. (CET), or 4:00 p.m. (Hong Kong time), on April 28, 2025, being 48 hours before the time fixed for the holding of the Online AGM. Completion and return of the proxy form will not preclude you from attending and voting at the Online AGM or any adjournment thereof should you so wish.

April 2, 2025

CONTENTS

	<i>Page</i>
Guidance for the Annual General Meeting	1
Definitions	4
Letter from the Board	5
Notice of Annual General Meeting	11

GUIDANCE FOR THE ANNUAL GENERAL MEETING

GUIDANCE FOR THE ANNUAL GENERAL MEETING

The AGM will be held by way of electronic means only, pursuant to the Italian 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. 202 of December 27, 2024, as converted with amendments by Law No. 15 of February 21, 2025, as well as provided for by Articles 13.2, 13.3, and 17.3 of the By-laws.

Both registered Shareholders and non-registered Shareholders **can (i) attend the Online AGM and vote by way of electronic means; or (ii) exercise their right to vote at the Online AGM by appointing their own proxy or the Company’s designated proxy(ies), to act as their proxy.**

By logging in the dedicated online platform, Shareholders will be able to **view** a live webcast of the Online AGM, **submit questions**, and **cast vote** in real-time.

Login Period

The dedicated online platform <https://meetings.computershare.com/PradaAGM2025> can be accessed from any location with internet connection by a smart phone, tablet device, or computer (the “**Platform**”). The Platform will be opened for registered Shareholders and non-registered Shareholders to login 45 minutes prior to the commencement of the Online AGM. **It is highly recommended to log in at least 5 minutes before the start of the Online AGM to complete the registration and authentication procedure required to validly attend and vote at the Online AGM**, given that as a matter of Italian law, the Company has to announce at the commencement of the AGM the number of shares and percentage present.

Shareholders should allow ample time to check into the 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 Shareholders through the login process.

Login details for registered Shareholders

Login details for joining the Online AGM are included in the Company’s notification letter sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend and vote at the Online AGM should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominee Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the Online AGM, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Login details to access the Platform will be sent by Computershare to the email address of the non-registered Shareholder provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 6:00 a.m. (CET) or

GUIDANCE FOR THE ANNUAL GENERAL MEETING

12:00 noon (Hong Kong time) on Tuesday, April 29, 2025, should reach out to Computershare for assistance. Without the login details, non-registered Shareholders would not be able to attend and vote using the Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the Online AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

For enquiries regarding the login details to access the Online AGM, please call Computershare on (852) 2862 8555 for assistance.

VOTING BY PROXY IN ADVANCE OF THE ONLINE AGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the Online AGM. Return of a completed proxy form will not preclude Shareholders from attending and voting at the Online AGM should they subsequently so wish.

Submission of proxy forms for registered Shareholders

A proxy form is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at www.pradagroup.com and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Proxy form must be completed, signed and deposited either at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or via email to prada.eproxy@computershare.com.hk, in each case, not later than 10:00 a.m. (CET), or 4:00 p.m. (Hong Kong time), on April 28, 2025, being 48 hours before the time fixed for the holding of the Online AGM. The email address provided herein is merely for receiving proxy forms relating to the Online AGM and will not be in use after the deadline for depositing the proxy forms.

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

* * *

GUIDANCE FOR THE ANNUAL GENERAL MEETING

If Shareholders have any enquiries pertaining to the arrangements for the Online AGM, or the registration process, 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

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meaning:

“2024 Year”	the financial year started January 1, 2024, and ended December 31, 2024
“Annual General Meeting” or “AGM” or “Online AGM”	the annual general meeting of the Company to be held on Wednesday, April 30, 2025, at 10:00 a.m. (CET), or 4:00 p.m. (Hong Kong time), and any adjournment thereof, notice of which is set out on pages 11 to 13 of this circular
“AGM Notice”	the notice of the Annual General Meeting, alternatively referred to as AGM or Online AGM, set out on pages 11 to 13 of this circular
“Board”	the Board of Directors of the Company
“By-laws”	the 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
“Director(s)”	the director(s) of the Company
“External Auditor”	the audit firm (<i>Società di Revisione Legale</i>) as defined under Italian Legislative Decree No. 39 of January 27, 2010, and in compliance also with the Italian Civil Code and Chapter 13 of the Listing Rules
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the share(s) of Euro 0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Registered Office:

Via Antonio Fogazzaro No. 28
20135 Milan
Italy

Executive Directors:

Mr. Patrizio BERTELLI (*Chairman*)
Mr. Paolo ZANNONI (*Executive Deputy Chairman*)
Mr. Andrea GUERRA (*Chief Executive Officer*)
Ms. Miuccia PRADA BIANCHI
Mr. Andrea BONINI (*Chief Financial Officer*)
Mr. Lorenzo BERTELLI

Principal place of business in

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

Independent Non-Executive Directors:

Mr. Yoël ZAOUI
Ms. Marina Sylvia CAPROTTI
Ms. Cristiana RUELLA
Ms. Pamela Yvonne CULPEPPER
Ms. Anna Maria RUGARLI

April 2, 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
APPROVAL OF AUDITED SEPARATE AND
CONSOLIDATED FINANCIAL STATEMENTS
ALLOCATION OF NET INCOME AND
DISTRIBUTION OF FINAL DIVIDEND
CHANGE OF EXTERNAL AUDITOR AND
DETERMINATION OF EXTERNAL AUDITOR'S REMUNERATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you Notice of the AGM and to provide information regarding the resolutions to be proposed thereto. In particular: (1) the approval of the Audited Separate Financial Statements of the Company and the Audited Consolidated Financial Statements of the Group for the 2024 Year; (2) the allocation of net income of the Company for the 2024 Year, and the declaration and distribution of a final dividend; and (3) the change of the Company's External Auditor (*Società di Revisione Legale*) and the determination of its remuneration.

LETTER FROM THE BOARD

(1) APPROVAL OF AUDITED SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS

Under Article 11.1 of the By-laws, the shareholders' general meeting shall resolve on the approval of the financial statements of the Company.

On March 4, 2025, the Board recommended the approval at the AGM of the Audited Separate Financial Statements of the Company for the 2024 Year (as prescribed under the applicable Italian laws), which shows a net income of Euro 849,706,976.93, and the Audited Consolidated Financial Statements (as prescribed under the applicable Hong Kong laws) of the Group for the 2024 Year, together with the Reports of the Board, the Board of Statutory Auditors, and the External Auditor.

(2) ALLOCATION OF THE NET INCOME OF THE COMPANY AND DECLARATION AND DISTRIBUTION OF FINAL DIVIDEND

Under Article 11.1 of the By-laws, the shareholders' general meeting shall resolve on the distribution of the dividends of the Company.

On March 4, 2025, the Board recommended the approval at the AGM of the allocation of the net income of the Company, for the 2024 Year, as follows:

- (i) Euro 419,647,136.00 to Shareholders as final dividend (equal to Euro 0.164 per share), and
- (ii) Euro 430,059,840.93 to retained earnings of the Company.

Subject to the Shareholders' approval of the payment of the final dividend, the dividend will be paid on Monday, May 19, 2025.

The dividend payments will 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.

The applicable 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) on Wednesday, April 30, 2025, being the day of approval of the dividend by the Shareholders.

LETTER FROM THE BOARD

To be qualified for the payment of the final dividend, all transfers accompanied by the relevant share certificate, if issued, must be lodged with:

- (i) 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, 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) on Wednesday, May 7, 2025.

The Company's shareholders' register (both sections) will be closed on Thursday, May 8, 2025, during which no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' registers on Thursday, May 8, 2025.

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.

(3) CHANGE OF THE COMPANY'S EXTERNAL AUDITOR AND DETERMINATION OF EXTERNAL AUDITOR'S REMUNERATION

The Company's External Auditor, under Italian law, is appointed and its remuneration is determined every three years by the Shareholders in a shareholders' general meeting of the Company, based on a proposal from the Board of Statutory Auditors.

Given the applicable Italian law, on April 13, 2012, the Company obtained from the Stock Exchange a waiver from strict compliance with the first sentence of the Listing Rule 13.88, as it is not possible for the Company to comply with the requirement to appoint an auditor at each annual general meeting to hold office from the conclusion of that meeting until the next annual general meeting.

The current three-year auditor's mandate for Deloitte & Touche S.p.A. (**Deloitte**) will expire at the conclusion of the AGM.

Deloitte has been serving as External Auditor of the Company for 22 consecutive years since 2003. The Board, the Board of Statutory Auditors and Audit and Risk Committee believe that it shall be appropriate to rotate the auditor to maintain good corporate governance and to ensure the independence and objective of the audit work.

LETTER FROM THE BOARD

Accordingly, the Company received two separate proposals: one from the Board of Statutory Auditors (in accordance with Italian laws) and the other from the Audit and Risk Committee (in accordance with the Listing Rules), both proposing that KPMG S.p.A., be appointed as the new External Auditor (*Società di Revisione Legale*) of the Company at the AGM for a term of three financial years (from the current financial year ending December 31, 2025 to the financial year ending December 31, 2027), which will expire on the date of the shareholders' general meeting called to approve the financial statements of the Company for the year ending December 31, 2027.

The proposed auditor, KPMG S.p.A., is a reputable overseas audit firm part of the KPMG International network with a presence in over 140 countries. The majority of KPMG S.p.A. partners are members of the local chapters of the *Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili* (CNDCEC) that is a member of the International Federation of Accountants and KPMG S.p.A. is subject to independent oversight by the *Commissione Nazionale per le Società e la Borsa* (CONSOB), the Italian regulatory body that is a signatory to the IOSCO MMOU.

The Board of Statutory Auditors and the Audit and Risk Committee have considered a number of factors when endorsing KPMG S.p.A. to the Board as the new external auditor of the Company, including its audit proposal, KPMG S.p.A.'s experience, industry knowledge and technical competence in auditing listed companies, its market reputation and its resources and capabilities, including the size and structure of the proposed audit team. Based on the above, the Board of Statutory Auditors and the Audit and Risk Committee have assessed and considered that KPMG S.p.A. is independent, competent, and capable (including manpower, expertise, time, and other resources) to perform a high-quality audit and is suitable to act as the new auditor of the Group.

Under the Accounting and Financial Reporting Council (“AFRC”) Ordinance (Cap. 588 of the Laws of Hong Kong), it is required that the overseas auditor in charge of the statutory audit of Public Interest Entities (“PIE”) must be accredited by the AFRC as a recognised PIE auditor. KPMG S.p.A. is a PIE auditor recognised by the AFRC.

The Company has received a confirmation letter from Deloitte confirming that there are no matters in relation to the change of the Company's external auditor that need to be brought to the attention of the Shareholders of the Company. The Board has also confirmed that there is no disagreement between the Company and Deloitte, and there are no other matters in respect of the proposed change of external auditor that need to be brought to the attention of the Shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Deloitte for its professional and quality services rendered to the Group during the past years.

Under the applicable Italian laws, the Shareholders in the AGM shall also approve the remuneration for the provision of audit services to the Company by the Company's external auditor for each financial year of its three-year term.

LETTER FROM THE BOARD

In this respect, it has been proposed a fee of Euro 534,546 for each financial year of KPMG S.p.A.'s three-year term as remuneration for the provision to the Company of the audit of the Separate Financial Statements and the Consolidated Financial Statements. This amount is included in the total annual remuneration of Euro 1,844,942 (at the exchange rate prevailing at June 30, 2024) for KPMG S.p.A. and the KPMG network in respect of provision of audit services to the Group during its three-year term. 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 adjustments linked to the change in the CPI – consumer price index.

(4) NOTICE OF AGM

The AGM Notice is set out on pages 11 to 13 of the circular.

FORM OF PROXY

A form of proxy for being represented and vote at the AGM is enclosed with the circular. The form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com.

Whether Shareholders can attend the AGM, they are encouraged to appoint their own proxy or the Company's designated proxy(ies), as their proxy.

If you are interested in being represented and voting in the AGM, you are requested to complete the proxy form 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 as soon as possible, and in any event, by no later than 10:00 a.m. (CET) or 4:00 p.m. (Hong Kong time) on Monday, April 28, 2025, being 48 hours before the time fixed for the holding of the Online AGM.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, a vote of shareholders at the AGM must be taken by poll. The Chairperson of the AGM will demand a poll on each of the resolutions submitted for determination at the AGM.

The results of the poll will be announced at the AGM and will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.pradagroup.com following the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice are all in the best interests of the Company, the Group, and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
PRADA S.p.A.
Mr. Paolo ZANNONI
Executive Deputy Chairman

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN that the Annual General Meeting of PRADA S.p.A. (the “**Company**”) will be held on Wednesday, April 30, 2025, at 10:00 a.m. (CET) (4:00 p.m. (Hong Kong time)) (see Note 1). Pursuant to the Italian 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. 202 of December 27, 2024, as converted with amendments by Law No. 15 of February 21, 2025, as well as in accordance with Articles 13.2, 13.3 and 17.3 of the By-laws and 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 of the Company, which show a net income of Euro 849,706,976.93, and the Audited Consolidated Financial Statements of the Group for the year ended December 31, 2024, together with the Reports of the Board of Directors, the Board of Statutory Auditors, and the External Auditor.
2. To approve the allocation of the net income of the Company for the year ended December 31, 2024, as follows: (i) Euro 419,647,136.00 to Shareholders as final dividend, equal to Euro 0.164 per share, and (ii) Euro 430,059,840.93 to retained earnings of the Company.
3. To appoint KPMG S.p.A. as the External Auditor (*Società di Revisione Legale*) of the Company for a term of three financial years (from the current financial year ending December 31, 2025 to the financial year ending December 31, 2027), ending on the date of the shareholders’ general meeting called to approve the financial statements of the Company for the year ending December 31, 2027, and to approve its remuneration of Euro 534,546 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. 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
Executive Deputy Chairman

Milan (Italy), April 2, 2025

NOTICE OF ANNUAL GENERAL MEETING

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) 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 10:00 a.m. (CET), or 4:00 p.m. (Hong Kong time), on April 28, 2025, 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

NOTICE OF ANNUAL GENERAL MEETING

- (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), on Friday, April 25, 2025.

The shareholders' register of the Company (both sections) will be closed from Monday, April 28, 2025, to Wednesday, April 30, 2025, both days inclusive, during which period no shares transfer can be registered.

The Shareholders recorded on the Shareholders' register on Monday, April 28, 2025 (*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), on Wednesday, May 7, 2025.

The shareholders' register of the Company (both sections) will be closed on Thursday, May 8, 2025, 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 Thursday, May 8, 2025, and the payment date will be Monday, May 19, 2025.

- (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.