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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 OF ANNUAL GENERAL MEETING

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;

- (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

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, 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 and the Company at 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,

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 and/or 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 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.

As at the date of this notice, the Company's executive directors are Mr. Carlo MAZZI, Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI and Ms. Alessandra COZZANI; the Company's non-executive director is Mr. Stefano SIMONTACCHI and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI, Mr. Sing Cheong LIU and Mr. Maurizio CEREDA.