

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings:

“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or, where the context so requires, any of them
“Asia Pacific”	unless the context indicates otherwise, references in this prospectus to “Asia Pacific” include all countries or territories in Asia, Oceania and the State of Hawaii of the United States, but exclude Japan
“associate”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise
“Board”	our board of Directors
“BRIC” or “BRIC countries”	Brazil, Russia, India and China, taken together
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks are generally open for normal banking business
“By-laws”	the by-laws of the Company effective on the Listing Date and as amended thereafter from time to time
“CAGR”	compound annual growth rate, which represents the year-over-year growth rate of a value over a specified period of time, taking into account the effects of compounding. $CAGR = (End\ Value / Beginning\ Value)^{(1/Number\ of\ Years)} - 1$
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

DEFINITIONS

“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China; for the purpose of this prospectus and for geographical reference only and except where the context requires otherwise, references in this prospectus to “China” and the “PRC” exclude Taiwan, the Macau Special Administrative Region and Hong Kong
“Company”, “our Company”, “our”, “we” and “us”	PRADA S.p.A. (a joint-stock company governed by the laws of Italy and having a registered office in Milan, Italy, Via A. Fogazzaro n. 28) and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to any time prior to its incorporation, the business in which its predecessors or the predecessors of its present subsidiaries were engaged in and which it subsequently assumed
“connected person”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise
“connected transaction”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise

DEFINITIONS

“controlling shareholder”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise. The controlling shareholders of our Company are Prada Holding B.V., Gipafin S.à r.l., Bellatrix S.à r.l., Ludo S.A., Ms. Miuccia Prada and Mr. Patrizio Bertelli
“Director(s)”	director(s) of our Company
“EU”	the European Union
“EU IFRS”	the International Financial Reporting Standards as endorsed by the EU
“EURIBOR”	the Euro interbank offered rate, which is the rate at which a prime bank is willing to lend Euro-denominated funds in Euro to another prime bank
“Euro” or “€” or “EUR”	the lawful currency of the member states of the European Union
“financial year”	means the 12-month period beginning February 1 of each year and ending January 31 of the next year. For example, financial year 2010 means the period beginning February 1, 2010 and ending January 31, 2011
“FY”	financial year
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Greater China”	the People’s Republic of China, and for the purpose of this prospectus, where the context relates to the business or financial information of our Group, references in this prospectus to “Greater China” includes Hong Kong and the Macau Special Administrative Region, but do not include Taiwan
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Group”	our Company and its subsidiaries from time to time
“High-net-worth individuals” or “HNWIs”	individuals having investable assets of US\$1 million or more, excluding primary residence, collectibles, consumables and durables
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$” or “Hong Kong dollars” or “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Offer Shares”	the 42,327,600 New Shares initially being offered by our Company for subscription pursuant to the Hong Kong Public Offering, subject to adjustment to include the part of the International Placing Shares being reallocated from the International Placing to the Hong Kong Public Offering as described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription or purchase (in case of a reallocation of the International Placing Shares from the International Placing to the Hong Kong Public Offering as described in the section headed “Structure of the Global Offering” in this prospectus) by the public in Hong Kong

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 10, 2011, relating to the Hong Kong Public Offering entered into among us, Prada Holding B.V. and the Hong Kong Underwriters
“IAS/IFRS”	International Accounting Standards/ International Financial Reporting Standards
“IATA”	International Air Transportation Association, an international trade body that represents and serves the airline industry, including via a system that simplifies settling of accounts between airlines and freight forwarders
“IFRS”	International Financial Reporting Standards
“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares, as described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the international placing agreement relating to the International Placing to be entered into among us, the Selling Shareholders and the International Underwriters on or around June 17, 2011

DEFINITIONS

“International Placing Shares”	the 16,496,400 New Shares initially being offered by our Company for subscription and 364,452,000 Sale Shares initially offered by the Selling Shareholders for sale at the Offer Price under the International Placing, subject to the Over-allotment Option and adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Placing, who are expected to enter into the International Placing Agreement to underwrite the International Placing
“Intesa Sanpaolo”	Intesa Sanpaolo S.p.A., including any of its predecessor entities
“Italian Civil Code”	the Italian Civil Code (as approved by Royal Decree no. 262 of 16 March 1942), as amended from time to time
“Italy”	Republic of Italy
“Japanese Yen” or “JPY”	Japanese Yen, the lawful currency of Japan
“Joint Bookrunners”	(in alphabetical order) Banca IMI S.p.A. ⁽¹⁾ , CLSA Limited ⁽²⁾ , Goldman Sachs (Asia) L.L.C. and UniCredit Bank AG, Milan Branch
“Joint Global Coordinators”	(in alphabetical order) Banca IMI S.p.A. ⁽¹⁾ , CLSA Limited ⁽²⁾ , Goldman Sachs (Asia) L.L.C. and UniCredit Bank AG, Milan Branch
“Joint Lead Managers”	(in alphabetical order) Banca IMI S.p.A. ⁽¹⁾ , CLSA Limited ⁽²⁾ , Goldman Sachs (Asia) L.L.C., ICBC International Securities Limited, Mizuho Securities Asia Limited and UniCredit Bank AG, Milan Branch

(1) a subsidiary of Intesa Sanpaolo S.p.A.

(2) a subsidiary of Crédit Agricole Corporate and Investment Bank

DEFINITIONS

“Joint Sponsors”	(in alphabetical order) CLSA Equity Capital Markets Limited ⁽¹⁾ and Goldman Sachs (Asia) L.L.C.
“Latest Practicable Date”	June 1, 2011, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be Friday, June 24, 2011, on which dealings in our Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Luxottica”	Luxottica Group S.p.A.
“Ms. Miuccia Prada” or “Ms. Prada”	Ms. Miuccia Prada Bianchi
“New Shares”	Shares offered for subscription by the Company pursuant to the Global Offering
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed or purchased pursuant to the Hong Kong Public Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares including, where relevant, any additional Shares sold pursuant to the exercise of the Over-allotment Option

(1) a subsidiary of Crédit Agricole Corporate and Investment Bank

DEFINITIONS

“Over-allotment Option”	the option expected to be granted by Prada Holding B.V. to the International Underwriters exercisable by the Joint Global Coordinators under the International Placing Agreement pursuant to which Prada Holding B.V. may be required by the International Underwriters to sell up to 63,489,000 additional Sale Shares, representing in aggregate approximately 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price, to, among other things, cover over-allocations in the International Placing, if any
“Prada Family”	Ms. Miuccia Prada Bianchi, her sister Ms. Marina Prada Bianchi and her brother Mr. Alberto Prada Bianchi
“Prada Foundation”	Stichting Fondazione PRADA, an entity organized under Dutch Laws
“Price Determination Date”	the date, expected to be on or around Friday, June 17, 2011, but no later than Monday, June 20, 2011, on which the Offer Price is fixed for the purposes of the Global Offering
“Puig”	Puig Beauty & Fashion Group S.L.
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“Sale Shares”	Shares offered for sale by the Selling Shareholders pursuant to the International Placing including, where relevant, any additional Shares sold pursuant to the exercise of the Over-allotment Option

DEFINITIONS

“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholders”	Prada Holding B.V. and Intesa Sanpaolo
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) with nominal value of €0.10 each in the share capital of our Company
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into between Goldman Sachs International and Prada Holding B.V.
“subsidiary”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise
“substantial shareholder”	has the meaning given to such term in the Listing Rules, unless the context requires otherwise
“TIBOR”	the Tokyo interbank offered rate, which is the rate at which a prime bank is willing to lend funds in Japanese Yen or Euroyen to another prime bank
“Track Record Period”	the three-year period from February 1, 2008 to January 31, 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States”, “US” or “U.S.A.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

DEFINITIONS

“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “US dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited