

PRADA S.p.A.

Via A. Fogazzaro n. 28, Milan, Italy
Registry of Companies of Milan, Italy: No. 10115350158
(Incorporated under the laws of Italy as a joint-stock company)
意大利米蘭公司註冊處：編號10115350158
(根據意大利法律註冊成立的股份有限公司)

Global Offering 全球發售

Number of Offer Shares in the Global Offering : 423,276,000 Shares (comprising 58,824,000 New Shares and 364,452,000 Sale Shares, and subject to the Over-allotment Option)
Number of International Placing Shares : 380,948,400 Shares (comprising 16,496,400 New Shares and 364,452,000 Sale Shares, and subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares : 42,327,600 New Shares (subject to adjustment)
Maximum Offer Price : HK\$48.00 per Hong Kong Offer Share, plus 1% brokerage, SFC transaction levy of 0.003%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : € 0.10 per Share
Stock code : 1913

全球發售中的發售股份數目 : 423,276,000股股份(包括58,824,000股新股及364,452,000股銷售股份，視乎超額配股權行使與否而定)
國際配售股份數目 : 380,948,400股股份(包括16,496,400股新股及364,452,000股銷售股份，可予調整及視乎超額配股權行使與否而定)
香港發售股份數目 : 42,327,600股新股(可予調整)
最高發售價 : 每股香港發售股份48.00港元，另加1%經紀佣金、0.003%證監會交易費及0.005%香港聯交所交易費(須於申請時以港元繳足，多收款項可予退還)
面值 : 每股0.10歐元
股份代號 : 1913

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

Please read carefully both the Prospectus of PRADA S.p.A. (the “Company”) dated June 13, 2011 (the “Prospectus”) (in particular, the sections on “How to Apply for Hong Kong Offer Shares” and “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meanings when used in this Application Form unless defined herein.

A copy of this Application Form, together with a copy of each of the **WHITE** and **YELLOW** Application Forms, the Prospectus and the other documents specified in the section headed “Documents Delivered to the Registrar and Available For Inspection” in Appendix VI to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), The Securities and Futures Commission of Hong Kong (the “SFC”), the Hong Kong Stock Exchange, HKSCC and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal Data” in this Application Form which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in the Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

The information contained in this Application Form is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia) and Italy. These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States and Italy. The Hong Kong Offer Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) nor will a prospectus be cleared, or approved, by CONSOB with respect to the Offer Shares.

The Hong Kong Offer Shares may not be offered, sold, pledged or transferred within or outside the United States except pursuant to registration under applicable law or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.

To: PRADA S.p.A. (the “Company”)
Banca IMI S.p.A.
CLSA Limited
Goldman Sachs (Asia) L.L.C.
UniCredit Bank AG, Milan Branch
The Hong Kong Underwriters

香港交易及結算有限公司、香港聯合交易所有限公司(「香港聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

在填寫本申請表格前，請細閱PRADA S.p.A. (「本公司」)於二零一一年六月十三日刊發的招股章程(「招股章程」)，尤其是招股章程「如何申請香港發售股份」及「全球發售的架構—香港公開發售的條件」兩節，及刊於本申請表格背面的指引。除本申請表格另有定義外，本申請表格所使用詞語與招股章程所界定者具相同涵義。

本申請表格連同**白色**及**黃色**申請表格、招股章程及招股章程附錄六「送呈公司註冊處處長及備查文件」一節所列其他文件，已遵照香港法例第32章《公司條例》第342C條的規定，送呈香港公司註冊處處長註冊。香港證券及期貨事務監察委員會(「證監會」)、香港聯交所、香港結算和香港公司註冊處處長對任何此等文件的內容概不負責。

閣下敬請留意本申請表格內「個人資料」一段，當中載有本公司及本公司香港證券登記處有關個人資料及遵守《個人資料(私隱)條例》的政策及措施。

本申請表格或招股章程的內容概不構成或提呈出售、招攬要約購買或出售任何香港發售股份即屬違法的司法管轄區內作出有關要約出售或招攬，亦不得在有關司法管轄區出售香港發售股份。

本申請表格所載資料不得在或向美國(包括其領土及屬地、美國各州及哥倫比亞特區)及意大利境內直接或間接派發。該等材料不構成或組成在美國及意大利購買或認購證券的任何要約或招攬的一部分。本申請表格所述香港發售股份並無且不會根據一九三三年美國證券法(經修訂)(「美國證券法」)登記，亦不會有發售股份的招股章程獲意大利證監會通過或批准。

除非已根據適用法律進行登記或獲豁免美國證券法的登記規定，否則香港發售股份不得在美國境內或境外發售、出售、質押或轉讓。證券不會在美國公開提呈發售。

致： PRADA S.p.A. (「貴公司」)
Banca IMI S.p.A.
里昂證券有限公司
高盛(亞洲)有限責任公司
UniCredit Bank AG米蘭分行
香港包銷商

I We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for **White Form eIPO** applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our **White Form eIPO** services (www.eipo.com.hk) in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- **apply** for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Company’s By-laws;
- **enclose** payment in full for the Hong Kong Offer Shares applied for, based on the expected maximum offer price per Hong Kong Offer Share, being HK\$48.00 per Hong Kong Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund);
- **confirm** that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants, on this application;
- **understand** that these declarations and representations will be relied upon by the Company, the Selling Shareholders (where applicable) and the Joint Bookrunners in deciding whether or not to allocate any Hong Kong Offer Shares in response to this application and we may be prosecuted if we make a false declaration;
- **authorize** the Company to place the name(s) of the underlying applicant(s) on the Hong Kong share register of the Company as the holder(s) of any Hong Kong Offer Shares to be allocated to them, and the Company, the Selling Shareholders (where applicable) or their respective agents (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any share certificate(s) by ordinary post at that underlying applicant’s own risk to the address stated on this Application Form except where the applicant has applied for 1,000,000 or more Hong Kong Offer Shares and that the applicant will collect any share certificate(s) in person in accordance with the procedures prescribed in the **White Form eIPO** designated website (www.eipo.com.hk) and in the Prospectus;
- **instruct** and **authorize** the Company, the Selling Shareholders (where applicable) and any of the Joint Global Coordinators as agent for the Company (or their respective agents or nominees) to execute any transfer forms, contract notes or other documents on behalf of the underlying applicant(s) and to do on their behalf all things necessary to register any Hong Kong Offer Shares allocated to them in their name(s) as required by the Company’s By-laws and otherwise to give effect to the arrangements described in the Prospectus and the **White Form eIPO** designated website at www.eipo.com.hk;
- **undertake** and **confirm** that I/we and the person(s) for whose benefit I am/we are applying have not applied for or taken up, or indicated an interest for or received or been placed, allotted or allocated (including conditionally and/or provisionally), and will not apply for or take up, or indicate an interest for any International Placing Shares nor otherwise participated in the International Placing;
- **request** that any e-Refund payment instructions be despatched to the application payment account where the underlying applicants had paid the application monies from a single bank account;
- **request** that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies, and (subject to the terms and conditions set forth in the Prospectus) to send any refund cheque(s) by ordinary post and at the applicant’s own risk to the address given on the **White Form eIPO** application;
- **represent, warrant** and **undertake** that neither we nor the underlying applicant(s) is/are restricted by any applicable laws of Hong Kong or elsewhere from making the application, paying any application monies for, or being allocated or taking up, any Hong Kong Offer Shares; **represent, warrant** and **undertake** that neither we nor the underlying applicant(s) (1) is/are within the United States (as defined in Regulation S) when completing and submitting this Application Form or (2) is/are a legal or natural person of Italy and, when completing and submitting this Application Form, is/are within Italy; **represent, warrant** and **undertake** that we and/or the underlying applicant(s) will acquire the Hong Kong Offer Shares in an offshore transaction (as defined in Regulation S);
- **confirm** that each underlying applicant has read the Prospectus and in particular the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agrees to be bound by them;
- **represent** and **confirm** that we and the underlying applicant(s) understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act and that no offer of the Offer Shares will be made in Italy;
- **represent, warrant** and **undertake** that the allocation of or application for the Hong Kong Offer Shares to the underlying applicant or by the underlying applicant for whose benefit this application is made would not require the Company, the Selling Shareholders (where applicable), the Joint Sponsors, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and other parties involved in the Global Offering nor any of their respective directors, employees, partners, agents, officers or advisors to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- **agree** that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

The above agreements, warranties, instructions and authorisations (as the case maybe) to the Selling Shareholders are only applicable when the number of Offer Shares validly applied for under the Hong Kong Public Offering reaches certain prescribed levels so that there is a reallocation of Offer Shares from the International Placing to the Hong Kong Public Offering. Please see the section entitled “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation” of the Prospectus for details of when such reallocation will be triggered.

The Company, the Joint Bookrunners or the **White Form eIPO** Service Provider or its or their respective agents and nominees have full discretion to reject or accept any application, in full or in part, without assigning any reason.

吾等確認，吾等已(i)遵守電子公開發售指引及透過銀行/股票經紀遞交白表eIPO申請的運作程序以及與吾等就香港公開發售提供白表eIPO服務(www.eipo.com.hk)有關的所有適用法例及規例(法定或其他);及(ii)細閱招股章程及本申請表格所載條款及條件及申請手續，並同意受其約束。為代表與本申請有關的每一相關申請人作出申請，吾等：

- 按照招股章程及本申請表格的條款及條件，並在 貴公司公司章程規限下，申請以下數目的香港發售股份；
- 夾附申請認購香港發售股份所需的全數款項，有關款項按預期香港發售股份最高發售價每股香港發售股份48.00港元釐定，另加1.0%經紀佣金、0.003%證監會交易費及0.005%香港聯交所交易費(須於申請時以港元繳足，多繳股款可予退還)；
- 確認相關申請人已承諾並同意接納根據本申請所申請的或分配予相關申請人的任何較少數目的香港發售股份；
- 明白 貴公司、售股股東(如適用)及聯席全球協調人將依賴此等聲明及陳述以決定是否就本申請分配香港發售股份；如吾等作出虛假聲明，可能會被檢控；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司香港股東名冊內，作為將分配予彼等的香港發售股份的持有人，及授權 貴公司、售股股東(如適用)或其各自的代理人(在符合本申請表格及招股章程所載條款及條件下)按本申請表格上所示地址以普通郵遞方式寄發任何股票，郵誤風險概由相關申請人承擔(除非申請人申請1,000,000股或以上香港發售股份，並按白表eIPO指定網站www.eipo.com.hk及招股章程所述程序親自領取任何股票)；
- 指示並授權本公司、售股股東(如適用)及作為本公司代理人的任何一位聯席全球協調人(或其各自的代理人或代名人)代表相關申請人簽署任何轉讓表格、成交單據或其他文件及代表彼等辦理一切必需手續，以根據公司章程的規定以彼等的名義登記彼等所獲分配的任何香港發售股份及執行招股章程及白表eIPO指定網站www.eipo.com.hk所述安排；
- 承諾並確認本人/吾等及本人/吾等為其利益提出申請的人士並無亦不會申請或認購或表示有意認購，或已收取或獲配售、配發或分配(包括有條件及/或暫定)任何國際配售股份，亦不會以其他方式參與國際配售；
- 要求把任何電子退款指示發送到以單一銀行賬戶繳交申請款項的申請付款賬戶內；
- 要求任何以多個銀行賬戶繳交申請款項的相關申請人的退款支票以相關申請人為抬頭人；並(在符合招股章程所載條款及條件下)以普通郵遞方式將退款支票寄至白表eIPO申請所示地址，郵誤風險概由申請人承擔；
- 陳述、保證及承諾吾等或相關申請人提出本申請、支付任何申請款項、獲分配或認購任何香港發售股份，不受香港或其他地方適用法律的限制；陳述、保證及承諾吾等或相關申請人(1)在填寫及遞交本申請表格時並非身處美國境內(定義見S規例)或(2)並非意大利法人或自然人，且於填寫及遞交本申請表格時並非身處意大利境內；陳述、保證及承諾吾等及/或相關申請人會在離岸交易(定義見S規例)中購買香港發售股份；
- 確認各相關申請人已細閱招股章程，尤其是本申請表格及招股章程所載條款及條件和申請手續，並同意受其約束；
- 陳述及確認吾等及相關申請人明白香港發售股份並無且不會根據美國證券法登記，而發售股份將不會在意大利提呈發售；
- 陳述、保證及承諾向相關申請人或由相關申請人為其利益而提出本申請的人士分配或申請認購香港發售股份，不會引致 貴公司、售股股東(如適用)、聯席保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商以及參與全球發售的各方，或其各自的董事、僱員、合夥人、代理人、職員或顧問須遵從香港以外任何地區的法律或規例的任何規定(不論是否具有法律效力)；及
- 同意本申請、本申請獲接納以及由此而產生的合約，將受香港法律管轄及按其詮釋。

上述向售股股東作出的同意、保證、指示及授權(視情況而定)僅於根據香港公開發售作出的有效申請發售股份數目超過若干既定水平，以致須將發售股份由國際配售重新分配至香港公開發售時方適用。有關何時會觸發重新分配的詳情，請參閱招股章程「全球發售的架構—香港公開發售—重新分配」一節。

貴公司、聯席賬簿管理人或白表eIPO服務供應商或 貴公司或彼等各自代理人及代名人可全權酌情全部或部分拒絕或接納任何申請，而毋須說明任何理由。

Signature 簽名：	Date 日期：
Name of applicant 申請人姓名：	Capacity 身份：

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數	Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read only CD-ROM submitted with this Application Form. 香港發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟)。
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A total of 夾附之合共	cheque(s) 張支票	Cheque number(s) 支票編號
are enclosed for a total sum of 其總金額為	HK\$ 港元	

4 Please use **BLOCK** letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商身份證明號碼	
Chinese name 中文名稱	Contact number 聯絡電話號碼	Fax number 傳真號碼
Name of contact person 聯絡人姓名	For broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交	
Address 地址	Broker no. 經紀號碼	
	Broker’s chop 經紀印鑒	

For bank use 此欄供銀行填寫

