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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 A. Fogazzaro n. 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
APPOINTMENT OF AUDITOR AND 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 Thursday, April 28, 2022 at 12:00 noon CET time (6:00 p.m. Hong Kong time), is set out on pages 9 to 11 of this circular. In light of the continuing risks posed by the COVID-19 pandemic, to ensure the health and wellbeing of the AGM attendees, the meeting will be held by way of electronic means only (“Online AGM”), as provided for by Article 106 of Decree Law no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020, lastly confirmed by Decree Law no. 228 of December 30, 2021, converted with amendments by Law no. 15 of February 25, 2022 (“Italian Emergency Law”), and by Articles 13.2, 13.3 and 17.3 of the By-laws.

A form of proxy for use at the 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 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 12:00 noon CET time, or 6:00 p.m. Hong Kong time, on April 26, 2022, being 48 hours before the time fixed for the holding of the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

March 24, 2022

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

GUIDANCE FOR THE ANNUAL GENERAL MEETING

In light of the continuing risks posed by the COVID-19 pandemic, the AGM will be held by way of electronic means only, as provided for by Italian Emergency Law and 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 <http://meetings.computershare.com/PradaAGM2022> 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, and **only those shareholders who have logged in 5 minutes before the start of the Online AGM will be entitled to 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

GUIDANCE FOR THE ANNUAL GENERAL MEETING

received the login details by email by 6:00 a.m. CET time or 12:00 noon Hong Kong time on Wednesday, April 27, 2022 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 8689 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 12:00 noon CET time, or 6:00 p.m. Hong Kong time, on April 26, 2022, 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 8689
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:

“Annual General Meeting” or “AGM” or “Online AGM”	the annual general meeting of the Company to be held on Thursday, April 28, 2022 at 12:00 noon CET time or 6:00 p.m. Hong Kong time and any adjournment thereof, notice of which is set out on pages 9 to 11 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
“Directors”	the directors of the Company
“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
“Notice”	the notice of the Annual General Meeting, alternatively referred to as AGM or Online AGM, set out on pages 9 to 11 of this circular
“Share(s)”	share(s) of Euro 0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

PRADA S.p.A.

Via A. Fogazzaro n. 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 A. Fogazzaro n. 28

Milan 20135

Italy

Executive Directors:

Mr. Paolo ZANNONI (*Chairman*)

Ms. Miuccia PRADA BIANCHI

(Chief Executive Officer)

Mr. Patrizio BERTELL (*Chief Executive Officer*)

Ms. Alessandra COZZANI (*Chief Financial Officer*)

Mr. Lorenzo BERTELLI

Non-executive Director:

Mr. Stefano SIMONTACCHI

Principal place of business

in Hong Kong:

8th Floor

One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

Independent Non-executive Directors:

Ms. Marina Sylvia CAPROTTI

Mr. Maurizio CEREDA

Mr. Yoël ZAOUÏ

Ms. Pamela Yvonne CULPEPPER

Ms. Anna Maria RUGARLI

March 24, 2022

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
APPOINTMENT OF AUDITOR AND 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 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2021; (2) the allocation of net income of the Company for the year ended December 31, 2021 and the declaration and distribution of a final dividend; and (3) the appointment of the Company's auditor (*revisore legale dei conti*) and the determination of its remuneration.

LETTER FROM THE BOARD

AUDITED FINANCIAL STATEMENTS

On March 14, 2022, the Board recommended the approval of the Audited Separate Financial Statements for the year ended December 31, 2021 (as prescribed under the applicable Italian laws) which shows a net income of Euro 310,649,745.66 and the Audited Consolidated Financial Statements (as prescribed under the applicable Hong Kong laws) for the year ended December 31, 2021, together with the Reports of the Board, the Board of Statutory Auditors and the Independent Auditor at the AGM.

ALLOCATION OF NET INCOME AND DISTRIBUTION OF FINAL DIVIDEND

On March 14, 2022, the Board recommended the approval at the AGM of the allocation of the net income of the Company, for the year ended December 31, 2021, as follows: (i) Euro 179,117,680 to Shareholders as final dividend of Euro 0.07 per share, and (ii) Euro 131,532,065.66 to retained earnings of the Company.

Subject to the Shareholders' approval of the payment of the final dividend, the dividend will be paid on Friday, May 27, 2022.

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 Thursday, April 28, 2022, being the day of approval of the dividend by the Shareholders.

In order to qualify 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 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, 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 time) on Thursday, May 5, 2022.

LETTER FROM THE BOARD

The Company's shareholders' register (both sections) will be closed on Friday, May 6, 2022 during which no share transfer can be registered. The final dividend will be paid to Shareholders recorded on the Company's shareholders' registers on Friday, May 6, 2022.

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.

APPOINTMENT OF THE COMPANY'S AUDITOR AND AUDITOR'S REMUNERATION

The Company's 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, on the basis of 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 years term auditor's mandate will expire at the AGM.

Given the above, the Company received two separate proposals: one from the Board of Statutory Auditors (in accordance with Italian laws) and the other from the Audit Committee (in accordance with the Listing Rules), both proposing that Deloitte & Touche S.p.A., the Company's current auditor, be re-appointed as auditor (*revisore legale dei conti*) of the Company at the AGM for a term of three financial years (from the current financial year ending December 31, 2022 to the financial year ending December 31, 2024), the term of which will expire on the date of the shareholders' general meeting to approve the financial statements for the year ending December 31, 2024.

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

In this respect, it has been proposed a fee of Euro 475,000 for each financial year of Deloitte & Touche 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, which is included in the total annual remuneration of Euro 1,755,259 (at the exchange rate prevailing at December 31, 2021) for Deloitte & Touche S.p.A. and the Deloitte networks in respect of provision of audit services to the Prada 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.

LETTER FROM THE BOARD

NOTICE OF AGM

The Notice is set out on pages 9 to 11 of this circular.

FORM OF PROXY

A form of proxy for being represented and vote at the AGM is enclosed with this 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 are able to 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 12:00 noon CET time or 6:00 p.m. Hong Kong time on Tuesday, April 26, 2022, 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.

RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the 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
Chairman

NOTICE OF ANNUAL GENERAL MEETING

PRADA S.p.A.

Via A. Fogazzaro n. 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 Thursday, April 28, 2022 at 12:00 noon CET time (6:00 p.m. Hong Kong time) (see Note 1). In accordance with Article 106 of Decree Law no. 18 of March 17, 2020, converted with amendments by Law no. 27 of April 24, 2020, lastly confirmed by Decree Law no. 228 of December 30, 2021, converted with amendments by Law no. 15 of February 25, 2022, and 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:

1. To approve the Audited Separate Financial Statements which show a net income of Euro 310,649,745.66 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2021 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, 2021, as follows: (i) Euro 179,117,680 to Shareholders as final dividend, of Euro 0.07 per share, and (ii) Euro 131,532,065.66 to retained earnings of the Company.
3. To appoint Deloitte & Touche S.p.A. as the auditor (*revisore legale dei conti*) of the Company for a term of three financial years (financial year ending December 31, 2022 to financial year ending December 31, 2024), ending on the date of the shareholders’ general meeting to approve the financial statements for the year ending December 31, 2024 and to approve its remuneration of Euro 475,000 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, which is included in the overall annual remuneration of Euro 1,755,259 (at the exchange rate prevailing at December 31, 2021) for Deloitte & Touche S.p.A. and the Deloitte network in respect of provision of audit services to the Group as a whole. 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
Chairman

Milan (Italy), March 24, 2022

NOTICE OF ANNUAL GENERAL MEETING

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) The online platform will be opened for registered Shareholders and non-registered Shareholders to **log in 45 minutes prior to the commencement of the Annual General Meeting** (“Online AGM”), and **only those shareholders who logged in 5 minutes before the start of the Online AGM will be entitled to 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 12:00 noon CET time, or 6:00 p.m. Hong Kong time, on April 26, 2022, 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
- (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, April 25, 2022. The shareholders’ register of the Company (both sections) will be closed from Tuesday, April 26, 2022 to Thursday, April 28, 2022, both days inclusive, during which period no shares transfer can be registered.

NOTICE OF ANNUAL GENERAL MEETING

The Shareholders recorded on the Shareholders' register on Tuesday, April 26, 2022 (*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 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, May 5, 2022. The shareholders' register of the Company (both sections) will be closed on Friday, May 6, 2022, 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 6, 2022, and the payment date will be Friday, May 27, 2022.

- (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.