

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)

PROXY FORM

I/We¹ and ² _____
of _____

being the registered holder(s) of³ _____ shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “Company”), hereby appoint⁴ the authorised representative of Slaughter and May, the legal advisor of the Company, for the first 20 proxy forms 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 the authorised representative of Anglo Chinese Corporate Finance, Limited, the former compliance adviser of the Company, for the second 20 proxy forms deposited as described above

or _____ of _____

(e-mail address) _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the “AGM” or “Online AGM”) (and at any adjournment thereof) of the Company to be held at 12:00 noon CET time (6:00 p.m. Hong Kong time), on Thursday, April 27, 2023, on the following resolutions:

PART 1 - EXTRAORDINARY RESOLUTION		For ⁵	Against ⁵	Abstain ⁵
1.	To approve amendments to the By-laws to conform, to the extent needed, to the core shareholder protection standards set out in Appendix 3 to the Listing Rules and to incorporate provisions to allow and facilitate hybrid and electronic meetings, and other provisions aimed at complying with applicable laws and regulations.			
PART 2 - ORDINARY RESOLUTIONS		For ⁵	Against ⁵	Abstain ⁵
1.	To approve the Audited Separate Financial Statements of the Company, which show a net income of Euro 571,683,175, and the Audited Consolidated Financial Statements of the Group for the year ended December 31, 2022, 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, 2022, as follows: (i) Euro 281,470,640 to Shareholders as final dividend, of Euro 0.11 per share, and (ii) Euro 290,212,535 to retained earnings of the Company.			
3.	To appoint Mr. Patrizio BERTELLI as the Chairman of the Board.			
4.(a)	To confirm the appointment of Mr. Andrea BONINI as an Executive Director of the Company for a term expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2023.			
4.(b)	To confirm the appointment of Mr. Andrea GUERRA as an Executive Director of the Company for a term expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2023.			
5.	To approve, pursuant to Rule 13.68 of the Listing Rules, certain terms and conditions of the Employment Agreement entered into by and between the Company and the Chief Executive Officer.			
6.	To approve the increase of the aggregate basic remuneration of the Board of Directors from Euro 550,000 to Euro 800,000 from the conclusion of this meeting until the next annual general meeting.			

I/We hereby acknowledge and confirm as follows:

- I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
- The Company and its agents are authorised to send the login details to access the online platform to my/our proxy through the email address provided above;
- I have checked and ensured that all information provided in this proxy form is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
- if I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Online AGM ends; and
- if my/our proxy has not received the login details by email by 6 a.m. CET time, or 12:00 noon Hong Kong time, on April 26, 2023, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Signature⁶ _____

Date: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) If the shareholder is a company, full name of the company and legal address to be inserted in BLOCK CAPITALS.
- (3) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (4) If any proxy other than the authorised representative of Slaughter and May or the authorised representative of Anglo Chinese Corporate Finance, Limited is preferred, delete the words “the authorised representative of Slaughter and May, the legal advisor of the Company, for the first 20 proxy forms 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 the authorised representative of Anglo Chinese Corporate Finance, Limited, the former compliance adviser of the Company, for the second 20 proxy forms deposited as described above or” and insert the name, address and email address of the proxy desired in the space provided. The email address so provided will be used by the Company or its agents for sending the login details for voting at the Online AGM. You and your proxy should ensure the email address provided will be appropriately secure for this purpose. Any alteration made to this form of proxy must be initialed by the person(s) who signs it. 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 your proxy. For example, it is not possible to appoint the Chairperson of the Online AGM as your proxy.
- (5) If you wish to vote using all of your shares, please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If you wish to vote using part of your shares, please state the relevant number of shares you would like to use for voting in the relevant boxes under “For”, “Against” or “Abstain”, to indicate how you wish the proxy to vote on your behalf on a poll. Votes abstained will be counted in the calculation of the required majority. If this form is returned duly signed, but without any indication, the proxy (other than Slaughter and May or Anglo Chinese Corporate Finance, Limited) will vote for or against the resolution or will abstain, at his/her discretion. Where a “√” is indicated in more than one space beside a resolution, the vote for that resolution will be void and will not be counted in the calculation of the required majority.

Please note that Slaughter and May and Anglo Chinese Corporate Finance, Limited will only vote on the resolutions mentioned above in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders. Therefore, if this form is returned duly signed, but without any indication, Slaughter and May and Anglo Chinese Corporate Finance, Limited will not vote on the resolutions. Slaughter and May are not providing any legal or regulatory services to any of the Shareholders and there will not be any solicitor-client or fiduciary relationship between Slaughter and May and any Shareholders who appoint Slaughter and May as their proxy.

- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) 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 votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the relevant joint holding.
- (8) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority by a notary public, 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 by email to prada.epoxy@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 25, 2023, being 48 hours before the time for holding 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.
- (9) A proxy holder does not need to be a shareholder of the Company but must login to the Online AGM to represent you.
- (10) 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 by the proxy or (being corporation) is represented by a duly authorised corporate representative shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pradagroup.com following the Online AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the Online AGM of the Company (the “Purposes”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. We may transfer your name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen’s Road East
Wanchai
Hong Kong
By email to: PrivacyOfficer@computershare.com.hk