TERMS OF REFERENCE OF

THE NOMINATION COMMITTEE

OF

PRADA S.p.A.

Approved by the Board of Directors of PRADA S.p.A. on October 23, 2025

1. ARTICLE 1
PURPOSE AND SCOPE

1.1 These terms of reference (the "**Terms of Reference**") govern the constitution, functions and duties of the nomination committee for the appointment of directors ("**Directors**") of PRADA S.p.A. (the "**Company**"), established by the Board of Directors pursuant to article 21.7 of the Company's By-laws (the "**Nomination Committee**" or the "**Committee**").

1.2 To the extent not expressly set out in and so far as consistent with these Terms of Reference, reference is made to the laws and the Company's By-laws governing the operation and functions of the Board of Directors and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

2. ARTICLE 2
APPOINTMENT AND COMPOSITION

2.1 The members of the Nomination Committee shall be appointed and replaced by resolution of the Board of Directors, which shall resolve also upon their remuneration.

2.2 The Nomination Committee shall consist of a minimum of 3 (three) and a maximum of 5 (five) members, chosen among the members of the Company's Board of Directors, the majority of whom shall be independent non-executive Directors, i.e., meeting the independence requirements set forth in Rule 3.13 of the Listing Rules.

2.3 The members of the Nomination Committee must have adequate expertise in relation to the tasks they have to perform. The competences of all members of the Nomination Committee are assessed by the Board of Directors at the time of their appointment.

2.4 The Nomination Committee shall appoint among the independent non-executive Directors a chairperson (the "**Chairperson**"), who is responsible for coordinating and planning the activities of the Committee and conducting its meetings.

2.5 The Directors agree to serve as a member of the Nomination Committee only if they believe they can devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities.

2.6 If, for any reason whatsoever, including as a result of the termination of their office as a Director, one or more members of the Nomination Committee cease to hold office, the Board of Directors of the Company shall replace them without delay at the first relevant meeting, in accordance with the provisions set out in the preceding paragraphs. The term of office of the members of the Nomination Committee appointed to replace those who have ceased to serve shall expire at the same time as that of the members in office at the time of their appointment, unless the Board of Directors determines otherwise at the time of their appointment.

2.7 Unless otherwise determined by the Board of Directors at the time of their appointment, the term of office of the members of the Nomination Committee shall be the same as that of the Board of Directors to which they belong, and the early termination of the office of any Director, for whatever reason, shall result in his/her simultaneous and automatic termination as a member of the Nomination Committee.

3. ARTICLE 3
DUTIES

3.1 The Nomination Committee is an advisory and proposing body established within the Board of Directors with the task of assisting the Board in identifying the best composition and size of the Board of Directors, indicating the professional figures whose attendance may favour the correct and effective functioning of the Company, by formulating opinions, recommendations and proposals.

3.2 The Committee shall carry out the following tasks:

(i) reviews annually the structure and composition of the Board of Directors, as well as the number of Directors (including their skills, knowledge and experience), assists the Board of Directors in maintaining a board skills matrix, and makes proposals regarding changes to the composition of the Board of Directors, in order to ensure the full implementation of the Company's corporate governance strategy;

(ii) assesses annually each Director's time commitment and contribution to the Board of Directors, and the Director's ability to discharge his or her responsibilities effectively, taking into consideration their professional qualifications and work experience, listed issuer directorships, other significant external time commitments and other factors or circumstances relevant to their character, integrity, independence and experience;

(iii) identifies individuals who are qualified as candidates to serve as Directors and selects or makes recommendations to the Board of Directors on these candidates;

(iv) assists with the annual review of the independence of the independent non-executive Directors;

(v) makes proposals to the Board of Directors regarding the appointment or reappointment of Directors and the preparation of the succession plan for Directors, in particular the Chairperson of the Board of Directors and the Chief Executive Officer(s);

(vi) support the Company's regular evaluation of the performance of the Board of Directors;

(vii) reviewing the Board of Directors Diversity Policy and any measurable objectives for implementing such policy as may be adopted by the Board of Directors from time to time and to review the progress on achieving the objectives; and to make disclosures of its progress on its review results in the corporate governance report of the Company;

(viii) periodically verifies, following changes in laws and/or regulations or when it deems it necessary, the adequacy of these Terms of Reference and submits to the Board of Directors any proposals for amendments or additions;

(ix) performs any additional duties assigned to it by the Board of Directors.

3.3 The Committee is entitled to access the information and company departments necessary for the performance of its duties and may have access to sufficient financial resources and make use of independent external consultants at the Company's expense, within the terms and limits of the budget established for this purpose by the Board of Directors, as long as such independent external consultants are adequately bound by confidentiality. The Nomination Committee shall report to the Board of Directors on any use of funds at least once a year.

3.4 The Chairperson of the Committee shall inform the Board of Directors, at the first meeting convened, on the activities carried out by the Committee. The Committee shall make available in a timely manner any documentation necessary to enable the Board of Directors to make informed decisions on the matters examined by the Committee.

4. ARTICLE *4*
CALL OF THE MEETING, CONDUCT AND REPORTING

4.1 The Nomination Committee shall meet, upon call by the Chairperson, whenever he or she deems appropriate, or when requested by at least 2 (two) members, or in accordance with the calendar of meetings of the Nomination Committee established with the Company Secretary, in coordination with the meetings of the Board of Directors and the other Committees of the Company.

4.2 The notice of meeting, containing an indication of the day, time and place of the meeting and the list of topics to be discussed, should be given by the Chairperson or the Secretary to the Committee members upon request of the Chairperson, at least 3 (three) days before the date set for the meeting by e-mail or any other suitable means. In cases of urgency, the deadline may be shorter. Any documents relating to the items on the agenda shall be made available at the same time as the meeting is convened or even subsequently, but in any case sufficiently in advance, except in exceptional cases or for reasons of confidentiality. A copy of the notice should be sent by the Corporate Affairs to the Chairperson of the Board of Statutory Auditors and, in the case as referred to in the following paragraph 4.6 below, also to the Chairperson of the Board of Directors and to the Company's Chief Executive Officer(s).

4.3 Meetings of the Committee may be held in the absence of a formal notice sent in accordance with the above terms and procedures if all its members are present and no one objects to the discussion of the items on the agenda due to inadequate prior information.

4.4 Nomination Committee meetings are chaired by the Chairperson, or in his absence or impediment, by the member chosen by those present at the beginning of the meeting, who shall direct, coordinate and moderate the discussion.

4.5 At the invitation of the Chairperson, the Company Secretary may attend meetings of the Nomination Committee in order to act as secretary of those meetings. Alternatively, the Nomination Committee may - for one or more meetings – appoint a person who is not a member of the Committee to serve as secretary (the "**Secretary**").

4.6 The Chairperson of the Company and the Chief Executive Officer(s) who are not members of the Nomination Committee may be invited to attend meetings of the

Committee, provided that they do not have any personal interest in the matters to be discussed and may not participate in voting at the Committee. The Chairperson of the Committee may, from time to time, invite any other person to the meetings of the Nomination Committee, including external third parties, whose attendance may be of assistance to the best performance of the duties of the Nomination Committee, provided that such external third parties respect the utmost confidentiality and privacy with reference both to the matters dealt with and to the performance of the meetings of the Nomination Committee they are invited to attend. The Chairperson of the Board of Statutory Auditors (or another Statutory Auditor designated by the same) is entitled to attend the meetings of the Committee.

4.7 Meetings of the Nomination Committee may also be held exclusively by means of telecommunications, provided that all attendees can be identified, such identification is recorded in the relevant minutes and that they are able to follow the discussion, participate in real time in the discussion of the items on the agenda, vote by open vote in the cases in which a vote is taken, and view, receive and send documents. Meetings of the Nomination Committee are considered validly held even if the Secretary and the Chairperson are in different places. In this case, the meeting is considered to have been held in the place where the Chairperson is based.

4.8 For meetings of the Nomination Committee to be validly constituted, the absolute majority of its members in office is required. Resolutions are passed by an absolute majority of votes; in the event of a tie, the vote of the person chairing the meeting shall be decisive. Votes may not be cast by proxy and each member is entitled to one vote.

4.9 The secretary of the Nomination Committee should prepare minutes of the meetings in sufficient detail of the matters considered and decisions reached, including any concerns raised or dissenting views expressed. Draft minutes are submitted to the Chairperson and the other members of the Nomination Committee for comments within a reasonable time after the meeting is held, and minutes are generally approved at the next meeting of the Committee. The Chairperson of the meeting and the Secretary sign the minutes of the meetings which are kept by the Secretary in chronological order. Final versions of minutes of the meetings should be sent to all members of the Committee for their records within a reasonable time after the meeting.

5. ARTICLE 5
FINAL PROVISIONS

5.1 These Terms of Reference are available to the members of the Board of Directors and the Board of Statutory Auditors at the registered office of the Company and at the place where the Nomination Committee is convened and published on the website of the Company and the Hong Kong Stock Exchange.

5.2 Any amendments to these Terms of Reference must be approved by the Board of Directors of the Company.