

# 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/We<sup>1</sup> and <sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>3</sup> \_\_\_\_\_ shares of EUR 0.10 each in the capital of PRADA S.p.A. (the “Company”), hereby appoint<sup>4</sup> 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 10:00 a.m. CET time (4:00 p.m. Hong Kong time), on Wednesday, April 24, 2024, on the following resolutions:

| ORDINARY RESOLUTIONS <sup>5</sup> |  | For <sup>6</sup> | Against <sup>6</sup> | Abstain <sup>6</sup> |
|-----------------------------------|--|------------------|----------------------|----------------------|
| 1.                                | To approve the Audited Separate Financial Statements of the Company, which show a net income of Euro 566,740,484, and the Audited Consolidated Financial Statements of the Group for the year ended December 31, 2023, 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, 2023, as follows: (i) Euro 350,558,888 to Shareholders as final dividend, of Euro 0.137 per share, and (ii) Euro 216,181,596 to retained earnings of the Company.   |                  |                      |                      |
| 3.                                | To approve that the new Board of Directors will consist of eleven Directors and will be appointed for a term of three financial years, expiring on the date of the shareholders’ general meeting called to approve the financial statements for the last year of the Board of Directors’ office.   |                  |                      |                      |
| 4.                                | To elect the following persons as members of the new Board of Directors of the Company, as follows:  |                  |                      |                      |
| (i)                               | To elect Mr. Patrizio BERTELLI as an Executive Director of the Company.  |                  |                      |                      |
| (ii)                              | To elect Mr. Paolo ZANNONI as an Executive Director of the Company.  |                  |                      |                      |
| (iii)                             | To elect Mr. Andrea GUERRA as an Executive Director of the Company.  |                  |                      |                      |
| (iv)                              | To elect Ms. Miuccia PRADA BIANCHI as an Executive Director of the Company.  |                  |                      |                      |
| (v)                               | To elect Mr. Andrea BONINI as an Executive Director of the Company.  |                  |                      |                      |
| (vi)                              | To elect Mr. Lorenzo BERTELLI as an Executive Director of the Company.   |                  |                      |                      |
| (vii)                             | To elect Mr. Yoël ZAOUÏ as an Independent Non-Executive Director of the Company.   |                  |                      |                      |
| (viii)                            | To elect Ms. Marina Sylvia CAPROTTI as an Independent Non-Executive Director of the Company.   |                  |                      |                      |
| (ix)                              | To elect Ms. Pamela Yvonne CULPEPPER as an Independent Non-Executive Director of the Company.  |                  |                      |                      |
| (x)                               | To elect Ms. Anna Maria RUGARLI as an Independent Non-Executive Director of the Company.   |                  |                      |                      |
| (xi)                              | To elect Ms. Cristiana RUELLA as an Independent Non-Executive Director of the Company.   |                  |                      |                      |
| 5.                                | To appoint Mr. Patrizio BERTELLI as Chairman of the Board of Directors.  |                  |                      |                      |
| 6.                                | To approve the aggregate base remuneration of the Board of Directors for its three-year term in the amount of Euro 800,000 gross per year.   |                  |                      |                      |

| ORDINARY RESOLUTIONS <sup>5</sup> |   | For <sup>6</sup> | Against <sup>6</sup> | Abstain <sup>6</sup> |
|-----------------------------------|---|------------------|----------------------|----------------------|
| 7.                                | To elect the following persons as standing members of the Board of Statutory Auditors, or alternate statutory auditors (as the case may be), of the Company for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office: |                  |                      |                      |
| (i)                               | Mr. Roberto SPADA (Standing Statutory Auditor)  |                  |                      |                      |
| (ii)                              | Ms. Maria Luisa MOSCONI (Standing Statutory Auditor)  |                  |                      |                      |
| (iii)                             | Ms. Patrizia ARIENTI (Standing Statutory Auditor)   |                  |                      |                      |
| (iv)                              | Ms. Stefania BETTONI (Alternate Statutory Auditor)  |                  |                      |                      |
| (v)                               | Mr. Cristiano PROSERPIO (Alternate Statutory Auditor)   |                  |                      |                      |
| 8.                                | To approve the aggregate remuneration of the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 per year.  |                  |                      |                      |

| POSSIBLE ALTERNATIVE ORDINARY RESOLUTION IN THE EVENT THAT NONE OF THE RESOLUTIONS 7(i) to (iii) ABOVE RECEIVES THE HIGHEST NUMBER OF VOTES <sup>7</sup> |   | For <sup>6</sup>   | Abstain <sup>6</sup> |
|--|---|--|----------------------|
| 9.   | To elect as Chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office: | Mr. Roberto SPADA<br><input type="text"/><br>Ms. Maria Luisa MOSCONI<br><input type="text"/><br>Ms. Patrizia ARIENTI<br><input type="text"/> |                      |
| 10.  | To elect as Chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office: | Mr. Roberto SPADA<br><input type="text"/><br>Ms. Maria Luisa MOSCONI<br><input type="text"/>   |                      |
| 11.  | To elect as Chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office: | Mr. Roberto SPADA<br><input type="text"/><br>Ms. Patrizia ARIENTI<br><input type="text"/>  |                      |
| 12.  | To elect as Chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the last year of the Board of Statutory Auditors' office: | Ms. Maria Luisa MOSCONI<br><input type="text"/><br>Ms. Patrizia ARIENTI<br><input type="text"/>  |                      |

I/We hereby acknowledge and confirm as follows:

1. I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
2. 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;
3. 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;
4. 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
5. 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 23, 2024, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Signature<sup>8</sup> \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

- (1) Full name(s) and address(es) of the shareholder(s) 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 initiated 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) Each of the ordinary resolutions will be passed if the vote of more than 50% of the shares represented at the AGM is cast in favour of each of them (regarding resolutions 9 to 12, please refer to note 7 below).
- (6) 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 (a) in the relevant boxes under “For”, “Against” or “Abstain” (applicable to resolutions 1 to 8) and (b) in the relevant boxes beside the name of each candidate or under “Abstain” (applicable to possible resolutions 9 to 12), 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. The proxy (other than Slaughter and May or Anglo Chinese Corporate Finance, Limited) will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting. 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.

- (7) According to Article 25.6 of the Company’s By-laws, there will be a separate vote for the Chairman of the Board of Statutory Auditors if there is a tie for the highest number of votes under resolutions (i), (ii) and (iii). Only one of the possible resolutions 9, 10, 11 and 12, will be proposed to the AGM and which one is used (if any) will depend on the outcome of resolutions (i), (ii) and (iii).
- (8) 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. Any alteration made to this form of proxy must be initiated by the person(s) who signs it.
- (9) 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.
- (10) 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 sent via email to [prada.epoxy@computershare.com.hk](mailto:prada.epoxy@computershare.com.hk), in each case, by no later than 10:00 a.m. CET time or 4:00 p.m. Hong Kong time on April 22, 2024, being 48 hours before the time for holding the 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.
- (11) A proxy holder does not need to be a shareholder of the Company but must login to the Online AGM to represent you.
- (12) The Chairman of the AGM will demand a poll on each of the resolutions submitted for determination at the Online AGM (regarding resolutions 9 to 12, please refer to note 7 above). 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](http://www.hkexnews.hk) and the Company at [www.pradagroup.com](http://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 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: Hong Kong 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](mailto:PrivacyOfficer@computershare.com.hk)