

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 the contents of this announcement.*

# **PRADA S.p.A.**

*Registered office at Via A. 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)*

## **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON APRIL 24, 2024, DISTRIBUTION OF FINAL DIVIDEND, CHANGE OF DIRECTORS, ELECTION OF THE BOARD OF DIRECTORS, EXECUTIVE ROLES OF THE DIRECTORS AND MEMBERSHIP OF THE BOARD COMMITTEES**

### **I. VOTING RESULTS AT THE ANNUAL GENERAL MEETING HELD ON APRIL 24, 2024**

PRADA S.p.A. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that each of the following resolutions was duly passed as an ordinary resolution at the annual general meeting (the “**AGM**”) of the Company held on April 24, 2024 and the details of the poll results are as follows:

		Number of Votes (Approximate percentage to two decimal places)		
		For	Against	Abstain
<b>Ordinary Resolutions</b>				
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.	2,424,639,157 (100.00%)	55,329 (0.00%)	12,102 (0.00%)

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, equal to Euro 0.137 per share, and (ii) Euro 216,181,596 to retained earnings of the Company.	2,424,694,486 (100.00%)	0 (0.00%)	12,102 (0.00%)
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.	2,424,018,733 (99.97%)	900 (0.00%)	686,955 (0.03%)
4.(i)	To elect Mr. Patrizio BERTELLI as an Executive Director of the Company.	2,384,001,674 (98.32%)	40,387,401 (1.67%)	317,513 (0.01%)
4.(ii)	To elect Mr. Paolo ZANNONI as an Executive Director of the Company.	2,269,344,692 (93.59%)	155,349,794 (6.41%)	12,102 (0.00%)
4.(iii)	To elect Mr. Andrea GUERRA as an Executive Director of the Company.	2,391,668,670 (98.64%)	33,025,816 (1.36%)	12,102 (0.00%)
4.(iv)	To elect Ms. Miuccia PRADA BIANCHI as an Executive Director of the Company.	2,248,219,583 (92.72%)	176,169,492 (7.27%)	317,513 (0.01%)

4.(v)	To elect Mr. Andrea BONINI as an Executive Director of the Company.	2,386,558,536 (98.43%)	38,135,950 (1.57%)	12,102 (0.00%)
4.(vi)	To elect Mr. Lorenzo BERTELLI as an Executive Director of the Company.	2,364,575,472 (97.52%)	60,119,014 (2.48%)	12,102 (0.00%)
4.(vii)	To elect Mr. Yoël ZAOUI as an Independent Non-Executive Director of the Company.	2,325,274,404 (95.90%)	61,589,564 (2.54%)	37,842,620 (1.56%)
4.(viii)	To elect Ms. Marina Sylvia CAPROTTI as an Independent Non-Executive Director of the Company.	2,306,336,431 (95.12%)	80,222,126 (3.31%)	38,148,031 (1.57%)
4.(ix)	To elect Ms. Pamela Yvonne CULPEPPER as an Independent Non-Executive Director of the Company.	2,420,970,043 (99.85%)	3,375,343 (0.14%)	361,202 (0.01%)
4.(x)	To elect Ms. Anna Maria RUGARLI as an Independent Non-Executive Director of the Company.	2,420,970,043 (99.85%)	3,375,343 (0.14%)	361,202 (0.01%)
4.(xi)	To elect Ms. Cristiana RUELLA as an Independent Non-Executive Director of the Company.	2,421,179,286 (99.85%)	3,166,100 (0.13%)	361,202 (0.01%)
5.	To appoint Mr. Patrizio BERTELLI as Chairman of the Board of Directors.	2,416,793,473 (99.67%)	7,901,013 (0.33%)	12,102 (0.00%)

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.	2,423,362,336 (99.94%)	1,332,150 (0.05%)	12,102 (0.00%)
7.(i)	To elect Mr. Roberto SPADA as Standing member of the Board of Statutory Auditors 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. (Note 9)	2,408,922,211 (99.35%)	15,423,175 (0.64%)	361,202 (0.01%)
7.(ii)	To elect Ms. Maria Luisa MOSCONI as Standing member of the Board of Statutory Auditors 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.	2,424,345,386 (99.99%)	0 (0.00%)	361,202 (0.01%)

7.(iii)	To elect Ms. Patrizia ARIENTI as Standing member of the Board of Statutory Auditors 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.	2,424,345,386 (99.99%)	0 (0.00%)	361,202 (0.01%)
7.(iv)	To elect Ms. Stefania BETTONI as Alternate Statutory Auditor 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.	2,423,889,086 (99.97%)	456,300 (0.02%)	361,202 (0.01%)
7.(v)	To elect Mr. Cristiano PROSERPIO as Alternate Statutory Auditor 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.	2,423,889,086 (99.97%)	456,300 (0.02%)	361,202 (0.01%)
8.	To approve the aggregate remuneration for the Board of Statutory Auditors for its three-year term in the amount of Euro 130,000 gross per year.	2,424,345,236 (99.99%)	349,100 (0.01%)	12,252 (0.00%)

Notes:

- (1) The total number of shares of the Company entitling the holder to attend and vote on all the resolutions at the AGM was 2,558,824,000 shares.
- (2) The shareholders of the Company and authorized proxies or corporate representatives, holding an aggregate of 2,424,706,588 shares, representing 94.76% of the total shares of the Company, were in attendance at the commencement of the AGM.
- (3) There were no restrictions on the Company's shareholders to cast votes on any of the resolutions proposed at the AGM.
- (4) There was no share of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM, as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").
- (5) There was no share of the Company actually voted but excluded from calculating the poll results.
- (6) No parties have stated their intention in the Company's circular containing the notice of the AGM dated March 27, 2024 to vote against or abstain from voting on any of the resolutions at the AGM.
- (7) No shareholder of the Company was required to abstain from voting at the AGM under the Listing Rules.
- (8) Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.
- (9) Of the three elected Standing members of the Board of Statutory Auditors, only Mr. Roberto SPADA has accepted the appointment as Chairman of the Board of Statutory Auditors of the Company. The appointment is for a period of three financial years.

The following directors attended the AGM: Mr. Paolo ZANNONI (Chairman of the AGM), Mr. Andrea GUERRA, Mr. Andrea BONINI, Mr. Lorenzo BERTELLI, Mr. Yoël ZAOUÏ, Mr. Maurizio CEREDA, Ms. Pamela Yvonne CULPEPPER and Ms. Anna Maria RUGARLI.

## II. DISTRIBUTION OF FINAL DIVIDEND

The Company will distribute a final dividend of Euro 0.137 per share for the year ended December 31, 2023, for a total amount of Euro 350,558,888.

The above final dividend in Hong Kong dollars will be HK\$1.1338805 per share, based on the relevant exchange rate of final dividend, which is HK\$8.2765: Euro 1, being 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](http://www.hkab.org.hk)) on April 24, 2024.

The final dividend will be paid to shareholders recorded on the Company's shareholders' registers in Hong Kong and Milan on May 2, 2024 and the payment date is May 17, 2024.

### III. CHANGE OF DIRECTORS

After serving on the Board of the Company for almost 8 years, the mandate of Mr. Maurizio CEREDA expired at the AGM.

Mr. Maurizio CEREDA has confirmed that he has no disagreement with the Board of the Company and that he is not aware of any matter relating to the expiration of the term of his mandate that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its sincere gratitude to Mr. Cereda for his important contributions to the Group. As a member of the Audit and Risk Committee as well as the Chairman of Nomination Committee, Mr. Cereda has provided valuable suggestions and recommendations drawing upon his extensive background and experience. The Company wishes to offer its best wishes to Mr. Cereda.

\*\*\*\*\*

Ms. Cristiana RUELLA has been elected as a Director of the Company for the first time. The Company would like to welcome her in joining the Board.

The biographical details of Ms. RUELLA, as already disclosed in the circular to the AGM dated March 27, 2024, are set out below:

**RUELLA, Cristiana**, aged 61, is currently an industrial partner of FSI SGR S.p.A., an investment company, and a member of the Board of Directors of Missoni S.p.A.. She is also Chief Executive Officer of TFC srl and of the Holding Company Exor srl since October 2021. From July 1991 to August 2017, she was Managing Director of the Dolce & Gabbana group where she also carried out duties typically undertaken by the chief financial officer. In a global leadership role at Dolce & Gabbana, she has been a member of all the Boards of Directors of the central and local companies as well as Chief Executive Officer of the latter ones. Ms. Ruella previously spent four years at ICR (*Istituto di Revisione e Certificazione*) from 1985 to 1989, where she was involved in accounting and audit activities on financial statements of companies aimed at issuing certifications of the relevant financial and economic results. She was a member of the Advisory Board of DGPA & Co, an Italian investment fund. She was also a member of the Advisory Board of SDA Bocconi University from 2003 to 2005. Ms. Ruella devotes her time and passion to the VIDAS Foundation, where she is a member of the Board of Directors and Treasurer. Ms. Ruella earned a MA Economics and Finance from Cattolica University of Milan.

Except as disclosed herein, as of the date of this announcement, Ms. Cristiana RUELLA (i) does not hold any other major appointments and professional qualifications or directorships in any other listed companies in Hong Kong or abroad in the last three years; (ii) does not have any relationship with other directors, senior

management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there is no information concerning Ms. RUELLA that needs to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to her appointment.

Ms RUELLA's director's fee is approximately Euro160,000 gross per year for each year of her three-year term. Her remuneration was determined on the basis of her time commitment and responsibilities and ensuring that her remuneration is aligned with the Company's purpose, strategies and long-term success.

#### **IV. ELECTION OF THE BOARD OF DIRECTORS**

The Company is pleased to announce that the newly appointed Board of Directors of the Company consists of eleven individuals, being six Executive Directors (namely, Mr. Patrizio BERTELLI, Mr. Paolo ZANNONI, Mr. Andrea GUERRA, Ms. Miuccia PRADA BIANCHI, Mr. Andrea BONINI and Mr. Lorenzo BERTELLI) and five Independent Non-Executive Directors (namely, Mr. Yoël ZAOUI, Ms. Marina Sylvia CAPROTTI, Ms. Pamela Yvonne CULPEPPER, Ms. Anna Maria RUGARLI and Ms. Cristiana RUELLA), all elected for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements of the Company for the year ending December 31, 2026. Biographical details of each of the Directors are set out in the circular to the AGM dated March 27, 2024.

Each of Mr. Yoël ZAOUI, Ms. Marina Sylvia CAPROTTI, Ms. Pamela Yvonne CULPEPPER, Ms. Anna Maria RUGARLI and Ms. Cristiana RUELLA has confirmed:

- (a) his/her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules;
- (b) his/her past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company, if any; and
- (c) that there are no other factors that may affect his/her independence at the time of his/her appointment.

Mr. Patrizio BERTELLI was elected as Chairman of the Board of Directors for the above mentioned term.

Mr. Yoël ZAOUI was re-appointed as the lead independent director with effect from April 24, 2024.

#### **V. EXECUTIVE ROLES OF THE DIRECTORS**

The Company is pleased to announce that the Board has held a meeting today after AGM (the "**Board Meeting**") to confer the executive roles of the Directors as follows:



Mr. Patrizio BERTELLI - Executive Director and elected by the AGM as the Chairman of the Board  
Mr. Paolo ZANNONI - Executive Deputy Chairman and Executive Director  
Mr. Andrea GUERRA - Chief Executive Officer and Executive Director  
Ms. Miuccia PRADA BIANCHI - Executive Director  
Mr. Andrea BONINI (Chief Financial Officer) - Executive Director  
Mr. Lorenzo BERTELLI - Executive Director

## **VI. MEMBERSHIP OF THE BOARD COMMITTEES**

At the Board Meeting, it was resolved further that the new membership of the Audit and Risk Committee, the Remuneration Committee, the Nomination Committee, the Sustainability Committee and the Inside Information Disclosure Committee of the Company is as follows:

### **Audit and Risk Committee**

Mr. Yoël ZAOUÏ  
Ms. Cristiana RUELLA  
Ms. Anna Maria RUGARLI

According to the relevant terms of reference, the Chairperson of the Audit and Risk Committee is appointed at the first meeting of such committee. In this respect, the Board recommended to appoint Mr. Yoël ZAOUÏ as Chairman of the Audit and Risk Committee.

### **Remuneration Committee**

Ms. Anna Maria RUGARLI (Chairwoman)  
Mr. Paolo ZANNONI  
Mr. Yoël ZAOUÏ

According to the relevant terms of reference, the Chairperson of the Remuneration Committee is appointed at the first meeting of such committee. The Remuneration Committee, at a meeting held today, appointed, on the recommendation of the Board, Ms. Anna Maria RUGARLI as the Chairwoman of the Remuneration Committee.

### **Nomination Committee**

Ms. Cristiana RUELLA  
Mr. Lorenzo BERTELLI  
Ms. Pamela Yvonne CULPEPPER

According to the relevant terms of reference, the Chairperson of the Nomination Committee is appointed at the first meeting of such committee. In this respect, the Board recommended to appoint Ms. Cristiana RUELLA as Chairwoman of the Nomination Committee.

## **Sustainability Committee**

Ms. Pamela Yvonne CULPEPPER  
Mr. Lorenzo BERTELLI  
Ms. Anna Maria RUGARLI

According to the relevant terms of reference, the Chairperson of the Sustainability Committee is appointed at the first meeting of such committee. In this respect, the Board recommended to appoint Ms. Pamela Yvonne CULPEPPER as Chairwoman of the Sustainability Committee.

## **Inside Information Disclosure Committee**

Mr. Paolo ZANNONI  
Mr. Patrizio BERTELLI  
Mr. Andrea BONINI

According to the relevant terms of reference, the Chairperson of the Inside Information Disclosure Committee is appointed at the first meeting of such committee. In this respect, the Board recommended to appoint Mr. Paolo ZANNONI as Chairman of the Inside Information Disclosure Committee.

Once the Chairperson of each of the remaining board committees is appointed by the relevant board committee, this will be updated in the list of board committees published by the Company on the websites of the Company and the Hong Kong Stock Exchange.

By Order of the Company  
**PRADA S.p.A.**  
**Mr. Paolo Zannoni**  
*Executive Deputy Chairman*

Milan (Italy), April 24, 2024

*As at the date of this Announcement, the Company's executive directors are Mr. Patrizio BERTELLI, Mr. Paolo ZANNONI, Ms. Miuccia PRADA BIANCHI, Mr. Andrea GUERRA, Mr. Andrea BONINI and Mr. Lorenzo BERTELLI; and the Company's independent non-executive directors are Mr. Yoël ZAOUÏ, Ms. Marina Sylvia CAPROTTI, Ms. Pamela Yvonne CULPEPPER, Ms. Anna Maria RUGARLI and Ms. Cristiana RUELLA.*