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PRADA S.p.A.

Via A. Fogazzaro n. 28, Milan, Italy

Registry of Companies of Milan, Italy: No. 10115350158

(Incorporated under the laws of Italy as a joint-stock company)

(Stock Code: 1913)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of PRADA S.p.A. (the "Company") will be held in Hong Kong at the Four Seasons Hotel, Grand Ballroom (Level 2), 8 Finance Street, Central on Tuesday, May 22, 2012 at 4:00 p.m. Hong Kong time (10:00 a.m. CET time) 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 238,998,883, and the Audited Consolidated Financial Statements of the Company for the year ended January 31, 2012 and to receive the Reports of the Directors, the Statutory Auditors and the External Auditor; related and ensuing resolutions.
2. To approve the allocation of the net income for the year ended January 31, 2012 as follows: (i) Euro 11,949,944 to the legal reserve of the Company; (ii) Euro 127,941,200 to Shareholders as final dividend; (iii) Euro 99,107,739 to retained earnings. To declare and distribute before July 31, 2012 a final dividend of Euro/cents 5 per share; related and ensuing resolutions.
3. To approve that the Board will consist of nine Directors and will be appointed for a term of three financial years, ending on the date of the shareholders' meeting called to approve the financial statements for the last year of the Board office, and to re-elect the following persons as Directors of the Company:
 - (a) Ms. Miuccia PRADA BIANCHI;
 - (b) Mr. Patrizio BERTELLI;
 - (c) Mr. Carlo MAZZI;
 - (d) Mr. Donatello GALLI;
 - (e) Mr. Marco SALOMONI;
 - (f) Mr. Gaetano MICCICHÈ;

(g) Mr. Gian Franco Oliviero MATTEI;

(h) Mr. Giancarlo FORESTIERI;

(i) Mr. Sing Cheong LIU; and

to elect Ms. Miuccia PRADA BIANCHI as Chairperson of the Board.

4. To approve the aggregate compensation of the Directors for each financial year of their three years term in the overall amount of Euro 2,700,000 per year, of which: Euro 360,000 will be Directors' fees, Euro 2,180,000 will be additional fees to be paid to Executive Directors and Euro 160,000 will be fees for members of the Board's committees.

5. To elect the following persons as members of the board of statutory auditors of the Company for a term of three financial years, ending on the date of the shareholders' meeting called to approve the financial statements for the last year of the board of statutory auditors' office:

(a) Mr. Antonino PARISI;

(b) Mr. Roberto SPADA;

(c) Mr. David TERRACINA;

to elect the following persons as alternate statutory auditors of the Company for a term of three financial years, ending on the date of the shareholders' meeting called to approve the financial statements for the last year of the board of statutory auditors' office:

(a) Mr. Marco SERRA;

(b) Mr. Cristiano PROSERPIO,

to elect Mr. Antonino PARISI as Chairperson of the board of statutory auditors.

6. To approve the aggregate compensation for the board of statutory auditors for each financial year of their three years term in the overall amount of Euro 130,000 per year.

By Order of the Board
PRADA S.p.A.
Ms. Miuccia PRADA BIANCHI
Chairperson

Milan (Italy), April 20, 2012

Registered office:
Via A. Fogazzaro n. 28
Milan 20135
Italy

*Principal place of business
in Hong Kong:*
36/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

Notes:

- (1) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company.
- (2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or 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 present whose name stands first on the register of Shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (3) 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), shall 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 by no later than 48 hours before the time fixed for the holding of the Annual General Meeting. 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 form of proxy shall not preclude Shareholders of the Company from attending and voting in person at the above meeting (or any adjournment thereof) if they so wish.
- (4) Verification of the entitlement to attend and vote at the Annual General Meeting will be carried out at the place where such meeting will be held and will start two hours before the time fixed by this notice.
- (5) The transfer books and register of Shareholders of the Company will be closed during the following periods:
 - (i) Annual General Meeting

In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with 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 by no later than 4:30 p.m. (HK time) on Thursday, May 17, 2012. The shareholders' register of the Company will be closed from Friday, May 18,

2012 to Tuesday, May 22, 2012, both days inclusive, during which period no transfer of shares can be registered. The shareholders registered in the Company's shareholders' register on Tuesday, May 22, 2012 will be allowed to attend and vote at the above meeting.

(ii) Proposed Final Dividend

In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with 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 by no later than 4:30 p.m. (HK time) on Monday, May 28, 2012. The shareholders' register of the Company will be closed from Tuesday, May 29, 2012 to Wednesday, May 30, 2012, both days inclusive, during which period no transfer of shares can be registered. The final dividend will be paid to the shareholders whose names appear in the shareholders' register on Wednesday, May 30, 2012 and the payment date will be on or about Tuesday, July 3, 2012.

- (6) The Chairman of the meeting will demand a poll on each of the questions submitted for determination at the Annual General Meeting.

As at the date of this notice, the Company's executive directors are Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI, Mr. Carlo MAZZI and Mr. Donatello GALLI; the Company's non-executive directors are Mr. Marco SALOMONI and Mr. Gaetano MICCICHÈ and the Company's independent non-executive directors are Mr. Gian Franco Oliviero MATTEI, Mr. Giancarlo FORESTIERI and Mr. Sing Cheong LIU.