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

Via A. Fogazzaro n. 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  
SHAREHOLDERS' GENERAL MEETING  
HELD ON JANUARY 28, 2022,  
INCREASE OF THE NUMBER OF DIRECTORS,  
ELECTION OF TWO ADDITIONAL DIRECTORS,  
AND  
INCREASE OF THE AGGREGATE BASIC REMUNERATION OF THE  
BOARD OF DIRECTORS**

PRADA S.p.A. (the “**Company**”) is pleased to announce the poll results of the resolutions proposed at the shareholders’ general meeting held on Friday, January 28, 2022 (the “**SGM**”). All resolutions were duly passed.

At the SGM:

- 1) the number of Directors of the Company was increased from nine to eleven;
- 2) Ms. Pamela CULPEPPER and Ms. Anna Maria RUGARLI were elected as new Independent Non-Executive Directors of the Company; and
- 3) the aggregate basic remuneration of the Board of Directors was increased from Euro 450,000 to Euro 550,000 for each year of the remaining term (2022 and 2023) of its three-year mandate (2021 through 2023).

**I. VOTING RESULTS AT THE SHAREHOLDERS' GENERAL MEETING HELD ON JANUARY 28, 2022**

The Company is pleased to announce that the SGM was held on Friday, January 28, 2022 at 12:00 noon CET time or 7:00 p.m. Hong Kong time. In light of the continuing risks posed by the COVID-19 pandemic, the SGM was held by way of electronic means only, and online voting was adopted as the voting mechanism for the meeting. A poll was demanded by the Chairman for voting on each of the proposed resolutions as set forth in the notice of the SGM dated December 23, 2021.

The following directors attended the SGM: Mr. Paolo Zannoni (Chairman of the SGM), Ms. Alessandra Cozzani, Mr. Lorenzo Bertelli, Mr. Stefano Simontacchi and Mr. Maurizio Cereda.

The Company is pleased to announce that since the required majority of votes was obtained, each of the following resolutions was duly passed as an ordinary resolution at the SGM, and the details of the poll results are as follows:

No.	Ordinary Resolutions	Number of Votes (Approximate percentage to two decimal places)		
		For	Against	Abstain
1.	To increase the number of Directors from nine to eleven.	2,490,491,923 (100.00%)	10,347 (0.00%)	42,700 (0.00%)
2.(a)	To elect Ms. Pamela CULPEPPER as an Independent Non-Executive Director for the remaining term of the current Board of Directors' mandate which is expiring on the date of the shareholders' general meeting to be called to approve the financial statements for the year ending December 31, 2023.	2,490,471,223 (100.00%)	31,047 (0.00%)	42,700 (0.00%)
2.(b)	To elect Ms. Anna Maria RUGARLI as an Independent Non-Executive Director for the remaining term of the current Board of Directors' mandate which is expiring on the date of the shareholders' general meeting to be called to approve the financial statements for the year ending December 31, 2023.	2,490,471,223 (100.00%)	31,047 (0.00%)	42,700 (0.00%)

No.	Ordinary Resolutions	Number of Votes (Approximate percentage to two decimal places)		
		For	Against	Abstain
3.	To increase the aggregate basic remuneration of the Board of Directors from Euro 450,000 to Euro 550,000 for each year of the remaining term of its three-year mandate (2021 to 2023).	2,490,491,919 (100.00%)	10,351 (0.00%)	42,700 (0.00%)

Notes:

- (1) The total number of shares entitling the holder to attend and vote on all the resolutions at the SGM is 2,558,824,000 shares.
- (2) The shareholders and authorized proxies or corporate representatives, holding an aggregate of 2,490,544,970 shares, representing 97.33% of the total shares of the Company, were present at the commencement of the SGM.
- (3) There were no restrictions on the Company's shareholders to cast votes on any of the resolutions proposed at the SGM.
- (4) There was no share of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the SGM, as set forth in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").
- (5) No parties have stated their intention in the Company's circular containing the notice for the SGM dated December, 23, 2021 to vote against or to abstain from voting on any of the resolutions at the SGM.
- (6) No shareholder of the Company was required to abstain from voting at the SGM under the Listing Rules.
- (7) Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, acted as the scrutineer for the vote take at the SGM.

## II. ELECTION OF DIRECTORS

Each of Ms. Pamela CULPEPPER and Ms. Anna Maria RUGARLI has been elected as an Independent Non-Executive Directors of the Company for the remaining term of the current Board of Directors' mandate, which will expire on the date of the shareholders' general meeting to approve the financial statements of the Company for the year ending on December 31, 2023. The Company is pleased to welcome Ms. Culpepper and Ms. Rugarli to the Board.

Their biographical details, which were disclosed in the circular to the SGM dated December 23, 2021, are set forth below:

**Pamela CULPEPPER**, age 57, is one of three co-founders of Have Her Back, LLC., a female-owned and female led culture consultancy focused on advancing equity for all.

Before that, Ms. Culpepper was the Chief Human Resources Officer at Cboe Global Markets, Inc., one of the world's largest exchange holding companies, offering cutting-edge trading and investment solutions to investors around the world. At Cboe, Ms. Culpepper served as a trusted advisor to the executive team and Board of Directors on talent management, compensation and benefits, and Cboe's recent M&A of a global exchange.

As a veteran HR executive, Ms. Culpepper has over 25 years of experience. She joined Cboe from Golin, where she was the company's Chief People Officer. For more than 14 years prior, Ms. Culpepper held various leadership roles with PepsiCo, Inc., including Chief Global Diversity and Inclusion Officer; Vice President, Human Resources for Quaker Foods and Snacks; Vice President, Human Resources for PepsiCo's Beverages Supply Chain; and Vice President, Talent Management and Diversity for Quaker, Tropicana and Gatorade. Before PepsiCo, Ms. Culpepper held progressive roles with McKesson Corporation, Clorox and Wells Fargo.

Ms. Culpepper is a former Board Trustee of VSO International, based in the United Kingdom, and was a Board member for Navy Pier of Chicago. Ms. Culpepper has a B.A. in Psychology from the University of Arkansas at Little Rock and a Masters of Public Administration in Organizational Change from California State University, Eastbay.

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**Anna Maria RUGARLI**, age 49, is Corporate Sustainability Vice President of Japan Tobacco International, responsible for developing business-integrated strategy at a global level.

Ms. Rugarli is a Sustainability & CSR expert with more than twenty years' experience specializing in designing innovative programs and in developing strategies.

She initiated and launched Nike's Sustainability & CSR programs in the Europe, Middle East & Africa regions, and was with the company for 12 years pioneering this work at industry level.

She then led VF's Circular Economy strategy at a global level, as well as Sustainability, Purpose, and I&D strategy at a regional level for 10 years. During this time, she managed broad networks of stakeholders and cross-sector partners, and led Sustainability & CSR programs integration across the business. While at VF, Ms Rugarli was a Board member and then President of European Outdoor Conservation Association for a total of seven years.

Ms. Rugarli has an in-depth understanding and knowledge of social, environmental and supply chain issues in the sporting goods, outdoor, apparel and footwear industries.

She is an accomplished public speaker, participated in numerous international high-level conferences and has been interviewed by national and international media. She was named as one of Forbes' Top 100 Most Successful Women in Italy in 2020.

Ms Rugarli graduated in Political Sciences and is a certified broker in Cross-Sector Partnerships at Cambridge University.

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Except as disclosed above, as of the date of this announcement, Ms. Culpepper and Ms. Rugarli (i) do not hold any other major appointments and professional qualifications or directorships in any other listed companies in Hong Kong or overseas in the last three years; (ii) do 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) do 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); (iv) there is no information concerning Ms. Culpepper and Ms. Rugarli 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 needs to be brought to the attention of the shareholders of the Company in relation to their appointments; and (v) each of Ms. Culpepper and Ms. Rugarli has confirmed that she meets the independence criteria as set forth in Rule 3.13 of the Listing Rules.

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The SGM has approved to increase the aggregate basic remuneration of the enlarged Board of Directors from Euro 450,000 to Euro 550,000 for each year of the remaining term (2022 and 2023) of its three-year mandate (2021 through 2023).

According to the By-laws of the Company and the Italian corporate law and practices, the Board of Directors will resolve: (i) on how to split the aggregate basic remuneration among the Board members and (ii) on the additional remuneration to be granted to the Directors vested with special authorities, having considered the recommendation of the Remuneration Committee and the opinion of the Board of Statutory Auditors.

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

Milan (Italy), January 28, 2022

*Following the conclusion of the SGM, the Company's executive directors are Mr. Paolo ZANNONI, Ms. Miuccia PRADA BIANCHI, Mr. Patrizio BERTELLI, Ms. Alessandra COZZANI and Mr. Lorenzo BERTELLI; the Company's non-executive director is Mr. Stefano SIMONTACCHI and the Company's independent non-executive directors are Ms. Marina Sylvia CAPROTTI, Mr. Maurizio CEREDA, Mr. Yoël ZAOUÏ, Ms. Pamela CULPEPPER and Ms. Anna Maria RUGARLI.*