



### **PIAGGIO & C. S.p.A.**

Registered office: Pontedera (PI), Viale Rinaldo Piaggio No. 25  
Share capital: €207,613,944.37 fully paid-up  
Pisa Registry of Companies – Tax ID No. 04773200011  
VAT No. 01551260506 - A.E.R. Pisa No. 134077  
Management and Coordination by IMMSI S.p.A.  
Website [www.piaggiogroup.com](http://www.piaggiogroup.com)

## **NOTICE CALLING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Eligible persons are called to the Ordinary General Meeting of Shareholders, to be held in the Boardroom of Intesa Sanpaolo, in Milan, Piazza Belgioioso 1, on 12 April 2019, at 11.00am on first call, and if necessary, on second call on 15 April 2019 at 11.00am, in the same place, to resolve on the following:

### **Agenda**

- 1) Financial Statements of Piaggio & C. S.p.A. as at 31 December 2018; Directors' Report on Operations for 2018 and proposal to allocate profit for the period; Report of the Board of Statutory Auditors; Report of the Independent Auditors; Presentation of the Piaggio Group's Consolidated Financial Statements as at 31 December 2018; Related and consequent resolutions.
- 2) Report on remuneration, pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998. Related and consequent resolutions.
- 3) Authorisation to purchase and use treasury shares, pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58/1998 and relative provisions for enactment, subject to withdrawal of the authorisation granted by the Ordinary General Shareholders' Meeting of 16 April 2018, for the portion not executed. Related and consequent resolutions.

### **Share capital information**

The company's share capital amounts to €207,613,944.37, fully paid up, divided into 358,153,644 ordinary shares with regular dividend, without indication of the nominal value. As of the date of this notice, the Company holds 873,818 treasury shares, representing 0.2439% of the share capital. On the Company's website [www.piaggiogroup.com](http://www.piaggiogroup.com) (*Investors* section) further information on the share capital, its composition and changes over time can be found.

### **Attendance to the Shareholders' Meeting**

Each ordinary share gives entitlement to one vote in the company's ordinary and extraordinary Shareholders' Meetings. With respect to participation and voting, the following information is provided (pursuant to Article 125-*bis* of Legislative Decree 58/1998):

- pursuant to Article 83-*sexies* of Legislative Decree 58/1998, the authorisation to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an Intermediary, in compliance with its own accounting records, on behalf of the Party who is entitled to the right to vote, based on evidence related to the close of the working day of the seventh open-market day prior to the date set for the Shareholders' Meeting on first call, i.e. 3 April 2019 (*record date*); those who hold shares in the Company only subsequent to that date shall not be entitled to participate and vote in the Shareholders' Meeting; the use of an intermediary shall be communicated to the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e. by 9 April 2019); nevertheless, shareholders shall be entitled to intervene and vote if the notices are received at the Company beyond this deadline, as long as by the start of meeting proceedings;
- those entitled to participate in the Shareholders' Meeting may be represented by means of a written Proxy, pursuant to applicable legislation, with the option of signing the Proxy Form available on the Company's website at <http://www.piaggiogroup.com/en/governance/general-meeting>; the Proxy can be sent to the Company by means of registered letter to the registered office in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address [piaggiogroup.corporate.governance@legalmail.it](mailto:piaggiogroup.corporate.governance@legalmail.it). Proxy may be conferred using a signed electronic document in accordance with art. 20, paragraph 1-*bis*, of Legislative Decree no.82 of 7 March 2005;
- Proxy may be conferred, with voting instructions, to the Shareholders' Representative appointed for this purpose pursuant to art. 135-*undecies* of Legislative Decree 58/1998, Pierfrancesco Meneghini, who may be replaced by Adriano Pellicanò, provided that it is sent to the same individual, by sending a registered letter to the domicile elected for such purpose in Milan, Via del Lauro 9 or to the e-mail address [pf.meneghini@crealaw.com](mailto:pf.meneghini@crealaw.com), by midnight of 10 April 2019 (if the Shareholders' Meeting is held on first call) or by midnight of 11 April 2019 (if the Shareholders' Meeting is held in second call); the Proxy is effective only for the proposals for which voting instructions have been granted; the Proxy Form is available on the Company's website at <http://www.piaggiogroup.com/en/governance/general-meeting>; the proxy and voting instructions are revocable within the same deadlines mentioned above;
- no postal or e-mail voting procedures are envisaged;

### **Right to submit questions before the Shareholders' Meeting**



Those with voting rights may also submit questions on agenda items before the Shareholders' Meeting, in any case by the third day preceding the Shareholders' Meeting on first call (i.e., by 9 April 2019). Questions submitted before the Shareholders' Meeting shall be answered at the latest during the meeting itself, with the option for the Company to provide a joint answer to questions having the same content. Questions may be sent to the Company by means of registered letter to the registered office in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address [piaggiogroup.corporate.governance@legalmail.it](mailto:piaggiogroup.corporate.governance@legalmail.it); the right to exercise this right is attested by a notice to the Company sent by the qualified intermediary pursuant to art. 43

of the Regulation of central counterparties, central securities depositories and centralised management ("*Single measure on post-trading*" - Adopted by the Bank of Italy and Consob with provision of 13 August 2018) (the "**Joint Regulation**"); this notice, however, is not required if the Company receives said intermediary's notice, which is necessary to attend the Shareholders' Meeting.

#### **Additions to the agenda and submission of new draft resolutions**

Pursuant to art. 126-*bis* of Legislative Decree 58/1998, shareholders who, even jointly, represent at least one fortieth of the share capital may request that additions be made to the agenda by indicating the additional items or proposing resolutions on items already on the agenda, within ten days following the publication of this notice (i.e. by 18 March 2019). The legitimacy of that right is attested by a notice to the Company sent by the qualified intermediary, pursuant to art. 43 of the Joint Regulation. The request shall be lodged in writing by means of registered letter to the registered office, in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address [piaggiogroup.corporate.governance@legalmail.it](mailto:piaggiogroup.corporate.governance@legalmail.it), provided that it reaches the Company by the aforementioned deadline; within the same time frame and following the same procedures, a report shall be submitted by the proposing Shareholders justifying the draft resolutions on the new topics which they propose to discuss, or the justification for additional draft resolutions submitted on topics already on the agenda; any additions to the Shareholders' Meeting agenda which result from such requests or the submission of additional draft resolutions on topics already on the agenda shall be communicated in the same manner prescribed for publication of the meeting call, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e. by 28 March 2019). The report prepared by requesting Shareholders, together with any evaluations of the Board of Directors, shall be made available to the public at the same time as the publication of the integration or submission notice, following the same procedures as those prescribed for the Shareholders' Meeting documentation.

Please note that additions are not allowed for topics on which the Shareholders' Meeting resolves, in compliance with law, on the basis of proposals from the Directors or based on a project or report prepared by the Directors, other than those described in art. 125 *ter*, Paragraph 1, of Legislative Decree 58/1998.

#### **Documentation**

The documentation relating to the Shareholders' Meeting required by current legislation will be made available to the public at the registered office, in Pontedera (PI), Viale Rinaldo Piaggio 25, on eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), and on the Company's website [www.piaggiogroup.com](http://www.piaggiogroup.com), under the Governance/Shareholders' Meeting section; at the same time, notice to the public will be provided according to the following deadlines:

- at least 30 days before the date of the Shareholders' Meeting on first call, i.e. by 13 March 2019, the Directors' Report on items 1 and 2 of the agenda;
- at least 21 days before the date of the Shareholders' Meeting on first call, i.e. by 22 March 2019, the documentation pursuant to art. 154-*ter* of Legislative Decree 58/1998 (including the consolidated non-financial statement as at 31 December 2018), the Remuneration Report pursuant to art. 123-*ter* of Legislative Decree 58/1998 pursuant to agenda item 2 and the Directors' Report on agenda item 3;
- at least 15 days before the date of the Shareholders' Meeting on first call, i.e. by 28 March 2019, the documentation pursuant to art. 77, paragraph 2-*bis* of Consob Regulation No 11971/1999 and art. 15 paragraph 1, letter a) of the Market Regulation adopted by Consob resolution 20249/2017, will be filed, with the notice that such filing shall take place only at the Company's Registered Office.

The Shareholders are entitled to obtain a copy of the documents related to the items on the agenda.

Pursuant to art. 125-*bis* of Legislative Decree 58/1998, art. 84 of Consob Regulation No. 11971/1999 and art. 7 of the Articles of Association, this call notice is published on the company's website <http://www.piaggiogroup.com/en/governance/general-meeting>, and, as an extract, on the daily newspaper *Il Sole 24 Ore*. It is also available on eMarket STORAGE, available at [www.emarketstorage.com](http://www.emarketstorage.com).

Pontedera, 8 March 2019

For the Board of Directors  
Chairman and Chief Executive Officer  
Roberto Colaninno