



Piaggio & C. S.p.A.

Explanatory Memorandum

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 Shareholders' Meeting of 16 April 2018 for the portion not executed. Related and consequent resolutions.

Dear Shareholders,

Notice has been given that an ordinary shareholders' meeting will be held to consider and approve the proposal to authorise the purchase and disposal of ordinary shares held by Piaggio & C. S.p.A. (hereinafter "**Piaggio**" or the "**Company**"), pursuant to the combined provisions of Articles 2357 and 2357-ter of the Civil Code, and Article 132 of Legislative Decree No. 58/1998 ("**Consolidated Law on Finance**") and relative implementing provisions.

By resolution adopted on 16 April 2018, this Shareholders' Meeting authorised the purchase and disposal of the Company's ordinary shares. The purchase authorisation had a duration of 18 months from the date of said resolution and, therefore, will expire during 2019, while the authorisation for disposal was granted without a time limit.

It would seem appropriate that the Company is given the authority to purchase treasury shares, also after the deadline indicated, for the purposes referred to in paragraph 1 below.

It is therefore proposed to the shareholders to decide on a new authorisation for the purchase and disposal of treasury shares according to the terms illustrated in this Memorandum, subject to revocation of the resolution adopted on 16 April 2018 for the portion not executed.

1. Reasons for the request for authorisation for the purchase and disposal of treasury shares

The request to authorise the purchase and disposal of treasury shares, as of the authorisation proposal to put to the Ordinary Shareholders' Meeting, is to give the Company a strategic investment opportunity for all purposes allowed by applicable regulations, including the purposes referred to in article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "MAR") and according to practices permitted by Consob pursuant to article 13 of the MAR, including the purchase of treasury shares based on their subsequent annulment, according to terms and procedures to be decided by competent company boards.

2. Maximum number, category and par value of the shares to which the authorisation refers

Authorisation is requested for the purchase, in one or more tranches, of ordinary Piaggio shares with no stated par value, up to a maximum number no greater than the maximum limit contemplated by applicable laws in force at the time of purchase, taking into consideration the ordinary Piaggio shares held at any one time by the Company as treasury stock or by the Company's subsidiaries (at the date of this Memorandum, said limit is set at one fifth of the share capital by Article 2357, subsection 3, of the Civil Code).

A mandate is therefore sought by the Board of Directors to identify the number of shares to purchase in relation to each purchase programme as regards the purposes indicated above, before the start of the programme, within the maximum limit mentioned above.

At the date of this Memorandum, the share capital of Piaggio amounted to € 207,613,944.37, comprising 358,153,644 ordinary shares with no stated par value; on the same date, the Company holds 873,818 treasury shares.

Piaggio's subsidiaries do not hold shares in the Company.

3. Useful information for assessing due compliance with the provisions of Article 2357, subsection 3, of the Civil Code.

As mentioned in section 2, the total number of treasury shares held by Piaggio at any one time, including any Piaggio ordinary shares held by subsidiaries, may not exceed the maximum limit contemplated by applicable laws in force at the time. In order to assure compliance with statutory limits, suitable procedures will be set forth to ensure the timely and comprehensive disclosure of the number of Piaggio shares held by subsidiaries of the Company.

The purchase of treasury shares must in any case comply with restrictions on the distributable earnings and free reserves reported in the last approved financial statements (including interim statements) at the transaction date. All purchases and disposals of treasury shares will be duly recognised in accounts in compliance with law and applicable accounting standards.

4. Term for which authorisation is requested

Authorisation for the purchase of treasury shares is requested for a term of eighteen months, commencing as of the date of the resolution passed by the Ordinary Shareholders' Meeting. The Board of Directors may proceed with authorised purchases in one or more tranches and at any time, within the terms and amounts decided in due compliance with applicable laws and regulations, with purchases timed in the interests of the Company. Authorisation for the disposal of treasury shares is instead requested without term limits.

5. Minimum price and maximum price to be paid for the purchase of treasury shares

The Board of Directors proposes that treasury shares are purchased in compliance with the trading conditions established in article 3 of Commission Delegated Regulation (EU) 2016/1052 (“**Regulation 1052**”) in compliance with the MAR, where applicable. Purchases may be made for an amount that is no higher than the highest price between the price of the last independent transaction and the highest independent offer price in the trading venues where the purchase is made, provided that the unit amount is at least a minimum of 20% and a maximum not exceeding 10% of the arithmetic mean of official Piaggio share prices registered in the ten stock exchange days prior to each purchase transaction.

6. Procedure for effecting purchases and disposals

The Board of Directors proposes that purchases are undertaken according to procedures established in applicable provisions of Consob Regulation 11971/1999 (as amended) implementing article 132

of the Consolidated Law on Finance, in compliance with conditions relative to trading as of article 3 of Regulation 1052 and within a time frame deemed appropriate in the interests of the Company.

The Board of Directors also proposes authorising use, as per Article 2357-ter of the Italian Civil Code, at any time, in whole or in part, and in one or more tranches, of the treasury shares purchased on the basis of this proposal or in any case already held by the Company via the sale of the shares on the stock exchange or off exchange, or via the transfer of ownership and/or personal rights to the shares, for instance through securities lending, under the most expedient terms, methods and conditions for the disposal of the treasury shares in the interests of the Company, in compliance with laws and regulations in force at the time of disposal and for the purposes stated in this draft resolution.

Disposals of treasury shares held by the Company will be effected in compliance with laws and regulations in force governing the execution of orders for the trading of listed securities, including practices permitted in accordance with article 13 of the MAR, and may occur in one or more tranches, timed as best suits the interests of the Company.

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If you are in agreement with the proposal, we invite you to take the following resolution:

“The Ordinary Shareholders' Meeting, having acknowledged and approved the Board of Directors' Memorandum,

resolves

- (A) *to revoke, for the portion not executed, the resolution to authorise the purchase and disposal of treasury shares, taken by the Ordinary Shareholders' Meeting of 12 April 2017, effective from the date of this resolution;*
- (B) *to authorise the purchase and disposal of ordinary treasury shares for the purposes indicated in the Board of Directors' Memorandum attached to these minutes, and therefore:*
 - 1) *to authorise, pursuant to and for the purposes of art. 2357-ter of the Italian Civil Code, the purchase, in one or more tranches, for a period of eighteen months from the date of this resolution, ordinary shares of the Company, up to a maximum number which, considering Piaggio & C. S.p.A. ordinary shares held from time to time by the Company and its subsidiaries, does not exceed the maximum amount established by applicable laws, of an amount that is no higher than the highest price between the price of the last independent operation and highest independent offer price of negotiations in which the purchase is made, provided that the unit amount is at least a minimum of 20% and a maximum not exceeding 10% the arithmetic mean of official Piaggio share prices registered in the ten stock exchange days prior to each purchase operation.*
 - 2) *to authorise the Board of Directors, and on its behalf the Chairman and Chief Executive Officer, to identify the amount of shares to purchase in relation to each purchase programme, for the purposes indicated above, prior to the start of the programme, and to purchase shares according to the procedures established by applicable provisions of*

Consob Regulation 11971/1999 (as amended) implementing article 132 of the Consolidated Law on Finance, in compliance with conditions relative to trading as of article 3 of Commission Delegated Regulation (EU) 2016/1052 and within a time frame deemed appropriate in the interests of the Company, attributing the broadest powers for execution of the purchase transactions pursuant to this resolution, as well as any other formalities relating to the same, including any assignments to intermediaries qualified in accordance with the law and with the right to appoint special attorneys;

3) *to authorise the Board of Directors, and on its behalf the Chairman and Chief Executive Officer, in order, pursuant to and for the purposes of art. 2357-ter of the Civil Code, that they may dispose, at any time, in whole or in part, in one or more tranches, of the treasury shares purchased pursuant to this resolution, or in any case in the Company's portfolio, by selling them in or out of the stock exchange, also by means of assignment of real and/or personal rights, including but not limited to, the loan of securities in compliance with the pro tempore laws and regulations in force and for the pursuit of the purposes pursuant to this resolution, at the terms, procedures and conditions of disposal of treasury shares deemed most appropriate in the interests of the Company, attributing the broadest powers for execution of the disposal transactions pursuant to this resolution, as well as any other formalities relating to the same, including any assignments to intermediaries qualified in accordance with the law and with the right to appoint special attorneys; disposals of treasury shares held by the Company will be effected in compliance with laws and regulations in force governing the execution of orders for the trading of listed securities, including practices permitted by Consob in accordance with article 13 of the MAR, and may occur in one or more tranches, timed as best suits the interests of the Company. The authorisation set out in point (B)3) herein is granted without time limits and also with reference to treasury shares already held by Piaggio & C. S.p.A. at the date of this resolution;*

(C) *to establish, pursuant to the law, that purchases under this authorisation are contained within the limits of distributable earnings and available reserves resulting from the latest available financial statements (also interim) approved at the time of executing the transaction and that, upon purchase and disposal of treasury shares the necessary accounting entries are made, in compliance with the provisions of the law and applicable accounting standards”.*

Milan, 25 February 2019

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