

**GENERAL SHAREHOLDERS' MEETING**  
**PROXY FOR INTERVENTION IN THE SHAREHOLDERS' GENERAL MEETING**

The undersigned <sup>1</sup>

\*Surname or company name \_\_\_\_\_ \*Given name \_\_\_\_\_  
 \*Born in \_\_\_\_\_ \*Prov. \_\_\_\_\_ \*on \_\_\_\_\_

\_\_\_\_\_ Tel. no. \_\_\_\_\_  
 \*Tax code \_\_\_\_\_  
 \*Address of residence or registered office \_\_\_\_\_

\*Surname or company name \_\_\_\_\_ \*Given name \_\_\_\_\_  
 \*Born in \_\_\_\_\_ \*Prov. \_\_\_\_\_ \*on \_\_\_\_\_

\_\_\_\_\_ Tel. no. \_\_\_\_\_  
 \*Tax code \_\_\_\_\_  
 \*Address of residence or registered office \_\_\_\_\_

Person(s) entitled to exercise the right on shares of Piaggio & C. S.p.A. as

- shareholder<sup>2</sup>                       secured creditor                       assignee  
 beneficial owner                       custodian                       manager  
 legal representative                       attorney with power to sub-delegate

Delegates to \_\_\_\_\_  
 surname and given name or company name

with the right to be substituted by \_\_\_\_\_  
 surname and given name or company name

to represent them for all the shares for which they have the right to vote in the Shareholders' General Meeting of Piaggio & C. S.p.A. called for the days:

- 15 April 2020, at 11:00 am, in ordinary session, in first call, and if necessary for the day
- 16 April 2020, at 11:00 am, in ordinary session, in the second call

- with reference to \_\_\_\_\_ no. ordinary shares of Piaggio & C. S.p.A.  
 with reference to all Piaggio & C. S.p.A. ordinary shares for which they have requested communication for participation in the Shareholders' General Meeting

with the following agenda:

<sup>1</sup> Full name of the entitled person as it appears on the copy of the communication for the participation in the Shareholders' General Meeting referred to in Article 83-sexies of Legislative Decree 58/1998 (record date).

<sup>2</sup> For this purpose, the person holding the shares on the date referred to in Article 83-sexies of Legislative Decree 58/1998.

### **Agenda**

- 1) *Financial Statements of Piaggio & C. S.p.A. as of 31 December 2019; Directors' Report on Operations for 2019; proposal to allocate profit for the period; Report of the Board of Statutory Auditors; Report of the Independent Auditors; presentation of the Consolidated Financial Statements as of 31 December 2019 of the Piaggio Group; related and consequent resolutions.*
- 2) *The "Report on remuneration policy and remuneration paid":*
  - 2.1) *approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;*
  - 2.2) *resolutions on the "second section" of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.*
- 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 Shareholders' Meeting of 12 April 2019, for the portion not executed. Related and consequent resolutions.*
- 4) *Appointment of the independent auditors for the period 2021 - 2029 pursuant to Legislative Decree 39/2010 and Regulation (EU) no. 537/2014 and determination of the related fee. Related and consequent resolutions.*

fully approving the processes arising from the discussions at the Shareholders' General Meeting.

Date

Signature(s)

In order to facilitate participation in the Shareholders' General Meeting, you are invited to send this proxy, and any supporting documentation proving signatory powers, as soon as possible. The delegate may, in place of the original, deliver or transmit a copy, including on an electronic medium, of the proxy, certifying under their own responsibility the conformity of the proxy to the original and the identity of the delegator. The documents, including this proxy, must be sent to the Company by sending a registered letter to the Company's registered office in Pontedera (PI), at Viale Rinaldo Piaggio 25, or by electronic notification to the certified email address [piaggiogroup.corporate.governance@legalmail.it](mailto:piaggiogroup.corporate.governance@legalmail.it).

### **INSTRUCTIONS FOR COMPILING THE PROXY**

In the event of being unable to participate in the Shareholders' General Meeting, the entitled person has the right to appoint a person of their choice as a delegate for the intervention and the vote.

1. The proxy must be in writing, must be dated and signed and the name of the delegate must be entered by the shareholder and not by third parties;
2. representation can only be given for individual Shareholders' Meetings, with effect also for subsequent calls, except for:
  - (i) general power of attorney or

- (ii) power of attorney conferred by a company, association, foundation or other collective body or institution (“Entity”) to an employee;
  - (iii) proxy granted by SGRs (Asset Management Companies), the SICAVs, harmonised management companies, as well as by non-EU subjects carrying out collective asset management activities;
3. in the cases referred to in points 2.(i), 2.(ii) and 2.(iii) and whenever the person entitled to exercise the right to participate and vote is an institution, a copy of the documentation that grants the powers of representation it must be attached to the proxy to be kept in the company records;
  4. if the representation is conferred upon an organisation, the latter may only delegate it to an employee or collaborator;
  5. the proxy may also be issued to a person who is not a shareholder of Piaggio & C. S.p.A.;
  6. in the case of co-ownership of shares, the proxy must always be issued by all co-owners, even if the intervener is also a co-owner;
  7. it should be remembered that in the case of a proxy granted in the absence of specific voting instructions from the delegator to the delegate, the regulations regarding significant shareholdings in listed issuers pursuant to Article 118, subsection 1, lett. c) of Consob Regulation no. 11971/1999;
  8. the entitled persons and their proxies are invited to take account of the provisions of Article 135-*decies* of Legislative Decree 58/1998 on the subject of conflict of interest of the representative.

For any further clarification or information on how to participate in the Shareholders’ General Meeting of Piaggio & C. S.p.A., please contact the Legal and Corporate Office (tel.: 0587.276294).

#### **DISCLOSURE**

We remind you, pursuant to Article 13 of E.U. Regulation no. 679/2016 (“**GDPR**”), that the data contained in the proxy form will be processed by the Company - Data Controller - to manage the proceedings of the Shareholders’ General Meeting, in compliance with current legislation on the protection of personal data.

The legal basis of the processing is the shareholder relationship (or delegate relationship) of the company.

Data communication is a necessary requirement for participation at the Shareholders’ meeting.

The same can be known by our collaborators specifically authorised to process them, as Data Processors or Persons in Charge, for the pursuit of the aforementioned purposes; such data may be disclosed or communicated to specific persons in fulfilment of a legal obligation, regulation or EU legislation, or on the basis of instructions given by Authorities legitimated by the law or by supervisory and control bodies; without the data indicated as mandatory (\*) it shall not be possible to allow the delegate to attend the Shareholders’ General Meeting.

Personal data will be processed for a period no longer than necessary for the purposes for which it was collected or subsequently processed in accordance with the provisions of the law and will be kept for ten years starting from the General Shareholders’ Meeting.

The data subject has the right to know, at any time, what data of theirs are held by us, their origin and how they are used; also has the right to have them updated, corrected, supplemented or cancelled, request their block and oppose their processing by contacting the person in charge pursuant to Article 7 (e-mail: [privacy@piaggio.com](mailto:privacy@piaggio.com)).