



Piaggio & C. S.p.A.

Explanatory Memorandum

Authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 11 April 2022 for the portion not executed. Related and consequent resolutions.

Dear Shareholders,

You have been convened to an Ordinary Shareholders' Meeting to examine and approve the draft resolution to authorise the purchase and disposal of ordinary shares of Piaggio & C. S.p.A. (hereafter "**Piaggio**" or the "**Company**"), pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58/1998 ("**TUF**") and related implementing provisions.

By resolution passed on 11 April 2022, this Shareholders' Meeting authorised the purchase and disposal of ordinary shares of the Company. The purchase authorisation had been granted for 18 months as of the date of the above resolution and, therefore, will expire during the financial year 2023, whereas the disposal authorisation had been granted without time limit.

It seems appropriate for the Company to be granted the power to proceed with the purchase of treasury shares even after the deadline specified above, for the purposes set forth in paragraph 1 below.

The shareholders are therefore asked to approve a new authorisation to purchase and dispose of treasury shares on the terms described in this Report, subject to revocation of the resolution passed on 11 April 2022 for the non-implemented portion.

1. Reasons for requesting authorisation to purchase and dispose of own shares

The request to authorise the purchase and disposal of treasury shares which is contained in the draft resolution to be submitted to the shareholders' meeting, is intended 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) No 596/2014 (*Market Abuse Regulation*, hereinafter "**MAR**") and according to practices permitted by Article 13 of the MAR, where applicable, 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, class and par value of the shares covered by the authorisation

The authorisation is requested for the purchase, also in several *tranches*, of ordinary Piaggio shares with no stated par value, up to a maximum number which, taking into account the ordinary Piaggio shares held in the portfolio from time to time by the Company and its subsidiaries, does not exceed the maximum limit established by applicable *pro tempore* regulations (as of the date of this Report, this limit is set at one fifth of the share capital pursuant to art. 2357, paragraph 3 of the Italian Civil Code).

Therefore, it is proposed that the Board of Directors be mandated to identify the amount of shares to be purchased in connection with each purchase programme for the purposes stated in the previous paragraph, prior to the start of the programme, in compliance with the maximum limit stated above.

At the date of this Report, Piaggio's share capital amounts to Euro 207,613,944.37 and is divided into 358,153,644 ordinary shares with no stated par value; At the same date, the Company holds 3,521,595 treasury shares, or 0.98% of the share capital.

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

3. Information useful for a full assessment of compliance with the provision of Article 2357, para. 3, of the Italian Civil Code.

As mentioned in paragraph 2 above, at any time the maximum number of treasury shares held by Piaggio, also taking into account any ordinary Piaggio shares held by subsidiaries, must never exceed the maximum limit established by applicable *pro tempore* regulations. In order to ensure compliance with the statutory limits, appropriate procedures will in any case be put in place to ensure timely and complete disclosure of shares owned by Piaggio's subsidiaries.

The purchase of treasury shares must not in any case exceed the distributable profits and reserves available following the latest financial statements (including interim statements), approved at the time of execution of the transaction and, upon the purchase and disposal of treasury shares, the necessary accounting entries will be made, in compliance with legal provisions and the applicable accounting standards.

4. Period for which the authorisation is requested

The authorisation to purchase treasury shares is requested for a period of eighteen months, as of the resolution adopted by the Ordinary Shareholders' Meeting. The Board of Directors may proceed with the authorised transactions on one or more occasions and at any time, to an extent and at a time freely determined in compliance with the applicable rules, timed as best suits the interests of the Company.

The authorisation for the disposal of treasury shares is requested without time limits and also in respect of the treasury shares already held by Piaggio at the date of this Report.

5. Minimum and maximum consideration for the treasury shares to be purchased

The Board of Directors proposes that purchases of treasury shares be made in compliance with the trading conditions set forth in Article 3 of Commission Delegated Regulation (EU) 2016/1052 (the "**Regulation 1052**") implementing 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. Purchase and disposal procedures

The Board of Directors proposes that purchases be made in the manner set forth in the applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the Consolidated Law on Finance, in compliance with the trading conditions set forth in Article 3 of Regulation 1052 and timed as best suits the interests of the Company.

The Board of directors also proposes that authorisation be given to the use, pursuant to article 2357-ter of the Civil Code, at any time, entirely or partially, on one or several occasions, of treasury shares purchased according to the aforesaid resolution or in any case in the Company's portfolio by selling them on the stock exchange or over the counter, also by selling any real and/or personal rights, including but not limited to securities lending, based on the terms, procedures and conditions of the act of disposal of treasury shares considered the most appropriate in the interests of the Company, in compliance with applicable pro tempore laws and regulations and in order to achieve the objectives referred to in the above shareholders' resolution.

disposals of treasury shares held by the Company will be effected in compliance with the 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.

If you agree with the above proposal, we ask you to adopt the following resolution:

“The Ordinary Shareholders’ Meeting, having seen and approved the Report of the Board of Directors,

resolves

- (A) *to revoke, for the portion not yet executed, the resolution authorising the purchase and disposal of treasury shares, passed by the Ordinary Shareholders’ Meeting on 11 April 2022, as of the date of this resolution;*
- (B) *to authorise transactions for the purchase and disposal of ordinary treasury shares for the purposes stated in the Report of the Board of Directors attached to these minutes, and therefore:*
 - 1) *to authorise the purchase of ordinary shares of the company, pursuant to and for the purposes of Article 2357 of the Civil Code, on one or more occasions, for a period of eighteen months as of the date of this resolution. The aforementioned purchase is permitted up to a maximum amount which, in consideration of Piaggio & C. S.p.A ordinary shares held from time to time in the company's and subsidiaries' portfolios, is not globally above the maximum limit established by applicable ad interim regulations, of an amount that is no higher than either the price of the last independent transaction or the highest independent offer price of negotiations in which the purchase is made, whichever of the two is greater. This shall apply provided that the unit amount is at least 20% lower and a maximum of 10% higher than the arithmetic mean of official Piaggio share prices registered in the ten stock exchange days prior to each purchase transaction;*
 - 2) *to authorise the Board of Directors (and the Chairman and Chief Executive Officer of behalf thereof) to identify the amount of shares to be purchased in relation to each purchase programme, for the purposes indicated above prior to the start of the*

programme, and to purchase these shares in accordance with the procedures established by the applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the Consolidated Law on Finance, in compliance with the conditions relative to trading pursuant to Article 3 of the Commission Delegated Regulation (EU) 2016/1052. This must take place within a time frame deemed appropriate to 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 thereto, including any assignments to intermediaries qualified in accordance with the law. This includes the right to appoint executive officers with special powers of attorney;

3) *to authorise the Board of Directors (and the Chairman and Chief Executive Officer on behalf thereof) to dispose of the treasury shares purchased pursuant to this resolution – or in any case those which exist within the company’s portfolio – at any time, in whole or in part and in one or more tranches, by selling these in or out of the stock exchange, pursuant to and for the purposes of Article 2357-ter of the Civil Code. This may also occur 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 purposes pursuant to this resolution, in line with the terms, procedures and conditions applicable to the disposal of treasury shares deemed most appropriate to 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 thereto, including any assignments to intermediaries qualified in accordance with the law. This includes the right to appoint executive officers with special powers of attorney; disposals of treasury shares held by the Company will be effected in compliance with the 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, where applicable, and may occur in one or more tranches, timed as best suits the interests of the Company. The authorisation referred to in this point (B)3) is granted without time limits and is to be considered as granted also for the treasury shares already owned by Piaggio & C. S.p.A. as at the date of this resolution;*

(C) *to establish, in accordance with law, that the purchases under this authorisation must not exceed the distributable profits and reserves available following the latest financial statements (including interim statements), approved at the time of execution of the transaction, and that upon the purchase and disposal of treasury shares, the necessary accounting entries must be made, in compliance with legal provisions and the applicable accounting standards”.*

Mantova, 2 March 2023

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