PIAGGIO &C. s.p.a.

PRESS INFORMATION

PRESS RELEASE

Piaggio & C. S.p.A. Board of Directors

THE PIAGGIO GROUP: NEW STRUCTURE FOR NACIONAL MOTOR S.A.U.

In the same session, the Board resolved to partially repay the intercompany loan to the subsidiary Piaggio Finance S.A.

Livio Corghi appointed to the Board

Rome, September 15 2009 – The Board of Directors of Piaggio & C. S.p.A. met in Rome today, chaired by Roberto Colaninno, to approve the plan for partial separation of the assets of the Spanish company Nacional Motor S.A.U. (based in Martorelles and 100% owned by Piaggio & C. S.p.A.) in favour of Piaggio & C. S.p.A.

Today's resolution, following a similar one passed by Nacional Motor S.A.U. on September 11 2009, is part of an overall plan for reorganisation of the group's presence on the Spanish market, aligning Nacional Motor's set-up and commercial activities in Spain with the organisational and business model the Piaggio Group applies all over the world.

The partial separation plan involves separation of the Nacional Motor organisational unit concerned with marketing and product development and the shared staff and services functions for allocation to the parent company, Piaggio & C. S.p.A.

Further stages in the plan for reorganisation of the Group's presence in Spain, as the Derbi brand has in the meantime been transferred to Piaggio & C. S.p.A., which already owns all the Group's other brands, include partial separation from Nacional Motor S.A.U. of commercial management of the Spanish market, attributing this task to a new Spanish company which will act as a Selling Agency similar to those of the Piaggio Group's marketing companies in key European markets. This operation will be entirely regulated by Spanish law and therefore subject to approval by Nacional Motor S.A.U.

The entire operation will complete the Piaggio Group's current organisational and corporate structure, designed to serve world markets with an organisation differentiated by lines of business (two-wheeled and commercial vehicles), with management of commercial policies, strategic marketing and product marketing and public relations unified at headquarters. Similarly, Group organisation is also concentrating the R&D Centre of different lines of business at headquarters. As for industrial aspects, the Group has productive plants in both Europe and Asia which are increasingly specialised by *line of business* (scooters, motorbikes, commercial vehicles, engines), independently of the destination market and product brand.

This will make the Piaggio Group's Spanish subsidiary a fully integrated part of the Group's organisational model, accentuating its focus on production of low-powered motorcycles and allowing the Nacional Motor S.A.U. plant in Martorelles to continue to play a strategic role in the Group's production of two-wheeled vehicles.

Features of the operation

The operation involves partial separation of the assets of the Spanish subsidiary Nacional Motor S.A.U., (hereinafter also referred to as the "separated company"), that is, separation of a company branch which will be assigned as a block, by universal succession, to Piaggio & C.

S.p.A. (hereinafter also referred to as the “beneficiary”), the sole shareholder in the separated company, which will become its owner for all intents and purposes.

As this is a cross-border partial separation, the operation will have to comply with the applicable provisions of both Italian and Spanish law, specifically Legislative Decree 108/2008. As it is a matter of partial separation of a company which is 100% owned, the operation does not present any particularly significant features, considering that Nacional Motor S.A.U. already falls within the consolidation area of Piaggio & C. S.p.A., whose consolidated financial statements adequately represent the economic and financial situation of the Piaggio Group.

In addition, Piaggio & C. S.p.A. does not believe that the operation involves any particular risks or uncertainties which might have a significant impact on its activities. And so, in view of the type of operation in question (partial separation of a company owned entirely by the beneficiary), Piaggio & C. S.p.A. hereby provides adequate notice of the operation itself and points out that, as the requirements do not apply, it does not intend to publish the notice document required under art. 70, paragraph 4 of Consob Regulation 11971/1999 and subsequent amendments thereto. The documents on the separation will be made available to the public for consultation on the internet site www.piaggio.com as required by law.

As 100% of the separated company’s share capital is owned directly by the beneficiary, the partial separation will take place according to the simplified procedure described in section 2505 of the civil code (referred to in section 2506-ter of the civil code), which exempts directors from the requirement to write a report illustrating the separation plan and the requirement for an experts' report under section 2501-sexies of the civil code. The separation therefore takes place without resulting in any share swaps. In any case, the directors of the companies involved have prepared a Report by the company’s administrative body pursuant to art. 8 of Legislative Decree 108/2008 and will publish the information required by art. 7 of this decree in the Gazzetta Ufficiale.

Piaggio & C. S.p.A.’s assets at the time of the split are as reported in the June 30 2009 financial statements, while Nacional Motor S.A.U.’s assets at the time of the split are as reported in the July 31 2009 report. There are no special categories of shareholders or owners of securities other than shares; the separation plan therefore includes no particular benefits for directors in the companies participating in the separation, or any form of payment to the directors. The separation will not result in any changes to the beneficiary’s statute or shareholding structure. There are therefore no legal grounds for application of the right to withdrawal.

The separation resolution shall be implemented by Piaggio’s administrative body, as permitted by section 2505, paragraph 2 of the civil code (referred to in section 2506-ter of the civil code) and will respect the company’s statute, while all shareholders owning at least 5% of the beneficiary’s share capital shall have the option of requesting, under section 2505, paragraph 3 of the civil code, within 8 days of filing the separation plan with the Registry of Companies, that a decision be made by an extraordinary shareholders’ meeting. Filing of the separation plan with the Registry of Companies shall be announced in an economic/financial newspaper.

The separation will be legally effective *erga omnes* starting on the date of registration of the separation in the registry of companies of the beneficiary company, and will go into effect for bookkeeping and fiscal purposes on the same date.

The separation agreement must be stipulated before the end of December 2009. The competent company bodies in Piaggio & C. S.p.A. have not yet come to any decision regarding further reorganisation and/or restructuring activities to be performed within the next twelve months.

In view of the nature of the operation in question (partial separation of a company entirely owned by the beneficiary), it will have no effect on safeguarding the company's assets or on the completeness and accuracy of the information on Piaggio & C. S.p.A., including bookkeeping information, so that the conditions set forth in art. 71-bis of Consob Regulation 11971/1999 and subsequent amendments thereto do not apply for the purposes of its application.

Partial refund of intercompany loan to the subsidiary Piaggio Finance S.A.

In today's session, the Piaggio & C. S.p.A. board of Directors resolved – in view of an unused line of credit, available funds and the financial requirements emerging from the 2009-2012 three-year plan – that the company will repay in advance, through its Luxembourg subsidiary Piaggio Finance S.A., the bonded loan issued in 2005, listed on the Irish Stock Exchange, with a face value of €61 million out of the existing 122 million. Replacement of the source of the loan when the Luxembourg lender, Piaggio Finance S.A., 100% owned, exercises its right of first call will permit significant savings on financial charges, also taking into account that the operating price is determined in the bond regulations as face value plus 5%, in line with current market prices for the shares. In order to provide stable coverage of the subsidiary's financial requirements, the company will repay in advance a part of the intercompany loan it received as a result of issuing the bonded loan.

Appointment of a Director

Today the Board of Directors also resolved to appoint Livio Corghi to the position of director by co-optation following the resignation of director Gianclaudio Neri on July 30 2009.
Born in Cavriana (Mantua) on February 15 1946, Livio Corghi joined the Immsi Group in 2008 as Purchasing Manager for the Rodriquez Group, and was then appointed General Director of Finance for Rodriquez Cantieri Navali S.p.A. and Vice President of Intermarine S.p.A. Livio Corghi previously worked for the Sogefi Group as Group Purchasing Manager.

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