

**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

NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of Piaggio & C. S.p.A. is convened in the manner set out herein on **15 April 2026** at 11.00 hours, on first call and, if necessary, on **16 April 2026**, on second call, at the same time. Piaggio & C. S.p.A. informs that – in accordance with Article 135-*undecies*.1 of Legislative Decree no. 58/98 ("TUF") and Articles 6.2 and 8.4 of the Articles of Association – **participation** in the ordinary and extraordinary Shareholders' Meeting as of this notice will take place **exclusively through the designated representative** provided for by Article 135-*undecies*, TUF, without the in-person participation of shareholders.

The Shareholders' Meeting is convened to resolve on the following:

Agenda**Ordinary session**

- 1) Financial statements of Piaggio & C. S.p.A. as of 31 December 2025 and allocation of profit for the year;**
 - 1.1) Approval of the Financial Statements of Piaggio & C. S.p.A. as of 31 December 2025, examination of the Directors' Report on operations for 2025 and the reports of the Management Control Committee and the Independent Auditors; presentation of the Consolidated Financial Statements as of 31 December 2025 of the Piaggio Group; related and consequent resolutions;
 - 1.2) Proposal to allocate profit for the period; related and consequent resolutions.
- 2) Report on the remuneration policy and compensation 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 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 Italian Legislative Decree no. 58/1998 and related implementing provisions, subject to withdrawal of the authorisation granted by the Ordinary Shareholders' Meeting of 15 April 2025 for the portion not executed. Related and consequent resolutions.**

Extraordinary session

- 1) Proposal to cancel n. 2,334,007 portfolio treasury shares; subsequent changes to article 5.1 of the Articles of Association. Related and consequent resolutions.**

Share capital information

The company's share capital amounts to €207,613,944.37, fully paid up, divided into 354,632,049 ordinary shares with regular dividend, without indication of the nominal value. At the date of this notice, the Company held 2,334,007 shares equal to 0.6581% of the share capital, for which the voting right is suspended in accordance with law. Further information on the share capital, its composition and changes over time can be found on the Company's website www.piaggiogroup.com (Investors section).

Entitlement to speak and vote and participation in the Shareholders' Meeting

Pursuant to Article 8.4 of the Articles of Association and in accordance with the provisions of Article 135-*undecies*.1, TUF, participation in the Shareholders' Meeting by those entitled to vote and the exercise of the right to vote shall take place exclusively through the designated representative pursuant to Article 135-*undecies*, TUF without the actual in-person participation of Shareholders; the aforementioned designated representative may also act as proxy and/or sub-proxy pursuant to Article 135-*novies*, TUF, by way of derogation from Article 135-*undecies*, paragraph 4, TUF. The Directors, the Secretary, the appointed representative as well as the other persons entitled by law other than those who have the right to vote (who must authorise the designated representative as indicated herein to act as their proxy), may attend the Shareholders' Meeting exclusively by means of telecommunication that allow for their identification, pursuant to Article 6.2 of the Articles of Association. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

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Each ordinary share gives entitlement to one vote in the company's ordinary and extraordinary Shareholders' Meetings.



Pursuant to Article 83-*sexies*, TUF, authorisation to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by the intermediary, in compliance with its own accounting records, in favour of the party who is entitled to the right to vote, based on evidence relating to the close of the accounting day of the seventh open-market day prior to the date set for the Shareholders' Meeting on first call, i.e. 2 April 2026 (*record date*); parties who hold shares in the Company only subsequent to that date shall not be entitled to participate and vote in the Shareholders' Meeting; the communication from the intermediary shall be received by 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 10 April 2026); nevertheless, the right to intervene and vote remains valid if the notices are received by the Company after this deadline, provided they are received before the start of the meeting proceedings.

Appointment of the Designated Representative

Participation in the Shareholders' Meeting is permitted exclusively through Monte Titoli S.p.A. – with registered office in Milan – representative of the shareholders appointed by the Company, pursuant to Article 135-*undecies*, TUF (the '**Designated Representative**'). Shareholders who wish to attend the Shareholders' Meeting must therefore appoint the Designated Representative as their proxy using the appropriate form available on the Company's *website* (at www.piaggiogroup.com, 'Governance-Shareholders' Meeting' Section). The appointment pursuant to Article 135-*undecies* TUF, with the voting instructions, must reach the Designated Representative by the end of the second open market day prior to the date set for the meeting, even after the first call (i.e. by 13 April 2026 if the meeting is held on first call, or by 14 April 2026 if the meeting is held on second call), together with a copy of a valid identity document of the principal or if said is a legal person, of the legal representative *pro tempore* or of another person with suitable powers, together with documentation suitable to certify their qualification and powers, by one of the following alternative methods: (i) the transmission of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject 'Proxy Piaggio Shareholders' Meeting April 2026') from the requesting party's certified email box (or, failing that, from an ordinary email box, in which case the proxy with voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A. – C.A. Ufficio Register & AGM - Piazza degli Affari n. 6 – 20123 Milan (Ref. 'Proxy Piaggio Shareholders' Meeting April 2026') sending in advance a copy reproduced electronically (PDF) by ordinary email to RD@pec.euronext.com (subject 'Proxy Piaggio Shareholders' Meeting April 2026').

The proxy has no effect with regard to proposals for which no voting instructions have been given.

It should be noted that the shares for which the proxy has been conferred, partially or otherwise, are calculated for the purposes of the regular constitution of the shareholders' meeting. In relation to proposals for which no voting instructions have been conferred, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

It should also be noted that the Designated Representative may also act as proxy or sub-proxy pursuant to Article 135-*novies* of the TUF, in derogation of Article 135-*undecies*, paragraph 4, TUF, using the appropriate form available on the Company's *website* (at www.piaggiogroup.com, 'Governance-Shareholders' Meeting' Section). The aforementioned authorisations to act as proxy/sub-proxy, together with the voting instructions, must reach the Designated Representative, together with a copy of a valid identity document of the principal or if said is a legal person, of the legal representative *pro tempore* or of another person with suitable powers, together with documentation suitable to certify their qualification and powers, no later than 18.00 on the day prior to the date of the Shareholders' Meeting (and in any case before the beginning of the Shareholders' Meeting), by one of the following alternative methods: (i) the transmission of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject 'Proxy Piaggio Shareholders' Meeting April 2026') from the requesting party's certified email box (or, failing that, from an ordinary email box, in which case the proxy with voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A. – C.A. Ufficio Register & AGM - Piazza degli Affari n. 6 – 20123 Milan (Ref. 'Proxy Piaggio Shareholders' Meeting April 2026') sending in advance a copy reproduced electronically (PDF) by ordinary email to RD@pec.euronext.com (subject 'Proxy Piaggio Shareholders' Meeting April 2026').

Within the same terms and in the same manner, the proxy and the voting instructions may be revoked.

The Designated Representative will be available for clarification or information at the email address registerservices@euronext.com or at the telephone number (+39) 02.33635810 on open office days, from 9.00 to 17.00.

Please note that there is no provision for the casting of votes electronically or by correspondence.

Right to submit questions before the Shareholders' Meeting

Parties that have the right to vote may ask questions on the items on the agenda only before the Shareholders' Meeting, but in any case no later than the *record date* (i.e. no later than 2 April 2026), to which the Company, having verified their relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the requesting party, will provide an answer, in accordance with the provisions of Article 135-*undecies*.1, paragraph 3, TUF, at least three days before the Shareholders' Meeting on first call (i.e. no later than 12 April 2026), by publication in a specific section of the Company's *website* (at www.piaggiogroup.com, 'Governance-Shareholders' Meeting' Section), in order to enable those entitled to vote to make an informed decision on the items on the agenda, with the Company entitled to provide a single 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 electronic communication to the certified e-mail address piaggiogroup.corporate.governance@legallmail.it; entitlement to exercise this right is certified by a communication to the Company from the authorised intermediary pursuant to Article 43 of the Single Provision on post-trading of Consob and the Bank of Italy of 13 August 2018 ('*Rules for central counterparties, central depositories and centralised management activities*') ('**Post-Trading Provision**'); 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 Article 126-*bis*, TUF, shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of publication of this notice (i.e. by 26 March 2026), the integration of the list of matters to be dealt with, indicating in the application the additional items proposed or submitting proposals for resolutions on matters already on the agenda. Entitlement to exercise this right is certified by a communication to the Company from the authorised intermediary pursuant to Article 43 of the Post-Trading Provision. The request shall be submitted in writing by means of registered letter to the registered office, in Pontedera (PI), Viale Rinaldo Piaggio 25, or to the certified e-mail address piaggiogroup.corporate.governance@legalmail.it, provided that it reaches the Company by the aforementioned deadline; before said deadline and according to 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 list of topics that the Shareholders' Meeting will be required to address as a result of the aforementioned requests or the submission of further draft resolutions on topics already on the agenda shall be notified, in the same manner prescribed for publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by 31 March 2026). 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 deliberates, in compliance with law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in Article 125-*ter*, paragraph 1 of the TUF.

Right to individually submit proposals for resolution before the Shareholders' Meeting

In addition to the above, considering that participation in the Shareholders' Meeting takes place exclusively through the Designated Representative, parties entitled to participate in the Shareholders' Meeting who intend formulating proposals for resolutions on the items on the agenda, pursuant to Article 135-*undecies*.1, paragraph 2, TUF, may submit them within the fifteenth day prior to the date of the first call of the Shareholders' Meeting, and therefore by 31 March 2026, in the same manner indicated in the preceding paragraph. In accordance with the same provision, these proposals will be published on the Company's website by 2 April 2026, in order to allow those entitled to vote to make an informed decision also taking into account these new proposals and to allow the Designated Representative to collect voting instructions on them, if necessary. The requesting party shall provide suitable documentation proving entitlement to attend the Shareholders' Meeting and the issue of authorisation to the Designated Representative for participation in the Shareholders' Meeting.

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, and on the Company's website 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 16 March 2026, the Directors' Reports on items 1 and 2 of the agenda of the Shareholders' Meeting in ordinary session;
- at least 21 days before the date of the Shareholders' Meeting on first call, i.e. by 24 March 2026, the documentation referred to in Article 154-*ter*, TUF and the Report on Corporate Governance and Ownership Structure pursuant to Article 123-*bis*, TUF;
- at least 21 days before the date of the Shareholders' Meeting on first call, i.e. by 25 March 2026, the Remuneration Report pursuant to Article 123-*ter*, TUF, referred to in item no. 2 of the agenda, the Directors' Report on item no. 3 of the agenda of the Shareholders' Meeting in ordinary session and the Directors' Report on item no. 1 of the agenda of the Shareholders' Meeting in extraordinary session;
- At least 15 days before the date of the Shareholders' Meeting in first call, i.e. by 31 March 2026, the documentation pursuant to Article 77, paragraph 2-*bis* of Consob Regulation No. 11971/1999 will be filed, with the warning that such filing will be carried out exclusively at the Company's registered office.

Pursuant to Article 125-*bis*, TUF and Article 84 of Consob Regulation No. 11971/1999, as well as Article 7 of the Articles of Association, this notice of call is published on the company's website <http://www.piaggiogroup.com/en/governance/general-meeting>, and, as an extract, in the daily newspaper Corriere della Sera; it is also available on the authorised storage mechanism 'eMarket STORAGE', which can be consulted at www.emarketstorage.it.

Pontedera, 16 March 2026

For the Board of Directors
The Chairman
Matteo Colaninno