



Piaggio & C. S.p.A.

Explanatory Memorandum

**Report on the Remuneration Policy and on remuneration paid pursuant to Article
123-ter, Italian Legislative Decree 58/1998.
related and consequent resolutions.**

Dear Shareholders,

The Board of Directors of your Company has convened you at the Shareholders' Meeting in ordinary session to present to you the Report on the remuneration policy and compensation paid (**'Remuneration Report'** or **'Report'**) prepared pursuant to Article 123-*ter*, Italian Legislative Decree no. 58 of 24 February 1998, (**'TUF'**) and Article 84-*quater* of the CONSOB regulation adopted by resolution no. 11971 of 14 May 1999 (**'Regulation on Issuers'**) and drafted in accordance with Annex 3A, Schedule 7-*bis* of the same Regulation on Issuers.

The Remuneration Report is divided into the following sections:

- (a) Section I – in compliance with Articles 123-*ter*, TUF and 9-*bis* of the Directive – illustrates the Company's policy on the remuneration of members of the management board, general managers and key managers (where appointed) and members of the Company's supervisory body, taking into account the governance system adopted by the Company as well as the procedures used for the adoption, revision and implementation of this policy, including measures aimed at avoiding or managing any potential conflicts of interest.

In addition, pursuant to Article 84-*quater*, comma 2-*bis*, of the Regulation on Issuers, the remuneration policy described in Section I of the Report:

- indicates how it contributes to the business strategy, the pursuit of long-term interests and the sustainability of the Company and is determined taking into account the remuneration and working conditions of the Company's employees;
 - defines the different components of remuneration that may be awarded; in the case of variable remuneration, establishes clear, exhaustive and differentiated criteria for the recognition of this remuneration, based on financial and non-financial performance, taking into account - where appropriate - criteria relating to corporate social responsibility;
 - specifies the elements of the policy which, in the case of exceptional circumstances indicated in Article 123-*ter*, paragraph 3-*bis*, TUF, may be departed from temporarily and the procedural conditions under which, without prejudice to the provisions of Consob Regulation no. 17221/2010 on transactions with related parties, the departure may be applied;
- (b) Section II, indicating the names of individuals for remuneration awarded to Directors, members of the supervisory body and general managers and, in aggregate form, for remuneration paid to key managers (where appointed):
- provides an adequate, clear and understandable representation of each of the items that make up the remuneration, including benefits in the event of termination of office or termination of the employment relationship (if any), highlighting their compliance with the Company's remuneration policy relating to the reference year and the ways in which remuneration contributes to the Company's long-term results;

- it illustrates in detail the remuneration paid in the reporting year for whatever reason and in whatever form by the Company and its subsidiaries or associates.

Moreover, Section II contains information relating to the investments held, in the Issuer and its subsidiaries, by members of the management board and supervisory body, general managers and other key managers (where appointed), as well as by their spouses not legally separated and minor children, directly or through subsidiaries, fiduciary companies or through a third party, in accordance with the provisions of Article 84-*quater* of the Regulation on Issuers.

The following should be noted the remuneration policy, as described in Section I of the Report, modifies the remuneration policy approved by the Ordinary Shareholders' Meeting on 15 April 2025 in order to (i) reformulate the percentage corresponding to the maximum limit for the variable component of remuneration, also providing for the partial deferral of the payment of the consideration; (ii) introduce a clawback clause for the variable component of the remuneration of executive directors; (iii) introduce an indemnity for the Chief Executive Officer in the event of termination of office; (iv) set out and update the sustainability target.

The Remuneration Report will be made available to the public – at the registered office, on the Company's website www.piaggiogroup.com (section Governance/Shareholders' Meeting), as well as through the authorised storage mechanism 'eMarket STORAGE' accessible at www.emarketstorage.it – at least twenty-one days prior to the date of the Shareholders' Meeting on first call.

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Shareholders are reminded that, in accordance with Article 123-ter, paragraph 3-bis, TUF, they will be called on to vote for or against Section I of the Remuneration Report, with a binding vote pursuant to Article 123-ter, paragraph 3-ter, TUF.

Pursuant to Article 123-ter, paragraph 6, TUF, Shareholders will also be called onto resolve on Section II of the Remuneration Report, with a non-binding resolution. The result of the vote will be made available to the public within the legal deadline pursuant to Articles 123-ter, paragraph 6, and 125-*quater*, paragraph 2, TUF.

We therefore propose for your approval the following draft resolutions:

-First resolution-

"The Ordinary Shareholders' Meeting of Piaggio & C. S.p.A., having examined the report of the Board of Directors drawn up pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998, for the purposes established by paragraph 3-ter of the aforementioned regulation, and therefore by binding resolution,

RESOLVES

- *to approve the first section of the Report on the Remuneration Policy and compensation paid, drawn up pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998 and further applicable legislation."*

-Second resolution-

"The Ordinary Shareholders' Meeting of Piaggio & C. S.p.A., having examined the report of the Board of Directors drawn up pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998, for the purposes established by paragraph 6 of the aforementioned regulation, and therefore with a non-binding resolution,

RESOLVES

- *in favour with reference to the second section of the Report on the Remuneration Policy and compensation paid drawn up pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998 and further applicable legislation."*

Pontedera, 5 March 2026

For the Board of Directors

The Chairman
(Matteo Colaninno)