Deloitte & Touche S.p.A.

Corso Italia, 17 50123
Firenze Italia

Tel: +39 055 2671011
Fax: +39 055 282147
vww.deloitte.it

INDEPENDENT AUDITOR'S REPORT ON THE ISSUE PRICE OF THE SHARES RELATED TO THE CAPITAL INCREASE WITH EXCLUSION OF OPTION RIGHTS, PURSUANT TO ARTICLE 2441, PARAGRAPH 5 AND 6 OF THE ITALIAN CIVIL CODE, AND ARTICLE 158, PARAGRAPH 1, OF LEGISLATIVE DECREE 58/98

To Piaggio & C.
S.p.A. shareholders

1. BASIS AND SUBJECT OF THE ASSIGNMENT

In relation to the proposed share capital increase with exclusion of option rights, in accordance with article 2441, paragraph 5 and 8, of the Italian Civil Code and, in consideration of the number of the newly issued shares, of article 134, paragraph 2 of the Legislative Decree 58/98 ("TUIF"), Piaggio C. S.p.A. (henceforward also "Piaggio" or "the Company") provided us with the report by the Board of Directors, drawn up in accordance with Article 2441, paragraph 6 of the Italian Civil Code (henceforward also the "Directors' Report" or the "Report") which illustrates and motivates the proposed capital increase with exclusion of option rights, indicating the criteria used by the Board of Directors to determine the price of the newly issued shares.

The proposal by the Board of Directors, as described in the Directors' Report, concerns a share capital increase operation by Piaggio with exclusion of option rights in exchange for payment and which can take place in several tranches. The Plan includes issue of 5,220,000 new ordinary Piaggio shares, without par value, normal voting rights, to designate to managers at Piaggio and its subsidiaries in accordance with article 2441, paragraph 5 and 8, of the Italian Civil Code and article 134, paragraph 2, of the TUIF, as part of the stock options plans described more in detail in section 2 below.

This proposed capital increase will be submitted to the approval of the Extraordinary Shareholders' meeting, scheduled in first call on 12 April 2010 and, if necessary, in a second call on 16 April 2010.

As the independent auditors responsible for auditing the consolidated and individual financial statements of Piaggio, the Board of Directors asked us to express our opinion on the correctness of the criteria proposed by the Directors, pursuant to the combined provisions of article 2441, paragraph 5 and 6, of the Italian Civil Code, and article 158, paragraph 1, of the TUIF, regarding the issue price of the new shares in the Company and its correct application.

Ancona Bari Bergamo Bologna Bresoa Cagliar, Firome Genova Milano Napol, Padova Parma Perugia
Roma Torino Treviso Verona

Registered office: Via Tortona, 25 - 20144 Milano
Share Capital. Euro 10.328.220A00 Fully paid up
VAT number/Tax Code/Milan Register of Companies 0304955015fi - R.E.A. Milano n. 1720239

Member of Deloitte Touche Tohmatsu

2. BRIEF DESCRIPTION OF THE OPERATION

According to the Directors' Report, the capital increase discussed in this fairness opinion is part of the plan to modify the stock options plan designated for top management of Piaggio and Piaggio subsidiaries (henceforward, the Group) approved by the Shareholders' Meeting on 7 May 2007.
Directors reminded that the ordinary Shareholders' meeting of 7 May 2007 approved the proposal by the Board of Directors of 1 April 2007 of an incentive plan (henceforward also the "Plan") reserved to the directors of the Company and its subsidiaries, as well as directors with special assignments in the subsidiaries, of assignment of option rights to purchase ordinary Piaggio shares in the Company's portfolio, at a ratio of one share for every right exercised. The price was equal to the arithmetic mean of the stock prices reported in the month prior to the date of assignment of the shares ("normal value" according to tax regulations).

The Plan also envisaged that the Company would use its own shares in the portfolio to service the rights and, in this case, the Shareholders' meeting on 7 May 2007 had expressly authorised purchase and disposal of own shares.

As reported in the Directors' Report, the Plan also gave the Chief Executive Officer the power to identify the individuals to whom to assign the rights ("Beneficiaries") according to their role and responsibilities in the organisational structure of the Piaggio Group and the power to determine the number of rights to assign, making the related assignments.

Directors reported that the Plan achieves the objective of creating incentives and building loyalty among the top management of the Group, with a view to creating value that benefits both the Company and its shareholders.

The Board of Directors of the Company, meeting on 18 December 2009, found that the first tranche of option rights assigned in July 2007 to a number of Group managers was drawing close to the due date and acknowledged that the exercise value did not match the Piaggio share price on the markets, thereby losing the effectiveness of the incentive objectives pursued by the plan. Therefore, the Board passed a resolution to rescind the option rights assigned in July 2007 and replace them with new option rights, with the consent of the interested Beneficiaries according to article 16 of the Plan Regulations.

The new rights issued *in lieu* of the rescinded rights were therefore assigned, according to the matters referred by the directors in their report, in two separate tranches, respectively on 18 December 2009 (the "Fifth Tranche" for 4,720,000 rights) and 4 January 2010 (the "Sixth Tranche" for 500,000 rights).
The rights were reassigned on a date prior to the date that the Board of Directors deliberated the proposed share capital increase (26 February 2010).

The respective exercise prices, calculated in compliance with the criteria established by the Plan (arithmetic mean of the stock market values in the month prior to assignment of the rights) were set by the Board of Directors at Euro 1.826 for the Fifth Tranche rights and Euro 1.892 for the Sixth Tranche rights. The Fifth Tranche rights can be exercised between 18 December 2012 and 18 December 2014, while the Sixth Tranche rights can be exercised between 4 January 2013 and 4 January 2015, without prejudice to the exercise periods established in the Plan.

Directors also report that all the Beneficiaries holding option rights assigned in the Fifth Tranche and the Sixth Tranche are employees of the Company or its subsidiaries.

According to the Directors' Report, following the resolutions made by the Board of Directors on 18 December 2009, there were 8,520,000 rights issued in six different *tranches*.
The four previous *tranches* for a total of 1,300,000 rights, were assigned respectively on 31 July 2008 for 2,360,000 rights, 3 October 2008 for 300,000 rights, 15 January 2009 for 390,000 rights and 11 May 2009 for 250,000 rights (the "Previous Four Tranches").

Directors report that the Piaggio Board of Directors passed resolution to propose to the next Shareholders' Meeting on 26 February 2010, called for 12 April 2010 in a first call and on 16 April 2010 in a second call, to modify the Plan, only as regards the method of assigning the Piaggio Shares to the Beneficiaries currently holding rights assigned in the Fifth Tranche and Sixth Tranche.
This amendment would make it possible for the Company to assign to Beneficiaries the new shares in lieu of own shares in the portfolio of the Company as originally set forth by the resolution of 7 May 2007. The new shares would be issued from a share capital increase in exchange for payment and divisible into several tranches, with the exclusion of option rights pursuant to article 2441, paragraph 5 and 8, of the Italian Civil Code and, in consideration of the size of the newly issued shares, pursuant to article 134, paragraph 2 of the TUIF.
As a result, Directors report that:

(i) the Beneficiaries of the 4,720,000 rights assigned as part of the Fifth Tranche will be entitled to subscribe to up to 4,720,000 newly issued shares, according to the assignment ratio of one share for every right exercised, at the price of Euro 1.826 per share (of which Euro 1.27209 as share premium), equal to the arithmetic mean of the share prices of the Piaggio share calculated in the previous month at 18 December 2009, the date when the rights of the Fifth Tranche were assigned;

(ii) the Beneficiaries of the 500,000 rights assigned as part of the Sixth Tranche will be entitled to subscribe to up to 500,000 newly issued shares, according to the assignation ratio of one share for every right exercised, at the price of Euro 1.892 per share (of which Euro 1.33809 as share premium), equal to the arithmetic mean of Piaggio share prices calculated in the previous month at 4 January 2010, the date when the rights of the Sixth Tranche were assigned;

As reported in the Directors' Report, the proposed capital increase in exchange for payment and divisible into tranches will imply issue of up to 5,220,000 new shares, for a total nominal amount of Euro 2,891,410.20, plus Euro 6,673,309.80 as share premium. Directors report that the capital increase reserved for Plan Beneficiaries, if all the rights are subscribed, will imply a maximum dilution of 1.4% for shareholders excluded from option rights.

The Directors' Report explicitly specifies that the proposed Plan modification does not concern the methods of assigning the shares to the Beneficiaries of the 3,300,000 rights assigned as part of the Previous Four Tranches. Therefore, Directors underscore that if the rights are exercised, these Beneficiaries will be assigned own shares in the Company portfolio, based on the assignment ratio of one share per right exercised and at the purchase price determined by the Shareholders' meeting on 7 May 2007.

Directors also underscore that the proposal to rescind the remaining own shares previously acquired by the Company and held in the portfolio, subject to eliminating the nominal value of the ordinary shares in circulation and consequent changes to the articles of association, will be submitted to the approval of the upcoming Shareholders' Meeting. This was in view of the possible exercise of the rights assigned in the Plan, in excess of the 3,300,000 shares related to exercise of the aforementioned rights of the Previous Four Tranches.

Directors also reported that the proposed capital increase was planned to meet the same interests underlying adoption of the Plan and its modification, submitted to the approval of the upcoming Shareholders' Meeting in the ordinary session, which was meant to incentivise and build the loyalty of the top management of the Group, in a view to creating value to the benefit of the Company and its shareholders.

3. NATURE AND SCOPE OF THIS OPINION

This fairness opinion, issued in accordance with article 2441, paragraph 6, of the Italian Civil Code and article 158, paragraph 1, of Legislative Decree 58/98, aims to provide more information to the Shareholders excluded from option rights on the techniques used by Directors to determine the issue price of the shares for the aforementioned capital increase, in accordance with article 2441, paragraph 5, of the Italian Civil Code.

Specifically, this fairness opinion describes the techniques used by Directors to determine the issue price of the shares and any difficulties in valuation the Directors encountered and is constituted by our opinion on the reasonable and non-arbitrary technique and its correct application.

In examining the valuation techniques used by Directors, we have not made an economic valuation of the Company. This valuation was done exclusively by the Directors.

4. DOCUMENTS USED

In carrying out our work, we obtained documents and information directly from the Company that we felt would be useful in the case in point. In particular, we obtained and analysed the following documents:

- Abstract of the minutes of the Board of Directors' meeting dated 11 April 2007, which adopted the resolutions related to the proposed plan to submit to the Shareholders' Meeting for approval;

- Abstract of the minutes of the Shareholders' Meeting dated 7 May 2007, which discussed approval of the Plan;

- Abstract of the minutes of the Board of Directors' meeting dated 18 December 2009, which adopted the resolutions related to the rescission and reissue of the rights assigned in July 2007;

- Abstract of the minutes of the Board of Directors' meeting of 26 February 2010, which implemented the resolutions related to the changes in the Plan and approval of the proposed capital increase with exclusion of option rights in accordance with article 2441, paragraph 5 and 8, of the Italian Civil Code and article 134, paragraph 2, of the TUIF to submit to the approval of the Extraordinary Shareholders' Meeting, in a first call, on 12 April 2010;

- the Report by the Board of Directors, prepared in accordance with article 2441, paragraph 6 of the Italian Civil Code, for the proposed share capital increase with exclusion of option rights in accordance with article 2441, paragraph 5 and 8 of the Italian Civil Code and article 134, paragraph 2 of the TUIF, submitted to the approval of the Extraordinary Shareholders' meeting called, in a first call, on 12 April 2010

- Regulation of the Plan;

- Report relating the Plan prepared by the Company in accordance with article *84-bis* of the Consob Regulation 19771/1999 and related updates to the document;

- individual and consolidated financial statements of Piaggio at 31 December 2008 and 2009, subject to our auditing of accounts, whose audit reports have been issued respectively on 5 March 2009 and 10 March 2010;

- trend in the market prices of Piaggio shares reported in one hundred eighty days prior to the date of the Board of Directors' Meeting on 26 February 2010:

- documentation containing the detail of the own shares in the Company's portfolio and of the rights assigned;

- Company press releases issued on 26 February 2010 and on 10 December 2010;

- Company articles of association, in the limits and for the objectives related accomplishing this work;

- accounting elements, non-accounting elements and statistical information in addition to any other information considered important for carrying out our assignment.

A letter issued by the Company on 26 March 2010 has also given us specific and express certification that Piaggio Directors and management have no knowledge of any significant changes made to the data and information taken in consideration in executing our analysis and/or which could have a negative impact on the valuations.

5. VALUATION TECHNIQUE USED BY THE BOARD OF DIRECTORS IN DETERMINING THE ISSUE PRICE OF THE SHARES

As mentioned, the exercise price of the rights assigned to the Beneficiaries of the Fifth Tranche and the Sixth Tranche was determined according to the criteria established in the Plan with resolution of 7 May 2007. The price was reached by taking the arithmetic mean of the stock prices reported in the month prior to the assignment date of the rights (respectively 18 December 2009 for the Fifth Tranche and 4 January 2010 for the Sixth Tranche).

Directors used the same criteria to determine the issue price of the new shares originating from the proposed capital increase reserved to the Beneficiaries (*in lieu* of the own shares in the Company's portfolio pursuant to the resolution of 7 May 2007) as set forth in the Plan for determining the exercise prices of the rights. More specifically, the Board of Directors' criteria for determining the issue price of the new shares was the arithmetic mean of the stock prices of the Piaggio shares reported in the month prior to the assignment date of the rights, which represents the "normal value" pursuant to tax law.

In view of the application of the criteria chosen by the Directors (corresponding to the criteria identified in the Plan for exercise of the rights), the proposed capital increase with exclusion of option rights includes issue of:

(i) up to 4,720,000 shares reserved for subscription by the Beneficiaries of the rights assigned in the Fifth Tranche, at the exercise price of Euro 1.826 per share (of which Euro 1.27209 as share premium) and

(ii) up to 500,000 shares reserved for subscription by the Beneficiaries of the rights assigned in the Sixth Tranche, at the exercise price of Euro 1.892 per share (of which Euro 1.33809 as share premium).

The Directors' Report states that Directors have not applied valuation techniques other than the stock market listing method, but have found that (i) the criteria they used was completely appropriate to express the value of the shares and the Company, in the framework of the stock option plan designated to employees and that (ii) the proposed capital increase meets the interests underlying adoption of the plan and its updates, where approved by the ordinary shareholders' meeting.

The information document relating to the Plan set up by the Company, in accordance with article *84-bis* CONSOB Regulation no. 19771/1999, recalled in the Directors' Report, also specifies that "*the broad time period taken into consideration for calculating the exercise price would prevent the assignment from being significantly affected by disclosure of sensitive information pursuant to article 114,* paragraph *1, of the Consolidated Law on Finance*."

Directors have also included a specific table in their Report which gives the results of the arithmetic means of the official stock prices of Piaggio shares in the various time periods indicated below (average at thirty, ninety and one hundred and eighty days) prior to 26 February 2010, the date that the Board of Directors deliberated the proposed share capital increase with exclusion of option rights in accordance with article 2441, paragraph 5 and 8, of the Italian Civil Code, and article 134 of the TUIF to submit to the approval of the Ordinary General Shareholders' Meeting:

PERIOD	AVERAGE (EURO)
27.1.2010 – 25.2.2010	1.943
30.11.2009 – 25.2.2010	1.933
31.8.2009 – 25.2.2010	1.801

6. VALUATION DIFFICULTIES ENCOUNTERED BY THE BOARD OF DIRECTORS

The Report does not describe particular difficulties encountered by the Directors in relation to the criteria for determining the issue price of the new shares assigned for subscription to the Beneficiaries of the Fifth Tranche rights and the issue price of the new shares assigned for subscription to the Beneficiaries of the Sixth Tranche rights, as well as in relation to application of this criteria.

7. RESULTS OF THE VALUATION TECHNIQUE USED BY THE BOARD OF DIRECTORS

As reported in the Directors' Report, in application of the chosen technique, namely, the arithmetic means of the official stock prices of Piaggio shares in the month prior to the assignment date of the rights, Directors have determined the issue price of the new shares as follows:

(i) Euro 1.826 per share (of which Euro 1.27209 as share premium) for up to 4,720,000 shares reserved for subscription by the Beneficiaries of the rights assigned in the Fifth Tranche and

(ii) Euro 1.892 per share (of which Euro 1.33809 as share premium) for up to 500,000 shares reserved for subscription by the Beneficiaries of the rights assigned in the Sixth Tranche.

8. WORK DONE

To carry out our assignment, we:

- examined the minutes of the Board of Directors' meeting on 26 February 2010;
- analysed the contents of the Directors' Report concerning the proposed share capital increase with exclusion of option rights reserved to the Beneficiaries of the rights assigned to the Fifth Tranche and Sixth Tranche of the Plan;
- performed a critical examination of the criteria adopted by the Board of Directors to determine the issue price of the shares, in order to demonstrate that, under the circumstances, it is reasonable, motivated and not arbitrary;
- analysed the rules of the Plan;
- analysed the motivations indicated by the Board of Directors regarding the choice of this criteria, that it is complete and non-contradictory, including in view of the overall transaction under the Plan, where the capital increase fits in;
- considering the elements necessary to certify that these methods are technically appropriate, in the specific circumstances, to determine the issue price of the new shares;
- having made the checks on the stock price performance of ordinary Piaggio shares in the six months prior to the date of the Directors' Report;
- having made sensitivity analyses of the performance of Piaggio stock prices in the six months prior to the date of the Directors' Report and, for this purpose, calculating the weighted average of the share prices in the various intervals in the time period of six months prior to the Directors' Report and having verified the accuracy of the calculations made by the Directors;
- having verified the coherence of the data used by Directors with the sources of reference, and the mathematical accuracy of the calculation of the issue price of the shares made by applying the criteria adopted by the Board of Directors;

- having interviewed Company management and gathered information on any events taking place after publication of the Directors' Report, with reference to facts or circumstances that can have a significant effect on the data and information taken into consideration in carrying out our analyses and the results of the valuations;

- having examined the Articles of Association of the Company, as it concerned this assignment;

- having received formal certification of the legal representatives of the Company on the valuation criteria provided to us and on the fact that, to the best of their knowledge, there were no significant changes to make to the data with reference to the operation and other elements taken in consideration at the date of our opinion;

9 COMMENTS AND REMARKS ON THE VALUATION TECHNIQUE USED BY DIRECTORS TO DETERMINE THE SHARE ISSUE PRICE

As illustrated in the Directors' Report and briefly mentioned in section 2 above, the proposed capital increase with exclusion of option rights is reserved to the Beneficiaries of the rights assigned to the Fifth Tranche and Sixth Tranche of the Plan.
If these Beneficiaries decide to exercise the rights, they will subscribe to newly issued shares, *in lieu* of own shares in the portfolio of the Company as originally set forth under the Plan.
As reported in the Directors' Report, the new shares will be issued according to an assignment ratio indicated in the Plan (one share for every one right exercised), at the issue price arising from application of the criteria established in the Plan for exercise of the rights.
In view of the specific characteristics of the proposed capital increase, which includes two different issue prices of the new shares (due to the different assignment date of the rights in favour of the two tranches involved), this fairness opinion considers the reasonable and non-arbitrary nature, under the circumstances, of the criteria indicated by Directors for determining (i) the issue price of the shares assigned to the Beneficiaries of the rights of the Fifth Tranche and (ii) the issue price of the shares assigned to the Beneficiaries of the rights of the Sixth Tranche and correct application, in both cases, of the above criteria. However, Directors note that the two issue prices above are very close.

The Directors' Report that describes the proposed capital increase with exclusion of option rights describes the reasons underlying the methodological decisions made by the Board of Directors and the logical process used to determine the issue price of the shares arising from the capital increase.
On this issue and in consideration of the characteristics of the transaction, we are setting down below our considerations on the reasonableness and non-arbitrariness of the valuation techniques used by Directors:

• the reference to stock exchange prices identified by the Directors is commonly accepted and used in Italy and internationally and is in line with the professional conduct, as it is a company with shares listed on the regulated markets. Indeed, stock market listings represent an essential parameter for valuing listed companies.

In an efficient market, market prices generally express the value assigned by the market to the shares subject to trading and as a result, provide the best indication of the value of the company to which the shares refer, since they reflect the information available to analysts and investors, as well as their expectations on the economic and financial performance of the Company. This value represents an even more significant reference point when, as in the case of Piaggio, the volumes dealt with and the prices negotiated for the shares are the result of a large and continuous number of trades, executed by economic parties operating on the market in the absence of external conditions and extraordinary circumstances. In financial markets that show normal levels of efficiency, the prices that are formed for shares with a good degree of liquidity and which are traded with significant volumes tend to reflect the economic value theoretically attributed to issuers by processing different valuation techniques.

- Adoption of the stock market listing method is also confirmed by paragraph 6 of article 2441 of the Italian Civil Code.

- The technique used by the Board of Directors, based on the stock market listing in the month prior to the assignment date of the rights, is also found in the provisions of tax regulations, which identifies the normal value of the rights attributed to the beneficiaries of the plan based on the same criteria.

- The time period chosen by Directors also makes it possible to minimise the risk that the issue price does not incorporate sufficiently up to date information on the company background and the reference context at the date the rights are assigned.

- Directors' decision to use the mean of the official stock prices of ordinary Piaggio shares reported on the electronic stock exchange in the month prior to assignment of the rights appears to be reasonable and non-arbitrary under the circumstances. This decision appears to be in line with generally accepted practice for this type of operation, including with the doctrine expressed on this issue.

- Directors' use of average market values, which make it possible to minimise the risks arising from significant short term fluctuation of market prices appears to conform to the positions assumed by the law expressed to date on the issue that supports its application.

- The Directors' decision to use the arithmetic mean rather than the weighted average as regards the volumes traded appears to conform to generally accepted practices for this type of operation. In any event, as the schedule below shows, the observations made on the stock market prices of the share reported in the various intervals taken into consideration in the 180 days prior to the assignment of the rights show that the results that would have been virtually identical if Directors had used the weighted average method.

Piaggio & C. S.p.A. *Figures in Euro*	Arithmetic Mean	Weighted Average
Mean price at 18 December 2009		
Average in the 30 previous days	1.826	1.835
Average in the 90 previous days	1.746	1.746
Average of the 180 previous days	1.607	1.673
Mean price at 4 January 2010		
Average of the 30 previous days	1.892	1.894
Average of the 90 previous days	1.809	1.779
Average of the 180 previous days	1.644	1.693

- Directors have also included a specific schedule in their Report that provides the results of the arithmetic means of the official stock prices of the Piaggio shares in the time periods of thirty, ninety and one hundred and eighty days prior to 26 February 2010, the date of the Board of Directors' meeting which resolved the share capital increase. The issue price of the new shares (in relation to the Fifth and Sixth Tranche of the Plan) resulting from application of the criteria used by the Directors is essentially **in line** with the values resulting from adoption of a different time period (equal to thirty, ninety and one hundred and eighty prior to 26 February 2010) with a maximum difference of 6.4%, thereby supplying further evidence as to the non-arbitrary nature and appropriateness of the technique chosen by Directors, under the circumstances, while considering the operation envisaged in the Plan as a whole.

Piaggio & C S.p.A. *Figures in Euro*	
Price per share Fifth Tranche	**1.826**
Price per share Sixth Tranche.	**1.892**
Mean price at 26 February 2010	
Average of previous 30 days	
Average of previous 90 days	
Average of previous 180 days	

- The sensitivity analyses done to evaluate the possible impact of changes in the various hypotheses and in the parameters used in the valuation technique and an analysis of the mathematical accuracy of the method used confirm the reasonableness and non-arbitrary nature of the results reached by Directors.

- As already mentioned, Directors have not used any valuation techniques other than the stock market listing methods nor with the main methods, nor for control purposes. In this instance, this decision does not appear arbitrary, since it considers the circumstance that the proposed capital increase is part of a larger Plan already approved by the Shareholders' meeting on 7 May 2007 and with a view to providing incentives and loyalty building of the managers beneficiaries of the rights and is also in line with the established practice for this type of operation.

- In view of the specific designation of the Plans to members of management who play strategic roles in the Group companies, it should be noted that the methods proposed by the Board of Directors for determining the issue price of the shares appear, under the circumstances, to be reasonable and not arbitrary, since they are not affected by subjective factors related to the Directors' decision of basic assumptions and parameters (such as interest rates, comparables, development forecasts) typically used with other valuation techniques.

- Finally, note that the Previous Four Tranches of the Plan do not interfere with the valuations of the Directors for the purpose of determining the issue price, since, as mentioned in section 2 above, to service exercise of the related rights is related to a corresponding number of own shares in the Company portfolio.

The aspects commented on above were considered for the purpose of issuing this fairness opinion.

10. SPECIFIC LIMITS ENCOUNTERED BY THE AUDITOR AND ANY OTHER SIGNIFICANT ASPECTS EMERGING IN EXECUTION OF THIS ASSIGNMENT

As regards the difficulties and the limits encountered in performing our assignment, please note as follows:

- the valuations based on the stock market prices are subject to financial market trends and therefore, in the short term, can show significant fluctuations in relation to the uncertainties on the national and international economic landscape. Moreover, stock price performance can also be influenced by speculative pressure or other pressure related to outside factors of an extraordinary and unexpected nature, independent of the economic and financial outlook of the individual companies.

- In view of the specific characteristics of the proposed capital increase, which includes two different issue prices of the new shares (due to the different assignment date of the rights in favour of the two "tranches" involved), this fairness opinion considers the reasonable and non-arbitrary nature, under the circumstances, of the criteria indicated by Directors for determining the issue price of the shares assigned to the Beneficiaries of the rights of the Fifth Tranche and the issue price of the shares assigned to the Beneficiaries of the rights of the Sixth Tranche and correct application, in both cases, of the above criteria. However, the two issue prices above are still very close.

Furthermore, note the following aspects:

- the performance of the Company stock price in the period prior to assignment of the rights showed an index of volatility higher than the one of the reference market.

- The Directors' Report does not indicate lock up periods for the newly issued shares, therefore, the subscriber may trade these shares on the market at any time after exercising the rights.

- the criteria for determining the issue price of the new shares, in line with the established practice of similar operations, refers to the average value of the official stock prices reported in a certain time period prior to assigning the rights. In the case in point, the operation proposed presents its own specificity versus the more commonly used practices for these operations. As already mentioned in section 2, the assignment dates of the rights for the Fifth Tranche (18 December 2009) and the Sixth Tranche (4 January 2010) involved in the proposed capital increase were prior to the date of the Extraordinary Shareholders' meeting called to deliberate on the proposed capital increase (12 April 2010 in a first call) and the date that the Board of Directors ' meeting that identified this criteria (26 February 2010).

  As a result, unlike the generally accepted practices, Directors proposed an issue price of the shares included in these tranches already identified in application of this criteria.

  In the specific circumstances, however, these differences are due to Directors rescinding and replacing a tranche of rights assigned in July 2007 as part of the Plan. This change was deliberated by the Board of Directors on 18 December 2009 and the related proposals to change the Plan will be submitted to the approval of the ordinary Shareholders' Meeting. This considers that the proposed capital increase is part of the larger Plan to provide incentives and build the loyalty of the managers who are the Beneficiaries of the rights assigned in the Plan.

- With reference to the specifics of the operation referred to above, note that the issue prices determined by the Directors in application of the proposed criteria, according to the matters emerging from their Report, were lower, albeit not significantly (a maximum difference of 6.4%) versus the values resulting from application of the same criteria with reference to a time period closer to the date of the Board of Directors' meeting on 26 February 2010 which deliberated the capital increase.

11. CONCLUSIONS

Based on the documentation examined and the procedures described, and considering the nature and breadth of our work, as reported in this fairness opinion, without prejudice to the previous section 10, we believe that the valuation technique used by the Directors is appropriate, reasonable and non-arbitrary, and that it has been correctly applied to determine *(i)* the issue price of Euro 1.826 (of which Euro 1.27209 as share premium) for up to 4,720,000 new shares to issue to service exercise of the option rights under the Fifth Tranche of the Plan and the issue price of Euro 1.892 (of which Euro 1.33809 as share premium) for up to 500,000 new shares to issue to service exercise of the option rights in the Sixth Tranche of the Plan in the framework of the capital increase with the exclusion of option rights, designated to Plan Beneficiaries.

DELOITTE & TOUCHE. S.p.A.

Paolo Guglielmetti,
Partner

Florence, 26 March 2010