

REPORT ON CORPORATE GOVERNANCE AND CORPORATE OWNERSHIP 2024



PIAGGIO
GROUP

Piaggio & C. S.p.A.

REPORT ON CORPORATE GOVERNANCE AND CORPORATE OWNERSHIP

pursuant to Article 123 bis of the Consolidated Law on Finance

(One-tier management and control model)

Issuer: Piaggio & C. S.p.A.

Website: www.piaggiogroup.com

Financial year to which the Report refers: 2024

Report approval date: 4 March 2025

→ CONTENTS

GLOSSARY	3
1. ISSUER PROFILE	6
2. INFORMATION ON OWNERSHIP (PURSUANT TO ARTICLE 123-BIS OF THE CONSOLIDATED LAW ON FINANCE) AS OF 31/12/2024	7
A) STRUCTURE OF SHARE CAPITAL (ARTICLE 123-BIS, SECTION 1, LETTER A) OF THE CONSOLIDATED LAW ON FINANCE)	7
B) RESTRICTIONS ON THE TRANSFER OF SECURITIES (ARTICLE 123-BIS, PARAGRAPH 1, LETTER B) OF THE CONSOLIDATED LAW ON FINANCE)	7
C) SIGNIFICANT INVESTMENTS IN CAPITAL (ARTICLE 123-BIS, SECTION 1, LETTER C) OF THE CONSOLIDATED LAW ON FINANCE)	7
D) SECURITIES THAT GRANT SPECIAL RIGHTS (ARTICLE 123-BIS, PARAGRAPH 1, LETTER D) OF THE CONSOLIDATED LAW ON FINANCE)	8
E) EMPLOYEE SHARE OWNERSHIP: EXERCISING OF VOTING RIGHTS (ARTICLE 123-BIS, PARAGRAPH 1, LETTER E) OF THE CONSOLIDATED LAW ON FINANCE)	8
F) RESTRICTIONS ON VOTING RIGHTS (ARTICLE 123-BIS, PARAGRAPH 1, LETTER F) OF THE CONSOLIDATED LAW ON FINANCE)	8
G) SHAREHOLDER AGREEMENTS (ARTICLE 123-BIS, SECTION 1, LETTER G) OF THE CONSOLIDATED LAW ON FINANCE)	8
H) CLAUSES OF CHANGE OF CONTROL (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1, LETTER H) OF THE CONSOLIDATED LAW ON FINANCE) AND STATUTORY PROVISIONS CONCERNING IPOS (ARTICLE 104, PARAGRAPH 1-TER, AND 104-BIS, PARAGRAPH 1 OF THE CONSOLIDATED LAW ON FINANCE)	8
I) AUTHORITY TO INCREASE THE SHARE CAPITAL AND AUTHORISATION TO PURCHASE OWN SHARES (ARTICLE 123-BIS, SECTION 1, LETTER M) OF THE CONSOLIDATED LAW ON FINANCE)	9
J) MANAGEMENT AND COORDINATION ACTIVITIES (PURSUANT TO ARTICLE 2497 AND FOLLOWING OF THE ITALIAN CIVIL CODE)	10
3. COMPLIANCE	11
4. BOARD OF DIRECTORS	11
4.1 ROLE OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE BIS, PARAGRAPH 2, LETTER D), OF THE CONSOLIDATED LAW ON FINANCE)	11
4.2 APPOINTMENT AND REPLACEMENT OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1, LETTER L), OF THE CONSOLIDATED LAW ON FINANCE)	13
4.3. COMPOSITION (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) AND D-BIS, CONSOLIDATED LAW ON FINANCE)	16
4.4 FUNCTIONING OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D), OF THE CONSOLIDATED LAW ON FINANCE)	23
4.5 ROLE OF THE ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) OF THE CONSOLIDATED LAW ON FINANCE)	25
4.6. EXECUTIVE DIRECTORS	27
4.7. INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR	29
4.8. MANAGEMENT CONTROL COMMITTEE	32

5. MANAGEMENT OF CORPORATE INFORMATION	35
5.1. PROCEDURE FOR THE INTERNAL MANAGEMENT OF MATERIAL AND PRIVILEGED INFORMATION AND FOR THE PUBLIC DISCLOSURE OF PRIVILEGED INFORMATION	35
5.2. PROCEDURE FOR MANAGEMENT OF THE INSIDERS LIST	36
5.3. PROCEDURE FOR THE FULFILMENT OF INSIDER TRADING OBLIGATIONS	36
6. INTERNAL BOARD COMMITTEES (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 2(D), CONSOLIDATED LAW ON FINANCE)	38
7. SELF-ASSESSMENT AND DIRECTORS' SUCCESSION	39
7.1 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS	39
8. NOMINATION AND REMUNERATION COMMITTEE	41
9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM	43
9.1 CHIEF EXECUTIVE OFFICER	44
9.2 INTERNAL CONTROL, RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE	44
9.3 HEAD OF THE INTERNAL AUDITOR FUNCTION	46
9.4 ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	47
9.5 INDEPENDENT AUDITORS	49
9.6 EXECUTIVE IN CHARGE OF FINANCIAL REPORTING AND OTHER CORPORATE ROLES AND FUNCTIONS	49
9.7 COORDINATION BETWEEN PERSONS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM	50
9.8 MAIN CHARACTERISTICS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS IN RELATION TO THE FINANCIAL DISCLOSURE PROCESS (ARTICLE 123-BIS, SECTION 2, LETTER B), OF THE CONSOLIDATED LAW ON FINANCE)	50
10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES	55
11. BOARD OF STATUTORY AUDITORS	57
12. RELATIONSHIPS WITH SHAREHOLDERS	57
13. GENERAL MEETINGS (PURSUANT TO ARTICLE 123- BIS, PARAGRAPH 2, LIT. C), CONSOLIDATED LAW ON FINANCE)	59
14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 2, LETTER A), OF THE CONSOLIDATED LAW ON FINANCE)	61
15 CHANGES AFTER THE APPLICABLE BALANCE SHEET DATE	61
16 COMMENTS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE	61
ATTACHMENT 1	64
ATTACHMENT 2	72

GLOSSARY

Shareholders' Meeting: Shareholders' Meeting of the Issuer.

Italian Stock Exchange: Borsa Italiana S.p.A.

Corporate Governance Code/ CG Code: approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., in January 2020, available at the address www.borsaitaliana.it. applicable as from 1 January 2021.

C.c.: the Italian civil code.

Committee/CG Committee/Corporate Governance Committee: the Italian Committee for the Corporate Governance of listed companies, promoted by Borsa Italiana S.p.A. and by ABI, Ania, Assogestioni, Assonime and Confindustria.

Board/Board of Directors: the Issuer's Board of Directors.

Board of Statutory Auditors: the Board of Statutory Auditors of the Issuer.

Management Control Committee: the Issuer's Management Control Committee.

Date of the Report: the approval date of this Report by the Board of Directors of Piaggio.

Issuer/Company/Piaggio: the Issuer of the listed shares to which the Report refers.

Financial year: the financial year 2024 to which the Report refers.

ESRS: the sustainability reporting principles defined in Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023.

Group: the group of companies of which the Issuer is the Parent.

Instructions to the Stock Exchange Regulations: the instructions to the Regulations on Markets organised and managed by Borsa Italiana S.p.A.

Stock Exchange Regulations: the Regulations on Markets organised and managed by Borsa Italiana S.p.A..

Consob Regulation on Issuers: the Regulations issued by Consob by Resolution no. 11971 of 1999 (as amended) concerning Issuers.

Consob Regulations on Markets: the Regulations issued by Consob by Resolution no. 20249 of 2017 (as amended) concerning markets.

Related Parties Regulations: the regulations issued by Consob with Resolution no. 17221 of 12 March 2010 (as amended) concerning transactions with related parties.

Report: this report on corporate governance and ownership structures drawn up by Piaggio pursuant to Article 123-bis of the Consolidated Law on Finance referred to the financial year.

"Sustainability Reporting": the sustainability report prepared by the Company pursuant to Legislative Decree 125/2024 and published within the Annual Report in the Annual Financial Report published on the Website, www.piaggiogroup.com.

Remuneration Report: the "Report on Remuneration Policy and Remuneration Paid" prepared pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Consob Regulation on Issuers, available pursuant to law at the Issuer's registered office, at the Issuer's website at www.piaggiogroup.com as well as at the authorised "eMarket Storage" available at www.emarketstorage.it.

Concentrated Ownership Company: a 'concentrated ownership company' as referred to in the CG Code, i.e. a company in which one or more shareholders participating in a shareholders' voting agreement hold, directly or indirectly (through subsidiaries, trusts or intermediaries), a majority of the votes exercisable at an ordinary shareholders' meeting.

Large Company: a 'large company' as defined in the CG Code, i.e. a company whose capitalisation exceeded Euro 1 billion on the last trading day of each of the three preceding calendar years.

Articles of Association: the Articles of Association of the Issuer in force on the Date of the Report.

TUF (Consolidated Law on Finance): Legislative Decree no. 58 of 24 February 1998 (as amended).





1. ISSUER PROFILE

Founded in 1884, the Issuer, having its registered office in Pontedera (Pisa), is now one of the leading world manufacturers of two-wheeler motor vehicles.

The Issuer is classified amongst the top 4 global operators in the reference market. The product range includes scooters, mopeds and motorcycles from 50 to 1,200cc marketed under the Piaggio®, Vespa®, Gilera®, Aprilia®, Moto Guzzi®, Derbi® and Scarabeo® brands. The Issuer also operates in the three- and four-wheeler light transport segment with the Ape® and Piaggio Porter® vehicles.

During the year, the Issuer was organised according to the traditional administration and control model pursuant to Article 2380-bis et seq. of the Italian Civil Code, with the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors until the Shareholders' Meeting held on 17 April 2024, which, in extraordinary session approved the adoption of the one-tier management and control system pursuant to Article 2409-sexiesdecies of the Italian Civil Code and the consequent amendments to the Articles of Association, including the establishment of a Management Control Committee, set up within the Board of Directors, as the Company's control body. The one-tier management and control system is in force at the date of this Report.

As part of the process of adjusting to recommendations in the Corporate Governance Code, the Board of Directors promotes integration of sustainable topics in its corporate governance system and remuneration policy, in the terms described in this Report. For more information on the sustainability policies adopted by the Issuer and the Group, see Sustainability Reporting and the Code of Ethics published on the Issuer's website in the 'Governance - Code of Ethics' section.

The Board of Directors guides the Issuer with the aim of pursuing sustainable success, an objective which involves creating long-term value to benefit shareholders, considering the interests of the other relevant stakeholders for the Issuer, all as better illustrated in paragraphs 4.1, 6, 8 and 9 below.

Pursuant to Legislative Decree No. 125 of 6 September 2024, the Issuer prepares on a mandatory basis the Sustainability Report, which presents the main policies practised by the company, the management models and the main activities carried out by the Group during the financial year in relation to the topics expressly referred to by the aforementioned decree.

It should be noted that, as of the Date of Reaction, the Issuer qualifies as an "SME" pursuant to Article 1, paragraph 1, letter w-quater.1 of the Consolidated Law on Finance, as the Company's capitalisation, calculated in accordance with the provisions of Article 2-ter of the Consob Issuers' Regulations, in the financial year 2022 and in the financial year 2023 was above the threshold of €1 billion but in the Financial Year was below the threshold of €1 billion. In this regard, it should be noted that pursuant to the aforementioned Article 1(1) w-(quater.1) of the Consolidated Law on Finance, the definition of an SME operates on a residual basis, qualifying as an SME the issuer of listed shares that have not exceeded the €1 billion capitalisation limit for three consecutive years. It is noted that in the Financial Year the capitalization was equal to 947.54 million euros.

Based on the provisions of the Corporate Governance Code, as at the Date of the Report, the Issuer does not qualify as a Large Company but as a Concentrated Ownership Company (see Sections 4.3 and 7.2 of the Report for the flexibility options used). As a result, the Company is not obliged to apply the recommendations of the CG Code addressed to Large Companies.

2. INFORMATION ON OWNERSHIP (PURSUANT TO ARTICLE 123-BIS OF THE CONSOLIDATED LAW ON FINANCE) AS OF 31/12/2024

A) STRUCTURE OF SHARE CAPITAL (Article 123-bis, section 1, letter a) of the Consolidated Law on Finance)

The Issuer has a share capital of EUR 207,613,944.37, fully subscribed and paid up, divided into 354,632,049 ordinary shares with no stated par value. Each share carries the right to one vote, is indivisible, and was issued in dematerialised form.

Categories of shares that make up the share capital:

SHARE CAPITAL STRUCTURE

	N° OF SHARES	% OF SHARE CAPITAL	NO. OF VOTING RIGHTS	LISTED	RIGHTS AND OBLIGATIONS
ORDINARY SHARES	354,632,049	100	354,632,049	Euronext Milan (formerly MTA - Mercato Telematico Azionario)	Each share gives the right to one vote. The shareholders rights and obligations are those in Articles 2346 and following of the Italian Civil Code.

B) RESTRICTIONS ON THE TRANSFER OF SECURITIES (Article 123-bis, paragraph 1, letter b) of the Consolidated Law on Finance)

There are no securities transfer restrictions.

C) SIGNIFICANT INVESTMENTS IN CAPITAL (Article 123-bis, section 1, letter c) of the Consolidated Law on Finance)

As of 31 December 2024, as well as at the Date of the Report, material investments in the Issuer's capital, according to the communications made pursuant to Article 120 of the Consolidated Law on Finance and the specific communications received by the Issuer, were as follows:

MATERIAL INVESTMENTS IN CAPITAL

DECLARER	DIRECT SHAREHOLDER	% OF ORDINARY SHARE CAPITAL	% OF SHARES WITH VOTING RIGHTS
IMMSI S.p.A.	IMMSI S.p.A.	50.57	50.57

D) SECURITIES THAT GRANT SPECIAL RIGHTS (Article 123-bis, paragraph 1, letter d) of the Consolidated Law on Finance)

No securities have been issued bearing special rights of control.

The Articles of Association of the Issuer do not contain provisions relating to the increased vote pursuant to Article 127-quinquies of the Consolidated Law on Finance.

E) EMPLOYEE SHARE OWNERSHIP: EXERCISING OF VOTING RIGHTS (Article 123-bis, paragraph 1, letter e) of the Consolidated Law on Finance)

There is no employee share ownership scheme.

F) RESTRICTIONS ON VOTING RIGHTS (Article 123-bis, paragraph 1, letter f) of the Consolidated Law on Finance)

There are no restrictions on voting rights.

G) SHAREHOLDER AGREEMENTS (Article 123-bis, section 1, letter g) of the Consolidated Law on Finance)

As far as the Issuer knows, as at 31 December 2024 and the date of the Report, there were no agreements between Company shareholders with a significant content pursuant to Article 122 of the Consolidated Law on Finance.

H) CLAUSES OF CHANGE OF CONTROL (pursuant to Article 123-bis, paragraph 1, letter h) of the Consolidated Law on Finance) and statutory provisions concerning IPOs (Article 104, paragraph 1-ter, and 104-bis, paragraph 1 of the Consolidated Law on Finance)

The Issuer has stipulated some important agreements; their content is illustrated in a specific section of the Financial Statements as at 31 December 2024 (to be referred to for more detail). They are changed or can be extinguished if there should be a change in control of the contracting company. Specifically the following agreements have been made:

- a syndicated Revolving Credit Facility for a total amount of Euro 200 million;
- a debenture loan totalling EUR 250 million, issued by the Company;
- a loan agreement with the European Investment Bank, totalling EUR 70 million;
- a loan agreement with the European Investment Bank, totalling EUR 30 million;
- a loan agreement with the European Investment Bank, totalling Euro 60 million;
- a term loan agreement with Banco BPM totalling EUR 30 million;
- a Revolving Credit Facility with Banca del Mezzogiorno - MedioCredito Centrale totalling EUR 20 million.
- a Term Loan and Revolving Credit Facility with Banca Popolare Emilia Romagna for Euro 35 million;
- a loan agreement with BNL totalling EUR 24 million;
- term loan agreements (Schuldschein Loans) with international banks totalling EUR 87 million;
- a loan agreement with Oldenburgische Landesbank for Euro 15 million;
- a loan agreement with Oldenburgische Landesbank for Euro 11 million;
- a term loan agreement with Cassa Depositi e Prestiti totalling EUR 30 million;
- a term loan agreement with Cassa Depositi e Prestiti totalling EUR 26 million.
- a Revolving Credit Facility with CACIB totalling Euro 40 million.

With regard to takeover bids, the provisions of the Articles of Association of the Issuer do not derogate from the passivity rule provisions established in Article 104, paragraphs 1 and 1-bis of the Consolidated Law on Finance, nor do they provide for application of neutralisation rules as referred to in Article 104-bis, paragraphs 2 and 3 of the Consolidated Law on Finance.

I) AUTHORITY TO INCREASE THE SHARE CAPITAL AND AUTHORISATION TO PURCHASE OWN SHARES

(Article 123-bis, section 1, letter m) of the Consolidated Law on Finance)

The Board was not delegated by the Board of Directors to increase share capital pursuant to Article 2443 of the Italian Civil Code.

Powers for the issue of financial instruments have not been vested in or delegated to the Directors.

Authorisations to purchase and dispose of treasury shares

On 17 April 2024 the Shareholders' Meeting resolved to authorise treasury share purchase and disposal transactions - after revoking a similar authorisation granted by the Shareholders' Meeting of 18 April 2023 - in order to give the Company a useful strategic investment opportunity for all purposes permitted by regulations in force, including purposes established in Article 5 of (EU Regulation 596/2014 (Market Abuse Regulation, hereinafter "**MAR**") and practices permitted by Consob pursuant to Article 13 of the MAR, where applicable, including the purchase of treasury shares to then cancel them, within terms and by procedures possibly resolved by the members of company boards.

In particular, the Shareholders' Meeting resolved the following:

- I. to authorise, pursuant to and for the purposes of Article 2357 Italian Civil Code, the purchase, in one or more tranches, for eighteen months from the resolution date - of ordinary Company shares up to a maximum number that, considering the ordinary Piaggio shares held in portfolio by the Company and its subsidiaries each time, does not exceed the maximum established by the applicable regulations in force at the time, for an amount that does not exceed the highest between the price of the last independent trade and the price of the highest current independent bid price in the trading venues where the purchase is made; provided that the unit price may not in any event be less than the minimum of 20% and no greater than the maximum of 10% of the arithmetic mean of the official prices recorded by the Piaggio share in the ten days of trading prior to each single purchase;
- II. to grant a mandate to the Board of Directors, and on its behalf to its Chairman and to the Chief Executive Officer, acting severally, to identify the amount of shares to be purchased in relation to each purchase programme, within the scope of the purposes indicated above, prior to the commencement of said programme, and to proceed with the purchase of shares in accordance with the procedures set forth in the applicable provisions of the Issuers' Regulations implementing Article 132 of the Consolidated Law on Finance, in compliance with the conditions relating to trading set forth in Article 3 of Delegated Regulation (EU) 2016/1052 and with the gradualness deemed appropriate in the Company's interest, granting the widest powers to execute the purchase transactions referred to in the resolution and any other related formalities, including the granting of mandates to intermediaries qualified pursuant to law and with the power to appoint special proxies;
- III. to authorise the Board of Directors and for it, its Chairman and Chief Executive Officer separately, so that, pursuant and for the purposes of article 2357-ter of the Italian Civil Code, they can fully or partially dispose of, at any time, in one or more times, the treasury shares purchased in accordance with the resolution, or already held in the Company portfolio, by selling them on the stock exchange or over the counter, possibly also by selling real and/or personal rights, including as a mere example lending securities, in compliance with laws and regulations in force ad interim and to pursue the purposes of this resolution, with the terms, procedures and conditions of the act of disposal of treasury shares considered the most appropriate in the interests of the Company; attributing all powers to execute the disposal transactions in the resolution, and any formalities related to them, including assigning positions to qualified intermediaries pursuant to law and with the right to appoint special attorneys; disposals of treasury shares held by the Company will be effected in compliance with 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, where applicable, and may occur in one or more tranches, timed as best suits the interests of the Company. The authorisation referred to herein is granted without time limits, and is understood to be granted with reference to treasury shares already held by Piaggio & C. S.p.A. at the date of this resolution.

At the Shareholders' Meeting, it was also established that purchases of treasury shares must be contained within the limits of the distributable profits and reserves available following the latest financial statements (including interim statements), approved at the time of execution of the transaction. It was also stipulated that, upon purchase and disposal of treasury shares, the necessary accounting entries must be made, in compliance with the provisions of the law and of applicable accounting standards.

Pursuant to the aforementioned mandate, the Board of Directors' Meeting held on 22 April 2024, following the aforementioned Shareholders' Meeting, approved the launch of a new share buyback programme, not yet completed as of the Date of the Report, to be implemented under the terms, conditions and procedures set forth in the aforementioned Shareholders' Meeting resolution, also in several tranches by 16 October 2025 and up to a maximum of no. 14,354,000 ordinary shares of the Company, with no stated par

value, for a maximum countervalue set at Euro 41,500,000, taking into account the average share price of the last 30 days of the open market, and therefore, contained within the legal limits (20% of the share capital, pursuant to Article 2357, paragraph 3, of the Italian Civil Code).

As of 31 December 2024, the Company held 1,036,661 treasury shares in its portfolio, equal to 0.2923% of the share capital, while as of the Report Date, there were 1,086,661 treasury shares in its portfolio, equal to 0.3064% of the share capital.

For further information on the share buyback programme, please refer to the minutes of the aforementioned Ordinary Shareholders' Meeting and the Board of Directors' Explanatory Report available on the Company's website at www.piaggiogroup.com in the Section "Governance - Shareholders' Meetings".

L) MANAGEMENT AND COORDINATION ACTIVITIES **(pursuant to Article 2497 and following of the Italian Civil Code)**

The Issuer is managed and coordinated by IMMSI S.p.A. pursuant to Articles 2497 and following of the Italian Civil Code. This activity is performed by the procedures indicated in the specific section of the Report on Operations, to be referred to for all information.

As a company subject to management and coordination by another company, the Issuer is subject to the provisions of Article 16 of the Consob Market Regulations. For information on the effects of that regulation of the corporate governance structure of the Issuer, please refer to paragraphs 4.2, 4.3 and 4.7.

With regard to the information required by Article 123-bis, paragraph 1, letter i), of the Consolidated Law on Finance, the Company declares that no agreements have been entered into between the Issuer and the Directors that provide for indemnities in the case of resignation, dismissal/termination without just cause, or if the employment ceases following a public offering. For further details please refer to the Remuneration Report available at www.piaggiogroup.com in the Section "Governance - Shareholders' Meeting".

With regard to the information required by Article 123-bis, paragraph 1, letter l), Part I and Part II of the Consolidated Law on Finance concerning the "Rules applicable to the appointment and replacement of directors, members of the management board or supervisory board, as well as to the amendment of the articles of association, if different from the laws and regulations applicable by way of supplementary provisions", indications are given respectively in the section of the Report dedicated to the Board of Directors (Section 4.2) and to the Shareholders' Meeting (Section 13).

3. COMPLIANCE

The Issuer adheres to the CG Code.

The CG is available to the public on the website of the Corporate Governance Committee on page <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

It is to be noted that neither the Issuer nor strategically important subsidiaries are subject to non-Italian legal provisions affecting the corporate governance structure of the Issuer.

The concrete application of the principles of the CG Code, as well as deviations and their reasons, are illustrated in the various sections of the Report; reference is made to Appendix 2 of this Report for a summary of the level of implementation of the Code.

4. BOARD OF DIRECTORS

In this paragraph, reference will be made to the provisions of the Articles of Association in force in the financial year following the Extraordinary Shareholders' Meeting of 17 April 2024, which adopted the one-tier management and control system pursuant to Article 2409-sexiesdecies of the Italian Civil Code.

In this paragraph, reference will therefore be made to the Articles of Association as last amended by the Shareholders' Meeting of 17 April 2024; for information on the provisions of the Articles of Association in force in the year up to 17 April 2024, please refer to the Company's Report on Corporate Governance and Ownership Structures referring to the financial year ended 31 December 2023 and available on the Issuer's website in Section Governance/General Meetings.

4.1 ROLE OF THE BOARD OF DIRECTORS (pursuant to article bis, paragraph 2, letter d), of the consolidated law on finance).

The Board has a central role in connection with corporate organisation and is responsible for the functions and strategic guidelines, as well as the verification of the existence of the necessary controls to monitor the performance of the Issuer and Group companies of which it is the parent company.

Pursuant to Article 18.1 of the Articles of Association and the Board of Directors' Rules of Service (the "**Board of Directors**' Rules of Service"), the Board is attributed the widest possible powers to manage the Company, and to that end it may pass resolutions or take any action deemed necessary or useful for achieving the Company purpose, with the exception of powers assigned by law and by the Articles of Association to the Shareholders' Meeting.

Under Article 18 of the Articles of Association and without prejudice to the provisions of Article 2436 of the Italian Civil Code, the decision-making powers of the Shareholders' Meeting may be delegated to the Board of Directors for resolutions concerning:

- mergers and demergers, where defined as simplified in accordance with Articles 2505, 2505-bis, and 2506-ter, final subsection, of the Italian Civil Code;
- the opening or closing of branches;
- the transfer of the registered head office within the national territory;
- which board directors are to be empowered to represent the Company legally;
- share capital reduction due to withdrawal;
- amendments to the Articles of Association to comply with laws and regulations.

Resolutions concerning the above matters may otherwise be adopted at extraordinary Shareholders' Meetings.

As indicated in the Board of Directors' Rules of Service, the Board monitors the adequacy of the organisational, administrative and accounting structure of Piaggio and its subsidiaries with strategic importance, with particular reference to the internal control and risk management system; in particular the Board: (i) leads the Company by pursuing its sustainable success; (ii) defines the strategies of the Company and its group, monitoring their implementation; (iii) defines the corporate governance system that is most suitable for carrying out the company's business activities and pursuing its strategies, taking into account the scope for autonomy offered by the legal system, and, if necessary, assesses and enacts the appropriate changes, submitting them, where appropriate, to the Shareholders' Meeting; (iv) promotes appropriate dialogue with shareholders and other stakeholders relevant to the Company.

In particular, as indicated in the Board of Directors' Rules of Service and in compliance with the CG Code, the Board of Directors: (a) examines and shares the strategic guidelines of the Company and the Group on an annual basis, and is regularly involved in the analysis of issues relevant to the generation of long-term value; (b) evaluates the general performance of management, periodically comparing the results achieved with those planned; (c) defines the nature and level of risk compatible with the Company's strategic objectives, including in its evaluations all elements that may be relevant to the Company's sustainable success; (d) defines the corporate governance system of the Company and its Group and assesses the adequacy of the organisational, administrative and accounting structure of the Company and its subsidiaries of strategic relevance, with special reference to the internal control and risk management system (see Section 9); (e) resolves on transactions by the Company and its subsidiaries that have strategic, earnings, financial or cash-flow implications for the Company; on this point, please note that the Board has not established general criteria for identifying the transactions with a significant strategic, economic, capital or financial importance for the Company, as it believes that the significance of transactions implemented should be assessed each time. However, the matters indicated in paragraph 10 remain the responsibility of the Board; (f) adopts, upon the proposal of the Chairman, in agreement with the Chief Executive Officer (if different from the Chairman), internal procedures, including with regard to market abuse (Regulation (EU) No. 596/2014, so-called Market Abuse Regulation) (see Section 5).

It should be noted that the Issuer, taking into account Piaggio's current shareholder base and organisational structure, has not so far adopted a shareholder engagement policy, postponing the assessment of whether to adopt such a policy to the year 2025, in line with the recommendation of the CG Code.

For a detailed discussion of the information required by ESRS 2 - Paras. 19 and 20(b) and 22 on the roles and responsibilities of boards of directors and management in overseeing procedures to manage material risks, impacts and opportunities, see Sustainability Reporting, Section Governance/General Meetings.

For details of the information required by ESRS 2 - Paras. 24 and 26 on how the boards of directors and management are informed about sustainability issues and how these issues were addressed during the reporting period, see Sustainability Reporting, Section Governance/General Meetings.

Pursuant to Article 2381 of the Italian Civil Code and to Article 1, Recommendation 1, letter d) of the Corporate Governance Code, during the financial year the Board evaluated the adequacy of the organisational, administrative and general accounting structure of the Issuer and its strategic subsidiaries at least every quarter, with particular reference to the internal control and risk management system and to management of conflicts of interest, according to procedures adopted by the Issuer for this purpose. Within the scope of this activity, the Board was assisted, where appropriate, by the Internal Control, Risk Management and Sustainability Committee, the Internal Audit Manager and the auditing company IMMSI Audit S.c.a.r.l., the Financial Reporting Officer, and by the procedures and checks implemented also pursuant to Law 262/2005.

During the year, the Board also evaluated the general trend of operations, at least quarterly, considering information received from Chief Executive Officer, periodically comparing results achieved with objectives.

On this point, please note that pursuant to Article 18.2 of the Articles of Association, the Board of Directors and the Management Control Committee are informed, during Board of Directors' meetings, also called specifically, in any case at least quarterly, by the bodies designated on activities performed by the Issuer and its subsidiaries and on the general management trend and its foreseeable evolution, on the most significant transactions in size and characteristics, with special attention for those in which Directors have a personal or third party interest or which are possibly influenced by IMMSI S.p.A..

Pursuant to Articles 18.5 and 18.6 of the Articles of Association, the Board of Directors may appoint one or more general managers, deciding their tasks and remuneration and may also set up Committees with consultation and/or proposal functions deciding their responsibilities, attributions and how they operate. For information on the Committees set up by the Issuer's Board of Directors, please refer to Sections 8.1 (Nomination and Remuneration Committee), 9.2 (Internal Control, Risk Management and Sustainability Committee) and 10.2 (Related Party Transactions Committee) below.

In addition, pursuant to Article 18.3 of the Articles of Association, the Board of Directors, subject to the mandatory opinion of the Management Control Committee, appoints and withdraw from office the Financial Reporting Officer, who is given the powers and functions established by law and other applicable provisions, as well as the powers and functions established by the Board at the time of appointment or by subsequent resolution. The Board of Directors also decides the remuneration for that manager (see Section 9.6).

For more information on (i) the appointment, composition of the Board of Directors, how it operates, the role of the Chairman and executive directors, and the self-assessment, please refer, respectively, to the following Sections 4.2, 4.3, 4.4, 4.4, 4.6 and 7; (ii) for the internal control and risk management system, please refer to Section 9 of the Report.

For a description of the Issuer's remuneration policy, please refer to Section I of the Remuneration Report available on the Issuer's website at the address www.piaggiogroup.com.

4.2 APPOINTMENT AND REPLACEMENT OF DIRECTORS (pursuant to Article 123-bis, paragraph 1, letter I), of the Consolidated Law on Finance)

The provisions of the Articles of Association that regulate the composition and appointment of the Board as well as the possession of the requirements for assuming the office (Article 13) were last amended by a resolution of the Issuer's Shareholders' Meeting on 17 April 2024, drafted by public deed and adopted pursuant to Article 2365 of the Italian Civil Code and Article 18 of the Articles of Association, with particular reference to the appointment of 3 (three) members among the Directors who also possess the additional requirements for members of the Management Control Committee.

The Issuer's Articles of Association are in line with the regulation of gender balance in the composition of the board of directors pursuant to Article 147-ter, paragraph 1-ter of the Consolidated Law on Finance as well as the new text of Article 144-undecies 1 of the Issuers' Regulation¹.

Therefore, according to the aforementioned legislation applicable at the Date of the Report, at least two fifths of the elected members must be from the least represented gender.

This paragraph describes the mechanism for appointing the members of the Board as envisaged in the provisions of the Articles of Association currently in force.

The Company is administered by a Board of Directors comprising at least 7 (seven) and no more than 15 (fifteen) directors. The Shareholders' Meeting is required to determine, at the time of their appointment, the number of Board members within the aforementioned limits, as well as their term of office that may not exceed three financial years, whereafter their appointment expires as at the date of the Shareholders' Meeting called to approve the Financial Statements for the last financial year of their office. Board directors may be re-elected.

Pursuant to Article 13 paragraph 2 of the Articles of Association, persons who have not gained at least three years experience in the following may not be appointed as directors of the Company or, if appointed, shall be disqualified:

- a. administration and supervision activities, i.e. senior management tasks in joint stock companies with share capital of at least EUR 2 million; or
- b. professional activities or a tenured university position in legal, economic, financial and technical-scientific fields strictly related to company operations; or
- c. managerial functions with public bodies or the public administration sector operating in the credit, financial or insurance fields, or in any case in fields which are strictly related to the company operations.

Notwithstanding the foregoing, the Directors must meet the requirements of the law in force at the time; of them, at least one third (with a minimum of three in each case, and without prejudice to any greater minimum number provided for by the legislation applicable from time to time) must meet the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Finance, and of these, at least three must meet the requirements set forth in Article 148, paragraph 4, of the Consolidated Law on Finance. In addition to the above, at least one of the latter must be entered in the register of statutory auditors.

¹ Paragraph 1-ter, of Article 147-ter, of the Consolidated Law on Finance in force at the date of the Report also establishes that "the less represented gender must obtain at least two-fifths of directors elected. This rule shall apply for six consecutive terms."

In addition, pursuant to paragraph 3 of Article 144-undecies.1 of the Regulation on Issuers, as last amended by Consob Resolution no. 21359 of 13 May 2020, "if the application of the allocation criterion between genders does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, such number shall be rounded up to the next higher unit, with the exception of corporate bodies made up of three members for which the rounding down shall be to the next lower unit."

If a Director no longer has the prescribed requisites his or her term of office shall immediately expire. If a Director no longer meets the independence requirements as under Article 148, paragraph 3 of the Consolidated Law on Finance, he/she will not have to step down, if the minimum number of Directors required by applicable laws and the Articles of Association meets these requirements.

Pursuant to Article 13.3 of the Articles of Association of the Issuer, Directors are appointed by the ordinary Shareholders' Meeting, in accordance with the rules in force at the time concerning the balance between genders, based on the lists submitted by Shareholders in which candidates are listed with a sequential number. Each shareholder, as well as shareholders who have entered into a significant shareholder agreement pursuant to Article 122 of the Consolidated Law on Finance, as well as the parent company, its subsidiaries and joint ventures pursuant to Article 93 of the Consolidated Law on Finance, cannot present or take part in presenting more than one list, either by proxy or through trust companies, nor can they vote on different lists. The endorsements and votes cast in breach of such prohibition shall not be assigned to any list.

Only those shareholders who, alone or as a group, represent at least 2.5% (two point five percent) of the share capital, or another percentage established by legal or regulatory provisions, may nominate candidates on slates. By executive resolution of the Head of Corporate Governance no. 123 of 28 January 2025, Consob set the relative share capital threshold required to nominate candidates on lists for election to the Board of Directors of Issuers at 2.5% (two point five per cent). The lists of candidates for the office of Director must be filed by Shareholders at the registered offices, without prejudice to any additional forms of advertising and filing procedures prescribed by regulatory provisions in force at any time, at least 25 (twenty-five) days before the date set for the Shareholders' Meeting in first call; for the purposes of submission of the list, ownership of the shareholding required is determined having regard to the shares registered in the name of the shareholder on the date on which the lists are filed with the Issuer; certification of the same can also be submitted subsequent to filing the list, provided that this takes place within the deadline for the publication of such lists.

Together with each list, the following shall be filed at the registered office, without prejudice to any other provisions in force at any time: (i) information concerning the identity of the Shareholders who presented the list; (ii) an abridged curriculum vitae of the candidates included in the list, containing the personal and professional details of each candidate; as well as (iii) the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the laws in force and by the Articles of Association for their respective offices, including any eligibility to qualify as independent pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance. Lists that fail to comply with the aforesaid legal provisions shall be deemed as not having been submitted. The lists shall also be subject to other types of advertisement provided for by currently applicable law and other regulations.

Each candidate may be included in one list only, under penalty of ineligibility. Without prejudice to any other ground of ineligibility or forfeiture of right, no candidates may be included in the lists who do not possess the requisites prescribed by legal regulations, the Articles of Association or other provisions applicable to their respective positions.

Pursuant to Article 13.3 of the Issuer's Articles of Association, each list may contain a number of candidates up to the maximum number of members of the Board of Directors and, among them, at least one candidate who meets the independence requirements set forth in Article 13.2 of the Articles of Association.

Lists that have a number of candidates greater than or equal to three must be composed of candidates belonging to both genders, in accordance with the current applicable regulations on gender balance.

If minority lists are presented, 1 (one) Director is appointed from these lists, as described below.

The appointment mechanism adopted for choosing candidates nominated in different slates is as follows:

- a. all the Directors but one are selected from the list that obtained the highest number of the votes in the sequential order in which they appear;
- b. the first candidate who meets the requirements to be a member of the Management Control Committee is drawn from the minority list that is not connected in any way, not even indirectly, with those who presented or voted for the list referred to in point a) and that obtained the highest number of votes, based on the sequential order in which the candidates are indicated on the list.

If the list at point b) did not obtain a percentage of votes equal to at least half of the required percentage, pursuant to what has been stated above, for the purpose of presenting the very same list, all the Directors to be appointed will be selected from the list at point a). If the candidates elected in the manner set forth above do not ensure the appointment of a number of Directors who meet the independence requirements set forth in Article 158, paragraph 3 of the Consolidated Law on Finance equal to the minimum number established by law and the Articles of Association, three of whom also meet the additional requirements for members of the Management

Control Committee, the candidate who does not meet the aforesaid requirements elected as the last in numerical order in the list that received the highest number of votes, as per point a) above, shall be replaced by the first unelected candidate of the other lists meeting such requirements, according to the number of votes obtained by each. This replacement procedure shall take place until the Board is composed of the minimum number of directors meeting the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Finance, as prescribed by law and the Articles of Association, three of whom also meet the additional requirements for members of the Management Control Committee. Should said procedure not ensure the result indicated in the foregoing, the substitution shall take place by a resolution passed by a relative majority at a shareholders' meeting, subject to the presentation of candidatures for persons having the above mentioned requisites.

If, moreover, with the candidates elected in the manner described above do not ensure the composition of the Board of Directors complies with the regulations in force at the time on gender balance, the candidate of the most represented gender elected as the last in numerical order on the list that received the highest number of votes shall be replaced by the first candidate of the least represented gender not elected from the same list in numerical order. This replacement procedure is repeated until a composition of the Board of Directors compliant with legislation in force at the time concerning the balance between genders has been ensured. If the aforementioned procedure does not ensure the last result indicated above, the replacement will take place by resolution passed by the Shareholders' Meeting by relative majority subject to the presentation of candidates belonging to the less represented gender.

Pursuant to Article 13.4 of the Articles of Association, if only one list is submitted or if no list at all is submitted, the Shareholders' Meeting resolves by legal majority, without observing the procedure set forth above, so as to ensure (i) the presence of the minimum number of independent directors pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance prescribed by the Articles of Association, three of whom meet the additional requirements set forth by current laws and by the Articles of Association for the members of the Management Control Committee and (ii) compliance with the regulations in force at the time concerning the balance between genders.

If during a term of office one or more directors leave the Board, they may be replaced in accordance with Article 2386 of the Italian Civil Code as specified below, providing that the majority of the Board consists of directors appointed by the shareholders:

- a. the Board of Directors appoints replacements from among the candidates (who are still eligible) from the same list to which the outgoing director belonged, and the Shareholders' Meeting resolves, with the majorities required by law, in any case to ensure (i) the presence of the minimum number of independent directors pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance, three of whom meet the additional requirements set forth by current laws and by the Articles of Association for the members of the Management Control Committee, and (ii) compliance with the regulations in force at the time concerning the balance between genders;
- b. if there are no previously non-elected candidates remaining on the aforesaid list, or candidates with the necessary requirements, or if only one list is submitted or no list is submitted, the Board shall replace the Directors who have ceased office without complying with the provisions of point a), as shall the Shareholders' Meeting, again by legal majority, in any case to ensure (i) the presence of the minimum number of independent directors pursuant to Article 148, paragraph 3 of the Consolidated Law on Finance, three of whom meet the additional requirements set forth by current laws and the Articles of Association for members of the Management Control Committee and (ii) compliance with the applicable regulations at the time on gender balance.

If a majority of the directors appointed by the shareholders leave office, the entire Board of Directors will be required to resign and a Shareholders' Meeting called by the remaining directors for the appointment of a new Board.

If one or more Directors leave office during the financial year, provided that the majority is still made up of Directors appointed by the Shareholders' Meeting, the Shareholders' Meeting may nevertheless resolve to reduce the number of Board members to the number of Directors in office for the remainder of their term of office, in order to ensure (i) the presence of the minimum number of independent Directors pursuant to Article 148, paragraph 3 of the Consolidated Law on Finance, three of whom meet the additional requirements set forth by current laws and these Articles of Association for members of the Management Control Committee, and (ii) compliance with the regulations in force at the time concerning gender balance.

Pursuant to Article 13.7 of the Articles of Association, when less Directors were appointed than those established above, during the Board's period of office, the Shareholders' Meeting may increase that number within the maximum limit established. The other members of the Board will be appointed according to the following procedure:

- a. additional Directors are taken from the list that obtained the highest number of votes cast when appointing the members currently in office, from among the candidates who are still eligible, and the Shareholders' Meeting resolves, with the majorities required by law, in any case to ensure (i) the presence of the minimum number of independent Directors pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance, three of whom meet the additional requirements set forth by current laws and these Articles

of Association for the members of the Management Control Committee and (ii) compliance with the regulations in force at the time concerning the balance between genders;

- b. if there are no previously non-elected candidates remaining from the aforesaid list, or if only one list is submitted, or if no list is submitted, the Shareholders' Meeting shall make the appointment without complying with the provisions of point a), with the majorities required by law, in order to ensure in any event (i) the presence of the minimum number of independent directors pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance, three of whom meet the additional requirements set forth by current laws and these Articles of Association for the members of the Management Control Committee and (ii) compliance with the regulations in force at the time concerning the balance between genders.

According to the Articles of Association, there is no possibility for the outgoing Board to submit a list.

The Board must also meet requirements established in Article 16, paragraph 1, letter d) of the Consob Regulations on Markets which establishes that – for companies managed and coordinated by another Italian company with shares listed on regulated markets – the Board must be composed of a majority of independent Directors pursuant to that provision.

For further information on the above provisions, please refer to the Articles of Association available on the company's website www.piaggiogroup.com in the Section "Governance/Documents and Procedures", and to the authorised "eMarket Storage" mechanism available at www.emarketstorage.it.

For more information on the role of the Board of Directors and Board Committees in self-assessment, appointment and director succession processes, please refer to Section 7 below.

4.3. COMPOSITION (pursuant to article 123-bis, paragraph 2, letter d) and d-bis, consolidated law on finance)

In compliance with CG Code Principles, the Board is composed of executive and non-executive directors, all with suitable professionalism and competences for the tasks assigned to them (Principle V); the number and competences of non-executive directors guarantee significant weight board resolutions are made and guarantee effective monitoring of management, and it is composed of a majority of independent directors pursuant to Article 16 of the Consob Regulations on Markets, all as specified below.

On 17 April 2024 the mandate of the Board of Directors appointed by the Shareholders' Meeting of 19 April 2021 for the 2021-2023 three-year period expired hence, until approval of the financial statements as at 31 December 2023.

Directors in office during the year until the ordinary Shareholders' Meeting held on 17 April 2024 were:

- Matteo Colaninno (Executive Chairman);
- Michele Colaninno (Executive Director);
- Federica Savasi (Non-executive Director);
- Carlo Zanetti (Non-Executive Director);
- Patrizia Albano (Independent Director);
- Graziano Gianmichele Visentin (Independent Director);
- Rita Ciccone (Independent Director);
- Micaela Vescia (Independent Director);
- Andrea Formica (Independent Director).

For further information on the candidates and lists filed for the appointment of the Board in office until 17 April 2024, please refer to the Issuer's institutional website www.piaggiogroup.com in Section Governance/General Meetings.

On 17 April 2024, the Shareholders' Meeting, after setting the number of members of the Board of Directors at 12, appointed the directors in office for the three-year period 2024 - 2026 and thus until the approval of the financial statements as at 31 December 2026, based on the lists submitted by the shareholders.

Therefore, as at the end of the Financial Year and as at the Date of the Report, 12 Directors were in office who were appointed at the Ordinary Shareholders' Meeting held on 17 April 2024.

Three lists were presented at the Shareholders' Meeting of 17 April 2024:

- the list presented by the majority shareholder IMMSI S.p.A., representing 50.568% of the share capital of Piaggio (the "**Majority List**"), which:
 - included the following candidates: Matteo Colaninno; Michele Colaninno; Lai Alessandro; Graziano Gianmichele Visentin; Zanetti Carlo; Formica Andrea; Zanello Ugo Ottaviano; Vescia Micaela; Mignani Paola; Patrizia Albano; Rita Ciccone; Fornara Elena.
 - obtained 180,370,082 votes in favour, or 64.508% of the voting capital.
- the list presented by the shareholder Diego della Valle & C. S.r.l. representing 5.594% of the share capital of Piaggio, which:
 - included candidate Guglielmetti Romina
 - obtained 19,838,938 votes, equal to 7.095% of share capital represented in the Shareholders' Meeting;
- the list presented by a group of investors, representing 2.72319% of the share capital of Piaggio (the "**Minority List**"), which:
 - included the following candidates: Pagani Raffaella Annamaria and Bonelli Fabrizio Piercarlo.
 - obtained 77,424,033 votes, equal to 27.690% of share capital represented in the Shareholders' Meeting.

For further information on the candidates and lists filed for the appointment of the administrative body, please refer to the Issuer's institutional website www.piaggiogroup.com in the Section "Governance - Shareholders' Meetings", and "Governance - company boards" where, among other things, the curricula of the Directors illustrating their professional characteristics are available in accordance with the provisions of Article 144-decies of the Consob Issuers' Regulations.

The directors in office at the end of the financial year and at the date of the Report were therefore as follows² :

- Matteo Colaninno (Executive Chairman);
- Michele Colaninno (Chief Executive Officer);
- Alessandro Lai (Independent Director);
- Raffaella Annamaria Pagani (Independent Director);
- Graziano Gianmichele Visentin (Independent Director);
- Paola Mignani (Independent Director);
- Carlo Zanetti (Non-Executive Director);
- Patrizia Albano (Independent Director);
- Rita Ciccone (Independent Director);
- Micaela Vescia (Independent Director);
- Zanello Ugo Ottaviano (Independent Director);
- Andrea Formica (Independent Director).

Further information on the composition of the Board of Directors at the balance sheet date is reported in Table 2 in Attachment 1 to the Report.

Please note that as at the balance sheet date and up until the date of the Report there were no changes in the Board composition.

The shareholders have not authorised exceptions to the ban on competition contemplated in Article 2390 of the Italian Civil Code.

For details of the information required by ESRS 2 - Paras. 19, 20 (a) and (c), 21 and 23 on the composition and diversity of the Board of Directors with particular reference to sustainability competencies, please refer to the Sustainability Reporting, Section General Information/Governance.

² In this regard, it should be noted that the Ordinary Shareholders' Meeting held on 17 April 2024 appointed the Directors Matteo Colaninno, Michele Colaninno, Alessandro Lai, Graziano Gianmichele Visentin, Paola Mignani, Carlo Zanetti, Rita Ciccone, Patrizia Albano, Andrea Formica, Micaela Vescia and Zanello Ugo Ottaviano; all drawn from the Majority List; while Director Raffaella Annamaria Pagani was drawn from the Minority List.

Criteria and diversity policies in the Composition of the Board and the company organisation

With regard to the company's diversity policies applied in relation to the composition of the Board of Directors (at the end of the Reporting Period and at the Date of the Report) concerning aspects such as age, gender composition and educational and professional background (Article 123-bis, letter d-bis), of the Consolidated Law on Finance), in office until the General Shareholders' Meeting held on 17 April 2024 called for the renewal of the corporate bodies, at the meeting of 4 March 2024, on the proposal of the Appointment Proposal Committee, provided guidance on the quantitative and qualitative composition of the Board of Directors deemed optimal (also in compliance with Recommendation 23 of the Corporate Governance Code, albeit addressed to companies other than Companies with Concentrated Ownership such as Piaggio) and some indications for shareholders on the diversity policy in the composition of the Board of Directors (also pursuant to Principle VII and Recommendation 8 of the Corporate Governance Code).

In particular, the Board of Directors, taking into account the results of the self-assessment referred to in section 7 below, decided to provide the following indications, included in the illustrative report prepared pursuant to Article 125-ter of the Consolidated Law on Finance relating to the appointment of the Board of Directors by the Shareholders' Meeting called to approve the financial statements for the Financial Year and published on the Issuer's website www.piaggiogroup.com in the Section "Governance - Shareholders' Meeting", also taking into account the proposal to adopt the one-tier system of governance pursuant to Article 2409-sexiesdecies of the Italian Civil Code, subsequently approved by the Issuer's Extraordinary Shareholders' Meeting held in 17 April 2024 (see section 1 "Issuer Profile"):

- taking into account the size and activity of the Company, the number of Directors that composed the Board of Directors in office until 17 April 2024, i.e. 9 (nine) Directors, is deemed adequate;
- Directors must meet the professional requirements set forth in the former Article 12.2 of the Articles of Association;
- in compliance with regulations on gender balance, at least two fifths of the elected Directors (rounded up if required), shall be of the least represented gender;
- pursuant to Article 16 of the Consob Market Regulations, the majority of the Directors must meet the independence requirements pursuant to the law and the Corporate Governance Code, also in order to ensure the correct composition of the board Committees and the Management Control Committee: possession of the requisites of independence must be assessed mainly with regard to aspects of substance, also taking into due consideration the importance of continuity in the company's business;
- as regards the policies on diversity (Article 123-bis, letter d-bis of the Consolidated Law on Finance) and in order to facilitate the understanding of the organisation of the Company and its activities, as well as the development of an efficient governance of the same, without prejudice to the legal requirement regarding gender balance, it is appropriate that: (a) the Board is characterised by the diversity of its members; and (b) the educational and professional career of Directors guarantees a balanced combination of profiles and experiences, suitable to ensure the correct performance of its functions;
- it is up to each candidate to evaluate the compatibility of the appointment as Director of the Company with any additional offices of director and statutory auditor in other companies listed on regulated markets, or companies of significant size;
- with regard to the positions of Chairman and Chief Executive Officer, as well as the balance between executive and non-executive members, it is considered that (a) the Chairman is a member with (i) authority to perform the office or, in any case, has characteristics such as to ensure, during the term of office, proper and transparent management of the functioning of the Board of Directors, thus representing a position capable of enhancing the interests of all Shareholders, as well as a point of reference to manage engagement with the latter and stakeholders; (ii) ability to foster the integration of the different skills and experience of the Directors working in synergy with the Chief Executive Officer. It is also deemed appropriate for the Chairman to be vested, in addition to the powers envisaged for this role by the law, the Articles of Association and the Board of Directors' Rules of Service, with delegated powers in the area of institutional relations and, together with the Chief Executive Officer, in defining the strategic plan; (b) the Chief Executive Officer – who should be given broad management powers – should have, in addition to authority, entrepreneurial skills and sensitivity to sustainability issues, knowledge of the Company's business and previous experience in managing listed companies; (c) all the other Directors should be non-executive pursuant to the Corporate Governance Code, also with a view to ensuring their profitable contribution to the company's strategic decisions, especially with reference to potential situations of conflict of interest.

As regards the composition of the Board of Directors in office: (i) the Company Board has 5 Directors belonging to the less represented gender, in compliance with gender balance regulations in force which establish that at least two fifths of the Board of Directors must be of the less represented gender (rounded up to the higher unit); (ii) Board members vary in age, from 75 to 49 years; (iii) the educational and professional backgrounds of the directors ensure a balanced combination of member profiles and experiences within the administrative body, with members selected in order to ensure that all functions thereof are executed correctly.

It should be noted that the Company promotes inclusion, equal treatment and opportunities between genders within the entire corporate organisation, as provided for in its Code of Ethics and Sustainability Reporting. For more details on this, also in accordance with ESRS - Par. 24, see Sustainability Reporting, Section General Information/Governance.

Maximum accumulation of offices held in other companies

The Board has not deemed it necessary to define general criteria on the maximum number of directorships and auditing positions in other companies that can be considered compatible with the effective performance of the role of Director of the Issuer (also taking into account the circumstance that Recommendation 15 of the CG Code, which recommends the definition of a guideline on the maximum number of directorships is only addressed to Large Companies), and without prejudice to the duty of each Director to assess the compatibility of the offices of director and member of the control body, held in other companies listed on regulated markets or of significant size, with the diligent performance of the duties undertaken as a Director of the Issuer.

In the meeting of 4 March 2025, the Board, after reviewing positions currently held by its Directors in other stock companies, considered that the number and type of positions held does not interfere with effectively carrying out duties as Director of the Issuer.

With reference to the offices assumed by the Issuer's Directors in the Parent Company IMMSI S.p.A., the majority of the Issuer's Board members do not hold administrative and management appointments in IMMSI S.p.A. and in the group of which it is parent company.

The list of the companies in which each director holds management or control appointments as of December, indicating whether the company in which they hold the appointment forms part or not of the Group of which the Issuer is parent company or forms a part.



Here below please find the positions held by Directors in office at the date of the Report.

FULL NAME	COMPANY	MANAGEMENT AND CONTROL POSITIONS HELD IN PUBLIC COMPANIES
Matteo Colaninno	Ominiaholding S.p.A.*	Executive Chairman
	Ominiainvest S.p.A.*	Executive Chairman
	IMMSI S.p.A.*	Executive Chairman
	Immobiliare Rippa S.r.l.	Sole Director
Michele Colaninno	Ominiaholding S.p.A.*	Deputy Chairman and Chief Executive Officer
	Ominiainvest S.p.A.*	Chief Executive Officer
	IMMSI S.p.A.*	Chief Executive Officer and General Manager
	ISM Investimenti S.p.A.*	Chairman of the Board of Directors
	Piaggio Fast Forward Inc.*	Chairman of the Board of Directors
	ACEM (Association des Constructeurs Européens de Motocycles)	Chairman
	RCN Finanziaria S.p.A.*	Director
	Intermarine S.p.A.*	Director
	Is Molas S.p.A.*	Director
	IMMSI Audit S.c.a.r.l. *	Director
Graziano Gianmichele Visentin	Abilio S.p.A.	Statutory Auditor
	Air One S.p.A.	Statutory Auditor
	Centomilacandele Scpa in liquidazione	Statutory Auditor
	Compagnia Aerea Italiana S.p.A.	Statutory Auditor
	Eurostazioni S.p.A.	Statutory Auditor
	H - Farm S.p.A.	Statutory Auditor
	Mundys S.p.A.	Statutory Auditor
	Opera Holding S.r.l.	Statutory Auditor
	Quimmo Prestige Agency S.r.l.	Statutory Auditor
	Schema Alfa S.p.A.	Chairman of the Board of Statutory Auditors
	Texa S.p.A.	Statutory Auditor
Rita Ciccone	Farmacie Italiane S.r.l.	Chairman
	F2i Holding Portuale S.p.A.	Director
	MarterNeri S.p.A.	Director
	Compagnia Ferroviaria Italiana S.p.A.	Director
	F2i Ligantia S.p.A.	Director
	Geasar S.p.A.	Director
	2i Aeroporti S.p.A.	Director
	Gesac S.p.A.	Director
	ReLife S.p.A.	Director
	F2i Medtech	Director
	Persidera S.p.A.	Director
	F2i Life S.p.A.	Director
	Hisi S.r.l.	Director
	Genesi Uno S.p.A.	Director
	Genesi Due S.p.A.	Director

FULL NAME	COMPANY	MANAGEMENT AND CONTROL POSITIONS HELD IN PUBLIC COMPANIES
Patrizia Albano	Artemide Group S.p.A.	Statutory auditor
	Artemide S.p.A.	Statutory auditor
	Fineco Bank S.p.A.	Independent Director
	Edison S.p.A.	Alternate auditor
	Milanosesto Sicaf in Gestione Esterna S.p.A.	Statutory auditor
Micaela Vescia	Metro 5 S.p.A.	Board Director
	Poliambulatorio Fondazione ATM s.r.l.	Vice Chairman
	THEMA S.A.	Chairman
Alessandro Lai	Gruppo Illiria S.p.A.	Board Director
	Migross S.p.A.	Board Director
	Oniverse S.p.A.	Statutory auditor
	Calzedonia S.p.A.	Statutory auditor
	Consulfiduciaria S.p.A.	Chairman of the Board of Statutory Auditors
Raffaella Annamaria Pagani	Buzzi S.p.A.	Chairman of the Board of Statutory Auditors
	Chiesi Farmaceutici S.p.A.	Chairman of the Board of Statutory Auditors
	Dufrital S.p.A.	Chairman of the Board of Statutory Auditors
	Ferrovienord S.p.A.	Chairman of the Board of Statutory Auditors
	Fiera Parking S.p.A.	Chairman of the Board of Statutory Auditors
	Fondazione Fiera Milano	Chairman of the Board of Statutory Auditors
	Nuovo Foro Boario Padova S.p.A.	Chairman of the Board of Statutory Auditors
	Sanofi S.r.l.	Chairman of the Board of Statutory Auditors
	Autostrade Lombarde S.p.A.	Statutory auditor
	Bracco Imaging S.p.A.	Statutory auditor
	Enel Green Power S.p.A.	Statutory auditor
	Leroy Merlin Italia S.r.l.	Statutory auditor
	Mercitalia Logistic S.p.A.	Statutory auditor
	SEN S.p.A.	Statutory auditor
	PAI S.p.A.	Statutory auditor
	Varas Holding S.p.A.	Statutory auditor
	Varas S.p.A.	Statutory auditor
	Dufry Shop Finance Limited S.r.l.	Sole statutory auditor
	Enel Power S.p.A.	Sole statutory auditor
	Vanguard Logistics Services S.r.l.	Sole statutory auditor
	Dé Longhi S.p.A.	Alternate auditor
	Saipem S.p.A.	Alternate auditor

FULL NAME	COMPANY	MANAGEMENT AND CONTROL POSITIONS HELD IN PUBLIC COMPANIES
Paola Mignani	Cairo Communication S.p.A.	Board Director
	LU-VE S.p.A.	Statutory auditor
	Clessidra Private Equity SGR S.p.A.	Board Director
	Inter S.p.A.	Statutory auditor
	F2A S.r.l.	Statutory auditor
	Centotrenta Servicing S.p.A.	Statutory auditor
	e-Novia S.p.A.	Statutory auditor
	Eurotrol S.p.A.	Statutory auditor
	Zani S.p.A.	Statutory auditor
	Ist. Vigilanza Nott. Gallarate S.p.A.	Statutory auditor
	Immobiliare Teodolinda S.p.A.	Statutory auditor
	Elma Group Services S.p.A.	Statutory auditor
	Investis Advisory S.r.l.	Statutory auditor
	Forgiatura S. Giorgio S.p.A.	Statutory auditor
Andrea Formica	Italtergi s.r.l.	Director
	E22 Mobility S.r.l.	Chairman
Ugo Ottaviano Zanello	Intermarine S.p.A.*	Director (and Management Control Committee member)
Carlo Zanetti	Banca Galileo S.p.A.	Chairman of the Board
	Zanetti S.p.A.	Director
	Zunitas S.r.l.	Board Director and Sole Director
	Cleca S.p.A.	Chief Executive Officer
	Zacufin S.r.l.	Chairman

Induction Programme

In line with provisions in the Corporate Governance Code on each Director performing his/her role effectively in an aware manner, the Chairman and Chief Executive Officer promotes the continual updating of Directors on the company and the market, and the main legislative and regulatory novelties concerning the Issuer and its Group.

In particular, during the Financial Year the subjects in Article 3 of Recommendation 12, letter d) of the Corporate Governance Code (that is in-depth analyses on the sector the Issuer operates in, on company dynamics and their evolution, in view of the company's sustainable success, on the principles of correct risk management, and on the regulatory and self-regulation framework of reference) were discussed regularly during meetings of the Internal Control, Risk Management and Sustainability Committee and then submitted during Board meetings.

The Chairman and Chief Executive Officer of the Company also ensured, through the organisation of dedicated meetings between the Company's top management and Directors, that the latter were given in-depth information and explanations on the activities and projects of the group of the Issuer, as well as on the legal and governance framework.

* The company belongs to the same Group as the Issuer.

In particular, the following induction sessions were held in 2024, which were considered particularly useful and therefore appreciated by the Board members, especially independent ones:

- on 18 January 2024, induction session dedicated to the topic of sustainability entitled “Sustainability and its reporting” held by Prof. Alessandro Lai, which was attended by the members of the company boards in office at that date of Piaggio and its parent company Immsi S.p.A.;
- on 29 July 2024, induction session dedicated to an in-depth analysis of the Group’s reference markets, in the presence of Mr Mario Di Maria, Head of the Two-Wheeler Market, Italy, EMEA and America;
- on 8 November 2024, an induction session dedicated to an in-depth look at production activities in Italy, in the presence of Carlo Coppola, Head of Product Manufacturing Management.

During the year, directors were also able to improve their knowledge of (i) the automotive sector by taking part in board meetings that discussed topics related to company dynamics and their evolution, like those approving investments; as well as (ii) the relevant legal, regulatory and governance framework. In particular, the directors received detailed information on the changes introduced by Legislative Decree no. 125/2024 in transposition of the CSRD, with particular reference to the broadening of the scope of application of sustainability reporting obligations and the obligation, effective as of the current financial year, to prepare the Sustainability Report to be included in the report on operations, according to common standards defined at European level, as well as the obligation to submit the Sustainability Report for assurance, in order to issue the certificate of compliance with the ESRS.

In the meeting of 22 January 2025, the recommendations for 2025 formulated by the Chairman of the Corporate Governance Committee, Mr Massimo Tononi, in connection with the findings of the 2024 Annual Report on the application of the CG Code, were also submitted to the Board of Directors for examination.

Company management also worked on a continual basis with company boards as regards information flows and/or updates on issues of interest.

4.4 FUNCTIONING OF THE BOARD OF DIRECTORS (pursuant to article 123-bis, paragraph 2, letter d), of the consolidated law on finance)

The Company is managed by directors who perform the operations needed to implement the corporate purpose.

Pursuant to Recommendation 11 of the Corporate Governance Code, the Board of Directors, in its meeting of 8 November 2024, approved the adoption of its own internal regulation, the Board of Directors Regulation, in order to regulate the operating procedures of the Board of Directors itself and of the Management Control Committee as the control body established within the Board, including the procedures for taking minutes of meetings and the procedures for managing the reporting to the directors, in addition to the provisions of the Articles of Association and the provisions of the law and regulations.

With reference to how meetings are called and minuting board meetings, Article 15, paragraphs 1 and 2, of the Articles of Association and the Board of Directors’ Rules of Service, provide that the Board be called by the Chairman - or a person acting on his behalf - by letter sent, also by fax or other suitable means of communication, to the domicile of each Director, at least 3 (three) days before the date fixed for the meeting. In urgent circumstances, Board meetings may be called by telegram, fax, electronic mail or other electronic means at least twenty-four hours before the meeting date.

In the event of failure to formally convene a meeting, the meetings of the Board shall be considered validly constituted when all the members of the Board of Directors are present.

Meetings are chaired by the Chairman or, if absent or unable, by the deputy chairman where appointed, or, where two or more deputy chairmen are appointed, by the longest serving deputy chairman or, where their length of service is equivalent, by the most senior of the deputy chairmen, in terms of age.

Pursuant to Article 15, Section 4 of the Articles of Association and the Rules of the Board of Directors, the Board of Directors is convened at the registered office or elsewhere, provided that it is within the national territory, whenever the Chairman - or whoever takes his place pursuant to the Articles of Association - deems it necessary or when it is requested by the Chief Executive Officer, if appointed, or by at least three Directors, without prejudice to the convening powers attributed to other persons pursuant to law. Meetings of the Board of Directors may also be held, where permitted by the law in force at the time, exclusively at a distance through the use of audiovisual connection systems (video or teleconference), provided that all those entitled may participate and attend, may be identified and are

allowed to intervene and express their opinion in real time after receiving, transmitting and viewing previously unknown documentation; It must also be assured that examinations, addresses and resolutions are conducted live, without delays.

Pursuant to Article 16 of the Articles of Association and the Board of Directors' Rules of Service, a majority of serving Board members is required at meetings for any resolutions taken by the Board of Directors to be valid. Resolutions are passed with the majority of the voting members, excluding any abstainers. In the case of a tie, the vote of the person chairing the meeting prevails. Voting must be conducted by open vote. In accordance with the provisions of the Board of Directors' Rules of Service, resolutions are recorded by means of minutes drawn up in summary form by the Chairman of the meeting (and by him/her) and the Secretary of the meeting, which are signed by them.

The Board of Directors' Rules of Service also regulates the procedures for appointing the Secretary of the Board of Directors, defining their professional requirements and powers in compliance with Recommendation 18 of the Corporate Governance Code (for more information, see section 4.5).

The Board of Directors' Regulation also governs the management of briefing prior to the meeting: The Chairman of the Board of Directors ensures that adequate information regarding items on the agenda is made available to all Directors. In particular, this information is always provided in such a way as to enable the Directors to express themselves in an informed manner on the matters submitted to them for examination. Any documentation relating to the items on the agenda shall be made available (by email or by other means, such as a computer platform equipped with security keys), at least 48 (forty-eight) hours prior to the convened board meeting, with the sole exception of cases of urgency or special requirements of confidentiality and/or protection of classified information (or limited dissemination), as deemed by the Chairman (according to his/her unquestionable judgement). In the latter case, however, the completeness and usability of the information is ensured during the board proceedings; In particular, the Chairman shall ensure that appropriate follow-ups are carried out during the board sessions. If the Chairman, or the person replacing him/her pursuant to the Board of Directors' Rules of Service, deems it appropriate in relation to the content of the subject matter and the related resolution, the information documents may be provided directly during the meeting (and withdrawn at the end of the meeting), giving prior notice to the members of the Board of Directors. In such a case, the Chairman, with the help of the Secretary, shall ensure that appropriate and punctual investigations are carried out during the board session. Supporting documentation distributed to Directors is kept on the Board files. During the year, the Company departed from the above timelines only in limited cases for reasons of urgency or confidentiality, and in any case provided complete and exhaustive information to the Board.

The Chairman of the Board of Directors ensures that sufficient time is allocated to discuss items on the agenda, so that all board directors may intervene, guaranteeing constructive debate during board meetings. Directors participate in meetings proactively, reserving adequate time for the conduct of board business and their preparation. Each Director may request, only in the context of a meeting, that additional information be provided to the pre-meeting information or the information given at the meeting, in order to be able to act in an informed manner.

Directors accept office when they believe they can dedicate the time needed to diligently performing their tasks; also considering the commitment connected to their jobs and professions and the number of positions held in other companies or bodies (even foreign). During the year, directors ensured availability for the time needed to perform their tasks for the position held in the Company.

For information on the participation of each director in meetings held during the year please refer to Table 2 in Attachment 1 to the Report.

8 Board meetings were held during the financial year. Specifically, the Board of Directors met on the following dates: 26 January 2024, 23 February 2024, 4 March 2024, 22 April 2024, 9 May 2024, 29 July 2024, 8 November 2024 and 19 December 2024.

On average, meetings lasted 2 hours.

In addition to the members of the control body in office at the time, the executive in charge of financial reporting attended the Board meetings to provide the appropriate insights on the internal control and risk management system, as well as the Issuer's executives to provide the appropriate insights on the topics placed on the agenda from time to time.

For the current financial year, in addition to those already held on 22 January 2025 (approval of the budget), 26 February 2025 (impairment test) as well as that of 4 March 2025 (approval of the financial statements and consolidated financial statements as of 31 December 2024), at least three additional meetings are scheduled, as indicated in the Calendar of the main corporate events for the financial year 2025 (already communicated to the market and to Borsa Italiana S.p.A. in accordance with regulatory requirements on 20 December 2024) available, in Italian and English, on the Issuer's institutional website www.piaggiogroup.com, in the "Investors - Financial Events Calendar" Section, as well as at the authorised storage mechanism storage mechanism called "eMarket Storage" available at www.emarketstorage.it.

Please note that, in order to ensure the continuity and regularity of information to the financial community, the Company resolved to continue publishing the quarterly information, on a voluntary basis, adopting, until resolved otherwise, the communication policy detailed in the press release of 15 December 2016 available on the Issuer's website www.piaggiogroup.com, and in the authorised storage mechanism "eMarket Storage" viewable at www.emarketstorage.it.

4.5 ROLE OF THE ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

(pursuant to article 123-bis, paragraph 2, letter d) of the consolidated law on finance

In accordance with Article 14 of the Articles of Association, the Board of Directors is required to elect a chairman from its members, where no such appointment is made by the shareholders. The Board may also elect one or more deputy chairmen.

On 22 April 2024, the Board of Directors confirmed (i) Mr Matteo Colaninno as Executive Chairman of the Company, confirming his powers in the area of national and international institutional relations already conferred on 28 October 2022 by the Board of Directors then in office, and (ii) Mr Michele Colaninno as Chief Executive Officer; both in office until the expiry of the Board of Directors appointed by the Ordinary Shareholders' Meeting held on 17 April 2024.

Pursuant to the Board of Directors' Rules of Service, the Chairman plays a liaison role between the executive and non-executive directors and ensures the effective functioning of board proceedings. The Chairman, or the person acting in his/her stead, convenes the Board of Directors, sets the agenda of the meetings, schedules and coordinates its work and activities and ensures that adequate information on the items on the agenda is provided to all Board members as specified in the Rules of Service.

Furthermore, pursuant to Article 9 of the Articles of Association, the Chairman presides over the Shareholders' Meeting, ascertains the identity and legitimacy of those present, ascertains that the Shareholders' Meeting has been duly constituted, that the number of persons entitled to vote is present in order for it to be validly constituted, regulates its proceedings, establishes the voting procedures and ascertains the results thereof.

The Chairman and, in the event of his/her absence or impediment, even temporary, the Deputy Chairman or each of the Deputy Chairmen, if more than one, in the manner established by the Articles of Association, shall be responsible for representing the Company vis-à-vis third parties and in court, as well as signing on behalf of the Company.

Furthermore, as stipulated in the Board of Directors' Rules of Service and in accordance with the provisions of the CG Code, the Chairman of the Board of Directors, with the help of the Secretary, ensures:

- a. that the pre-meeting information and additional information provided during meetings are adequate to enable the Directors to act in an informed manner in the performance of their role, as described in Section 4.4. of the Report;
- b. that the activities of board committee with investigative, proposal and consultation functions is coordinated with the Board of Directors' activities;
- c. in agreement with the Chief Executive Officer (if different from the Chairman), that the executives of the Company and those of the companies of the group it heads, responsible for the corporate functions competent according to the subject matter, attend Board meetings, also at the request of individual Directors, to provide the appropriate in-depth analyses of the items on the agenda, as specified in paragraph 4.4. of the Report;
- d. that the members of the Board of Directors may participate, also in the form of induction sessions outside the formal meetings of said bodies, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the Company operates, of the Company's dynamics and their evolution also with a view to the sustainable success of the Company itself, as well as of the principles of proper risk management and the regulatory and self-regulatory framework of reference, with the cooperation of the Lead Independent Director, as specified in paragraph 4.3 (induction programme);

- e. the adequacy and transparency of the Board of Directors' self-assessment process, with the support of the Nomination and Remuneration Committee, as provided for in Section 7 of the Report.

The sole Deputy Chairman, if appointed, or, in the event of several Deputy Chairmen, the most senior in office and, in the event of equal seniority, the most senior in age, in the event of the absence and/or impediment of the Chairman, shall be vested with the same powers as the Chairman.

Board Secretary

Pursuant to Article 14 of the Articles of Association and the Board of Directors' Rules of Service, the Board may appoint a Secretary who need not be a Board member. The Secretary is appointed and revoked with a Chairman proposal.

On 22 April 2024, the Board confirmed the appointment of Fabio Grimaldi, tax, legal and corporate manager of the Issuer, as Board secretary until the term of office of the board of directors expires.

Pursuant to the provisions of the Board's Rules of Service, the Secretary shall possess appropriate requirements of professionalism and experience gained, preferably, in the legal and corporate field.

The Secretary also holds independent judgement requirements and is not involved in any conflicts of interest. The Secretary supports the work of the Chairman and assists him/her, in particular, in the performance of the above-mentioned functions, taking care of the following in particular:

- a. pre-board meeting information and the supplementary information provided during the meetings can enable Directors to take action in an informed way when performing their roles;
- b. that the activities of board committee with investigative, proposal and consultation functions is coordinated with the Board of Directors' activities;
- c. in agreement with the Chief Executive Officer (if not the Chairman), that Company managers and those of its Group companies, responsible for the competent corporate functions base don the subject, take part in board meetings, also at the request of single Directors, to provide in-depth information on items on the agenda;
- d. that the members of the Board of Directors may participate, also in the form of induction sessions outside the formal meetings of said bodies, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the Company operates, of the Company's dynamics and their evolution also with a view to the sustainable success of the Company itself, as well as of the principles of proper risk management and the regulatory and self-regulatory framework of reference, with the cooperation of the Lead Independent Director.

The Secretary provides impartial assistance and consultancy to the Board on all relevant aspects for the corporate governance system to operate correctly. For the purposes of performing the functions provided for in the Rules of Service of the Board of Directors, the Secretary is functionally accountable to the Chairman.

If he/she should be absent or unavailable, the tasks are entrusted to another person designated each time by the Chairman of single meetings.

During the financial year, acting as Secretary of the Board, Mr. Fabio Grimaldi supported the activities of the Chairman of the Board and provided impartial assistance and advice to the Board on every aspect relevant to the proper functioning of the corporate governance system, as well as in the performance of the tasks attributed to the same and defined above.

4.6. EXECUTIVE DIRECTORS

As anticipated, the Board of Directors meeting held after the adoption of the new one-tier governance model on 22 April 2024 confirmed the appointment of two executive directors, in the persons of Mr Matteo Colaninno as Executive Chairman of the Company with the powers set forth below and Mr Michele Colaninno as Chief Executive Officer of the Company, also granting them the powers necessary for the Company's operations.

Below are the offices and management powers of the executive directors during the year at the Date of the Report.

Chief Executive Officer

The Board of Directors meeting held on 22 April 2024 confirmed Michele Colaninno's appointment as CEO.

The Chief Executive Officer:

- a. is the main person responsible for the Issuer's management (Chief Executive Officer) and
- b. is not the Issuer's controlling shareholder.

At the same meeting, the Board of Directors vested the Chief Executive Officer with all powers of ordinary and extraordinary administration, with the exclusion of those powers reserved by law or by provision of the Articles of Association, as well as by virtue of the Board's resolution, to the collective competence of the administrative body, such as:

- a. acquisition or disposal of investments in companies, enterprises or business branches;
- b. conclusion and amendment of financing facilities stipulated in any form with an amount exceeding EUR 25 million;
- c. granting of secured guarantees on assets and personal guarantees for third party obligations, other than those granted in the interest of directly or indirectly controlled companies;
- d. transfer of trademarks, patents and intellectual property rights, as well conclusion of licence contracts related to them, where the amount or value exceeds EUR 2.5 million;
- e. conclusion and amendment of agreements of a multi-year commercial nature, including joint ventures, that do not fall within the scope of the Company's ordinary operations;
- f. purchase and sale of real estate;
- g. other operations of extraordinary administration with an amount exceeding EUR 50 million;
- h. with no prejudice to what is established in previous points, transactions finalised with related parties, as defined pursuant to laws in force and the procedure on related party transactions adopted by the Company, with no prejudice to application of the exceptions foreseen by those provisions and the procedure itself;
- i. appointment of the company's general manager and manager of the administration, finance and control division;
- j. appointment of members of administrative bodies and the general managers of companies controlled directly and appointment proposals for members of the administrative bodies of companies controlled indirectly.

At the same meeting, the Board of Directors also confirmed that the following powers are to be considered included in the above-mentioned powers:

- 1. delegation to operate in developing Group activities, with the power to identify projects and initiatives, of a strategic, industrial and commercial nature, together with their implementation instruments, to be submitted for Board approval, as well as the resulting power to develop and execute those projects and initiatives approved by the Board of Directors;
- 2. delegation to operate for product and marketing strategies with the power to:
 - a. manage and coordinate the following company functions worldwide, involved in the product strategy creation and development process: marketing and communication, product marketing, design and racing;
 - b. negotiate and stipulate trademark licence contracts in the name and on behalf of the Company whose value (considered as the total fee for granting the licence or licences purpose of a single contract) does not exceed EUR 2.5 million per single contract, and sign and finalise all documents functional to stipulating the aforementioned contracts.

It is also up to the Chief Executive Officer, in agreement with the Chairman of the Board of Directors, to propose to the Board of Directors the approval of the strategic plan and/or amendments or additions to it.

Executive Chairman

The Board of Directors' meeting held on 22 April 2024 appointed Matteo Colaninno as Chairman of the Board of Directors, who is vested with the relevant powers by virtue of such role, pursuant to the applicable provisions of law, the Articles of Association and the Board of Directors' Rules of Service. The same Board of Directors' meeting of 22 April 2024 also confirmed Matteo Colaninno's executive powers - already granted by Board resolution of 28 October 2022 and subsequently integrated and/or amended by resolution of 1 September 2023 - as indicated below:

- a. manage and represent the Company in business and institutional relations with Government, Parliament, political, diplomatic or other Italian and foreign authorities, Supranational Bodies and Public Law Bodies (including Public Administrations at all levels, Diplomatic and Consular Authorities, European Union Institutions and Bodies, Security Agencies, Independent Authorities and other authorities with regulatory or supervisory functions);
- b. manage the establishment of and participation in, as well as represent the Company in relations with associations, foundations and other entities or bodies - including non-profit organisations - operating in the field of human rights and the environment, or with other purposes that are deemed consistent with the Company's interest;
- c. manage and represent the Company in relations with associations, foundations, communities and other entities (such as, for example, environmental or consumer associations, local communities, etc.);
- d. represent the Company in relations with institutions, research centres, institutes and universities, both national and international, concerning environmental sustainability and energy transition policies, in coordination with the Chief Executive Officer;
- e. represent the Company in relations with Confindustria and business organisations; represent the Company with the Trade Unions, in coordination with the Chief Executive Officer;
- f. in agreement with the Chief Executive Officer propose the strategic plan and/or amendments or additions to it to the Board of Directors;
- g. liaise with the competent corporate structures and functions with reference to delegated matters.

In the context of the new governance structure, the delegation of powers to the Chairman allows the Company to benefit from his/her contribution and experience gained in national and international relations, both with business and institutional stakeholders.

Executive Committee

The Board of the Issuer has not established an Internal Executive Committee.

Information for the Board from directors /delegated bodies

During the year, the Chief Executive Officer Michele Colaninno reported adequately and promptly, on a regular basis, to the Board on the activities performed in the exercise of the powers delegated to him, and this in such a way as to allow the Directors to be informed and to express themselves with awareness on the matters submitted to their examination from time to time. The Executive Chairman, entrusted with delegated powers in the area of institutional relations at national and international level, also reported on his work during the year.

Other executive directors

During the year there were no additional executive directors besides Michele Colaninno (current Chief Executive Officer) and Matteo Colaninno (current Executive Chairman).

4.7. INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR

Independent Directors

The Board has a majority of independent and non-executive directors who, in number and authority, can significantly influence the board decisions of the Issuer, and are suited to company needs, to Board operations and to constitute the relative committees. The non-executive and independent directors bring their specific competencies to board discussions, contributing to the making of decisions that conform to corporate interests.

Please also note that, in order to exclude the potential risks limiting the Issuer's management autonomy, which could lead, in particular, to an overlapping of the administrative bodies of the Issuer and the parent company IMMSI S.p.A.: (a) the Issuer's Board currently in office includes 1 (one) non-executive Director, in the person of Director Carlo Zanetti, and 9 (nine) independent non-executive Directors, in the persons of Directors Alessandro Lai, Paola Mignani, Raffaella Annamaria Pagani, Graziano Gianmichele Visentin, Patrizia Albano, Rita Ciccone, Micaela Vescia, Andrea Formica and Ugo Ottaviano Zanello; (b) the majority of the members of the Issuer's Board does not hold administrative and management positions in IMMSI S.p.A. and the group in which it is the parent company.

The possession of the independence requirements pursuant to Articles 147ter, paragraph 4 and 148, paragraph 3, letters b) and c) of the Consolidated Law on Finance, Article 16, paragraph 1, letter d) of the Consob Market Regulation and Article 2, Recommendation 7, of the CG Code of the independent Directors currently in office, was verified at the Board of Directors' meeting of 22 April 2024 following their appointment by the Ordinary Shareholders' Meeting (the verification was communicated to the market on the same date). At this time, the Board of Directors deemed it appropriate, in the interest of the Company and favouring substance over form, to disapply the criterion set forth in Article 2, Recommendation 7, letter e) of the Code for Directors Graziano Gianmichele Visentin and Andrea Formica. e) of the Code for the Directors Graziano Gianmichele Visentin and Andrea Formica, considering that the aforesaid Directors have maintained their independence and autonomy of judgement in the performance of their role, also taking into account the particular added value brought by these individuals in consideration of the possession of requirements of high professionalism and experience, which have proved invaluable for the Company over time, as well as the historical knowledge of the company reality, which is also fundamental for the purposes of the transition to the new administration and control system.

The fulfilment of the independence requirements was also lastly verified at the Board meeting of 4 March 2025, based on the declarations of independence made in February 2025 by the directors under assessment (i.e. Alessandro Lai, Paola Mignani, Raffaella Annamaria Pagani, Graziano Gianmichele Visentin, Patrizia Albano, Rita Ciccone, Micaela Vescia, Andrea Formica and Ugo Ottaviano Zanello), also in light of the Policy on qualitative and quantitative criteria for the purpose of assessing the independence requirements of the members of the Board of Directors adopted by the Board of Directors on 22 January 2025, which will be referred to below.

Assessing all circumstances that could compromise the independence identified by the Consolidated Law on Finance and by the CG Code, and applying all criteria established by the CG Code concerning director independence, at the same meeting of 4 March 2025, the Board also expressed a positive assessment of the composition of the Board of Directors, with its independent Director majority, as required by reference regulations and considering the independence requirements established by Recommendation 7 of the Corporate Governance Code. On this point, each non-executive director provided all the elements needed or useful for Board assessments.

In this composition, the Board also meets the requirements of Article 16, paragraph 1, letter d), of Consob Regulations on Markets that establish, for companies subject to the management and coordination of another Italian company listed on regulated markets, the requirement of a Board to have a majority of members consisting of independent Directors pursuant to the above Regulations.

In accordance with the declarations of independence made by the Independent Directors, they have committed to maintain their independence for the duration of their term of office, and to promptly inform the Board of Directors of any situations that may affect such status. Pursuant to Article 13, paragraph 2 of the Articles of Association of the Issuer, if a Director no longer qualifies for independent status as required by Article 148, paragraph 3 of the Consolidated Law on Finance, the Director will remain in office if the minimum number of Directors indicated by law still have independent status.

In compliance with Recommendation 7 of the CG Code and for the purposes of the application of the provisions of said Recommendation and Article 148, paragraph 3, letter c) of the Consolidated Law on Finance, the Board of Directors at its meeting of 22 January 2025 adopted a Policy on qualitative and quantitative criteria for the assessment of the independence requirements of the members of the Board of Directors (hereinafter also the "Policy"), published on the Company's website at www.piaggiogroup.com in the "Governance - Documents and Procedures" Section. In defining the significance criteria, the Board has, among other things, taken into account the recommendations set out in the CG Code and the clarifications provided in the compilation 'Q&A functional to the application of the

Corporate Governance Code - 2020 edition' published on the Corporate Governance Committee's website. The Policy defines the quantitative and qualitative criteria for assessing the 'materiality' of (i) the commercial, financial and professional relationships referred to in paragraph (c) of Recommendation 7 of the CG Code held, as well as (ii) any additional remuneration referred to in paragraph (d) of Recommendation 7 of the Code received during the previous three financial years on the independence of non-executive Directors declared to be 'independent'.

More specifically, the Board considered the following to be 'significant' for the purposes of independence:

- commercial, financial and professional relations, including in the previous three financial years, with one of the persons referred to in letter c) of recommendation 7 of the Corporate Governance Code if the total value of such relations is higher:
 - I. 5% of the gross annual income of the person(s) concerned as a natural person or of the annual turnover directly generated; or
 - II. 5% of the annual turnover of the undertaking or entity of which the person(s) concerned has control or is/are an executive director(s) or of the professional firm or consultancy firm of which he/she is/are a partner; or
 - III. 5% of annual costs incurred by the Piaggio Group that are attributable to relations of a similar nature.
- additional remuneration received, also in the previous three financial years, from companies referred to in letter d) of recommendation 7 of the Code if the total value of such remuneration exceeds 100% of the total amount received by the Director for the office and for any participation in committees (or bodies) recommended by the Code or provided for by the regulations in force.

With reference to professional relations, it is specified that, in the event that the Director is also a partner in a professional firm or consulting company, the professional relations of the firm and/or consulting company with one of the parties referred to in letter c) of Recommendation 7 of the Corporate Governance Code are also qualified as significant - regardless of the quantitative parameters set out above - if the Director is also a partner in a professional firm or consulting company, which:

- a. may have an effect on his/her position and role within the firm or consulting company; or
- b. however, relate to important operations of the Company and its parent group.

The significance of the aforementioned relationships is assessed taking into account the overall professional activity normally exercised by the Director, the tasks normally entrusted to him/her within the professional firm or consulting company, as well as the relevance that such relationships may have for the Director in terms of reputation within his/her organisation.

For the purposes of the assessment of materiality, the Board may, in relation to the specific situations concerning each Director - such as position, individual characteristics and overall professional activity - consider any further element deemed useful and/or appropriate, adopting additional and/or partially different criteria from the above that privilege substance over form.

Therefore, in any case, the Board of Directors retains the right to assess, at its own discretion and in the best interest of the Company, the significance of the relations entertained and the additional remuneration paid and their suitability to affect the independence of the Director declared as such, in application of the general principle of substance over form and without prejudice to the necessary application of the "comply or explain" criterion provided for by the CG Code.

The aforementioned significance criteria contained in the approved Policy were the basis for the independence check most recently conducted by the Board of Directors on 4 March 2025.

In this regard, it should be noted that, for the purposes of the declarations of independence made by the Directors as verified on 4 March 2025, past relationships concluded at the effective date of the Policy, as provided for by the Policy itself, were not considered for the purposes of the Significance Criteria.

At its meeting of 28 February 2025, the Management Control Committee also verified that the members of the Committee met the independence requirements laid down by law. The Management Control Committee acknowledged this circumstance in its Self-Assessment Report as well as in the report of the controlling body to the Shareholders' Meeting prepared pursuant to Article 153 of the Consolidated Law on Finance.

During the year, the Independent Directors in office met, in the absence of the other directors, on 8 November 2024 to discuss, within the scope of the competences and prerogatives assigned to them, a number of relevant issues pertaining to the Company's new governance, including in particular the advisability of defining new and more frequent induction sessions for the Directors on various topics of interest to the Company and in line with the provisions of the CG Code. The Independent Directors also met on 22 January 2025 to preliminarily share the proposed Policy on qualitative and quantitative criteria for assessing the independence requirements of the members of the Board of Directors, in view of the subsequent approval by the Board, sharing some reflections on the practical scope of the new provisions introduced.

Both the meetings were coordinated by the Lead Independent Director in office at the date of the Report.

Lead independent director

On 22 April 2024, the Board appointed non-executive independent Director Alessandro Lai as Lead Independent Director pursuant to the CG Code. Prior to the aforesaid date and until the Shareholders' Meeting held on 17 April 2024, the position of Lead Independent Director was held by non-executive independent director Graziano Gianmichele Visentin, who also held the position of Chairman of the Appointment Proposal Committee, the Related Party Transactions Committee and the Internal Control, Risk Management and Sustainability Committee as of that date (see Sections 7.2, 10 and 9.2).

In compliance with the Board of Directors' Rules of Service and the CG Code, the Lead Independent Director represents the reference and coordination point for the instances and contributions of the independent Directors and the non-executive ones and collaborates with the Chairman so that the Directors are receive full, prompt information flows, also by organising specific induction activities. In addition, the Lead Independent Director coordinates meetings of the independent directors only and has the authority to convene meetings to discuss issues deemed of interest with respect to the operation of the Board of Directors or the management of the Company.

The Lead Independent Director Alessandro Lai also holds the position of member of the Management Control Committee, the Nomination and Remuneration Committee and the Internal Control, Risk Management and Sustainability Committee (see Sections 4.8, 8 and 9.2).



4.8. MANAGEMENT CONTROL COMMITTEE

As mentioned in section 1 “Profile of the Issuer”, the Issuer, as from 18 April 2024 (date on which the resolution of the Extraordinary Shareholders’ Meeting held on 17 April 2024 for the adoption of the new governance model was filed with the Register of Companies of Pisa Toscana Nord Ovest) and as of the Date of the Report, is organised according to the one-tier management and control model and therefore has a Management Control Committee as a control body established within the Board of Directors made up of three members, appointed at the Board meeting held on 22 April 2024, for the three-year period 2024-2026, in the persons of independent non-executive directors Raffaella Annamaria Pagani as Chairman, Alessandro Lai and Paola Mignani, all of whom meet the requirements of the law and the Articles of Association for the office.

Appointment and replacement of management control committee members

Pursuant to Article 25 of the Articles of Association, the Management Control Committee is composed of three members appointed by the Board of Directors from among its members in accordance with current legislation and the Articles of Association. In particular, the members of the Management Control Committee must meet the requirements of professionalism and honourableness laid down by the laws in force, the requirements of independence laid down in Article 148, paragraph 3, of the Consolidated Law on Finance, and comply with the regulations on limits to the accumulation of offices. At least one member of the Management Control Committee must be entered in the register of statutory auditors. Pursuant to Article 1, paragraph three, of Ministerial Decree No. 162 issued by the Ministry of Justice on 30 March 2000, subjects (legal, economic, financial and technical-scientific) and sectors of activity shall be considered as being closely related to the business carried out by the Company if they are connected with or relate to the Company’s activity and its business purpose.

If one or more members of the Management Control Committee cease to fulfil any of the requirements provided for by the laws in force and by the Articles of Association, including registration in the register of statutory auditors, they shall be disqualified from office. The loss of any of the aforesaid requirements for a member of the Management Control Committee also determines his or her disqualification as a Director unless, being a member taken from the majority list, among the other Directors in office there is at least one who meets the requirements provided for by the regulations in force to replace him or her as a member of the Management Control Committee. In the latter case, the terminated member of the Management Control Committee will retain the office of Director. If a member of the Management Control Committee ceases to be a Director for any reason, the rules set forth in Article 13 of the Articles of Association for the members of the Board of Directors shall apply to his or her replacement, in compliance with the regulations in force. If, on the other hand, during the course of the financial year, one or more members of the Management Control Committee who have not ceased to be a Director must be replaced, the Board of Directors, in compliance with the regulations in force and these Articles of Association, shall appoint the replacement in accordance with the provisions of this Article, so as to ensure that the members of the Management Control Committee meet the requirements of the regulations in force and the Articles of Association.

Chairman of the management control committee

The role of Chairman of the Management Control Committee falls to the Director drawn from the minority list or to the person appointed in his absence and/or replacement pursuant to Article 13 of the Articles of Association. If no list is submitted, the Chairman is elected by the Management Control Committee from among its members. In the event that the Chairman of the Management Control Committee is unable to attend or is absent, pursuant to the Board Rules of Service, his/her functions are entrusted to the oldest member of the Management Control Committee.

Composition and functioning of management control committee.

Pursuant to Article 26 of the Articles of Association and the Board of Directors' Rules, the Management Control Committee exercises the powers and functions assigned to it by law and other applicable provisions. In particular, the Management Control Committee, collectively:

- a. supervises the adequacy of the organisational structure of the Company, the internal control system and the administrative and accounting system, as well as its suitability to correctly represent management events;
- b. monitors the procedures for the concrete implementation of the corporate governance rules laid down in codes of conduct drawn up by the management companies of regulated markets or by trade associations, which the Company, by means of public disclosures, declares it complies with, as well as the adequacy of the provisions issued by the Company to its subsidiaries so that they correctly fulfil their price-sensitive disclosure obligations to the public;
- c. performs the tasks and functions assigned to the Internal Control Committee by Legislative Decree 39/2010 and by Regulation (EU) no. 537/2014 and exchanges with the independent auditors the data and information relevant to the performance of their respective tasks;
- d. exchanges with the Internal Control, Risk Management and Sustainability Committee in a timely manner information relevant to the performance of their respective tasks;
- e. prepares the report for the shareholders' meeting pursuant to Article 153 of the Consolidated Law on Finance;
- f. attends meetings of the Executive Committee (if established) and may attend meetings of the board committees, as provided for in the applicable rules and regulations;
- g. it may proceed, also through a specially delegated member of the Management Control Committee from time to time, to inspections and audits as well as exchange information with the auditing bodies of the subsidiary companies concerning the administration and control systems and the general performance of the company's business;
- h. may request information from the delegated bodies, also with reference to subsidiary companies, on the course of corporate operations or on specific business matters, or address the same requests for information directly to the management and control bodies of the subsidiary companies;
- i. may request the Chairman of the Board of Directors to convene the Board of Directors or the Executive Committee (if established).

Pursuant to the Articles of Association, meetings of the Management Control Committee may also be held exclusively by teleconference and/or videoconference, provided that all participants can be identified and are allowed to follow the discussion, receive, transmit and view documents, and intervene orally and in real time on all topics; if these conditions are met, the Committee is deemed to be held in the place where the Chairman is located. The Management Control Committee is duly constituted with the presence of the majority of its members and resolves by an absolute majority of those present.

Pursuant to the Articles of Association and the Board of Directors' Rules, the Management Control Committee must meet at least every ninety days, in Italy or abroad, and as often as the Chairman deems necessary. The members of the Management Control Committee may, also individually, ask the Chairman to convene the Committee, indicating the items to be discussed. The meeting shall be convened without delay, unless there are reasons to the contrary, which shall be communicated to the applicant in good time and explained to the Management Control Committee at the first subsequent meeting.

The corresponding provisions of the Board of Directors apply *mutatis mutandis* with regard to the convocation and meetings of the Management Control Committee. Minutes of the meetings of the Management Control Committee must be drawn up, signed by those present, which must be transcribed in the meeting book of the Management Control Committee and signed by all its members. The Management Control Committee, after notifying the Chairman of the Board of Directors, may avail itself of the collaboration of employees of the Company to perform its functions.

If deemed appropriate in relation to the issues to be dealt with, the Management Control Committee and the Internal Control, Risk Management and Sustainability Committee may decide to meet jointly.

Legislative Decree No. 39/2010, as most recently amended by Legislative Decree 125/2024, identifies the control body as the Internal Control and Audit Committee, appointed to carry out the following activities in particular:

- to inform the competent body of the outcome of the statutory audit and the result of the attestation of sustainability reporting and to forward to that body the additional report referred to in Article 11 of Regulation No. 537/2014, together with any observations;
- to monitor the financial reporting and sustainability reporting process and make recommendations or proposals to ensure its integrity;

- to monitor the effectiveness of internal quality control and business risk management systems and, if applicable, of internal auditing activities, as regards financial disclosures and sustainability reporting by the organisation subject to audit, without affecting its independence;
- to monitor the statutory audit of the financial statements and consolidated financial statements and the activity of attesting the compliance of sustainability reporting, also taking into account the results and conclusions of the quality controls carried out by Consob pursuant to Article 26(6) of Regulation No. 537/2014, if available;
- to verify and monitor the independence of the statutory auditors, sustainability auditors or independent auditors pursuant to Articles 10, 10-bis, 10-ter, 10-quater and 17 of Legislative Decree no. 39/2010 and of Article 6 of Regulation No 537/2014, in particular as concerns the adequacy of services provided other than those concerned with the auditing of the entity in question, in accordance with Article 5 of the aforementioned Regulation;
- to be responsible for the procedure to appoint the statutory auditors or independent auditors or to recommend the appointment of statutory auditors or independent auditors pursuant to Article 16 of Regulation No 537/2014.

As regards remuneration paid during the financial year to administrative and control bodies for any reason and in whatever form, reference is made that illustrated in Section II of the Remuneration Report issued pursuant Article 123-ter of the Consolidated Law on Finance.

For details of the information required by ESRS 2 - Paras. 19, 20 (a) and (c), 21 and 23 on the composition and diversity of the supervisory board with particular reference to sustainability competencies, see Sustainability Reporting, Section General Information/Governance. For details of the information required by ESRS 2 - Paras. 19 and 20(b) and 22 on the roles and responsibilities of oversight bodies in monitoring procedures to manage material risks, impacts and opportunities, see Sustainability Reporting, Section General Information/Governance.

For details of the information required by ESRS 2 - Paras. 24 and 26 on how auditors are informed about sustainability issues and how these issues were addressed during the reporting period, see Sustainability Reporting, Section General Information/Governance.

For more details on the role and main activities carried out during the year by the control body, please refer to the report on the supervisory activity of the Management Control Committee pursuant to Article 153 of the Consolidated Law on Finance, available on the Website (Section "governance/shareholders' meeting").



5. MANAGEMENT OF CORPORATE INFORMATION

During the year, the Company updated the so-called **MAR Procedures**, in force since 3 July 2016 and adopted by the Company in implementation of the rules contained in Regulation (EU) 596/2014 (Market Abuse Regulation, '**MAR**') and its implementing regulations. To be more precise, the Board of Directors of 8 November 2024 approved the new text of the "Procedure for Fulfilling Internal Dealing Obligations" in an update to the version last approved on 25 June 2021, of the "Procedure for Public Disclosure of Inside Information", updated from the version last approved on 26 February 2018, and of the "Procedure for Managing the List of Persons with Access to Inside Information", updated from the version last approved on 26 February 2018.

In particular, the "Procedure for the public disclosure of Inside Information" and the "Procedure for the management of the List of Persons who have access to Inside Information", in line with the best practice established in accordance with Consob Guidelines no. 1/2017 on the "Management of Inside Information", have been amended and supplemented in order to introduce, in addition to the already present provisions relating to the management and disclosure of "inside information" pursuant to Articles 7 and 17 MAR as well as the List of Persons who have access to such information pursuant to Article 18 MAR (the so-called Insider List), also provisions relating to "material information" (i.e., information deemed material insofar as it relates to data, events, projects or circumstances which, on a continuous, repetitive, periodic, occasional or unforeseen basis, directly concern the issuer itself and which may, at a later, even nearer, time, assume a privileged nature) and the related register (the so-called Register of Inside Information). As also specified by the aforementioned guidelines, in fact, the identification and management of 'material information' facilitates the identification of information that may assume a privileged nature, thus allowing for an earlier segregation of such information and the adoption of additional precautions, as well as fulfilling the obligation to publish information that assumes a privileged nature as soon as possible (subject to delay).

The new MAR Procedures, which came into force on 12 November 2024, are published on the Issuer's institutional website www.piaggiogroup.com (section "Governance/Documents and Procedures").

5.1. PROCEDURE FOR THE INTERNAL MANAGEMENT OF MATERIAL AND PRIVILEGED INFORMATION AND FOR THE PUBLIC DISCLOSURE OF PRIVILEGED INFORMATION

The Procedure for the internal management of Material Information and Inside Information and for the public disclosure of Inside Information adopted by the Board on 8 November 2024 replaced the previous Procedure for the public disclosure of Inside Information last updated on 26 February 2018.

The purpose of this new Procedure is (i) to ensure compliance with the relevant legal and regulatory provisions in force and (ii) to guarantee the utmost confidentiality and privacy of Inside Information and Price Sensitive Information, as well as (iii) to ensure greater transparency towards the market and adequate preventive measures against market abuse and, in particular, against the abuse of Inside Information. Members of the administration and control bodies, General Managers (where appointed), Executives, Employees of the Company and/or Group companies, as well as "external" persons entered on the Register of Inside Information or on the Insider List who, for any reason whatsoever, have access to Material and/or Inside Information concerning the Company and its Group, are required to comply with it, with different levels of responsibility and fulfilment.

In particular, Inside Information must be disclosed to the public in a specific press release jointly prepared by the Legal & Corporate Affairs function, the External & Media Relations function and the Investor Relations function; the press release text must be submitted to the Chairman of the Board of Directors or the Chief Executive Officer, and if deemed advisable or necessary, to the Board of Directors, for final approval before certification and external disclosure. If the information contained therein refers to accounting data, the text must also be submitted to the Executive in Charge of Financial Reporting, pursuant to and for the purposes of Article 154-bis of the Consolidated Law on Finance.

5.2. PROCEDURE FOR MANAGEMENT OF THE INSIDERS LIST

The Procedure for the Management of the List of Persons with Access to Material and/or Inside Information adopted by the Board on 8 November 2024 replaced the previous Procedure for the Management of the List of Persons with Access to Inside Information" last updated on 26 February 2018.

The main purpose of the new Procedure is to introduce provisions substantially equivalent to those relating to the Insider List on the establishment, management and updating by the Company of the Register of Inside Information, as well as on coordination between the two registers. Article 18 of the MAR and associated implementing standards of the European Commission regulations establish the obligation for "issuers, or persons acting on their behalf or for their account" to draw up, manage and update a register of persons who have access to inside information as defined in Article 7 of the MAR.

Inside information means, pursuant to the aforementioned Article 7, 'information of a precise nature which has not been made public, relating, directly or indirectly, to one or more issuers or one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the prices of related derivative financial instruments', while 'material information' means information relating to data, events, plans or circumstances which, on a continuous, repetitive, periodic, occasional or unforeseen basis, directly concerns the issuer itself and which may, at a later, even nearer, time, become of a privileged nature.

The obligation to establish and maintain the register are aimed at encouraging operators to pay more attention to the value of inside information and, therefore, to stimulate the establishment of adequate internal procedures for monitoring their circulation prior to dissemination to the public.

5.3. PROCEDURE FOR THE FULFILMENT OF INSIDER TRADING OBLIGATIONS

The new text of the 'Procedure for Compliance with Internal Dealing Obligations' adopted by the Board on 8 November 2024 replaced the previous version of the procedure, last approved on 25 June 2021.

In particular, the new "Internal Dealing Procedure" incorporated the amendments made by Law No. 21 of 5 March 2024, which repealed Article 114, paragraph 7, of the Consolidated Law on Finance, and thus the disclosure obligations in respect of internal dealing by relevant shareholders, without prejudice to the disclosure obligations under the MAR if such shareholders qualify as "persons closely related" to relevant MAR persons.

The procedure for the fulfilment of insider trading obligations governs disclosure obligations concerning transactions in financial instruments carried out by relevant persons, as identified by the procedure itself, in order to ensure greater transparency towards the market and adequate preventive measures against market abuse and, in particular, against insider trading.

The procedure is adopted by Piaggio adopting the regulations contained in Article 19 of the MAR, as amended and integrated.



6. INTERNAL BOARD COMMITTEES (PURSUANT TO ARTICLE 123-BIS, SUBSECTION 2(D), CONSOLIDATED LAW ON FINANCE)

As established by the CG Code, the Board of Directors may establish internal committees with investigation, proposal and consultation functions, on appointments, remuneration and control and risks, and on other areas deemed of importance for the Company, which are assigned the task of supporting the Board when performing its role.

While the traditional administration and control system was in force, and therefore until the Shareholders' Meeting held on 17 April 2024, the board committees in force were: the Appointment Proposal Committee³, the Remuneration Committee (see Section 8.2 of the Report), the Internal Control, Risk Management and Sustainability Committee (see Section 9.2 of the Report) and the Related Party Transactions Committee (see Section 10 of the Report), as set forth in Recommendation 16 of the Corporate Governance Code.

Following the entry into force of the new governance structure, the Board of Directors of 22 April 2024 established the following board committees, in adherence to Recommendation 16 of the CG Code: the Nomination and Remuneration Committee (see Section 8.2 of the Report) to which tasks and functions were attributed in relation to both appointments and remuneration (thus merging the Appointment Proposal Committee and the Remuneration Committee); the Internal Control, Risk Management and Sustainability Committee (see Section 9.2 of the Report) and the Related Party Transactions Committee (see Section 10 of the Report).

The Board of Directors currently in office, by resolution of 22 April 2024, has therefore set up the following Committees from among its members, composed as follows:

Related Party Transactions Committee	Rita Ciccone (Chairwoman)
	Micaela Vescia
	Andrea Formica
Nomination and Remuneration Committee	Graziano Gianmichele Visentin (Chairman)
	Rita Ciccone
	Alessandro Lai
Internal Control, Risk Management and Sustainability Committee	Graziano Gianmichele Visentin (Chairman)
	Alessandro Lai
	Paola Mignani

It should be noted that the Issuer has not formed any committees other than those provided for in the CG Code. Functions have not been "distributed" among the Committees differently than recommended by the Code nor have the functions of one or more committees required by the Code been reserved to the entire Board, coordinated by the Chairman.

The Company, in accordance with the best practice of listed companies and taking into account the change in the administration and control system that took place during the year, will approve the adoption of internal regulations of the individual committees governing their composition, competencies and operation in the year 2025.

When deciding the composition of the committees, the Board privileged the competence and experience of its members. Notwithstanding the presence of certain overlapping Independent Directors on the Nomination and Remuneration Committee and the Internal Control, Risk Management and Sustainability Committee, the Board considered that these circumstances did not constitute a risk of excessive concentration of tasks in the hands of the same persons hindering the proper functioning of the committees themselves, but rather an operational synergy for the purposes of the operation of the committees. This synergy is also reflected in the composition of the ESRAB and the Management Control Committee.

Further Committees (other than those established by regulations or recommended by the Code)

There are no further committees other than those established by regulations or recommended by the Code).

³ The Appointment Proposal Committee in office until the Shareholders' Meeting held on 17 April 2024 was composed as follows: Graziano Gianmichele Visentin (Chairman), Rita Ciccone and Micaela Vescia as members.

7. SELF-ASSESSMENT AND DIRECTORS' SUCCESSION

7.1 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

In accordance with the Board of Directors' Rules of Service, as well as Article 4, Principle XIV and Recommendation 21 of the Corporate Governance Code, the Board of Directors periodically assesses the effectiveness of its activities and the contribution made by its individual members, through formalised procedures whose implementation it oversees.

More specifically - although the CG Code expressly recommends only Large Companies other than those with concentrated ownership conduct their self-assessment on an annual basis (see Recommendation 22) - the Board of Directors continued, in line with internal and best practices in general, to conduct its own assessment annually. For that purpose the Issuer carries out an assessment of the size, composition and correct functioning of the Board itself and the Board committees (so-called board review), also considering the role the Board performed in defining strategies and monitoring management trend and the adequacy of the internal control and risk management system.

When conducting its board review, the Board did not avail itself of any external consultants.

In addition, the Issuer's Board, pursuant to the above-mentioned provisions of the Corporate Governance Code and the Board of Directors' Rules of Service, carried out its annual evaluation on the basis of a special questionnaire divided into several areas (i.e. on the size, composition and functioning of the Board of Directors; on the size, composition and functioning of the internal Board committees; on communication between the Board of Directors and senior management - induction programme; corporate governance and risk governance, independent directors) and with the opportunity to express comments and proposals. Moreover, considering the adoption of the one-tier management and control system, the questionnaire used for the self-assessment for the 2024 financial year was enriched with a section dedicated to the composition and functioning of the Management Control Committee. This questionnaire, as last updated, was sent to and filled in by all the directors, as well as examined first by the Nomination and Remuneration Committee at its meeting on 31 January 2025 and then by the Board at its meeting on 4 March 2025.

As a result of the aforesaid self-assessment, the Board has deemed that the administrative body is suitable to perform the functions assigned to it by the regulations in force and that the size, composition and operation of the Board and its committees are adequate with respect to the Issuer's management and organisational needs, also taking into account the professional characteristics, experience, including managerial experience, of its members, their seniority in office and the presence, out of a total of 12 (twelve) members, of 10 (ten) non-executive Directors, of which 9 (nine) independent non-executive Directors and 5 (five) of the female gender, which also ensure a suitable composition of the Committees established within the Board. Furthermore, the Board members considered that the composition of the Board of Directors (and of the Management Control Committee) reflects adequate diversity profiles with regard to aspects such as age, gender composition and educational and professional background.

In the context of a high level of appreciation for the work of the Board of Directors, especially highlighted for the individual elements that characterise its functioning, as well as with reference to (i) the increased use in 2024 of induction sessions organised on the initiative of the Chairman and the Lead Independent Director with the aim of deepening strategy issues as well as the Group's business activities; (ii) the increased participation of top management and other business leaders in Board meetings and/or dedicated induction sessions, depending on the specific topics discussed; (iii) the increased dialogue and interaction between Board members achieved during Board meetings, as encouraged by its Chairman, who was particularly attentive in supporting the development of an open and free debate among those present, the following recommendations were also made as areas for improvement: (i) - a desirable continuous improvement in the timing of the advance receipt of documentation in support of meetings of the company boards, without prejudice to the adequate and exhaustive information provided during the meetings; (ii) the desirability of holding more meetings of the Board of Directors (an average of 1 per month); as well as (iii) the desirable greater involvement of the entire Board of Directors on strategic issues for the Group.

The Board shall ensure, for areas under its responsibility, that the process of appointing directors is transparent and functional to achieving an optimal board composition, providing guidance, in view of each renewal, on the quantitative and qualitative composition deemed optimal, also taking into account the results of the self-assessment.

In this regard, it should be noted that the Board of Directors in office until the Shareholders' Meeting of 17 April 2024 specified, in the illustrative report prepared pursuant to Article 125-ter of the Consolidated Law on Finance, relating to the appointment of the

new Board of Directors by the Shareholders' Meeting called to approve the financial statements as of 31 December 2023, a guideline on the quantitative and qualitative composition deemed optimal and some indications for shareholders on the diversity policy in the composition of the administrative body (see Section 4.3).

Furthermore, the Board has not adopted a plan for the succession of executive directors, taking into account the Issuer's current shareholding and organisational structure, and the fact that the Company pursuant to the CG Code is not required to adopt this plan.



8. NOMINATION AND REMUNERATION COMMITTEE

As anticipated, until 17 April 2024, an Appointment Proposal Committee and a Remuneration Committee were constituted within the Board of Directors.

The Appointment Proposal Committee, appointed by Board resolution of 15 April 2021, was composed exclusively of independent non-executive directors, in the persons of Graziano Gianmichele Visentin (Chairman), Rita Ciccone and Micaela Vescia.

The Remuneration Committee, appointed by the same Board resolution of 15 April 2021, was composed of independent non-executive directors, such as Rita Ciccone (Chairman), Graziano Gianmichele Visentin and Andrea Formica. All the Committee members had financial and remuneration policy experience and knowledge considerable suitable by the Board at the time of appointment.

During the financial year, the meetings of the Appointment Proposal Committee focused on the results of the Board's self-assessment as resulting from the questionnaires, the orientation on the qualitative and quantitative composition of the Board of Directors and diversity criteria for the composition of the administration and control bodies, in view of the forthcoming renewal, as well as the verification of the lists submitted for the renewal of the company boards.

Meetings of the Appointment Proposal Committee lasted less than one hour on average.

In the course of the financial year, the Remuneration Committee meetings focused on:

- the proposal of variable remuneration allocated pro rata temporis for the year 2023 to the Executive Chairman and Chief Executive Officer, as well as to the late former Chairman and Chief Executive Officer Roberto Colaninno;
- the review of the Remuneration Report and remuneration paid in 2023 and the formulation of the proposal, to be submitted to the Board of Directors, regarding the amendment to the Remuneration Policy (illustrated in Section I of the Remuneration Report).

Meetings of the remuneration committee lasted approximately 1 hour on average.

For more information on these committees, please refer to the Report on Corporate Governance and Ownership Structure for the year 2023.

Following the adoption of the one-tier management and control system resolved by the Extraordinary Shareholders' Meeting of 17 April 2024, the Board of Directors of 22 April 2024, also in accordance with the practice followed by other issuers, decided to set up a single committee to entrust the responsibilities previously attributed to the Appointment Proposal Committee and the Remuneration Committee, and therefore established the Nomination and Remuneration Committee in office as of the Report Date. This committee is composed of independent directors Graziano Gianmichele Visentin as Chairman, Rita Ciccone and Alessandro Lai.

There have been no changes in the composition of the Nomination and Remuneration Committee since the end of the financial year.

During the Year, the Nomination and Remuneration Committee met 2 (two) times, on 8 May 2024 and 16 October 2024. More meetings are planned to be held in the current financial year than in the 2024 financial year, given the Committee's intention to help implement, in the exercise of its proposing and advisory functions to the Board of Directors, the guidelines of the Company's future Remuneration Policy in line with best practices and the Recommendations of the CG Code.

As at the date of the Report, the Nomination and Remuneration Committee met several times informally or heard through the grapevine in order to agree on the work plan to be submitted to the subsequent formal meetings of the Committee, also in the presence of the Group Human Resources Manager.

As of the Report Date, the same Committee has therefore formally met in 2 meetings, held on 31 January 2025 and 27 February 2025, respectively.

The meetings of the Nomination and Remuneration Committee were coordinated by the Chairman and minutes were regularly taken; the Chairman regularly reported to the Board of Directors at the first meeting thereafter on the activities carried out.

The meetings of the Nomination and Remuneration Committee lasted an average of 1 hour. Table 3 in Attachment 1 of the Report shows the attendance of each member at the Committee meeting.

Meetings of the Nomination and Remuneration Committee were attended by the members of the Management Control Committee, the Company's Chief Legal Officer and, where appropriate due to the topics discussed, the Chief Financial Officer.

Pursuant to Recommendation 26 of the Corporate Governance Code, no Director takes part in meetings of the Nomination and Remuneration Committee at which proposals are made to the Board of Directors regarding his or her remuneration.

Functions of the Nomination and Remuneration Committee

In the matter of appointments, the Nomination and Remuneration Committee: (a) assists the Board of Directors in the self-evaluation process as well as the Chairman of the Board in ensuring the adequacy and transparency of the Board's self-evaluation process, (b) formulates, if deemed necessary, opinions to the Board on the optimal size and composition of the Board and its Committees or make recommendations on the professional figures whose presence on the Board is deemed appropriate and proposes to the Board candidates for the office of Director in cases of co-optation, and (c) verifies that the procedure for submitting lists established by the Articles of Association is conducted in a correct and transparent manner, in compliance with the applicable provisions of law and the Articles of Association. Finally, if deemed necessary, it prepares, updates and implements any succession plan for the Chief Executive Officer and other executive directors.

On the matter of appointments, the meetings of the Nomination and Remuneration Committee during the financial year dealt with the results of the Board's self-assessment as resulting from the self-assessment questionnaires sent out by the Issuer.

In the matter of remuneration, the Committee: (i) assists the Board of Directors with drawing up the Remuneration Policy; (b) submits proposals or expresses opinions on the remuneration of Executive Directors and other Directors holding special offices as well as on the setting of performance targets related to the variable component of such remuneration; (c) monitors the practical application of the Remuneration Policy and verifies, in particular, the actual achievement of performance targets; d) periodically assesses the adequacy and overall consistency of the Remuneration Policy.

On the matter of remuneration, the meetings of the Nomination and Remuneration Committee during the financial year were held on the following topics:

- the review of the Remuneration Report and remuneration paid in 2024 and the formulation of the proposal, to be submitted to the Board of Directors, regarding the amendment to the Remuneration Policy (illustrated in Section I of the Remuneration Report);
- the calculation of the variable remuneration component possibly to be paid, upon fulfilment of the relevant prerequisites, pro rata temporis for the financial year 2024 to the Executive Chairman and the Chief Executive Officer as beneficiaries of the Policy.

The Nomination and Remuneration Committee, after informing the Chief Executive Officer, has access to the corporate information and functions necessary to perform its duties and may make use of financial resources and external consultants, all under the terms and conditions established by the Board of Directors.

No financial resources have been allocated to the Nomination and Remuneration Committee, as it makes use of the Issuer's corporate resources and structures to perform its duties.

For information on (i) the policy on the remuneration of Directors and executives with strategic responsibilities, as well as (ii) the compensation paid during the Year, please refer to Section I and Section II, respectively, of the Report on the remuneration policy and the compensation paid published pursuant to Article 123-ter of the Consolidated Law on Finance on the Company's website www.piaggiogroup.com in the "Governance - Management" section.

Please refer to the Sustainability Reporting, Section General Information/Governance, for information on the integration of sustainability performance into the incentive schemes in accordance with ESRS 2 - Paragraphs 27 and 29.

9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The internal control and risk management system comprises rules, procedures and organisational structures to identify, measure, manage and monitor main risks. This system is integrated at various levels with general organisational and corporate governance strategies adopted by the company, and contributes to safeguarding corporate assets, the efficiency and effectiveness of company processes, the reliability of financial information, and compliance with laws, regulations, the company's Articles of Association and internal procedures.

As part of this system, the Board, after consulting with the Internal Control, Risk Management and Sustainability Committee:

- a. defines the nature and level of risk compatible with the Issuer's strategic objectives, including in its assessment all risks that could be relevant in view of medium- to long-term sustainability;
- b. defines the guidelines for the internal control and risk management system, so that main risks concerning the Issuer and its subsidiaries are correctly identified, and adequately measured, managed and monitored, also determining the level of compatibility of these risks with a business management in line with strategic objectives identified and in order to contribute to the sustainable success of the Issuer;
- c. evaluates, at least annually, the adequacy of the internal control and risk management system in relation to business characteristics and the risk profile undertaken, as well as its effectiveness;
- d. approves, at least once a year, the work plan prepared by the Head of the Internal Audit Function, after consulting the control body and the Chief Executive Officer;
- e. describes, in the corporate governance report, the main characteristics of the internal control and risk management system, evaluating its adequacy;
- f. evaluates, in consultation with the supervisory body, the findings set out by the statutory auditor in the letter of recommendations, if any, and in the report on key matters arising from the statutory audit.

In exercising these functions, the Board is assisted by the Chief Executive Officer in accordance with the Corporate Governance Code and by the Internal Control, Risk Management and Sustainability Committee; the Board also takes into consideration the compliance programmes adopted by the Issuer and Companies of the Group of which the Issuer is Parent Company, in accordance with Legislative Decree 231/2001.

The following section of the Report indicates how the internal control and risk management system involves, each within their respective competencies: the chief executive officer; the Internal Control, Risk Management and Sustainability Committee; the head of the internal audit function; the other corporate functions involved in controls (such as the risk management function) and the control body.

At its meeting of 4 March 2025, the Issuer's Board of Directors, also taking into account the indications provided in the annual report of the Internal Control, Risk Management and Sustainability Committee, expressed a positive assessment of the adequacy, effectiveness and actual functioning of the internal control and risk management system, taking into account the characteristics of the company and the risk profile assumed.

For a description of the main characteristics of the internal control and risk management system in relation to the financial disclosure process, pursuant to Article 123-bis, paragraph 2, letter b), of the Consolidated Law on Finance, reference is made to paragraph 9.8 of the Report.

For the information required by ESRS 2 - Paragraphs 34 and 36 on the main features of internal risk management and control systems in relation to the sustainability reporting process, see Sustainability Reporting, Section General Information/Governance.

9.1 CHIEF EXECUTIVE OFFICER

In its meeting of 22 April 2024, the Board of Directors confirmed the office of Chief Executive Officer - already conferred on 1 September 2023 - in the Chief Executive Officer, Michele Colaninno, entrusting him with the establishment and maintenance of the internal control and risk management system and assigning to him all the functions envisaged by the Code in this regard and, in particular, the functions set forth in Article 6, Recommendation 34 of the Code.

The Chief Executive Officer, during the financial year:

- conducted an identification of the main corporate risks (strategic, operational, financial and compliance risks), taking account of the characteristics of the Issuer and its subsidiaries' business activities, and subjected them to periodic examination by the Board
- implemented the guidelines defined by the Board, arranging for the design, creation and management of the internal control and risk management system, continuously verifying its overall adequacy and effectiveness;
- arranged for the adaptation of this system to the dynamics of business operating conditions and the legal and regulatory framework;
- reported promptly to the Board of Directors and to the Internal Control, Risk Management and Sustainability Committee on problems and critical issues that arose in the performance of its activities or of which it became aware, so that the Board and the committee could take the appropriate initiatives.

The Chief Executive Officer has the power to ask the Internal Audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, simultaneously notifying the Chairman of the Board of Directors, the Chairman of the Internal Control, Risk Management and Sustainability Committee and the Chairman of the Board of Statutory Auditors.

During the year, the Internal Audit Function was entrusted with the performance of further specific audits in addition to those already defined in the Audit Plan approved by the Board of Directors. The Chief Executive Officer provided the Head of Internal Audit with his indications for the composition of the Audit Plan, for which similar indications formulated by the Control Bodies were also taken into account, according to a risk-based approach.

9.2 INTERNAL CONTROL, RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

The Board has set up an Internal Control, Risk Management and Sustainability Committee.

The Issuer's Internal Control, Risk Management and Sustainability Committee is composed exclusively of non-executive independent Directors.

The Committee, appointed by Board resolution of 15 April 2021 and in office until 17 April 2024, was composed of independent non-executive directors, such as Graziano Gianmichele Visentin (Chairman), Rita Ciccone and Micaela Vescia. At the time of its appointment, the Board of Directors assessed and considered the entire Committee to be composed of individuals with appropriate experience in accounting and finance and risk management.

The Internal Control, Risk Management and Sustainability Committee in office at the Date of the Report was appointed by resolution of the Board of Directors on 22 April 2024 and is composed of independent directors Graziano Gianmichele Visentin, as Chairman, Alessandro Lai and Paola Mignani. At the time of its appointment, the Board of Directors assessed and considered the entire Committee to be composed of individuals with appropriate experience in accounting and finance and risk management.

There were no changes in the composition of the Committee at the end of the reporting period.

The meetings were co-ordinated by the Chairman and minutes were regularly taken; during the year, the Chairman regularly reported to the Board of Directors at the first meeting thereafter on the activities carried out.

On average, the meetings of the Internal Control, Risk Management and Sustainability Committee lasted about 2 hours.

Table 3 in Attachment 1 of the Report shows the attendance of each member at the Committee meeting.

Eight (8) meetings of the Internal Control, Risk Management and Sustainability Committee have already been held in the current year and as of the Report Date, most of which related inter alia to the analysis and in-depth examination of the obligations relating to the new CSRD sustainability reporting.

The meetings of the Internal Control, Risk Management and Sustainability Committee were attended by the members of the Management Control Committee and, at the invitation of the Committee Chairman and informing the Chairman and Chief Executive Officer, in relation to specific topics of interest, by the Financial Reporting Officer also the Sustainability and Risk Officer, the Compliance Officer, the Legal and Tax Officer, the Head of Internal Audit, certain managers of the Company as well as representatives of the appointed auditing firm and other consultants the Company used for the ERM Project and the definition of the double materiality analysis.

Functions attributed to the Internal Control, Risk Management and Sustainability Committee

As resolved by the Board of Directors on 22 April 2024, the Internal Control, Risk Management and Sustainability Committee performs investigative, propositional and advisory functions vis-à-vis the Board of Directors.

In particular, in the area of control and risk, the Committee:

- a. assesses, having consulted the executive in charge of financial reporting, the statutory auditor and the Management Control Committee, the correct use of accounting standards and, in the case of groups, their uniformity for the purposes of preparing the consolidated financial statements;
- b. assesses the suitability of periodic financial and non-financial information to fairly represent the company's business model, strategies, the impact of its activities and the performance achieved;
- c. reviews the content of periodic non-financial information relevant to the internal control and risk management system;
- d. expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the evaluations and decisions of the Board of Directors relating to the management of risks arising from prejudicial events of which the latter has become aware;
- e. reviews periodic and particularly significant reports prepared by the internal audit function;
- f. monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function;
- g. may entrust the internal audit function with the performance of audits on specific operational areas, while simultaneously notifying the Chairman of the Management Control Committee.

In the area of sustainability, the Committee:

- a. examines and evaluates sustainability issues related to business operations and the dynamics of interaction with stakeholders;
- b. examines and evaluates the sustainability plan;
- c. examines and evaluates the system for collecting and consolidating data for Sustainability Reporting;
- d. examines the Sustainability Report in advance, formulating an opinion for approval by the Board of Directors;
- e. monitors the Company's positioning on sustainability issues, with particular reference to the Company's placement in ethical sustainability indices;
- f. examines and assesses the possible impacts of ESG issues on the business in terms of risks and opportunities and the dynamics of interaction with stakeholders;
- g. expresses, at the request of the Board of Directors, opinions on any further sustainability issues.

During the financial year, the Internal Control, Risk Management and Sustainability Committee carried out constant monitoring activities with regard to the internal control and risk management system and sustainability. In particular, the Committee's activities focused on:

- developments in the organisational structure of the Issuer, changes to processes and company activities; (ii) the progress of the internal auditing work plan, with particular reference to the implementation of measures relative to audits of previous years, the progress of the 2024 Audit Plan activities and compliance audits conducted pursuant to Law no. 262/2005 and Legislative Decree no. 231/01; (iii) monitoring of the independence, adequacy, effectiveness and efficiency of the Internal Audit Function also through the verification of specific indicators and the Quality Assurance Review process activated by the function that has led to attainment of the relevant certification, in compliance with international standards of the profession; (iv) reviewing, with the Executive in charge of financial reporting and CFO, in consultation with the Statutory Auditor and the control body, the financial reporting process, the accounting principles adopted in the preparation of periodic reports, the financial statements and the consistency of these principles for the purposes of preparing the consolidated financial statements; (v) the impairment test procedure adopted

by the company in order to verify adequacy and compliance with IAS/IFRS, as regards the implementation of recommendations in joint document no. 4 of Bank of Italy, Consob and ISVAP of 3 March 2010; (vi) examination of risk management and evolution of the risk assessment process. (vi) the verification of occupational health and safety procedures; (vii) the verification of cyber security and related privacy requirements in the presence of the Head of the ICT Function.

- With regard to the issue of sustainability, during the year the Internal Control, Risk Management and Sustainability Committee examined, in particular, the internal policies drafted for the purposes of the new sustainability disclosures set forth in the Sustainability Report 2024, on which it expressed its favourable opinion in view of the subsequent adoption by the Board of Directors, as well as contributing to the definition of the double materiality matrix, validated by the same in view of the subsequent Sustainability Report.

During its meetings, the Internal Control, Risk Management and Sustainability Committee also discussed the most appropriate initiatives in relation to auditing activities, with a view to a progressive improvement of the internal control and risk management system.

In carrying out its functions, the Internal Control, Risk Management and Sustainability Committee was able to access and consult the corporate information and departments necessary to carry out its duties, and also use external consultants within the terms set by the Board.

No specific financial resources have been allocated to the Internal Control, Risk Management and Sustainability Committee, as it has made use of the Issuer's resources and corporate structures, including the Internal Audit Department, to carry out its tasks.

The Internal Control, Risk Management and Sustainability Committee reported to the Board on a regular basis during the financial year regarding its work, the outcome of its audits and the functioning of the internal control and risk management system, stating how the control and risk management system is basically consistent with the size and organisational and operational structure of the Issuer.

9.3 HEAD OF THE INTERNAL AUDITOR FUNCTION

As of 1 January 2009, IMMSI Audit S.c.a r.l. is responsible for the internal auditing of all IMMSI Group companies; this consortium is equally owned by said companies, including the Issuer, and ensures an adequate level of professionalism, independence and organisation.

The Board meeting held on 9 May 2024, upon the proposal of the Chief Executive Officer, subject to the favourable opinion of the Internal Control, Risk Management and Sustainability Committee and after consulting with the control body, renewed the appointment of the Managing Director of Immsi Audit S.c.a.r.l., Maurizio Strozzi, as Head of Internal Audit with the task of verifying that the internal control and risk management system is functioning and adequate. No specific financial resources have been allocated to the Internal Auditing Supervisor since the same uses, to carry out his tasks, the means and facilities of the Issuer and of Immsi Audit S.c.a.r.l. which charges back to each consortium company the costs incurred for activities undertaken on its behalf.

This organisational solution adopted by the Immsi Group: (i) avoids duplication of facilities by centralising verification activities on one entity; (ii) maximises the independence of the Internal Audit Supervisor from corporate structures, with respect to which the same operates independently; (iii) continuously monitors, through a specifically dedicated person, the effectiveness, adequacy and operating efficiency of the internal control and risk management system of the Company and the Group.

During the financial year, the Board approved the work plan prepared by the Head of Internal Audit, in consultation with the control body and the Chief Executive Officer.

The Head of the Internal Audit Function, who is not responsible for any operating area of the Issuer directly reports on activities carried out to the Board of Directors, and has direct access to all information useful for his position. During the financial year, the Internal Audit Supervisor:

- verified, on both an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and adequacy of the Internal Control and Risk Management system, through an audit plan approved by the Board of Directors and based on a structured process that analyses and prioritises main risks;
- prepared periodic reports containing adequate information on its activities and the manner in which risk management is conducted, as well as an assessment of the suitability of the internal control and risk management system, as well as compliance with the action plans defined for their containment, and forwarded them to the chairpersons of the control body, the Internal Control, Risk Management and Sustainability Committee and the Board of Directors, as well as to the Chief Executive Officer, except in cases where the subject of these reports specifically concerned the activities of these entities;
- prepared reports on particularly significant events in a timely manner, also at the request of the control body, and forwarded them to the chairmen of the control body, the Internal Control, Risk Management and Sustainability Committee and the Board of Directors, as well as to the Chief Executive Officer, except in cases where the subject of these reports specifically concerned the activities of these persons;
- prepared the audit plan for the 2024 financial year, comprising an audit of information system reliability, including accounting systems.

During the year, the Internal Audit Supervisor, with the assistance of the Internal Audit structure, conducted an audit of the internal control and risk management activities, in accordance with the Internal Audit Plan scheduled for the year, as approved by the Board on 23 February 2024. Financial, operational and compliance auditing activities were carried out (with particular reference to audits carried out for the purpose of compliance with the provisions of Law 262/2005 and Legislative Decree 231/2001), assessing the reliability of information systems (accounting systems included), and the risk assessment system, as well as monitoring the adoption of the plans for correction/ improvement agreed following these internal auditing activities.

The results of audits carried out compared to the Audit Plans have always been analysed, discussed and shared between the Internal Audit function, the various managers of the processes and functions and company management, in order to agree and implement preventive/corrective measures, the implementation of which is continuously monitored until their completion. The Head of Internal Audit then presented the audit reports to the Chairman of the Board of Directors and the Chief Executive Officer, as well as to the Chairman of the Internal Control, Risk Management and Sustainability Committee and the Chairman of the Control Board, as well as to the Supervisory Board and the Executive in charge of financial reporting and Risk Manager with regard to matters within their competence. This presentation was made at the end of the related audits, both by sending the audit reports and with examination of the specific outcomes during periodic meetings with mentioned recipients. The Internal Audit Supervisor through a specific report also reported on the activities carried out by Internal Audit in the 2024 financial year, also with the Company's management, representing his opinion on the adequacy, effectiveness and actual functioning of the Company's internal control and risk management system.

9.4 ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001

On 12 March 2004 the Issuer adopted an organisational, management and control model for the prevention of the corporate crimes contemplated by Legislative Decree 231/2001, and amendments thereto ("**Model**").

The Model comprises a general part and special part, divided into sections in relation to the different groups of offences referred to in the Decree.

The general part begins with the Code of Ethics: Since 2004, Piaggio has adopted a Code of Ethics as part of the Organisational Model pursuant to Legislative Decree 231/2001, which was most recently updated in 2023, with the introduction of articles dedicated to the following issues: antitrust and competition; protection of personal data; ESG; whistleblowing. The Code of Ethics is distributed extensively and is in effect across all Group Companies; it sets out the principles and values that inspire the entire organisation in a clear and transparent manner:

- complying with the laws of countries where Piaggio operates;
- Dismissing and condemning unlawful and improper behaviour;
- preventing breaches of lawfulness, constantly achieving transparency and openness in managing the business;
- Seeking excellence and market competitiveness;
- Respecting, protecting and valuing human resources;
- Pursuing sustainable development while respecting the environment and rights of future generations.

The Group's Code of Ethics sets out the social and ethical responsibilities of each member of the company's organisation. In particular the ethical and social responsibilities of senior management, middle management, employees and suppliers are defined, in order to prevent any party, acting in the name of and on behalf of Group companies, from adopting a conduct which is irresponsible or unlawful.

Pursuing its ongoing commitment to improving corporate governance, the Issuer has also modernised and strengthened its internal reporting channel, which can be reached online at: <https://www.piaggiogroup.com/it/governance/codice-etico> ('Channel'). The Channel was created to allow those in good faith to safely share any information concerning serious offences related to violations of the law and/or the internal control system (e.g. Code of Ethics, Model, internal policies and procedures), which have occurred or are very likely to occur in the organisation. The Company has also issued the 'Piaggio Group Whistleblowing Policy' which, inspired by the principles outlined in the Code of Ethics, establishes the general and fundamental principles for promoting responsible and safe whistleblowing practices.

Due to the specific nature and relevance of India, the Code of Business Conduct & Ethics and the 'Policy on Prevention of Sexual Harassment of women at the workplace' have been in force for the Indian subsidiary since December 2023 to prevent incidents of sexual harassment within the plant.

The Model has been sent to all Piaggio Group senior management, middle management and employees, published on the corporate Intranet and is available on the Issuer's institutional site www.piaggiogroup.com in the Governance/Documents and Procedures section. It should be noted that the constant updating of the Model (which most recently took place during the 2023 financial year, in order to expand the catalogue of predicate offences with the cases recently introduced by the legislator) goes hand in hand with the updating of corporate procedures, the correct application of which is, on the indication and coordination of the Supervisory Board, constantly monitored through planned compliance activities, carried out by Management and the Internal Audit Function. This monitoring process also involves Process Owners, i.e. the parties/entities responsible for company processes that are considered "sensitive" as regards the commission of offences, that periodically report to the Supervisory Board. employees (managers and lower levels) also receive training on the contents of the Model.

Third parties (e.g. suppliers, customers, consultants, etc.) are informed of adoption by the Company of the Code of Ethics and Code of Conduct and, when signing agreements, they are required to expressly accept the ethical and conduct principles adopted.

The Supervisory Board currently in office was appointed by the Board of Directors on 22 April 2024 for the 2024-2025-2026 financial years, and therefore up until the approval of the Financial Statements as of 31 December 2026. The Supervisory Board is composed of Antonino Parisi (external member and Chairman), Fabio Grimaldi (internal member, Legal & Tax Manager of the Piaggio Group) and Giovanni Barbara (external member).

The Supervisory Board operates at top management level according to principles of independence, autonomy, professionalism and impartiality, and on the basis of the Regulations approved by the Board of Directors to whom it reports periodically on its activities carried out, information received and any sanctions adopted. The Company has for some time now had an e-mail account active - the details of which are contained in the Code of Conduct - allowing anyone to send messages directly to the Supervisory Board for reporting suspected offences. This message may only be read by the Supervisory Board, thus ensuring that the operations of the Board are exercised in accordance with the Model.

It should be noted that, during the year, the Issuer's Supervisory Board met 9 times.

In particular, during the Financial Year, the Supervisory Board i) monitored the actual application of the Model on the basis of the specific plan for verifying the reports of the company contact persons, through the examination of the results of the audits carried out for internal control purposes relevant to Legislative Decree no. 231/2001, as well as through meetings and hearings with Company; ii) monitored the adequacy of the Model in relation to the maintenance of the requirements of soundness and functionality over time, iii) examined and reported on six relevant reports, and iv) prepared and submitted to the Company's Board of Directors a report on the activities carried out during the year in accordance with the Model.

In the meeting held on 21 February 2025, the Supervisory Board also approved the activity plan for 2025; at least five meetings of the Supervisory Board are scheduled to take place regularly during the financial year 2025.

For the information required by ESRS G1 - Paras. 1 and 2 concerning business conduct, see Sustainability Reporting, Section General Information/Governance.

9.5 INDEPENDENT AUDITORS

The firm Deloitte & Touche S.p.A. has been engaged for the statutory auditing of accounts.

The appointment was approved by the Shareholders' Meeting held on 22 April 2020 and ends on approval of the Financial Statements as of 31 December 2028.

9.6 EXECUTIVE IN CHARGE OF FINANCIAL REPORTING AND OTHER CORPORATE ROLES AND FUNCTIONS

Alessandra Simonotto, the Group's Chief Financial Officer, is the Executive in Charge of Financial Reporting.

Pursuant to Article 18.3 of the Issuer's Articles of Association, the Executive in Charge of Financial Reporting must have the professional requisites characterised by detailed expertise in administration and accounting, as well as the reputation requisites prescribed by the legislation in force for those who carry out administrative and management functions. This competence, to be verified by the Board of Directors, must be gained through work experience gained in positions of adequate responsibility for a reasonable period of time.

The Executive in Charge of Financial Reporting was appointed by the Board, subject to obligatory approval by the Board of Statutory Auditors.

At the time of this appointment, the Board attributed Executive in Charge of Financial Reporting with all the powers and means necessary to execute the prescribed duties.

The Executive in charge of financial reporting is responsible for the decelerations pursuant to Article 154--bis of the Consolidated Law on Finance, including the deceleration on sustainability reporting pursuant to Article 154-bis, paragraph 5-ter, of the Consolidated Law on Finance, thus also acting as the Sustainability Executive.

Risk manager and compliance officer

In the meeting of 26 October 2012, the Board also established the positions of Risk Manager and Compliance Officer, in order to update the internal control and risk management system to recommendations of the Corporate Governance Code. In particular, taking into account the size, complexity and risk profile of the Issuer, two new figures were appointed to assist the Chief Executive Officer and the Board.

The Risk Manager (Alessandra Simonotto) and the Compliance Officer (Fabio Grimaldi) work autonomously and independently, reporting periodically to the Board on the results of their activities.

During the course of the financial year, the Board assessed the appropriateness of adopting measures to ensure the effectiveness and impartiality of judgement of the other corporate functions involved in the controls, verifying that they have adequate professionalism and resources.

9.7 COORDINATION BETWEEN PERSONS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Issuer, in order to ensure continuous coordination between the various parties involved in the internal control and risk management system, has for some time now envisaged that, as a general rule, all periodic meetings take place at the same time and jointly between the Internal Control, Risk Management and Sustainability Committee, the Head of Internal Audit, the Control Body, the executive in charge of financial reporting, the Supervisory Board, the Risk Manager and the Compliance Officer. This makes it possible to maximise the efficiency of the internal control and risk management system implemented by the Issuer, also with a view to the timely exchange of information between all parties involved, while reducing the risk of any duplication of activities.

On 4 March 2025, the Board of Directors, in accordance with the provisions of Recommendation 33, letter a) of the Corporate Governance Code, expressed an opinion on the adequacy of the aforementioned methods of coordination between the various parties involved in the internal control and risk management system.

For the information required by ESRS 2 - Paras. 19, 20(b), 22, 24 and 26 on the roles and responsibilities of boards of directors, management and supervisory bodies in overseeing procedures to manage material risks, impacts and opportunities, and on how boards of directors, management and supervisory bodies are informed about sustainability issues, see Sustainability Reporting, Section General Information/Governance and Section 4.1 of the Report above.

9.8 MAIN CHARACTERISTICS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS IN RELATION TO THE FINANCIAL DISCLOSURE PROCESS (ARTICLE 123-BIS, SECTION 2, LETTER B), OF THE CONSOLIDATED LAW ON FINANCE)

Introduction

Purpose and objectives

The risk management and internal control system in relation to Piaggio Group financial disclosure was developed using the “2013 COSO Report”⁴ as a reference model. According to this report, the Internal Control System, given its broadest meaning, is defined as “a process, carried out by the Board of Directors, by Senior Management and other subjects of the company structure, intended to provide reasonable certainty as to achieving objectives in the following categories:

- Effectiveness and efficiency of operations;
- Reliability of financial reporting;
- Compliance with applicable laws and regulations”.

As concerns the financial disclosure process, these objectives refer to the credibility, accuracy, reliability and timeliness of disclosure.

⁴ The COSO Model, developed by the Committee of Sponsoring Organizations of the Treadway Commission - “Internal Control - Integrated Framework” published in 1992 and last updated in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission.

Main characteristics of the risk management and internal control system in relation to the financial disclosure process

Methodological approach

The Piaggio Group's risk management and internal control system for financial disclosure is part of the Group's broader internal control and risk management system, which consists of a number of elements, including:

- The Code of Ethics;
- The Organisational and Management Model pursuant to Legislative Decree no. 231/2001 and relative protocols;
- Procedures for reporting insider trading;
- Principles and procedures for conducting significant transactions and transactions with related parties;
- The system of powers and duties;
- The Company organisational chart and job descriptions;
- Procedures for disclosing information to the market;
- The Enterprise Risk Management Process adopted (ERM);
- The Accounting control system;
- the Whistleblowing Procedure.

Piaggio's Accounting and Administrative Control System comprises a number of operating procedures and documents, including:

- The Accounting and Administrative Control Model - a document made available to all employees directly involved in the process of forming and/or controlling accounting information and aimed at defining how the Accounting Control System works;
- The Group Accounting Manual - a document designed to promote the development and application of standard accounting policies across the Group for the recognition, classification and measurement of operations;
- Operational instructions for financial statements and reports and closing schedules - documents designed to instruct the various company departments on specific operational procedures for preparing financial statements by set common deadlines;
- the Sustainability Reporting Manual (accompanied by the related operational procedure currently being adopted);
- Administrative and accounting procedures - documents that identify responsibilities and rules in administrative and accounting processes.

The Piaggio Financial and Administrative Audit Model identifies the methodological approach to be taken for the risk management and internal control system, involving the following separate stages:

- a. Identification and assessment of risks involved in financial disclosure;
- b. Identification of controls to minimise risks identified;
- c. Assessment of controls to minimise risks identified and the management of any problems found.

Elements of the system

a) Identification and assessment of financial disclosure risks

Risks connected with the preparation of financial reports are identified through a step-by-step risk assessment process. The process involves identifying the objectives that the internal control system for financial disclosure is expected to deliver, so as to ensure that financial reports are fair and truthful. Those objectives cover the assertions made in financial reports (regarding the existence and occurrence of events, comprehensiveness, rights and obligations, the measurement/recognition of items, presentation and disclosures) and other control objectives (such as, for example, compliance with approval limits, the separation of roles and responsibilities, the documentation and traceability of transactions, and so on).

Risk assessment is therefore focused on the different areas of the financial statements in which the failure to deliver control objectives would have a potential impact on financial disclosure requirements.

The process of determining boundaries for including "material" entities and process, in terms of their potential impact on financial disclosure, is designed to identify the accounts, subsidiaries and administrative-accounting processes of material relevance for the Group consolidated financial statements, on the basis of quantitative and qualitative criteria.

Those criteria are determined by:

- setting quantitative thresholds for checking accounts against the consolidated financial statements, and checking the relative contribution of Group subsidiaries to the consolidated financial statements;
- making qualitative judgements on the basis of managers' knowledge of the company and existing specific risk factors inherent to administrative-accounting processes.

b) Identification of controls for identified risks;

The controls needed to mitigate risks identified in administrative-accounting processes are identified by considering, as mentioned earlier, the control objectives associated with financial disclosure.

Specifically, underlying processes are linked to financial statement accounts classified as "material" so as to identify suitable controls to assure delivery of the objectives of the internal control system for financial disclosure. Assessments are then made of the adequacy and effective application of the controls identified. For automatic controls, the assessment of adequacy and effective application also concerns general IT controls on the software applications used to support processes of material relevance.

The functions involved in the financial disclosure process ensure that administrative and accounting procedures and relative controls are updated, as concerns areas in their remit.

If, after defining the scope of actions, sensitive areas are identified which are not regulated, either wholly or in part, by administrative and accounting procedures, existing procedures are supplemented and new procedures are formalised, overseen by the Executive in Charge of Financial Reporting, in relation to management areas in his remit.

c) Evaluation of controls for identified risks and problems detected

The financial audit system is reviewed and assessed regularly at least once every six months, and when the separate annual financial statements, consolidated annual financial statements, and the condensed consolidated interim financial statements are each prepared. The adequacy and effective application of administrative and accounting procedures and their relative controls are assessed through monitoring and testing activities, on the basis of best practices in the field.

Control tests are run on the administrative and functional departments coordinated by the Executive in Charge of Financial Reporting or by his officers, assisted by the Internal Audit department to ensure that controls for administrative and accounting procedures are carried out, in addition to specific focused controls on companies, processes and accounting entries.

The executive officers and administrative managers of "material" subsidiaries are required to issue a supporting attestation statement to the Executive in charge of financial reporting in relation to the auditing of the adequacy and effective application of administrative and accounting procedures.

The Executive in Charge of Financial Reporting, assisted by the Internal Audit Supervisor, produces a report summarising the results of evaluations on controls for previously identified risks (Management Summary). This is based on the outcome of monitoring activities and on statements from delegated administrative bodies and administrative managers of subsidiaries. The assessment made of controls may entail the identification of compensatory controls, corrective measures or improvement plans to address any problems identified. The Management Summary prepared, once shared with the Chief Executive Officer, is communicated to the control body, the Internal Control and Risk Management Committee and the Board of Directors.

Said Management Summary is also sent to the Parent Company's Executive in Charge of Financial Reporting.

Roles and departments involved

The risk management and internal control system for financial disclosure is governed by the Executive in Charge of Financial Reporting appointed by the Board of Directors. Working in concert with the Chief Executive Officer, the financial reporting manager is responsible for designing, implementing and approving the Financial and Administrative Audit Model, assessing its application and issuing an attestation statement for the separate and consolidated annual and interim financial statements, and the separate, consolidated and half-year reports. The Executive in Charge of Financial Reporting is also responsible for identifying suitable administrative and accounting procedures for the preparation of the separate and consolidated annual financial statements and, with the support of the Internal Audit department, for providing subsidiaries considered "material" for the purposes of consolidated Group financial reporting with guidelines for assessing their own financial and administrative audit systems.

In carrying out activities, the Executive in Charge of Financial Reporting:

- liaises with the Internal Audit Supervisor, who independently audits the operation of the control system and assists the Executive in Charge of Financial Reporting in monitoring the system, and the Compliance Officer, for matters concerning the legal/regulatory compliance of financial disclosure;
- is assisted by Function Managers. These managers ensure complete, reliable information flows to the Executive in Charge of Financial Reporting, for areas in their remit, for accounting disclosure purposes;
- co-ordinates the activities of the administrative managers of "material" subsidiaries, who, together with their executive officers, are tasked with implementing a suitable financial audit system in their respective companies to control administrative-accounting processes, assessing the effectiveness of the system over time, and reporting outcomes to the parent company via internal attestation statements;
- establishes reciprocal information flows with the Internal Control, Risk Management and Sustainability Committee and the Board of Directors, on the use of accounting standards and their consistency in the preparation of the Consolidated Financial Statements, as well as the adequacy of the risk management and internal control system for financial disclosure, as part of an overall assessment of corporate risks also in a capacity as Risk Officer.

Finally, the control body and the Supervisory Board are informed about the adequacy and reliability of the administrative-accounting system.





10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

The Company has defined appropriate procedures for significant transactions and transactions with related parties, designed to guarantee Directors full and exhaustive information on such transactions.

In addition, in accordance with applicable regulations and the Articles of Association, the Board may examine and approve in advance transactions of the Issuer and its subsidiaries in which one or more Directors have an interest on their own behalf or on behalf of third parties.

Significant Transactions

The Company has approved the procedure governing significant transactions, which defines the quantitative and qualitative criteria for identifying transactions that require the express approval of the Board of Directors. These criteria have been identified in relation to the type of transaction involved, with specific and distinct reference to significant income, equity and financial transactions or those in relation to the Issuer's business.

The following are considered significant income, equity and financial transactions, i.e. transactions relating to the company's business ("**Significant Transactions**"):

1. acquisitions or disposals of investments in companies or branches of companies;
2. the conclusion or modification of loan contracts of any type stipulated for amounts of more than EUR 25 million;
3. the granting of collateral guarantees on assets and personal guarantees for commitments to third parties other than those granted in the interest, directly or indirectly, of subsidiary companies;
4. the transfer of brands, patents and other intellectual ownership rights, as well as the conclusion of licensing contracts;
5. the conclusion and modification of multi-year commercial agreements, including joint-venture agreements;
6. the purchase and sale of real estate;
7. other extraordinary administrative transactions having an amount of more than EUR 50 million;
8. the appointment of the General Manager and the head of the company's administration, finance and control departments;
9. the appointment of the members of administrative bodies and the general managers of directly and indirectly held subsidiary companies.

Reference must usually be made, for the calculation of the amounts indicated in items 2) and 7) above, to each transaction considered on an individual basis, except in the case of transactions that are strictly and objectively related to a similar strategic or executive plan, where reference must be made to the total value of all the related transactions.

In relation to each Significant Transaction, the Board must receive a report – drawn up by the delegated bodies – suitable for allowing for a prior examination of the essential elements of this transaction. Specifically, an exhaustive report must be provided regarding the strategic motivations for the Significant Transaction and its estimated income, equity and financial effects, including at consolidated level.

The Procedure governing significant transactions is available on the Issuer's corporate website www.piaggiogroup.com, under the section Governance/Documents and procedures.

Transactions with Related Parties

Pursuant to the Related Parties Regulation, the Company has adopted a procedure for transactions with related parties (the '**Related Parties Procedure**') that regulates, among other things, the approval and management of transactions with related parties pursuant to Article 4 of the Related Parties Regulation.

It should be noted that Consob with Resolution no. 21624 of 10 December 2020 adopted the amendments to the Related Parties Regulation and to the Consob Regulations on Markets in order to transpose, also at the level of secondary legislation, the contents of the SHRD. The aforementioned Resolution no. 21624 came into force on 1 July 2021; consequently, on 25 June 2021, the Board adapted its own Related Parties Procedure to the aforementioned changes, subject to the favourable opinion of the Related Party Transactions Committee.

The Related Parties Procedure, as last amended and updated on 25 June 2021, is available on the Issuer's institutional website www.piaggiogroup.com in the Section Governance/Documents and Procedures.

Related party transactions committee

The Issuer's Board of Directors appointed a Related Party Transactions Committee responsible for approving both minor and major transactions with related parties. This Committee, which has been operational since 1 January 2011 and was last appointed by the Board on 22 April 2024, is composed of 3 (three) independent directors, who, in accordance with regulatory provisions, must also be unrelated directors with respect to each transaction.

The Committee appointed by the Board on 22 April 2024⁵ and in office as of the Report Date is composed of independent non-executive directors, in the persons of Rita Ciccone, as Chairman, Andrea Formica and Micaela Vescia.

There were no changes in the composition of the Related Party Transactions committee after the balance sheet date. The Committee is assigned the functions set out in the Related Parties Procedure.

During the year, 2 (two) meetings of the Related Party Transactions Committee were held. The meetings were co-ordinated by the Chairman and minutes were regularly taken; during the year, the Chairman regularly reported to the Board of Directors at the first meeting thereafter on the activities carried out.

The meetings of the Related Party Transactions Committee lasted an average of 1 hour. Table 3 in Attachment 1 of the Report shows the attendance of each member at the Committee meeting.

The Board, as reflected in the Related Parties Procedure, provided that directors who have an interest in the transaction must promptly and fully inform the Board of Directors of the existence of the interest and its relevant circumstances, also pursuant to Article 2391 of the Italian Civil Code. The directors involved in the transaction shall assess, on a case-by-case basis, the advisability of leaving the board meeting at the time of the resolution. In any event, the directors involved in the transaction shall abstain from voting on it.



⁵ It should be noted that the Committee in office until 17 April 2024 was appointed by the Board on 15 April 2021 and was composed of independent non-executive directors, in the persons of Graziano Gianmichele Visentin (Chairman), Rita Ciccone and Andrea Formica.

11. BOARD OF STATUTORY AUDITORS

It should be noted that by resolution of 17 April 2024, the Extraordinary Shareholders' Meeting approved the proposed amendments to the Articles of Association related to the adoption of the one-tier management and control system, pursuant to and for the purposes of Articles 2409-sexiesdecies et seq. of the Italian Civil Code.

The changes related to the new governance system were implemented as of the renewal of the corporate bodies by the Shareholders' Meeting held on the same date. For the composition of the Board of Statutory Auditors in office until the date of approval of the financial statements as at 31 December 2023, please refer to section 4.8 of this Report, as well as Table 4 in Annex 1 of the Report.

12. RELATIONSHIPS WITH SHAREHOLDERS

ACCESS TO INFORMATION AND DIALOGUE WITH SHAREHOLDERS

The Company believed it to be in its own specific interest – besides being its duty to the market – to establish a continuous dialogue with the majority of its shareholders, as well as with institutional investors, from the time of its listing on the stock market based on the reciprocal understanding of their respective roles. A relationship that is in any case intended to be conducted in compliance with the "Procedure for the Internal Management of Price Sensitive and Inside Information and for the Public Disclosure of Inside Information" described in paragraph 5.1 above.

It was considered that this relationship with the majority of shareholders and institutional investors could be facilitated via the constitution of dedicated corporate structures, provided with the suitable personnel and organisational resources.

For this purpose, an Investor Relations Department was established to take care of relations with the majority of shareholders and institutional investors, and possibly carry out specific tasks in the management of inside information and in relations with Consob and Borsa Italiana S.p.A..

As at the date of the Report, the head of the Investor Relations Department is Raffaele Lupotto. This department can be contacted at: investorrelations@piaggio.com.

For the dissemination of regulated information to the public, the Issuer uses the "eMarket SDIR" circuit and for the storage of regulated information the centralised storage mechanism called "eMarket STORAGE", accessible at www.emarketstorage.it, both managed by Teleborsa S.r.l. - with registered office in Piazza Priscilla, 4 Rome - following the authorisation and Consob Resolutions nos. 22517 and 22518 of 23 November 2022. Disclosure in investor relations is also ensured by making the most relevant corporate documentation available, in a timely and continuous manner, on the Company's website in the Investor section. More specifically, via the website investors can view, in both Italian and English, all press releases to the market, interim financial data approved by competent corporate bodies (annual financial reports, half-year financial reports and interim reports on operations), and documents distributed during meetings with professional investors, analysts and the financial community.

Moreover, the Issuer's website contains the Articles of Association, documents prepared for Shareholders' Meetings, communications concerning insider trading, the annual Corporate Governance Report, and any other document that the Issuer is required by regulations in force to publish on its website.

In order to update the market in a timely fashion, the company has set up an email alert service that allows the material published on the website to be received in real time.

The Company considers it to be in its own specific interest - as well as a duty to the market - to establish and maintain a constant and open relationship with current and/or potential Shareholders and/or other Stakeholders, in order to increase their level of understanding of the activities carried out by the Company and the Group it heads, and to share the actions and strategic visions underlying corporate management. That being said, taking into account the Issuer's current shareholder base and organisational structure, the Company has so far not considered adopting a shareholder dialogue policy, postponing the assessment in this regard to the financial year 2025. For more information, also pursuant to ESRS 2- Par. 43 s 45, please refer to the Sustainability Reporting, Section General Information/Governance.



13. GENERAL MEETINGS

(pursuant to Article 123-bis, paragraph 2, lit. c), Consolidated Law on Finance)

Pursuant to Article 8.2 of the Issuer's Articles of Association, all shareholders registered as of the seventh market trading day prior to the first scheduled date of a Shareholders' Meeting, as notified to the Company within the statutory term by the intermediary responsible by law for the keeping of shareholder accounts, are entitled to attend the shareholders' meeting and exercise their voting rights. To this end, reference is made to the date of the first call, provided it is the dates of any subsequent calls are indicated in the only meeting call; otherwise, reference is made the date of each meeting call.

In accordance with Article 8.3 of the Articles of Association, all subjects with voting right may appoint a proxy to attend and vote on his behalf, by written proxy statement, in accordance with legal regulations. The electronic notification of the proxy may be carried out, in accordance with the methods specified in the meeting notice, sending a message to the certified e-mail box indicated in the meeting notice itself or using a special section of the Company's website.

In addition, Article 8.4 of the Articles of Association (as last amended by the Extraordinary Shareholders' Meeting of 17 April 2024) provides that the Company may designate for each Shareholders' Meeting a person to whom Shareholders may grant proxy for representation at the Shareholders' Meeting pursuant to Article 135 -undecies of the Consolidated Law on Finance. The same article also provides that, where permitted by the regulations in force at the time, the Company may provide that the intervention and exercise of the right to vote at the Shareholders' Meeting by those entitled to do so may also take place exclusively through such person, in accordance with the procedures set forth in the regulations in force at the time.

Ordinary shareholders' meetings are called at least once a year to approve the annual financial statements, by and no later than one hundred and twenty days after the end of the financial year. The shareholders' meeting is also called in ordinary and extraordinary session any time the Board of Directors deems appropriate and, in all circumstances, envisaged by law. Shareholders' meetings must be called without delay when requested in accordance with law.

Pursuant to Article 7 of the Articles of Association, both ordinary and extraordinary Shareholders' Meetings are called, within the terms set forth by applicable laws and regulations, by means of a notice published on the Company's website and, if required by applicable regulations at the time, also in abstract form, in the Official Gazette of the Italian Republic, in the daily newspaper "Il Sole 24 Ore" or in the daily newspaper "Il Corriere della Sera" containing the date, time and place of the first and any subsequent calls, as well as the list of items to be discussed, without prejudice to the fulfilment of any other requirements set forth by applicable laws and regulations and the Articles of Association.

The agenda for a Shareholders' Meeting is set by the person or body exercising the power to call the meeting in accordance with law or the Articles of Association. Where a shareholders' meeting is called at the request of shareholders, the agenda will be based on the business specified in the request. If requested by shareholders in accordance with law, additional business will be added to the agenda within the deadline and in the manner contemplated by applicable laws and regulations.

Holders of voting rights may ask questions on business posted in the agenda both before and during the Shareholders' Meeting. Questions submitted before the shareholders' meeting will be answered at the latest during the meeting itself. The Company reserves the right to provide a single reply to questions regarding one and the same matter. The notice convening the meeting indicates the deadline by which questions to submit to the Shareholders' Meeting must be sent to the Company. The deadline may not be earlier than five open market days prior to the date of the Shareholders' Meeting in first or single call, or the record date pursuant to Article 83-sexies, paragraph 2, of the Consolidated Law on Finance (end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting) if the notice of call requires the Company to provide an answer to the questions received before the Shareholders' Meeting. In the latter case, the replies shall be given at least two days prior to the Shareholders' Meeting, and may also be published in a specific section of the Company's Internet site. entitlement to vote can be certified even after the sending of questions provided that this is within the third day following the above record date. If it is envisaged that participation in the Shareholders' Meeting will take place exclusively through the Appointed Representative, questions may be submitted in writing by the record date pursuant to Article 83-sexies, paragraph 2 of the Consolidated Law on Finance and the company will reply no later than three days prior to the Shareholders' Meeting by means of publication in the aforementioned section of the Website.

Pursuant to Article 9 of the Articles of Association, the General Meeting of Shareholders is chaired by the Chairman of the Board of Directors, or in his/her absence or impediment, by the sole Deputy Chairman, or if several Deputy Chairmen hold office, by the Deputy Chairman in office for the longest period of time, or if Deputy Chairmen have been in office for the same period of time, by the most

senior. In the absence or impediment of the Chairman, the sole Deputy Chairman, or all Deputy Chairmen, the General Meeting of Shareholders is chaired by a Director or Shareholder appointed by the majority of those present. The Chairman of the General Meeting ascertains the identity and legitimate attendance of those present, that the meeting is legitimate and a necessary quorum is present to ensure the validity of resolutions, and is responsible for conducting the meeting and establishing voting procedures and outcomes. For the legitimacy of both ordinary and extraordinary Shareholders' Meetings and the validity of shareholders' resolutions, the provisions of law and the Articles of Association apply.

To facilitate participation in the Shareholders' Meeting and the exercise of voting rights, Article 6, paragraph 2 of the Articles of Association (as most recently amended by the Extraordinary Shareholders' Meeting of 17 April 2024) provides that the Ordinary or Extraordinary Shareholders' Meeting may be held, where permitted by the laws in force at the time, if the administrative body deems it appropriate, also exclusively at a distance with participants located in several places, audio/video connected, provided that the collective method and the principles of good faith and equal treatment of shareholders are respected, and in particular provided that (i) the Chairman of the Shareholders' Meeting, also through his presiding officer, is allowed to able the identity and legitimacy of those present, regulate the proceedings of the meeting, and ascertain and verify the results of voting; (ii) the person taking the minutes is able to properly understand the events of the meeting that are to be minuted; (iii) those present are able to participate in the discussion and simultaneous voting on the items on the agenda; (iv) those participating in the meeting who are remotely connected have the same documentation distributed to those present at the place where the meeting is held.

The Company does not feel it necessary, at present, to propose the adopting of specific regulations for the proceedings of Shareholders' Meetings, since it also believes it appropriate that in principle Shareholders are ensured the maximum level of participation and expression in discussions at Meetings.

Under Article 18 of the Articles of Association and without prejudice to the provisions of Article 2436 of the Italian Civil Code, the decision-making powers of the Shareholders' Meeting may be delegated to the Board of Directors for resolutions concerning:

- mergers and demergers, where defined as simplified in accordance with Articles 2505, 2505-bis, and 2506-ter, final subsection, of the Italian Civil Code;
- the opening or closing of branches;
- the transfer of the registered head office within the national territory;
- which board directors are to be empowered to represent the Company legally;
- share capital reduction due to withdrawal;
- amendments to the Articles of Association to comply with laws and regulations.

Resolutions concerning the above matters may otherwise be adopted at extraordinary Shareholders' Meetings.

Applicable laws and regulations in force govern the rights of shareholders. The right of withdrawal may only be exercised by shareholders within the limits and in accordance with the mandatory provisions of law and, under Article 3.2 of the Articles of Association, is excluded where the duration of the Company is extended.

During the year, only one Shareholders' Meeting was held - in accordance with the procedures set forth in Article 106 of Law Decree No. 18/2020, converted into Law No. 27/2020, setting forth "Measures to strengthen the health service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19" and as subsequently extended - on 17 April 2024, in ordinary and extraordinary session, in which all the Directors took part (via video/teleconference connection).

The current version of the Articles of Association, most recently amended by the shareholders' meeting on 17 January 2024, is published on the Company's website at <https://www.piaggiogroup.com/it/governance/documenti-e-procedure>.

14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (pursuant to Article 123-bis, paragraph 2, letter a), of the Consolidated Law on Finance)

The Issuer has not adopted any additional corporate governance practices with respect to those required by laws and regulations in force and described in this Report.

15 CHANGES AFTER THE APPLICABLE BALANCE SHEET DATE

Since the end of the Financial Year and up to the Date of the Report, there have been no changes in the corporate governance structure other than those reported in the specific sections.

16 COMMENTS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

The letter dated 17 December 2024 addressed by the Chairman of the Corporate Governance Committee to the Chairmen of the Boards of Directors of the listed Italian companies was brought to the attention of the Management Control Committee and the Board of Directors at the meeting of the Board of Directors on 4 March 2025.

The Board took note of the analyses and recommendations contained in the letter and found the Company to be adequate overall in relation to the requests made in the letter.

It should be noted, on a preliminary basis that, in continuity with the 2023 financial year, in order to implement the Corporate Governance Committee's Recommendations for 2024, the Issuer has highlighted in summary form the essential information regarding adherence to the specific recommendations of the Corporate Governance Code, including in Appendix 2 to the Report a table indicating, for each provision of the Corporate Governance Code, the application, disapplication or non-applicability.

With specific reference to the recommendations for 2025, as far as they apply to Piaggio, the following should be noted:

- In accordance with Recommendation 11, the Company determined the deadlines for sending the information to the Board of Directors as indicated in section 4.4 of this Report. In particular, the Rules of the Board of Directors provide that any documentation relating to the items on the agenda shall be made available at least 48 hours in advance of the convened board meeting, with the sole exception of cases of urgency or special requirements of confidentiality and/or protection of classified information (or limited dissemination) as identified by the Chairman. In the latter case, however, the completeness and usability of the information is ensured during the board proceedings; In particular, the Chairman shall ensure that appropriate follow-ups are carried out during the board sessions. If the Chairman, or the person replacing him/her pursuant to the Board of Directors' Rules of Service, deems it appropriate in relation to the content of the subject matter and the related resolution, the information documents may be provided directly during the meeting (and withdrawn at the end of the meeting), giving prior notice to the members of the Board of Directors. In such a case, the Chairman, with the help of the Secretary, shall ensure that appropriate and punctual investigations are carried out during the board session. During the year, the Company departed from the above timelines for reasons of urgency or confidentiality in limited cases and always provided for adequate and complete disclosure to the Board. With regard to the information on committees, please refer to section 6 above;

- In accordance with Recommendation 27, the proposed 2025 Remuneration Policy (Section I of the Remuneration Report to which reference is made) envisages an overall sustainability target of 20% of the variable component of Remuneration, broken down into four “indicators”, including quantitative ones, each with a weight of 25%, as better detailed in the proposed 2025 Remuneration Policy. The same Policy also provides for the possibility of awarding, on a discretionary basis, specific bonuses, in the presence of exceptional circumstances as exemplified in the Policy and subject to the supervision of the application of the procedure for transactions with related parties;
- In compliance with Recommendation 4 of the Code, the Company has set out in this Report, in section 4.6 above, to which reference should be made, the reasons for its decision to delegate powers to the Chairman.





ATTACHMENT 1

TABLE 1: CORPORATE OWNERSHIP INFORMATION AS AT 31/12/2024

SHARE CAPITAL STRUCTURE				
	N° OF SHARES	NO. OF VOTING RIGHTS	LISTED (INDICATE THE MARKETS) / NOT LISTED	RIGHTS AND OBLIGATIONS
Ordinary shares (stating whether the possibility of an increase in voting rights is envisaged)	354,632,049	354,632,049	Euronext Milan (formerly MTA - Mercato Telematico Azionario)	Each share gives the right to one vote. The shareholders rights and obligations are those in Articles 2346 and following of the Italian Civil Code.
Preference shares				
Multiple-voting shares				
Other categories of shares with voting rights				
Savings shares				
Convertible savings shares				
Other non-voting share categories				
Other				

OTHER FINANCIAL INSTRUMENTS (GRANTING THE RIGHT TO SUBSCRIBE FOR NEWLY ISSUED SHARES)				
	LISTED (INDICATE THE MARKETS) / NOT LISTED	NO. OF INSTRUMENTS IN CIRCULATION	CATEGORY OF SHARES FOR CONVERSION/EXERCISE	NO. OF SHARES FOR CONVERSION/EXERCISE
Convertible bonds				
Warrants				

MATERIAL INVESTMENTS IN CAPITAL			
DECLARER	DIRECT SHAREHOLDER	% OF ORDINARY SHARE CAPITAL	% OF SHARES WITH VOTING RIGHTS
IMMSI S.p.A.	IMMSI S.p.A.	50.57	50.57

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS IN OFFICE UNTIL 17 APRIL 2024

BOARD OF DIRECTORS													
POSITION	COMPONENTS	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT (*)	IN OFFICE SINCE	IN OFFICE UP TO	SLATE (PRESENTS) (**)	SLATE (M/M) (***)	EXEC.	NON-EXEC.	INDEP. CODE	INDEP. CONSOLIDATED LAW ON FINANCE	NO. OF OTHER POSITIONS (****)	SHAREHOLDING (*****)
Executive Chairman	Matteo Colaninno	1970	23/10/2003	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M	X				4	3/3
Chief Executive Officer	Michele Colaninno	1976	28/08/2006	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M	X				10	3/3
Director ^o	Visentin Graziano Gianmichele	1950	13/04/2015	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M		X	X	X	11	3/3
Director	Albano Patrizia	1953	16/04/2018	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M		X	X	X	5	3/3
Director	Ciccone Rita	1960	14/04/2021	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M		X	X	X	15	2/3
Director	Formica Andrea	1961	13/04/2015	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	m		X	X	X	2	3/3
Director	Vescia Micaela	1973	14/04/2021	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M		X	X	X	3	3/3
Director	Savasi Federica	1975	13/04/2015	14/04/2021	Approval of 31.12.2023 Financial Statements	Shareholders	M		X			1	3/3
Director	Zanetti Carlo	1961	01/09/2023	01/09/2023	Approval of 31.12.2023 Financial Statements	Shareholders	M		X			5	3/3
DIRECTORS NO LONGER IN OFFICE IN THE FINANCIAL YEAR													
Director	Name Surname												

Indicate the number of meetings held during the Financial Year by the Board in office until 17 April 2024: 3

Indicate the quorum required by minorities to submit slates for the election of one or more members (pursuant to Article 147-ter TUF): 2.5%

NOTES: The following symbols must be inserted in the "Position" column:

^o This symbol indicates the Lead Independent Director (LID).

(*) The date of the first appointment of each director means the date when the director was appointed for the first time ever to the Board of the Issuer.

(**) This column indicates whether the slate from which each director was taken was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board").

(***) This column indicates whether the slate from which each director was taken is "majority" (indicating "M"), or "minority" (indicating "m").

(****) This column shows the number of directorships and auditing positions held by the person concerned in other companies. The positions are indicated in full in the Corporate Governance Report.

(*****) This column indicates the participation or directors in Board meetings (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS IN OFFICE AT THE END OF THE FINANCIAL YEAR

BOARD OF DIRECTORS												
POSITION	COMPONENTS	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT (*)	IN OFFICE SINCE	IN OFFICE UP TO	SLATE (PRESENTERS) (**)	SLATE (M/M) (***)	EXEC.	NON-EXEC.	INDEP. CODE	INDEP. CONSOLIDATED LAW ON FINANCE NO. OF OTHER POSITIONS (****)	SHAREHOLDING (*****)
Executive Chairman	Colaninno Matteo	1970	23/10/2003	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M	X			4	5/5
Chief Executive Officer	Colaninno Michele	1976	28/08/2006	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M	X			10	5/5
Director (Chairman Management Control Committee)	Raffaella Annamaria Pagani	1971	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	m		X	X X	22	5/5
Director (member Management Control Committee)	Paola Mignani	1966	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	14	5/5
Director ^o (member Management Control Committee)	Alessandro Lai	1960	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	5	5/5
Director	Visentin Graziano Gianmichele	1950	13/04/2015	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	11	5/5
Director	Albano Patrizia	1953	16/04/2018	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	5	4/5
Director	Ciccone Rita	1960	14/04/2021	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	15	3/5
Director	Formica Andrea	1961	13/04/2015	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	2	5/5
Director	Vescia Micaela	1973	14/04/2021	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	3	4/5
Director	Zanetti Carlo	1961	01/09/2023	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X		5	5/5
Director	Ottaviano Ugo Zanello	1962	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	Shareholders	M		X	X X	1	5/5

Indicate the number of meetings held during the Financial Year by the Board in office as of 17 April 2024: 5

Indicate the quorum required by minorities to submit slates for the election of one or more members (pursuant to Article 147-ter TUF): 2.5%

NOTES

The following symbols must be inserted in the "Position" column:

^o This symbol indicates the Lead Independent Director (LID).

(*) The date of the first appointment of each director means the date when the director was appointed for the first time ever to the Board of the Issuer.

(**) This column indicates whether the slate from which each director was taken was submitted by shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board").

(***) This column indicates whether the slate from which each director was taken is "majority" (indicating "M"), or "minority" (indicating "m").

(****) This column shows the number of directorships and auditing positions held by the person concerned in other companies. The positions are indicated in full in the Corporate Governance Report.

(*****) This column indicates the participation or directors in Board meetings (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).

TABLE 3: STRUCTURE OF THE BOARD COMMITTEES IN OFFICE UNTIL 17 APRIL 2024

BOARD OF DIRECTORS		EXECUTIVE COMMITTEE		RPT COMMITTEE		INTERNAL CONTROL, RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE		REMUNERATIONS COMMITTEE		NOMINATIONS COMMITTEE		OTHER COMMITTEE	
POSITION/QUALIFICATION	COMPONENTS	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Director	Visentin Graziano Gianmichele			-	C	2/2	C	1/1	M	2/2	C		
Director	Ciccone Rita			-	M	1/2	M	1/1	C	2/2	M		
Director	Formica Andrea			-	M			1/1	M				
Director	Vescia Micaela					2/2	M			2/2	M		
DIRECTORS NO LONGER IN OFFICE IN THE FINANCIAL YEAR													
Executive/ non-executive Director - independent from TUF and/or from Code/not independent	Name Surname												
AND MEMBERS WHO ARE NOT DIRECTORS													
Manager of the Issuer/ Other	Name Surname												
No of meetings held in the Financial Year:				0		2		1		2			

NOTES

(*) This column indicates the participation of directors in Board meetings (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).

(**) This column indicates the position of the director on the Committee: "C": Chairman; "M": member.

TABLE 3: COMPOSITION OF BOARD COMMITTEES AT THE FINANCIAL YEAR CLOSURE DATE

BOARD OF DIRECTORS		EXECUTIVE COMMITTEE		RPT COMMITTEE		INTERNAL CONTROL, RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE		NOMINATION AND REMUNERATION COMMITTEE		OTHER COMMITTEE	
POSITION/QUALIFICATION	COMPONENTS	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Director	Visentin Graziano Gianmichele					6/6	C	2/2	C		
Director	Alessandro Lai					6/6	M	2/2	M		
Director	Paola Mignani					6/6	M				
Director	Ciccone Rita			2/2	C			1/2	M		
Director	Formica Andrea			2/2	M						
Director	Vescia Micaela			2/2	M						
DIRECTORS NO LONGER IN OFFICE IN THE FINANCIAL YEAR											
Executive/ non-executive Director - independent from TUF and/ or from Code/ not independent	Name Surname										
AND MEMBERS WHO ARE NOT DIRECTORS											
Manager of the Issuer/ Other	Name Surname										
No of meetings held in the Financial Year:				2		6		2			

NOTES

- (*) This column indicates the participation of directors in Board meetings (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).
- (**) This column indicates the position of the director on the Committee: "C": Chairman; "M": member.

TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS IN OFFICE UNTIL 17 APRIL 2024

BOARD OF STATUTORY AUDITORS									
POSITION	COMPONENTS	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT (*)	IN OFFICE SINCE	IN OFFICE UP TO	LIST (M/M) (**)	INDEP. CODE	INVOLVEMENT IN BOARD MEETINGS (***)	NO. OF OTHER POSITIONS (****)
Chairman	Vitali Piera	1949	13/04/2015	14/04/2021	Approval of 31.12.2023 Financial Statements	m	X	2/2	3
Statutory auditor standing	Barbara Giovanni	1960	13/07/2004	14/04/2021	Approval of 31.12.2023 Financial Statements	M	X	1/2	16
Statutory auditor standing	Giaconia Massimo	1959	14/04/2021	14/04/2021	Approval of 31.12.2023 Financial Statements	M	X	2/2	38
Alternate auditor	Bonelli Fabrizio Piercarlo	1960	16/04/2018	14/04/2021	Approval of 31.12.2023 Financial Statements	m	X		
Alternate auditor	Losi Gianmarco	1964	16/04/2018	14/04/2021	Approval of 31.12.2023 Financial Statements	M	X		
AUDITORS NO LONGER IN OFFICE DURING THE FINANCIAL YEAR									
-	-	-	-	-	-	-	-	-	-

Indicate the number of meetings held during the Financial Year: 2

Indicate the quorum required by minorities to submit slates for the election of one or more members (pursuant to Article 148 of the TUF): 2.5%

NOTES

(*) The date of the first appointment of each auditor means the date when the auditor was appointed for the first time (in absolute terms) to the Board of Statutory Auditors of the Issuer.

(**) This column indicates whether the slate from which each Auditor was taken is "majority" (indicating "M"), or "minority" (indicating "m").

(***) This column indicates the participation of auditors in meetings of the Board of Statutory Auditors (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).

(****) This column shows the number of directorships and auditing positions held by the person concerned in other companies.

TABLE 4: STRUCTURE OF THE MANAGEMENT CONTROL COMMITTEE IN OFFICE AT THE END OF THE FINANCIAL YEAR

BOARD OF STATUTORY AUDITORS									
POSITION	COMPONENTS	YEAR OF BIRTH	DATE OF FIRST APPOINTMENT (*)	IN OFFICE SINCE	IN OFFICE UP TO	LIST (M/M) (**)	INDEP. CODE	ATTENDANCE AT MEETINGS OF THE MANAGEMENT CONTROL COMMITTEE (***)	NO. OF OTHER POSITIONS (****)
Chairman of the Management Control Committee	Raffaella Annamaria Pagani	1971	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	m	X	13/13	22
Member of the Management Control Committee	Paola Mignani	1966	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	M	X	13/13	14
Member of the Management Control Committee	Alessandro Lai	1960	17/04/2024	17/04/2024	Approval of 31.12.2026 Financial Statements	M	X	13/13	5
Alternate auditor	Cognome Nome								
Alternate auditor	Cognome Nome								
AUDITORS NO LONGER IN OFFICE DURING THE FINANCIAL YEAR									
	Name Surname								

Indicate the number of meetings held during the Financial Year: 13

Indicate the quorum required by minorities to submit slates for the election of one or more members (pursuant to Article 148 of the TUF): 2.5%

NOTES

(*) The date of the first appointment of each auditor means the date when the auditor was appointed for the first time (in absolute terms) to the Board of Statutory Auditors of the Issuer.

(**) This column indicates whether the slate from which each Auditor was taken is "majority" (indicating "M"), or "minority" (indicating "m").

(***) This column indicates the participation of auditors in meetings of the Board of Statutory Auditors (indicate the number of meetings attended and the total number of meetings the person could have attended; e.g. 6/8; 8/8 etc.).

(****) This column shows the number of directorships and auditing positions held by the person concerned in other companies.



ATTACHMENT 2

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
Article 1 - Role of the board of directors				
Principles				
I. The board of directors guides the Company by pursuing its sustainable success.	X			4.1
II. The board of directors defines the strategies of the Company and Group, consistently with Principle I and monitors their implementation.	X			4.1
III. The board of directors defines the system of corporate governance that best serves the conduct of the company's business and the pursuit of its strategies, taking into account the areas of autonomy envisaged by the legal system. If necessary, it evaluates and promotes appropriate changes, submitting them to the shareholders' meeting when competent.	X			4.1
IV. The board of directors promotes engagement with shareholders and other relevant stakeholders of the Company in the most appropriate forms.	X			4.1
Recommendations				
1. The board of directors:				
a) examines and approves the business plan of the Company and Group, also based on the analysis of issues relevant to the generation of long-term value carried out with the possible support of a committee whose composition and functions are determined by the board of directors;				
b) periodically monitors the implementation of the business plan and assesses the general performance of operations, periodically comparing the results achieved with those planned;				
c) defines the nature and level of risk compatible with the Company's strategic objectives, including in its assessments all elements that may be relevant to the sustainable success of the Company;				
d) defines the corporate governance system of the Company and Group and assesses the adequacy of the organisational, administrative and accounting structure of the Company and its subsidiaries of strategic relevance, with particular reference to the internal control and risk management system;	X			4.1
e) resolves on transactions of the Company and its subsidiaries that have a material strategic, economic, capital or financial significance for the Company; to this end, it establishes general criteria for identifying material transactions;				
f) In order to ensure the proper management of corporate information, it adopts, at the proposal of the chairman in agreement with the chief executive officer, a procedure for the internal management and external communication of documents and information concerning the Company, with particular reference to inside information.				
2. If deemed necessary in order to define a corporate governance system that is more functional to the company's needs, the board of directors shall prepare reasoned proposals to be submitted to the shareholders' meeting on the following topics:				
a) choice and characteristics of the corporate model (traditional, 'one-tier', 'two-tier');				
b) size, composition and appointment of the board of directors and term of office of its members;				
c) the structure of administrative and property rights of shares;				
d) percentages established for the exercise of prerogatives to protect minorities.	X			
In particular, in the event that the board of directors intends to propose to the shareholders' meeting the introduction of majority voting, it shall provide in the explanatory report to the shareholders' meeting adequate justification for the purpose of the choice and indicate the expected effects on the ownership and control structure of the Company and its future strategies, giving an account of the decision-making process followed and any contrary opinions expressed by the Board.				

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
3. The board of directors, upon a proposal of the Chairman, made in agreement with the chief executive officer, adopts and describes in the corporate governance report a policy for the management of dialogue with shareholders at large, also taking into account the engagement policies adopted by institutional investors and asset managers. The Chairman shall ensure that the board of directors is in any case informed, by the first useful meeting, of the development and significant contents of the dialogue that has taken place with all shareholders.		X		4.1; 12
Article 2 - Composition of company boards				
Principles				
V. The board of directors is composed of executive and non-executive directors, all of whom have the professionalism and skills appropriate to the tasks entrusted to them.	X			4.3
VI. The number and expertise of the non-executive directors are such as to ensure that they carry significant weight in the adoption of board resolutions and guarantee effective monitoring of management. A significant number of the non-executive directors is independent.	X			4.3
VII. The Company applies diversity criteria, including gender criteria, for the composition of the board of directors, in compliance with the priority objective of ensuring adequate competence and professionalism of its members.	X			4.3
VIII. The supervisory board has an appropriate composition to ensure its independence and professionalism.	X			4.3
Recommendations				
4. The board of directors defines the allocation of management powers and identifies who among the executive directors holds the position of chief executive officer. Where the Chairman is assigned the position of chief executive officer or is granted significant management powers, the board of directors shall explain the reasons for this choice.	X			4.6
5. The number and competences of the independent directors shall be appropriate to the needs of the company and the functioning of the board, as well as the constitution of relevant committees. The board of directors includes at least two independent directors, other than the Chairman. In large companies with a concentrated ownership, independent directors make up at least one third of the board. In other large companies, independent directors make up at least half of the board. In large companies, the independent directors meet, in the absence of the other directors, on a regular basis and in any case at least once a year to assess issues deemed of interest with respect to the functioning of the board and the management of the company.	X			4.7
6. The board of directors assesses the independence of each non-executive director immediately after appointment as well as during the term of office upon the occurrence of circumstances relevant to independence and in any case at least once a year. For this purpose, each non-executive director shall provide all the elements necessary or useful for the assessment of the board of directors, which shall consider, on the basis of all available information, any circumstance that affects or may appear to affect the director's independence.	X			4.7

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>7. At least the following circumstances may compromise, or appear to compromise, the independence of a director:</p> <ul style="list-style-type: none"> a) if he is a significant shareholder of the company; b) whether he is, or has been in the previous three financial years, an executive director or an employee: <ul style="list-style-type: none"> - of the company, a strategically important subsidiary of the company or a company under common control; - of a significant shareholder of the company; c) whether, directly or indirectly (e.g. through subsidiaries or companies of which it is an executive director, or as a partner of a professional practice or consulting company), he has, or has had in the previous three financial years, a significant commercial, financial or professional relationship: <ul style="list-style-type: none"> - with the company or its subsidiaries, or with its executive directors or top management; - with a person who, also together with others through a shareholders' agreement, controls the company; or, if the parent company is a company or entity, with its executive directors or top management; d) if he receives, or has received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration in addition to the fixed remuneration for the position and to the remuneration provided for participation in committees recommended by the Code or provided for by the regulations in force; e) if he has been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years; f) if he holds the position of executive director in another company in which an executive director of the company holds the position of director; g) if he is a partner or director of a company or entity belonging to the network of the company appointed to perform the statutory auditing of the company; h) if he is a close relative of a person in one of the situations referred to in the preceding points. <p>The board of directors shall, at least at the beginning of its term of office, predefine the quantitative and qualitative criteria for assessing the significance referred to in (c) and (d) above. In the case of a director who is also a partner in a professional practice or consulting company, the board of directors assesses the significance of professional relationships that may have an effect on his position and role within the practice or consulting company or that otherwise relate to important transactions of the company and its group, even irrespective of the quantitative parameters.</p> <p>The chairman of the board of directors, who has been nominated as a candidate for this role in accordance with Recommendation 23, may be assessed as independent if none of the above circumstances apply. If the chairman assessed as independent participates in the committees recommended by the Code, the majority of the committee members shall be other independent directors. The chairman assessed as independent does not chair the remuneration committee and the control and risk committee.</p>	X			4.7
<p>8. The company defines the diversity criteria for the composition of the management and control bodies and identifies, also taking into account its ownership structure, the most appropriate instrument for their implementation.</p> <p>At least one third of the board of directors and the supervisory board, where autonomous, consists of members of the less represented gender. Companies take measures to promote equal treatment and equal opportunities between genders within the entire company organisation and monitor their concrete implementation.</p>	X			4.3; 4.8
<p>9. All members of the supervisory board meet the independence requirements of Recommendation 7 for directors. The assessment of independence is carried out, with the timing and in the manner provided for in Recommendation 6, by the board of directors or the supervisory board, based on the information provided by each member of the supervisory board.</p>	X			4.8; 11

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
10. The outcome of the independence assessments of the directors and members of the supervisory board, as referred to in Recommendations 6 and 9, is disclosed to the market immediately after the appointment by means of a special announcement and, subsequently, in the Corporate Governance Report; on these occasions, the criteria used for assessing the materiality of the relationships under consideration are indicated and, where a director or member of the supervisory board has been deemed independent despite the occurrence of one of the situations indicated in Recommendation 7, a clear and reasoned justification for this choice is provided in relation to the position and individual characteristics of the person assessed.	X			4.7; 4.8
Article 3 - Functioning of the board of directors and the role of the Chairman				
Principles				
IX. The board of directors defines the rules and procedures for its own functioning, in particular in order to ensure effective management of board reporting.	X			4.4
X. The chairman of the board of directors has a role of liaison between the executive and non-executive directors and ensures the effective functioning of the board proceedings.	X			4.5
XI. The board of directors ensures an appropriate internal division of its functions and establishes board committees with investigative, proposing and advisory functions.	X			6
XII. Each director shall ensure an adequate time availability for the diligent performance of the tasks assigned to him.	X			4.4
Recommendations				
11. The board of directors adopts regulations defining the rules of operation of the board itself and its committees, including the procedures for taking minutes of meetings and the procedures for the management of reporting to the directors. These procedures identify the deadlines for the prior sending of the information and how the confidentiality of the data and information provided is to be protected in such a way that the timeliness and completeness of the information flows are not prejudiced. The report on corporate governance provides adequate information on the main contents of the regulations of the board of directors and on compliance with the procedures concerning the timeliness and adequacy of information provided to the directors.	X			4.4; 16
12. The chairman of the board of directors, with the help of the board secretary, ensures: <ul style="list-style-type: none"> a) that the pre-meeting briefing and additional information provided during meetings are adequate to enable directors to act in an informed manner in the performance of their role; b) that the activities of the board committees with investigative, proposing and advisory functions are coordinated with the activities of the board of directors; c) in agreement with the chief executive officer, that the executives of the company and of the companies of its group, responsible for competent corporate functions depending on the subject matter, attend the board meetings, also at the request of individual directors, to provide the appropriate in-depth information on items on the agenda; d) that all members of the board of directors and supervisory body may participate, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the company operates, of the company's dynamics and their evolution, also with a view to the sustainable success of the company itself, and also of the principles of proper risk management and of the applicable regulatory and governance framework; e) the adequacy and transparency of the board's self-assessment process, with the support of the nomination committee. 	X			4.5

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>13. The board of directors appoints an independent director as lead independent director:</p> <p>a) if the chairman of the board of directors is the chief executive officer or holds significant management powers;</p> <p>b) if the position of chairman is held by the person who controls, even jointly, the company;</p> <p>c) in large companies, even in the absence of the conditions set out in (a) and (b), if requested by the majority of the independent directors.</p>	X			4.7
<p>14. The lead independent director:</p> <p>a) is a point of reference and coordination for the requests and contributions of non-executive directors and, in particular, of independent directors;</p> <p>b) coordinates meetings only of the independent directors.</p>	X			4.7
<p>15. In large companies, the board of directors provides guidance on the maximum number of positions on the boards of directors or auditors in other listed or large companies that may be considered compatible with effective performance as a director of the company, taking into account the commitment resulting from the position held.</p>			X	
<p>16. The board of directors establishes internal committees with investigative, proposing and advisory functions in the areas of appointments, remuneration and control and risk. The functions that the Code assigns to committees may be distributed differently or merged into a single committee, provided that adequate information is provided on the tasks and activities performed for each of the functions assigned and the Code's recommendations for the composition of the relevant committees are complied with.</p> <p>The functions of one or more committees may be assigned to the entire board, under the coordination of the chairman, provided that</p> <p>a) independent directors represent at least half of the board;</p> <p>b) the board of directors devotes adequate space within the board sessions to the performance of the functions typically attributed to these committees.</p> <p>If the functions of the remuneration committee are reserved for the board of directors, the last sentence of Recommendation 26 applies.</p> <p>Companies other than large ones may assign the functions of the control and risk committee to the board of directors, even in the absence of the condition mentioned in (a) above.</p> <p>Companies with a concentrated ownership, including large companies, may assign the functions of the nomination committee to the board of directors, even in the absence of the condition mentioned in (a) above.</p>	X			6; 7.1; 8; 9.2
<p>17. The board of directors defines the tasks of the committees and determines their composition, favouring the competence and experience of their members and avoiding, in large companies, an excessive concentration of tasks in this area.</p> <p>Each committee is coordinated by a chairperson who informs the board of directors of its activities at the first possible meeting.</p> <p>The chairman of the committee may invite the chairman of the board of directors, the chief executive officer, the other directors and, informing the chief executive officer, representatives of the relevant corporate functions, to individual meetings; meetings of each committee may be attended by members of the supervisory board.</p> <p>Committees are entitled to access the information and business functions necessary to perform their tasks, have access to financial resources and be assisted by external consultants, within the terms set by the board of directors.</p>	X			6; 7.1; 8; 9.2

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
18. On the proposal of the chairman, the board of directors decides on the appointment and dismissal of the board secretary and defines his professional requirements and powers in the board regulations. The secretary supports the work of the chairman and provides impartial assistance and advice to the board of directors on all aspects relevant to the proper functioning of the corporate governance system.	X			4.5
Article 4 - Appointment of the directors and self-assessment of the board of directors				
Principles				
XIII. The board of directors shall ensure, for areas under its responsibility, that the process for the appointment and succession of directors is transparent and functional to achieving the optimal composition of the board in accordance with the principles in Article 2.	X			7
XIV. The board of directors periodically assesses the effectiveness of its activities and the contribution made by its individual members, through formalised procedures, the implementation of which it oversees.	X			7
Recommendations				
19. The board of directors tasks the nomination committee with assisting it in the following activities: a) the self-assessment of the board and its committees; b) the definition of the optimal composition of the board and its committees; c) the identification of candidates for the position of director in the event of co-option; d) the possible submission of a list by the outgoing board of directors to be implemented in a manner that ensures its transparent formation and presentation; e) the preparation, updating and implementation of any succession plan for the chief executive officer and other executive directors.	X			8
20. The majority of the nomination committee is composed of independent directors.	X			8
21. The self-assessment focuses on the size, composition and actual functioning of the board of directors and its committees, also considering its role in defining strategies and monitoring management performance and the adequacy of the internal control and risk management system.	X			7
22. The self-assessment is conducted at least every three years, in view of the renewal of the board of directors. In large companies other than those with a concentrated ownership, the self-assessment is conducted annually and may also be carried out in a differentiated manner during the term of office of the board, evaluating whether to be assisted by an independent consultant at least every three years.	X			7

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>23. In companies other than those with a concentrated ownership the board of directors:</p> <ul style="list-style-type: none"> - provides guidance, with a view to each renewal, on the quantitative and qualitative board composition considered optimal, taking into account the results of the self-assessment; - requires those who submit a list containing a number of candidates exceeding half of the members to be elected to provide adequate information, in the documentation submitted for filing the list, on the conformity of the list with the guidance of the board of directors, also with reference to the diversity criteria provided for in Principle VII and Recommendation 8, and to indicate their candidate for the position of chairman of the board of directors, whose appointment shall be made according to the procedures set out in the articles of association. <p>The guidance of the outgoing board of directors is published on the company's website well in advance of the publication of the notice of the shareholders' meeting concerning its renewal. The guidance identifies the managerial and professional profiles and skills deemed necessary, also in the light of the company's sector characteristics, considering the diversity criteria set out in Principle VII and Recommendation 8 and the guidance given on the maximum number of positions in application of Recommendation 15.</p>	X			7
<p>24. In large companies, the board of directors:</p> <ul style="list-style-type: none"> - defines, with the support of the nomination committee, a plan for the succession of the chief executive officer and executive directors that at least identifies the procedures to be followed in the event of early termination of office; - ascertains the existence of adequate procedures for the succession of top management. 			X	7.1
Article 5 - Remuneration				
Principles				
XV. The policy for the remuneration of directors, members of the supervisory board and top management is functional to the pursuit of the company's sustainable success and takes into account the need to have available, retain and motivate people with the competence and professionalism required by their role in the company.	X			8.1
XVI. The remuneration policy is drawn up by the board of directors through a transparent procedure.	X			8.1
XVII. The board ensures that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, in light of the results achieved and other circumstances relevant to its implementation.	X			8.1
Recommendations				
<p>25. The board of directors entrusts the remuneration committee with the task of:</p> <ul style="list-style-type: none"> a) assisting it in drawing up the remuneration policy; b) submitting proposals or giving opinions on the remuneration of executive directors and other directors holding special positions, as well as setting performance targets related to the variable component of such remuneration; c) monitoring the concrete application of the remuneration policy and verifying, in particular, the actual achievement of performance targets; d) periodically evaluating the adequacy and overall consistency of the policy for the remuneration of directors and top management. <p>In order to have individuals with adequate competence and professionalism, the remuneration of both executive and non-executive directors, and of members of the supervisory board is defined taking into account the remuneration practices prevailing in reference sectors and for companies of a similar size, also considering comparable foreign experience and seeking the assistance of an independent consultant, if necessary.</p>	X			8

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
26. The remuneration committee is composed of only non-executive directors, the majority of whom are independent, and is chaired by an independent director. At least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the board of directors at the time of appointment. No director participates in meetings of the remuneration committee in which proposals are formulated to the board of directors regarding their remuneration.	X			8
27. The policy for the remuneration of executive directors and top management defines:				
a) a balance between the fixed component and the variable component that is appropriate and consistent with the company's strategic objectives and risk management policy, taking into account the characteristics of the company's business and the sector in which it operates, providing in any case that the variable component represents a significant part of the overall remuneration or;	X			
b) maximum limits on the allocation of variable components;	X			
c) performance targets, to which the payment of variable components is linked, predetermined, measurable and mainly related to a long-term horizon. The targets are consistent with the company's strategic objectives and are designed to promote its sustainable success, including, where relevant, non-financial parameters;	X (in accordance with the terms of paragraph 3 of the Remuneration Policy)			
d) an adequate deferral period - with respect to the time of maturity - for the payment of a significant portion of the variable component, consistent with the characteristics of the business activity and related risk profiles;		X		8; 16
e) contractual arrangements permitting the company to demand repayment, in whole or in part, of variable components of remuneration paid (or to withhold amounts subject to deferral), determined on the basis of data that later proved to be manifestly erroneous and other circumstances that may be identified by the company;		X		
f) clear and predetermined rules for the possible payment of severance pay, which define the upper limit of the total sum payable by linking it to a certain amount or a certain number of years of remuneration. This severance pay is not disbursed if the termination of the relationship is due to the achievement of objectively inadequate results.	X			
28. Share-based remuneration plans for executive directors and top management incentivise alignment with shareholder interests over a long-term horizon, with a predominant part of the plan having an overall vesting period and retention period of at least five years.		X		8
29. The policy for the remuneration of non-executive directors provides for remuneration commensurate with the competence, professionalism and commitment required by the tasks assigned to them within the board of directors and board committees; this remuneration is not linked, except for an insignificant part, to financial performance targets.	X			8
30. The remuneration of the members of the supervisory board provides for remuneration commensurate with the competence, professionalism and commitment required by the importance of the role covered and the size and sector characteristics of the company and its situation.	X			8

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>31. On the occasion of the termination of the office and/or termination of the relationship with an executive director or general manager, the board of directors shall disclose detailed information on the matter in a press release, disseminated to the market at the end of the internal processes leading to the award or recognition of any indemnity and/or other benefits, concerning:</p> <p>a) the allocation or recognition of indemnities and/or other benefits, the circumstances justifying their accrual (e.g. due to expiry of office, revocation of office or settlement agreement) and the decision-making procedures followed within the company for this purpose;</p> <p>b) the total amount of the indemnity and/or other benefits, their components (including non-monetary benefits, retention of rights connected to incentive plans, consideration for non-compete commitments or any other remuneration awarded for any reason and in any form) and the timing of their payment (making a distinction between the portion paid immediately from that subject to deferral mechanisms);</p> <p>c) the application of any claw-back or malus clauses;</p> <p>d) compliance of the elements indicated in points a), b) and c) above with indications in the remuneration policy, clearly stating the reasons and decision-making procedures followed in the event of deviation, even partial, from the policy;</p> <p>e) information on the procedures that have been or will be followed to replace the outgoing executive director or general manager.</p>	X			8
Article 6 - Internal control and risk management system				
Principles				
XVIII. The internal control and risk management system consists of the set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the company.	X			9
XIX. The board of directors defines the guidelines of the internal control and risk management system in line with the company's strategies and annually assesses its adequacy and effectiveness.	X			9
XX. The board of directors defines the principles concerning the coordination and information flows between the various parties involved in the internal control and risk management system in order to maximise the efficiency of the system itself, reduce duplication of activities and ensure effective performance of the tasks of the supervisory board.	X			9.7; 9.8

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
Recommendations				
<p>32. The organisation of the internal control and risk management system involves, each within their respective competences:</p> <ul style="list-style-type: none"> a) the board of directors, which plays a role in guiding and assessing the adequacy of the system; b) the chief executive officer, responsible for establishing and maintaining the internal control and risk management system; c) the control and risk committee, established within the board of directors, with the task of supporting the board's assessments and decisions relating to the internal control and risk management system and the approval of periodic financial and non-financial reports. In companies adopting the 'one-tier' or 'two-tier' corporate model, the functions of the control and risk committee may be assigned to the supervisory board; d) the head of the internal audit function, in charge of verifying that the internal control and risk management system is functioning, adequate and consistent with the guidelines defined by the board of directors; e) other corporate functions involved in controls (such as risk management and legal and non-compliance risk control functions), which are structured according to the size, sector, complexity and risk profile of the company; f) the supervisory board, which monitors the effectiveness of the internal control and risk management system. 	X			9.7
<p>33. The board of directors, with the support of the control and risk committee:</p> <ul style="list-style-type: none"> a) defines the guidelines of the internal control and risk management system in line with the company's strategies and assesses, at least once a year, the adequacy of the system in relation to the characteristics of the company and the risk profile assumed, as well as its effectiveness; b) appoint and dismisses the head of the internal audit function, defining their remuneration in line with company policies, and ensuring they are given adequate resources to perform their duties. If the board decides to entrust the internal audit function, as a whole or by operating segment, to an entity external to the company, it shall ensure that the entity meets adequate requirements of professionalism, independence and organisation and shall provide adequate justification for this choice in the corporate governance report; c) approves, at least once a year, the work plan prepared by the head of the internal audit function, in consultation with the supervisory board and the chief executive officer; d) assesses whether measures should be taken to ensure the effectiveness and impartial judgement of the other corporate functions mentioned in Recommendation 32(e), verifying that they have adequate professionalism and resources; e) assigns the supervisory functions pursuant to Article 6(1)(b) of Legislative Decree no. 231/2001 to the supervisory board or to a body that has been specially set up. In the event that the body does not coincide with the supervisory board, the board of directors shall assess the appropriateness of appointing at least one non-executive director and/or one member of the supervisory board and/or the holder of the company's legal or control functions to the body, in order to ensure coordination between the various persons involved in the internal control and risk management system; f) assesses, consulting with the supervisory board, the findings set out by the statutory auditor in the management letter if any, and in the additional report addressed to the supervisory board; g) describes, in the corporate governance report, the main features of the internal control and risk management system and the methods of coordination between the parties involved in it, indicating the models and applicable national and international best practices, expresses its overall assessment of the adequacy of the system and gives an account of the choices made regarding the composition of the supervisory body referred to in point e) above. 	X			9

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>34. The chief executive officer:</p> <ul style="list-style-type: none"> a) oversees the identification of the main corporate risks, taking into account the characteristics of the activities carried out by the company and its subsidiaries, and periodically submits them to the board of directors for review; b) implements the guidelines defined by the board of directors, taking care of the design, implementation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legal and regulatory framework; c) may entrust the internal audit function with audits of specific operational areas and of compliance with internal rules and procedures in the execution of corporate transactions, notifying at the same time the chairman of the board of directors, the chairman of the internal control and risk management committee and the chairman of the supervisory board; d) reports promptly to the internal control and risk management committee on problems and critical issues arising in the performance of its activities or of which it has become aware, so that the committee may take appropriate measures. 	X			9.1
<p>35. The internal control and risk management committee is composed of only non-executive directors, the majority of whom are independent, and is chaired by an independent director.</p> <p>As a whole, the committee has adequate expertise in the business sector in which the company operates to assess relevant risks; at least one member of the committee has adequate knowledge and experience in accounting and finance or risk management.</p> <p>The internal control and risk management committee, in assisting the board of directors:</p> <ul style="list-style-type: none"> a) assesses, after consulting with the financial reporting officer, the statutory auditor and the supervisory board, the correct use of accounting policies and, in the case of groups, their uniformity for the purposes of preparing the consolidated financial statements; b) assesses the suitability of periodic financial and non-financial information to fairly represent the company's business model, strategies, the impact of its activities and the performance achieved, coordinating with the committee, if any, provided for in Recommendation 1(a); c) examines the content of periodic non-financial information relevant to the internal control and risk management system; d) gives opinions on specific aspects relating to the identification of the main corporate risks and supports the assessments and decisions of the board of directors relating to the management of risks arising from adverse events of which the latter has become aware; e) examines periodic reports and reports of particular relevance prepared by the internal audit function; f) monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function; g) may entrust the internal audit function with the performance of audits on specific operational areas, simultaneously notifying the chairman of the supervisory board; h) reports to the board of directors, at least on the occasion of the approval of the annual and half-yearly financial report, on the activities carried out and the adequacy of the internal control and risk management system. 	X			9.2

CORPORATE GOVERNANCE CODE 2020	APPLIED	NOT APPLIED	INAPPLICABLE	REFERENCE PARAGRAPH
<p>36. The head of the internal audit function is not responsible for any operational area and reports hierarchically to the board of directors. He has direct access to all information useful for the performance of the task.</p> <p>The head of the internal audit function:</p> <p>a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the functioning and suitability of the internal control and risk management system, through an audit plan approved by the board of directors, based on a structured process of analysis and prioritisation of the main risks;</p> <p>b) prepares periodic reports containing adequate information on its activities, on the manner in which risk management is conducted, and on compliance with the plans defined to contain risk. The periodic reports contain an assessment on the suitability of the internal control and risk management system;</p> <p>c) also at the request of the supervisory board, he prepares timely reports on events of particular significance;</p> <p>d) forwards the reports referred to in points (b) and (c) to the chairpersons of the supervisory board, the audit and risk committee and the board of directors, as well as to the chief executive officer, unless the subject of such reports specifically concerns the activities of those persons;</p> <p>e) verifies, as part of the audit plan, the reliability of information systems including accounting systems.</p>	X			9.3
<p>37. The member of the supervisory board who, on his own behalf or on behalf of third parties, has an interest in a certain transaction of the company shall promptly and fully inform the other members of the same board and the chairman of the board of directors of the nature, terms, origin and extent of his interest.</p> <p>The supervisory board and the control and risk committee exchange information relevant to the performance of their respective tasks in a timely manner. The chairman of the supervisory board, or another member designated by him, takes part in the work of the control and risk committee.</p>	X			4.8





Management and Coordination

IMMSI S.p.A.

Share capital €207,613,944.37, fully paid up

Registered office: Viale R. Piaggio 25, Pontedera (Pisa)

Pisa Register of Companies and Tax Code 04773200011

Pisa Economic and Administrative Index no. 134077

