



Piaggio & C. S.p.A.

Explanatory Memorandum

1) Financial statements of Piaggio & C. S.p.A. as of 31 December 2021 and allocation of retained earnings;

1.1) Approval of the Financial Statements of Piaggio & C. S.p.A. as of 31 December 2021, review of the Report on Operations for 2021 and Reports of the Board of Statutory Auditors and Independent Auditors; presentation of the Consolidated Financial Statements as of 31 December 2021 of the Piaggio Group; related and consequent resolutions.

1.2) proposal to allocate profit for the year; related and consequent resolutions.

Dear Shareholders,

The Board of Directors of your Company has convened the Ordinary Meeting of Shareholders to propose the approval of the draft financial statements of Piaggio & C. S.p.A. as of 31 December 2021.

The Financial Statements as of 31 December 2021 record a profit for the period equal to €58,032,353.33; as regards the above, reference is made to the Notes and Report on Operations prepared by the Board of Directors of the Company and already available to Shareholders.

We therefore propose allocating profit as follows:

- €2,901,617.67 to the legal reserve;
- €6,567,098.91 to the earnings reserve from the valuation of investments with the equity method;
- €48,563,636.75 to shareholders as a dividend.

Furthermore, taking into account that the financial statements include available reserves of €13,252,688.45 net of development costs – pursuant to Article 2426 no. 5 of the Italian Civil Code – and of share buybacks by the Company, and also taking into account the Group's prospects, we propose to distribute a dividend of €0.150 before tax, for each eligible ordinary share, for a total maximum amount of €53,566,173.90, to be charged as follows: €5,002,537.15 to the "Retained earnings" reserve and €48,563,636.75 to the residual profit for 2021 after allocations to the legal reserve and to the reserve for the valuation of equity investments using the equity method.

As resolved by the Board of Directors on 30 July 2021, on 22 September 2021 the Company paid an interim dividend per share of € 0.085 with an ex-dividend date of 20 September 2021 and payment on 22 September 2021; we therefore propose payment, as the balance of the interim dividend already paid, of a dividend of € 0.065 for each eligible ordinary share, for a maximum total of € 23,212,008.69 to be taken from the available profit for the year for € 18,209,471.54 and for € 5,002,537.15 from the "Retained Earnings" reserve with an ex-dividend date of coupon no. 18 on 19 April 2022, and payment date on 21 April 2022. .

The Board of Directors will also notify you of the Consolidated Financial Statements as of 31 December 2021 and the Consolidated Non-Financial Report as of 31 December 2021.

We therefore propose for your approval the following draft resolutions:

Draft resolution on item 1.1 on the agenda:

“The Shareholders' Meeting of Piaggio & C. S.p.A. meeting in ordinary session,

- *having been informed of and approved the information put to it by the Board of Directors;*
- *having examined the Board of Statutory Auditors' Report, the Independent Auditors' Report, the Consolidated Financial Statements as of 31 December 2021 and the Consolidated Non-Financial Statement as of 31 December 2021,*

resolved

1. *to approve the Report on Operations, the Separate Financial Statements and Consolidated Financial Statements as at 31 December 2021 in full;*

Draft resolution on item 1.2 on the agenda:

“The Shareholders' Meeting of Piaggio & C. S.p.A. meeting in ordinary session,

- *having been informed of and approved the information put to it by the Board of Directors*

resolved

1. *to approve the distribution of profit for the period as follows:*
 - *€2,901,617.67 to the legal reserve;*
 - *€ 6,567,098.91 to the earnings reserve from the valuation of investments with the equity method.*
 - *€48,563,636.75 to shareholders as a dividend, of which €30,354,165.21 already paid by way of interim dividend.*
2. *to distribute, as the balance of the interim dividend already paid, a dividend equal to €0.065 per eligible ordinary share, up to a total maximum of €23,212,008.69, drawing for this purpose on €18,209,471.54 of the profit for the 2021 financial year remaining after the above-resolved allocations to the legal reserve and to the reserve from the valuation of equity investments using the equity method and €5,002,537.15 from the "Retained earnings" reserve¹.*
3. *to establish 19 April 2022 as ex-dividend date of coupon no. 18, and 21 April 2022 as the date from which the dividend is available for payment.*

¹ Please note that, without prejudice to the dividend balance amount, the total amount of the dividend itself could vary based on the number of treasury shares held in the Company's portfolio at the dividend *record date*, with resulting adjustment of the amounts indicated above.

Documents pursuant to 154-*ter* of Legislative Decree no. 58/1998 will be made available to the public at least twenty-one days prior to the date of the Shareholders' Meeting convened on first call.

Mantova, 2 March 2022

For the Board of Directors
Chairman and Chief Executive Officer
(Roberto Colaninno)