



PIAGGIO & C.s.p.a.

INFORMATIVE DOCUMENT ON THE STOCK OPTION PLAN APPROVED BY THE SHAREHOLDERS ON 07 MAY 2007, PROVIDED IN COMPLIANCE WITH ARTICLE 84-BIS OF REGULATION NO. 11971 APPROVED BY CONSOB RESOLUTION DATED 14 MAY 1999 AND AMENDMENTS THERETO

Updated as at September 2012

Definitions

For the purposes of this document, the terms listed below are used with the following meanings:

Chief Executive Officer	means the Company's <i>pro tempore</i> Chief Executive Officer
Directors	means directors of the Subsidiary with delegated powers and duties
Shares	means the ordinary shares without nominal value reserved for subscription by the beneficiaries of the Stock Option Plan
Beneficiaries	means the beneficiaries of the Stock Option Plan, pursuant to section 1 of the Informative Document, as designated by the Chief Executive Officer among the Directors and the executives
Board of Director	means the Company's Board of Director
Subsidiaries	means the Italian and foreign companies controlled by the Company as per article 2359 of the Italian Civil Code
Grant Date	means the date on which the Chief Executive Officer approves the Stock Option grant for each Option Beneficiary
Executives	means senior managers of the Company and its subsidiaries
Informative Document	means this informative document drawn up pursuant to section 84-bis of the Consob Regulation and in accordance with the Schedule 7 of the Annex 3A of the Consob Regulation
MTA	means the Electronic Stock Market organised and managed by Borsa Italiana S.p.A.
Options	means the options (stock options) entitling an option to the Beneficiary to purchase shares at a ratio of one share for each stock option exercised
Piaggio or the Company	Piaggio & C. S.p.A., with registered seat in Pontedera (PI), Viale Rinaldo Piaggio 25

Stock Option Plan	means the incentive and loyalty plan reserved to the top management of Piaggio and its Italian and foreign subsidiaries as per article 2359 of the Italian Civil Code, approved by shareholders at the Ordinary Shareholders' Meeting held on May 7 th , 2007 and amended by the Ordinary Shareholders' Meeting held on April 16 th , 2010
Consob Regulation on Issuers	the Consob Regulation no. 11971, approved by Consob resolution dated May 14 th 1999 and amendments thereto
Consolidated Law on Finance	Italian Legislative Decree no. 58 dated February 24 th 1998
Consolidated Law on Income Tax	the law approved by Italian Presidential Decree No. 917 of 22 December 1986

Preliminary remarks

This informative document provides information on the Stock Option Plan approved by the shareholders in the Ordinary Shareholders' Meeting held on 7 May 2007, in compliance with article 84-*bis* of the Consob Regulation on Issuers. The information is presented in sections in accordance with the specifications provided in Schedule 7 of Annex 3A of the Consob Regulation on Issuers and subsequently amended by the Company's Ordinary General Meeting on the 16th April 2010.

The Plan entails allocating options to purchase Piaggio ordinary shares to each of the beneficiaries or to subscribe newly issued shares resulting from a share capital increase against payment, in tranches, with exclusion of the option right pursuant to Art. 2441, Sections 5 and 8, of the Italian Civil Code and Art. 134 of the Consolidated Law on Finance as resolved by the Extraordinary Shareholders' Meeting held on April 16th, 2010, as described in detail under section 3.4.

It should be noted that the Stock Option Plan is of "major significance" as defined in article 114-*bis* (3) of the Consolidated Law on Finance and in article 84-*bis* (2) of the Consob Regulation on Issuers, as described in detail under section 1.

1. Beneficiaries

1.1 The names of the Beneficiaries who are members of the Board of Directors of the issuer of financial instruments, of the companies controlling the issuer and of the companies controlled, directly or indirectly, by the issuer

Beneficiaries of the Stock Option Plan consist of Directors designated by the Chief Executive Officer, in accordance with the procedure described in Section 3.2 below.

Directors may be granted Stock Options providing that they have not tendered their resignation and have not been removed from office at the Grant Date.

The table below identifies the Directors that have received Stock Option grants.

Name	Company	Position
Ravi Chopra	Piaggio Vehicles Private Limited	Chief Executive Officer
Costantino Balbo Bertone di Sambuy	Piaggio Vietnam Co. Ltd.	Chief Executive Officer

1.2 The categories of employees or collaborators of the issuer of the financial instruments and of the companies controlling or controlled by the issuer

Beneficiaries of the Stock Option Plan also include Executives designated by the Chief Executive Officer, in accordance with the procedure described in Section 3.2 below.

Executives may be granted Stock Options providing that they have not tendered their resignation and have not been notified of dismissal at the Grant Date.

1.3 The names of the persons who benefit from the plan as general managers, other executives with strategic responsibilities or natural persons controlling the issuer who are employees or work on contract within the issuer of shares

Stock Option Plan is of major significance, as defined in article 114-*bis* (3) of the Consolidated Law on Finance and article 84-*bis* (2) of the Consob Regulation on Issuers, as it also extends to employees with management duties in Piaggio, as specified in article 152-*sexies* (1.c)-c).2) of the Consob Regulation on Issuers, cited in article 84-*bis* (2.a) of the Consob Regulation.

Please note that, currently, there are no general managers in Piaggio pursuant to section 152-*sexies* (1.c)-c).2) of the Consob Regulation on Issuers and no other Beneficiaries cited in article 84-*bis* (2.a) of the Consob Regulation.

1.4 Description and number, broken down by category

As specified in the table provided in section 4.24, following the forfeiture of Stock Options due to (i) the resignation of an Option Beneficiary and (ii) the deletion of the Options assigned by the Chief Executive Officer on June 13 2007 and the partial reassignment of the same (as the Board of Director's decision on 18 December 2009, with the prior consent of the Remuneration Committee and the consent of all interested parties pursuant to the regulation of the Stock Option Plan), a total of 6,280,000 Stock Options had been granted as follows:

- 2,340,000 Stock Options granted on 31 July 2008 to a total of 17 Option Beneficiaries - 3 Directors and 14 Executives, of which one is an employee with management duties as per article 152-*sexies* (1.c.2) of the Consob Regulation on Issuers, cited in article 84-*bis* (2.a) of the Consob Regulation (the “**First Tranche**”). These Options have been already fully exercised on August 1st, 2011;
- 300,000 options allocated on 3 October 2008, to 1 Executive (the “**Second Tranche**”);
- 390,000 options allocated on 15 January 2009, to 1 Director (the “**Third Tranche**”);
- 250,000 options allocated on 11 May 2009, to 2 Executives (the “**Fourth Tranche**”);
- 3,000,000 options allocated on 18 December 2009, granted on 18 December 2009 to a total of 27 Option Beneficiaries Executives (the “**Fifth Tranche**”).

The criteria used for determining the exercise price for the Stock Options, reported in Section 4.19 below, is the same for all Beneficiaries.

2. Motivations for the Adoption of the Stock Option Plan

2.1 The objectives to be achieved through the awarding of the Plan

In keeping with widespread international corporate practices and in compliance with the recommendations provided by the Corporate Governance Code for listed companies concerning the remuneration of executive directors and top management, the Company has adopted the Stock Option Plan in the conviction that it:

- a) motivates and incentivises Piaggio Group management, whose work is considered of fundamental importance for achieving the objectives set by the Piaggio Group;
- b) conveys the desire of the Company to share expected growth in the value of the Company with the highest professionals at the Piaggio Group;
- c) encourages loyalty among key people at the Piaggio Group by providing an incentive to remain with the Group.

2.1.1. Additional information

The Stock Option Plan has a vesting period of three years, starting from the Grant Date.

This period was originally identified to take advantage of tax facilities applicable at the time the Stock Option Plan was introduced, though it was also chosen as the most suitable time-frame given the objectives of incentivising and boosting the loyalty of management that the Stock Option Plan pursues.

There is no set ratio between the number of Stock Options granted to individual Option Beneficiaries and the overall salaries earned by Option Beneficiaries.

2.2 Key variables, also in the form of performance indicators, considered for the allocation of the Plan based on financial instruments

Stock Options are granted to Option Beneficiaries free of charge, and their exercise is in no way tied to the attainment of specific performance objectives.

2.3 Factors underlying the establishment of the extent of the remuneration based on financial instruments, or the criteria for its establishment

The number of Stock Options granted to each Option Beneficiary is determined at the discretion of the Chief Executive Officer, on the basis of the beneficiary's position, his/her duties and responsibilities, and professional expertise within the organisational structure of the Piaggio Group.

2.4 The reasons behind any decision to award remuneration schemes based on financial instruments, such as financial instruments issued by subsidiaries or controlling companies or by third party companies with respect to its group; if the aforesaid instruments are not tradable on regulated markets, information on the criteria used to determine the value attributable to them

Not applicable. The Stock Option Plan is based on Shares.

2.5 Assessment of the significant tax and accounting implications that influenced the formulation of the Plan

The structure of the Stock Option Plan was partially conditioned by applicable tax laws in force at the time the Stock Option Plan was introduced, specifically:

- Article 9 (4.a) of the Consolidated Law on Income Tax underpinned the decision to set the exercise price of the Stock Options at the normal value of Shares;
- Article 51 (2-*bis*) of the Consolidated Law on Income Tax underpinned the decision to set the vesting period at three years following the Grant Date.

The structure of the Stock Option Plan is in compliance with the objectives of the plan itself as well as with the best practices concerning stock option plans adopted by the companies.

2.6 The eventual support for the Plan from the special fund for the encouragement of worker participation in firms, referred to Article 4, paragraph 112, of the Italian Law 350 of 24 December 2003

The Stock Option Plan is not subsidised under the Special Fund for employee ownership schemes in companies, established by article 4 (112) of Italian Law No. 350 of 24 December 2003.

3. Approval Procedure and Terms of the Stock Option Plan

3.1 Scope of the powers and functions assigned to the shareholders' meeting and the board of directors for the implementation of the Plan

The Plan had been approved by the Ordinary Shareholders' Meeting held on 7 May 2007 and subsequently amended by the Ordinary Shareholders' Meeting held on 16 April 2010.

The Plan entails allocating options to purchase Piaggio ordinary shares to each of the beneficiaries or to subscribe newly issued shares resulting from a share capital increase against payment, in tranches, with exclusion of the option right pursuant to Art. 2441, Section 8, of the Italian Civil Code and Art. 134 of the Consolidated Law on Finance as resolved by the Extraordinary Shareholders' Meeting held on April 16th, 2010.

The Board of Directors, and through it, the Chairman and Chief Executive Officer, has been granted any powers that shall be deemed necessary or advisable to implement the Plan.

The Board of Directors is responsible for (i) approving the Regulations governing the implementation of the Plan and any amendments thereto; (ii) supervising and managing the Stock Option Plan.

3.2 Specification of the persons appointed to administer the Plan and their function and responsibilities

The shareholders delegated to the Chief Executive Officer powers and capacities to (i) identify Option Beneficiaries and determine the amount of Stock Options to be granted to each, (ii) assign Stock Option grants to the Option Beneficiaries identified, and (iii) perform or fulfil any act, requirement, formality or notification necessary or relevant for the management and/or implementation of the Stock Option Plan.

3.3 Any existing procedures for the revision of the Plan, also with respect to changes in the key objectives

Excepting the cases contemplated in section 4.23 below, no review process is envisaged for the Stock Option Plan in relation to changes in underlying objectives.

The Board of Directors will decide if there is any need for substantial amendments to the Stock Option Plan. Specifically, in accordance with the Stock Option Plan Regulations, the Board of Directors may amend, cancel and replace Stock Options granted but not yet exercisable with the consent of the Option Beneficiaries affected, in the best interests of the Company and in keeping with the objectives of the Stock Option Plan itself. The Board of Directors also has the power to terminate the Stock Option Plan and introduce amendments as necessary.

In this case, the termination or amendment of the Stock Option Plan will have no bearing on Stock Options already granted to the Option Beneficiaries affected.

3.4 Description of the methods used to determine the availability and the assignment of the financial instruments that the Plan is based on

Stock Option grants entitle beneficiaries to purchase Shares that the Company holds in Portfolio or to subscribe newly issued Shares.

As resolved by the Ordinary Shareholders' Meeting held on May 7 2007 and the Ordinary and Extraordinary Shareholders' Meeting held on April 16, 2010:

(i) the Beneficiaries of the First, Second, Third and Fourth Tranche are entitled to purchase no. 1 share each no. 1 exercised option pursuant to the terms and conditions of the Plan; the amount of no. 3,280,000 Option are reserved for a maximum amount of no. 3,280,000 own Shares of the Company, equal to 0.89% of the share capital, purchased by Piaggio in accordance with the authorization issued by the Ordinary Shareholders' Meeting held on May 7, 2007, pursuant to section 2357 of the Italian Civil Code and section 144-bis of Consob Regulation. Taking into account that, on August 1st 2011, the Options granted in the First Tranche, no. 2.340.000 have been fully exercised, the Options granted in the Second Tranche, Third Tranche and Fourth Tranche and currently exercisable are equal to 940.000;

(ii) the Beneficiaries of the Fifth Tranche are entitled to purchase no. 1 share each no. 1 exercised option pursuant to the terms and conditions of the Plan; the amount of no. 3,000,000 Option are reserved for a maximum amount of no. 3,000,000 new Piaggio & C. S.p.A. ordinary shares, deriving from the increase the share capital against payment, in tranches by a total par amount of maximum Euro 2,891,410.20, further to a share premium of Euro 6,673,309.80, disapplying pre-emption rights pursuant to article 2441, Paragraph 8 of the Italian Civil Code and of article 134 of the Consolidated Law on Finance.

3.5 The role performed by each director in determining the features of the abovementioned Plan; occurrence of any situations of conflicts of interest for the director involved

Guidelines for the Stock Option Plan were prepared by the Chairman and Chief Executive Officer of the Company, with the assistance of Director Luciano La Noce and external consultants, and on the basis of recommendations by the Remuneration Committee. The Stock Option Plan, approved by the

Ordinary Shareholders' Meeting held on 7 May 2007, was debated by the Board of Directors at the Board meetings held on 16 March 2007; the amendment to the Plan, approved by the Ordinary Shareholders' Meeting held on 16 April 2010, has been discussed during the Board of Directors held on 26 February 2010. The Stock Option Plan does not extend to members of the Company's Board of Directors. As such it does not give rise to conflicts of interests with Board members.

3.6 For the purposes of the requirements of Article 84-bis, paragraph 1, of the Consob Regulation, the date of the decision made by the body responsible for proposing the approval of the Plan to the Shareholders' Meeting and the proposal by the remuneration committee

The Board of Directors moved to submit the Stock Option Plan to the approval of the Ordinary Shareholders' Meeting held on 7 March 2007 during the meeting of 11 April 2007, as recommended by the Remuneration Committee. The Board of Directors moved to submit the amendment of the Stock Option Plan to the approval of the Ordinary Shareholders' Meeting held on 16 April 2010 during the meeting of 26 February 2010, as recommended by the Remuneration Committee.

3.7 For the purposes of the requirements of Article 84-bis, paragraph 5, the date of the decision made by the body responsible for the assignment of the instruments and any proposal to the aforementioned body made by the remuneration

See the information provided in section 1.4 above.

All the Option Beneficiaries were designated by the Chief Executive Officer, with the exercise price set according to the Stock Option Plan criteria described in section 4.19 below. At the date of this informative document, a total of 3,940,000 Stock Options had been granted and still exercisable.

3.8 The market price, recorded on the aforesaid dates, for the financial instruments on which the Plan is based, if traded in regulated markets

Below we report the official stock market price of Piaggio shares at each Grant Date of the Stock Options:

- 31 July 2008: €1.391;

- 3 October 2008: €1.512;
- 15 January 2009: €1.1569;
- 11 May 2009: €1.2238;
- 18 December 2009: €1.8818.

3.9 In the case of Plans based on financial instruments traded in regulated markets, the terms and procedures adopted by the issuer in determining the timescales for the assignment of the financial instruments to take account of any possible time correlation between: (i) the aforementioned assignment or any related decisions made by the remuneration committee, and (ii) the disclosure of any relevant information pursuant to Article 114, paragraph 1; for example, when the information is a) not already public or capable of positively influencing the market prices, or b) already published and capable of negatively influencing the market price.

The time interval taken into consideration to determine the exercise price is believed to be vast enough to ensure that Stock Option grants are not influenced in any significant way by the disclosure of material information subject to article 114 (1) of the Consolidated Law on Finance. In addition to this, Stock Options may not be exercised before the first business day following the end of the three-year vesting period calculated from the Grant Date.

The Board of Directors is entitled to suspend, in specific periods of the year, the exercise of Options by the Beneficiaries. Should be the case, the Company will send a written communication to the Beneficiaries.

4. Details of the Stock Option Grants

4.1 Details of the structure of the remuneration plan based on financial instruments

The Stock Option Plan envisages the granting of Options that may later be exercised at stated conditions to subscribe for Shares. In this sense, it is true Stock Options that are granted.

4.2 Specification of the Plan's effective period of implementation, also with reference to the various cycles established

As of this Informative Document, had been allocated (i) as concerns the First, Second, Third and Fourth Tranche, a total amount of no. 3,280,000 Options for the purchase of no. 3,280,000 own shares reserved for the Beneficiaries; no. 2,340,000 of such amount, granted in the First Tranche, have been fully exercised on August 1st 2011 and, therefore, the remaining Options are 940,000; (ii) as concerns the Fifth Tranche, a total amount of no. 3,000,000 Options for the purchase of no. 3,000,000 new ordinary shares.

Stock Options may be exercised in one or more tranches as over a period beginning on the first business day following the end of the three-year vesting period calculated from the Grant Date (the “**Commencement Date**”) and ending five years after the Grant Date (the “**Expiration Date**”).

Stock Options may only be exercised each year between the Commencement Date and the Expiration Date (the “**Exercise Period**”) as indicated in the following table. The table reports the specific terms in which the Stock Options may be exercised, as determined by the Stock Option Plan. In each year of the Stock Option Plan, Stock Options may only be exercised after their vesting period, during the exercise period, that is after the relative Commencement Date and no later than the Expiration Date.

Grant date	03/10/08
Commencement	03/10/11
Exercise Terms 2011	sixty days starting from the Commencement Date/from two days following the approval of the
Exercise Terms 2012	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Exercise Terms 2013	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Expiration date	03/10/13
Grant date	15/01/09
Commencement	15/01/12

Exercise Terms 2012	sixty days starting from the Commencement Date/from two days following the approval of the
Exercise Terms 2013	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Exercise Terms 2014	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Expiration date	15/01/2014
Grant date	11/05/09
Commencement date	11/05/12
Exercise Terms 2012	sixty days starting from the Commencement Date/from two days following the approval of the consolidated
Exercise Terms 2013	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Exercise Terms 2014	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Expiration date	11/05/14
Grant date	18/12/09
Commencement date	18/12/12
Exercise Terms 2012	sixty days starting from the Commencement Date/from two days following the approval of the consolidated
Exercise Terms 2013	sixty days starting from two days following the approval of the consolidated financial statements as at 31

Exercise Terms 2014	sixty days starting from two days following the approval of the consolidated financial statements as at 31
Expiration date	18/12/14

The Board of Directors has the power to suspend the exercise of Stock Options by Option Beneficiaries in certain periods of the year. In this case, the Company will notify Option Beneficiaries in writing of any suspension.

In the event of a change of control of the Company during the Exercise Period, Stock Options may also be exercised, following the three-year vesting period contemplated in section 4.2 above, within thirty days from the date of the written notification sent by the Company to Option Beneficiaries informing them of the transaction entailing the change of control.

A change of control of the Company is construed as any transaction or situation in which IMMSI S.p.A. loses its controlling interest in Piaggio S.p.A. or its assets, as contemplated by article 93 of the Consolidated Law on Finance.

4.3 The end of the Plan

Please refer to section 4.2 above.

4.4 The maximum number of financial instruments, including in the form of options, assigned in each fiscal year in relation to the persons identified by name or categories stated

In addition to the information provided in section 4.2, we report that there is no maximum limit on the number of Stock Options that may be granted in any one financial year.

4.5 The Plan's implementation procedures and clauses for the Plan, specifying whether the actual assignment of the instruments is subject to the meeting of certain conditions of the achievement of particular results, including performance related; and description of these conditions and results

For information on implementation methods and clauses for the Stock Option Plan, see the details provided in each section of this document. Specifically, as reported in section 2.3, the number of Stock Options granted to each

Option Beneficiary is determined at the discretion of the Chief Executive Officer, on the basis of the beneficiary's position, his/her duties and responsibilities, and professional expertise within the organisational structure of the Piaggio Group.

Stock Option grants are in no way tied to the attainment of performance objectives.

4.6 Details of any restrictions on the availability of the instruments or the instruments deriving from the exercise of the options, with particular reference to the periods within which the subsequent transfer to the company or to third parties is permitted or prohibited

Under the Stock Option Plan, Stock Options are not transferable except upon the death of the Option Beneficiary, and may not be pledged as collateral or security or given as a guarantee, either in whole or in part, whether by *inter vivos* transfer or in application of law. In this case, 'transfer' is construed as any transaction resulting directly or indirectly in the assignment of the Stock Options to third parties, including therein transfers by gift, exchange or contribution.

4.7 Description of any termination conditions for the assignments under the Plan if the beneficiaries conduct hedging transactions that neutralise any restrictions on the sale of the financial instruments assigned, including in the form of options, or the financial instruments resulting from the exercise of these options

Termination clauses are not envisaged in the event that Option Beneficiaries enter into hedging arrangements enabling them to bypass the ban on sale reported above.

4.8 Description of the effects generated by the termination of the employment relationship

In the event of:

- a) the dismissal on fair grounds or the voluntary resignation of an employee, or the removal on fair grounds or voluntary resignation of a director, or
- b) the termination of employment of an employee by mutual agreement, involving the prior written consent of Piaggio or a Subsidiary, or the unfair dismissal or constructive dismissal of an employee, or the unfair

removal or constructive dismissal of a director, the employee or director is automatically excluded from the Stock Option Plan. Where the employee or director is an Option Beneficiary, all Stock Options granted as at the date of dismissal or resignation will automatically be forfeited and their effect and validity cancelled, and the Company shall be released from any obligation or liability towards the Option Beneficiary.

In the cases contemplated in point b), or where specifically contemplated in the employment contract or in the director's service agreement of the Option Beneficiary, the Chief Executive Officer may decide not to cancel all or a part of the of Stock Options, in consideration of the length of service rendered and any other element considered pertinent.

Where the employment contract or director's service agreement with an Option Beneficiary is terminated due to death, permanent invalidity or retirement for old age, the Chief Executive Officer will determine the number of Stock Options that the Option Beneficiary may keep, or that may be transferred to heirs in the case of death, considering the number of years the Option Beneficiary has participated in the Stock Option Plan as a proportion of the total term of the Stock Option Plan.

Where an Option Beneficiary is no longer a Piaggio Group employee due to the assignment of his/her employment contract as per article 2112 of the Italian Civil Code, the Option Beneficiary is entitled to keep a part of the Stock Options, determined considering the amount of time the Option Beneficiary has participated in the Stock Option Plan as a proportion of the total term of the Stock Option Plan.

4.9 Details of any other reasons for the cancellation of the Plan

In the event that Stock Options are transferred in breach of the restrictions reported in section 4.6, the Stock Options will be cancelled.

No other grounds for cancellation are contemplated by the Stock Option Plan.

4.10 The reason for the provisions of any “redemption” by the company of the financial instruments involved in the Plan, pursuant to article 2357 and following of the Italian Civil Code; the beneficiaries of the redemption, specifying whether it only applies to particular categories of employees; and the effects of the termination of the employment relationship of the aforementioned redemption

The right to the redemption of Shares by the Company is not envisaged.

4.11 Any loans or concessions due to be granted for the purchase of the shares pursuant to article 2358, paragraph 3, of the Italian Civil Code

Loans or other facilities for the purchase of Shares as per article 2358 (3) of the Italian Civil Code are not envisaged.

4.12 Details of the valuations of the expected burden for the company as at the date of the assignment, as determinable on the basis of the terms and conditions already defined, by overall amount and for each instrument of the Plan

The expected liability assumed by the Company in relation to the Stock Option Plan is estimated as follows:

- with regard to the Stock Options granted to Option Beneficiaries on 03 October 2008, the liability assumed is estimated in accordance with IFRS at €186,600;
- with regard to the Stock Options granted to Option Beneficiaries on 15 January 2009, the liability assumed is estimated in accordance with IFRS at €220,000;
- with regard to the Stock Options granted to Option Beneficiaries on 11 May 2009, the liability assumed is estimated in accordance with IFRS at €125,000.
- with regard to the Stock Options granted to Option Beneficiaries on 18 December 2009, the liability assumed is estimated in accordance with IFRS at €1,995,642.

4.13 Specification of any dilution effect on the capital generated by the remuneration Plan

As described under previous paragraph 3.4, in favour of the Beneficiaries of the Fifth Tranche for a total amount of no. 3,000,000 Option are reserved a maximum amount of no. 3,000,000 new Piaggio & C. S.p.A. ordinary shares, deriving from the increase the share capital against payment, in tranches by a total par amount of maximum Euro 2,891,410.20, further to a share premium of Euro 6,673,309.80, disapplying pre-emption rights pursuant to article 2441, Paragraph 8 of the Italian Civil Code and of article 134 of the Consolidated Law on Finance. The increase of the share capital reserved to the Beneficiaries will determine a maximum dilution of the share capital equal to 1,4%.

In favour of the Beneficiaries of the First, Second, Third and Fourth Tranche for the amount of no. 3,280,000 Option are reserved a maximum amount of no. 3,280,000 own Shares of the Company; therefore, such assignments don't determine a dilution of the share capital.

4.14 Any limits established for the exercise of the voting rights and for the assignment of the property rights

No restrictions exist on the voting and equity rights attaching to Shares.

4.15 If the shares are not traded in regulated markets, any other information needed to properly measure the value attributable to them

Not applicable. The Shares are listed on the Electronic Stock Market organised and managed by Borsa Italiana S.p.A.

4.16 Number of financial instruments underlying each option

Each Stock Option entitles the Option Beneficiary to purchase one Share.

4.17 Maturity date of the options

The Stock Options expire at the end of five years following the Grant Date. Stock Options granted on 03 October 2008 will expire on 03 October 2013; Stock Options granted on 15 January 2009 will expire on 15 January 2014; Stock Options granted on 11 May 2009 will expire on 11 May 2014; Stock Options granted on 18 December 2009 will expire on 18 December 2014.

4.18 Exercise procedures (American/European), timescales (e.g. exercise period) and clauses (e.g. knock-in and knock-out clauses)

The Stock Options are European style options.

The exercise period commences on the first business day following the end of the three-year vesting period calculated from the Grant Date, and expires at the

end of five years following the Grant Date. During the exercise period, the Stock Options may be exercised within the terms reported in section 4.2.

4.19 The strike price of the Option

The Stock Options may be exercised at an exercise price equal to the “normal value” of the Shares at the Grant Date. The normal value is calculated as the arithmetic mean of stock market prices in the previous month to the Grant Date, which is therefore the reference date.

The exercise prices for Stock Options granted by the Chief Executive Officer are stated below:

- for Stock Options granted on 03 October 2008, the exercise price is €1.570;
- for Stock Options granted on 15 January 2009, the exercise price is €1.2218;
- for Stock Options granted on 11 May 2009, the exercise price is €1.2237;
- for Stock Options granted on 18 December 2009, the exercise price is €1.826.

4.20 If the strike price of the Option is not equal to the market price determined in the manner specified in item 4.19.b (fair market value), the reasons for this difference

Non applicabile in quanto il prezzo di esercizio è determinato come indicato al paragrafo 4.19.

4.21 The criteria for the establishment of different strike prices between the various beneficiaries of the various categories of beneficiaries

Not applicable. The criteria used for setting the exercise price is the same for all Option Beneficiaries.

4.22 If the financial instruments underlying the options are not traded in regulated markets, specification of the value attributable to the underlying instruments or the criteria used to determine their value

Not applicable. The Shares are listed on the Electronic Stock Market organised and managed by Borsa Italiana S.p.A.

4.23 Criteria for the adjustments as a result of corporate actions involving equity or other corporate actions entailing a change in the number of the underlying instruments (capital increases, extraordinary dividends, consolidation or splitting of the underlying shares, mergers, splits, conversions into other classes of shares, etc.)

In the case of:

- a stock split or stock merge;
- a bonus issue of Piaggio S.p.A. stock, via the issue of new shares to shareholders or adjustments to the par value;
- a rights issue of Piaggio S.p.A. stock, via the offering of new shares;
- the merger or demerger of Piaggio S.p.A.

or as necessary in other circumstances, the Board of Directors will adjust the exercise terms and/or Grant conditions if, and to the extent that, the value of option grants is affected.

4.24 Table

STOCK OPTION PLANS

Table 1 of Schedule 7 of Annex 3A to Consob Regulation No. 11971/1999

Name or beneficiary class	Level	FRAMEWORK 2							
		Stock Option Grants							
		Part 2							
		Stock Options granted on 03 October 2008, as decided by the competent board							
		Shareholder's resolution	Description of instrument	Number of financial instruments underlying stock options granted but not	Number of financial instruments underlying stock options exercisable but not yet	Grant date by the Chairman or Chief Executive Officer	Exercise price	Market price of the underlying financial instruments at the grant date	Expiration of options
Other employees	Executives	07/05/2007	Stock options	300,000		03/10/2008	€1.570	€1.512	03/10/2013

Name or beneficiary class	Level	FRAMEWORK 2							
		Stock Option Grants							
		Part 2							
		Stock Options granted on 15 January 2009, as decided by the competent board							
		Shareholder's resolution	Description of instrument	Number of financial instruments underlying stock options granted but not exercisable	Number of financial instruments underlying stock options exercisable but not yet exercised	Grant date by the Chairman or Chief Executive Officer	Exercise price	Market price of the underlying financial instruments at the grant date	Expiration of options
Costantino Balbo Bertone di Sambuy	Chief Executive Officer of Piaggio Vietnam Co. Ltd.	07/05/2007	Stock options	390,000		15/01/2009	€1.2218	€1.1569	15/01/2014

Name or beneficiary class	Level	FRAMEWORK 2							
		Stock Option Grants							
		Part 2							
		Stock Options granted on 11 May 2009, as decided by the competent board.							
		Shareholder's resolution	Description of instrument	Number of financial instruments underlying stock options granted but not exercisable	Number of financial instruments underlying stock options exercisable but not yet exercised	Grant date by the Chairman or Chief Executive Officer	Exercise price	Market price of the underlying financial instruments at the grant date	Expiration of options
Other employees	Executives	07/05/2007	Stock options	250,000		11/05/2009	€1.2237	€1.2238	11/05/2014



Name or beneficiary class	Level	FRAMEWORK 2							
		Stock Option Grants							
		<p style="text-align: center;">Part 2</p> <hr/> Stock Options granted on 18 December 2009, as decided by the competent board							
		Shareholder's resolution	Description of instrument	Number of financial instruments underlying stock options granted but not exercisable	Number of financial instruments underlying stock options exercisable but not yet exercised	Grant date by the Chairman or Chief Executive Officer	Exercise price	Market price of the underlying financial instruments at the grant date	Expiration of options
Paolo Timoni	Chief Executive Officer of Piaggio Group Americas Inc.	07/05/2007	Stock options	200,000		18/12/2009	€1.826	€1.8818	18/12/2014
Ravi Chopra	Chief Executive Officer of	07/05/2007	Stock options	100,000		18/12/2009	€1.826	€1.8818	18/12/2014

	Piaggio Vehicles Private Limited								
Costantino Balbo Bertone di Sambuy	Chief Executive Officer of Nacional Motor	07/05/2007	Stock options	70,000		18/12/2009	€1.826	€1.8818	18/12/2014
Other employees	Executives	07/05/2007	Stock options	2,630,000		18/12/2009	€1.826	€1.8818	18/12/2014