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PIAGGIO & C. S.p.A.

Registered office: Pontedera (PI), Viale Rinaldo Piaggio No. 25
Share capital: € 207,613,944.37 fully paid-up
Pisa Registry of Companies – Tax ID No. 04773200011
VAT No. 01551260506 - A.E.R. Pisa No. 134077
Management and Coordination by IMMSI S.p.A.
Website www.piaggiogroup.com

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING CALL

Eligible persons are called to an Ordinary and Extraordinary General Meeting of Shareholders to be held in the Boardroom of Intesa SanPaolo, in Milan, Piazza Belgioioso 1, on 13 April 2015, at 11:00 AM in first call and, if necessary, in second call, on 14 April 2015 at 9:00, at the same place, to deliberate on the following:

Agenda

The Ordinary General Meeting of Shareholders:

- 1) Financial Statements of Piaggio & C. S.p.A. as of 31 December 2014; Directors' Report on Operations for 2014 and proposal to allocate profit for the period; Report of the Board of Statutory Auditors; Report of the Independent Auditors; Related and consequent resolutions; Presentation of the Consolidated Financial Statements as of 31 December 2014 of the Piaggio Group and relative reports.
- 2) Report on remuneration, pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998. Related and consequent resolutions.
- 3) Appointment of the Board of Directors, subject to the determination of the number of members and term of office; determination of fees. Related and consequent resolutions.
- 4) Appointment of the Board of Statutory Auditors and its Chairman; determination of fees. Related and consequent resolutions.
- 5) Authorisation to purchase and use treasury shares, pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58/1998 and relative provisions for enactment, subject to withdrawal of the authorisation granted by the Ordinary General Meeting of Shareholders of 28 April 2014, for the portion not executed. Related and consequent resolutions.

The Extraordinary General Meeting of Shareholders:

- 1) Proposed cancellation of 2.466.500 treasury shares in portfolio Subsequent changes to article 5.1 of the Articles of Association. Related and consequent resolutions.

Information on share capital

The share capital of the company amounts to 207,613,944.37 Euros, fully paid up, divided into 363,674,880 ordinary shares with regular dividend, without indication of the nominal value. On the Company's website www.piaggiogroup.com (*Investors* section) further information on the share capital, its composition and evolution can be found.

Attendance to the Shareholders' Meeting

Each ordinary share entitles to one vote in ordinary and extraordinary Shareholders' Meetings of the Company. With respect to participation and voting, the following information is provided (pursuant to Article 125-*bis* of Legislative Decree 58/1998):

- Pursuant to Article 83-*sexies* of Legislative Decree 58/1998, the authorisation to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an Intermediary, in compliance with its own accounting records, on behalf of the Party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh open-market day prior to the date set for the Shareholders' Meeting in first call, i.e. March 31st 2015; (*record date*); those who are holders of shares in the Company only subsequent to that date shall not be entitled to intervene and vote in the Shareholders' Meeting; the communication of the intermediary shall reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 8 April 2015); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received at the Company beyond this deadline, as long as by the start of meeting proceedings;
- those entitled to participate in the Shareholders' Meeting may be represented by means of a written proxy, pursuant to applicable legislation, with the option of signing the Proxy Form available on the Company's website at http://www.piaggiogroup.com/en/governance/general_meeting; the proxy can be sent to the Company by means of registered letter to the registered office in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address piaggiogroup.corporate.governance@legalmail.it. the proxy may be conferred with a computerised document signed in electronic form in accordance with art. 21, paragraph 2, of Legislative Decree no.82 of 7 March 2005;
- the proxy may be conferred with voting instructions, on the specifically designated Shareholders' Representative pursuant to art. 135-*undecies* of Legislative Decree 58/1998, Pierfrancesco Meneghini, solicitor, who may be substituted by Davide Grill, solicitor, provided that it is received by the same, by registered letter at the specific service address in Milan, Via del Lauro 9 or at the e-mail address pf.meneghini@crealaw.com, by 24:00 hours on 9 April 2015 (if the Shareholders' Meeting is held in first call) or by 24:00 hours on 10 April 2015 (if the Shareholders' Meeting is held in second call); the proxy is effective only for the proposals for which voting instructions have been granted; the Proxy Form is available on the Company's website at http://www.piaggiogroup.com/en/governance/general_meeting; the proxy and voting instructions are revocable within the same deadlines mentioned above;
- no postal or e-mail voting procedures are envisaged.

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Right to submit questions before the Shareholders' Meeting

Those with voting rights may also submit questions on items on the agenda before the Shareholders' Meeting, but in any case by the third day before the date fixed for the Shareholders' Meeting in first call (i.e., by 10 April 2015). Questions submitted before the Shareholders' Meeting shall be answered at the latest during the meeting itself, with the option for the Company to provide a joint answer to questions having the same content. Questions may be sent to the Company by means of registered letter to the registered office in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address piaggiogroup.corporate.governance@legalmail.it; the right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to art. 23, paragraph 1, of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by the Bank of Italy and Consob on 22 February 2008, as subsequently amended.

Integration of the agenda and submission of new draft resolutions

In compliance with Article 126-*bis* of Legislative Decree 58/1998, Shareholders who, also jointly, represent at least one fortieth of the share capital, may ask, within ten days from the publication of this notice (i.e. within 24:00 hours on 13 March 2015) for an integration of the list of topics to be discussed, indicating in the request the additional topics proposed, or submit draft resolutions on topics already on the agenda. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to art. 23, paragraph 1, of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by the Bank of Italy and Consob on 22 February 2008, as subsequently amended. The request shall be lodged in writing by means of registered letter to the registered office, in Pontedera (PI), Viale Rinaldo Piaggio 25, or by e-mail to the certified e-mail address piaggiogroup.corporate.governance@legalmail.it, provided that it reaches the Company within the aforementioned deadline; within said deadline and with the same procedures, a report shall be submitted by the proposing Shareholders stating the justification of the draft resolutions on the new topics which they propose to discuss, or the justification for additional draft resolutions submitted on topics already on the agenda; any additions to the list of topics to be discussed in the Shareholders' Meeting as a result of such requests or the submission of additional draft resolutions on topics already on the agenda shall be notified, in the same manner prescribed for publication of the meeting call, at least fifteen days before the date set for the Shareholders' Meeting in first call. The report prepared by requesting Shareholders, together with any evaluations of the Board of Directors, shall be made available to the public at the same time as the publication of the integration or submission notice, following the same procedures as those prescribed for the Shareholders' Meeting documentation.

Please note that integration is not allowed for topics on which the Shareholders' Meeting deliberates, in compliance with the Law, at the proposal of Board Members or on the basis of a project or a report prepared by the same, other than those described in Article 125 *ter*, Paragraph 1, of Legislative Decree 58/1998.

Appointment of the Board of Directors

Pursuant to art. 12 of the Articles of Association, the appointment of the Board of Directors takes place, in compliance with current *pro tempore* legislation on gender balance, based on the lists of candidates submitted by Shareholders and filed at the Company's registered office, or via the certified mail address piaggiogroup.corporate.governance@legalmail.it or via fax on 0587.21.90.25, at least 25 days before the date set for the Shareholders' Meeting in first call, i.e. by 19 March 2015 at 18:00.

Only Shareholders who, alone or together with others, represent at least 2.5% of the share capital are entitled to submit lists (Consob resolution no. 19109 of 28 January 2015). Ownership of the shareholding for the purposes of submission of the list is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by art. 23 of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by the Bank of Italy and Consob on 22 February 2008, as subsequently amended, also after having filed the list, provided that this takes place at least twenty one days before the date set for the Shareholders' Meeting in first call, i.e. by 23 March 2015. This ownership is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

For further information concerning the procedures and the deadlines for submission of the lists, please refer to that more widely discussed in the Directors' Report under point 3 of the agenda of the ordinary session and, in general, the applicable provisions of the law and of the Articles of Association.

Finally, please note that the lists will be made available to the public at the registered office, at the authorized storage mechanism 1Info available on the website www.1info.it, on the website of Borsa Italiana S.p.A. and will be published on the Company's website www.piaggiogroup.com, in the Governance/General Meeting section at least twenty-one days before the Shareholders' Meeting in first call (23 March 2015).

Appointment of the Board of Statutory Auditors

Pursuant to art. 24 of the Articles of Association, the appointment of the Board of Statutory Auditors takes place, in compliance with current *pro tempore* legislation on gender balance, based on the lists of candidates submitted by Shareholders and filed at the Company's registered office, or via the certified mail address piaggiogroup.corporate.governance@legalmail.it or via fax on 0587.21.90.25, at least 25 days before the date set for the Shareholders' Meeting in first call, i.e. by 19 March 2015 at 18:00.

Only Shareholders who, alone or together with others, represent at least 2.5% of the share capital are entitled to submit lists (Consob resolution no. 19109 of 28 January 2015).

Pursuant to art. 144 *sexies*, paragraph 4-*quater*, of Consob Regulation no. 11971/1999, ownership of the overall shareholding held by Shareholders submitting the list is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by art. 23 of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by the Bank of Italy and Consob on 22 February 2008, as subsequently amended, also after having filed the list, provided that this takes place at least twenty one days before the date set for the Shareholders' Meeting in first call, i.e. by 23 March 2015. This ownership is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

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If, at the deadline for submitting lists, only one list or only lists presented by Shareholders with whom significant connections exist pursuant to *pro tempore* laws and regulations in force have been filed, lists may be presented in up to three days following this date (i.e. by 23 March 2015 at 12:00, since the third day after 19 March 2015 is a non-working day); in that case the minimum threshold to submit the lists is reduced by half (i.e. 1.25%).

For further information concerning the procedures and the deadlines for submission of the lists, please refer to that more widely discussed in the Directors' Report under point 4 of the agenda of the ordinary session and, in general, the applicable provisions of the law and of the Articles of Association.

Finally, please note that the lists will be made available to the public at the registered office, at the authorized storage mechanism 1Info available on the website www.1info.it, on the website of Borsa Italiana S.p.A. and will be published on the Company's website www.piaggiogroup.com, in the Governance/General Meeting section at least twenty-one days before the Shareholders' Meeting in first call (23 March 2015).

Documentation

The documentation pertaining to the Shareholders' Meeting required by current legislation will be made available to the public at the Company's registered office in Pontedera (PI), Viale Rinaldo Piaggio No 25, at the authorized storage mechanism 1Info available on the website www.1info.it, on the website of Borsa Italiana S.p.A. and on the Company's website www.piaggiogroup.com, in the Governance/General Meeting section, simultaneously informing the public in the following terms:

- at least 40 days before the date of the Shareholders' Meeting in first call, the Directors' Report on items No. 3 and 4 of the Agenda of the ordinary session;
- at least 30 days before the date of the Shareholders' Meeting in first call, the Directors' Report on items No. 1 and 2 of the Agenda of the ordinary session;
- at least 21 days before the date of the Shareholders' Meeting in first call the documentation referred to in art. 154-*ter* of Legislative Decree 58/1998, the Remuneration Report pursuant to art. 123-*ter* of Legislative Decree No. 58/1998 referred to in point 2 of the agenda and the Directors' Report under point 5 of the agenda of the ordinary session and the Report on the only item on the agenda of the extraordinary session;
- at least 15 days before the date of the Shareholders' Meeting in first call, the documentation pursuant to Article 77, paragraph 2-*bis* of Consob Regulation No 11971/1999 and art. 36 paragraph 1, letter a) of the Market Regulation adopted by Consob by resolution no. 16191/2007 will be filed, with the warning that such filing shall take place only at the Company's Registered Office.

The Shareholders are entitled to obtain a copy of the documentation pertaining to the topics of the Agenda. This call notice is published, pursuant to Article 125-*bis* of Legislative Decree 58/1998 and to Article 84 of Consob Regulation No. 11971/1999, as well as to Article 7 of the Articles of Association, on the Company's website http://www.piaggiogroup.com/en/governance/general_meeting, and, as an extract, on the daily newspaper "Il Sole 24 Ore"; it is also sent to Borsa Italiana S.p.A. and is available at the authorized storage mechanism 1Info available on the website www.1info.it.

Pontedera, March 3rd 2015

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