



Piaggio & C. S.p.A.

Explanatory Memorandum

Remuneration Report pursuant to article 123-ter of Italian Legislative Decree no. 58/1998. Related and consequent resolutions.

Dear Shareholders,

the Board of Directors of your company has called you to a Shareholders' Meeting to present the Remuneration Report pursuant to article 123-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 (“**Consolidated Law on Finance**”) and article 84-*quater* of the CONSOB regulation adopted with resolution no. 11971 of 14 May 1999 (“**Consob Regulation on Issuers**”).

The Remuneration Report is divided into the following sections.

- Section I illustrates the Company's policy regarding the remuneration of members of the Board of Directors, General Managers and Key Managers with reference to at least the following year and the procedures used for adoption and implementation of this policy;
- Section II contains the individual remuneration for Directors, Statutory Auditors and General Managers and in aggregate form for Key Managers:
 - it provides an adequate representation of each of the items that make up the remuneration, including benefits in the event of termination of office or termination of employment (if any), highlighting the consistency with the Company's policy with regard to remuneration adopted in the previous year;
 - it illustrates in detail the remuneration paid in the reporting year for whatever reason and in whatever form by the Company and its subsidiaries or associates.

Moreover, Section II contains information on the equity investments held, in the Issuer and its subsidiaries, by members of the Controlling Bodies, General Managers and other Key Managers, as well as their not-legally-separated spouses and children (minors), in accordance with the provisions of art. 84-*quater*, paragraph 4, of the Consob Regulation on Issuers.

The Remuneration Report will be made available to the public – on Piaggio Group website www.piaggiogroup.com (section Governance/General Meeting) and on the central storage of regulated information system "1Info" that can be consulted on the website www.1info.it - at least twenty-one days before the date of the Shareholders' Meeting in first call.

Shareholders are reminded that, in accordance with art. 123-*ter*, paragraph 6 of the Consolidated Law on Finance, they will be called upon to vote for or against Section I of the Remuneration Report. The resolution is not binding. The result of the vote will be made available to the public within the legal deadline pursuant to art. 125-*quater*, paragraph 2, of the Consolidated Law on Finance.

Mantua, February 27th 2015

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