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text shall prevail.*

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 12 April 2017, at 11:00 AM in first call and, if necessary, in second call, on 13 April 2017 at 11:00, 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 2016; Presentation of the Consolidated Financial Statements as of 31 December 2016 of the Piaggio Group; Directors' Report on Operations for 2016 and proposal to allocate profit for the period; Report of the Board of Statutory Auditors; Report of the Independent Auditors; Related and consequent resolutions.
- 2) Report on remuneration, pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998. Related and consequent resolutions.
- 3) 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 14 April 2016, for the portion not executed. Related and consequent resolutions.

The Extraordinary General Meeting of Shareholders:

- 1) Proposed cancellation of 3.054.736 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 361,208,380 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. April 3rd 2017; (*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 7 April 2017); 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 Simone D'Eramo, 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 and s.deramo@crealaw.com, by 24:00 hours on 10 April 2017 (if the Shareholders' Meeting is held in first call) or by 24:00 hours on 11 April 2017 (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.

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 7 April

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2017). 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 20 March 2017) 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 (i.e. within the 28th March 2017). 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.

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 "eMarket Storage" available on the website www.emarketstorage.com, 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 30 days before the date of the Shareholders' Meeting in first call, within March 13th 2017, 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, within March 22nd 2017, 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 3 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, within the 28th 2017, 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 available on the website www.emarketstorage.com.

Pontedera, March 10th 2017

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