

# General Meeting of Shareholders

The Board of Directors unanimously

*resolved*

to appoint the Chairman and Chief Executive Officer to convene the Ordinary General Meeting of Shareholders, on first call, on 15 April 2013 at 15:00 hours at the Meeting Room of Intesa Sanpaolo S.p.a., in Milan, Piazza Belgioioso no. 1, and, where necessary, on second call, on 16 April 2013, at 11:00 hours, at the same place, with the following.

## *Agenda*

### *The Ordinary General Meeting of Shareholders:*

1. Financial Statements of Piaggio & C. S.p.A. as of 31 December 2012; Directors' Report on Operations for 2012 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 2012 of the Piaggio Group and relative reports.
2. Report on remuneration, pursuant to article 123-ter of 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 13 April 2012, for the portion not executed. Related and consequent resolutions.

### *The Extraordinary General Meeting of Shareholders:*

1. Proposal to cancel 11,049,021 portfolio treasury shares; Subsequent changes to article 5.1 of the Articles of Association. Related and consequent resolutions.

Mantua, 27 February 2013

For the Board of Directors

/s/ Roberto Colaninno

**Chairman and Chief Executive Officer**  
Roberto Colaninno