



Piaggio & C. S.p.A.

Report on remuneration policy and compensation paid

**prepared pursuant to Article 123-ter of Italian Legislative Decree 58/1998 and Article
84-quater of Consob Regulation 11971/1999**

4 March 2025

REPORT ON REMUNERATION POLICY AND COMPENSATION PAID

the Board of Directors of Your Company has called you to a Shareholders' Meeting to present this report on remuneration policy and compensation paid ("**Remuneration Report**" or "**Report**") of Piaggio & C. S.p.A. ("**Piaggio**" or the "**Company**") has been prepared pursuant to Article 123-*ter* Legislative Decree no. 58 of 24 February 1998 ("**TUF**") – as most recently amended by Legislative Decree 49/2019 ("**L.D. 49/2019**"), implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the so-called Shareholders' Rights Directive II), amending Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies with regard to the encouragement of long-term shareholder engagement (the "**SHRD**" or the "**Directive**") – and art. 84-*quater* of the CONSOB regulations adopted by resolution no. 11971 of 14 May 1999 ("**Issuers' Regulations**"). It has been prepared in accordance with Annex 3A, Schedule 7-*bis* of the Issuers' Regulations, as most recently amended to implement the SHRD.

The Remuneration Report is divided into the following sections:

- Section I - in compliance with Article 123-*ter* of the Consolidated Law on Finance and Article 9-*bis* of the Directive - illustrates the Company's policy on the remuneration of the members of the board of directors, general managers and key managers (if appointed) and of the members of the supervisory board of the Company, taking into account the *governance* system adopted by the Company, as well as the procedures used for the adoption, review and implementation of this policy, including measures to avoid or manage possible conflicts of interest;
- Section II, by name for the remuneration attributed to Directors, members of the supervisory board and general managers and in aggregate for the remuneration attributed to key management personnel (if appointed):
 - it provides an adequate, clear and understandable 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 their compliance with the Company's remuneration policy for the year in question and the ways in which remuneration contributes to the Company's long-term results;
 - 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 administration and control bodies, senior managers and other key managers (where appointed), as well as their not-legally-separated spouses and children (minors), directly or via subsidiaries, trusts or intermediaries, in accordance with the provisions of Article 84-*quater* of the Consob Regulation on Issuers.

SECTION I

This section of the Report on Remuneration describes the main lines of the remuneration policy adopted by the Company (hereafter the "**Remuneration Policy**"), which defines the principles and guidelines followed by the Piaggio Group in determining and monitoring the application of remuneration practices for directors, general managers, key managers and members of the Management Control Committee, taking into account the governance system adopted by the Company as better specified below.

It should first be noted that the Remuneration Policy, as described in this Section I, was drafted with reference to the new "one-tier" administration and control system pursuant to Article 2409-*sexiesdecies* of the Italian Civil Code adopted by the Extraordinary Shareholders' Meeting held on 17 April 2024.

This Remuneration Policy, approved by the Board of Directors on 4 March 2025 on the basis of the proposal of the Nominations and Remuneration Committee, amends the remuneration policy approved by the Ordinary Shareholders' Meeting of 17 April 2024 (already drafted on the assumption of the adoption of the so-called "one-tier" governance system) in particular in order to redefine the weight of the objectives to which the variable component of executive directors' remuneration is correlated, as well as to decline the relative sustainability objective.

It should also be noted that in Section II of this Report, as it relates to the financial year 2024, there are references to both the so-called traditional governance structure (i.e. the Board of Directors and the Board of Statutory Auditors, bodies in office until the Extraordinary Shareholders' Meeting held on 17 April 2024 to adopt the new governance system), and the so-called one-tier governance structure in effect as of the registration of the aforesaid shareholders' resolution with effective date of 18 April 2024 (i.e. the Board of Directors and the Management Control Committee appointed by the Shareholders' Meeting on 22 April 2024).

The Remuneration Policy defines the goals pursued and the principles that underlie the determination of remuneration for governance bodies, general managers and key managers (where appointed), as further explained in the subsequent paragraph 2.

The Remuneration Policy was also drafted in light of the recommendations set forth in the Corporate Governance Code for Listed Companies approved in January 2020 by the Corporate Governance Committee (the "**Corporate Governance Code**" or "**CG Code**") as well as in compliance with national and international best practices.

The Remuneration Policy has a duration of one year.

As required by Consob Regulation no. 17221 of 12 March 2010 concerning transactions with related parties (the "**Regulation on Related Parties**"), as transposed in the internal procedure adopted by the Company ("**RPT Procedure**") (and available on the group *website* at www.piaggiogroup.com in the *Governance* section), approval of the Remuneration Policy by the Shareholders' Meeting exempts the Company from applying the above procedure for related party transactions in resolutions concerning the remuneration of directors and key managers, provided that these are consistent with the Remuneration Policy:

- (i) the company has adopted a remuneration policy approved by the Shareholders' Meeting;

- (ii) a committee made up exclusively of non-executive directors or board members, the majority of whom are independent, was involved in defining the remuneration policy;
- (iii) the remuneration awarded is identified in accordance with this policy and quantified on the basis of criteria that do not involve discretionary evaluations.

Furthermore, pursuant to Article 13, paragraph 1, of the Regulation on Related Parties, the RPT Procedure does not apply to shareholders' resolutions that are pursuant to Article 2389, paragraph 1, of the Italian Civil Code, regarding remuneration due to the members of the Board of Directors and the executive committee, or to the resolutions concerning the remuneration of directors assigned special duties which falls within the total amount previously determined by the Shareholders' Meeting, pursuant to Article 2389, paragraph 3, second sentence of the Civil Code.

Please note that the Remuneration Policy in Section I of the Report, prepared in the financial year 2024 was approved by a 64.56% majority of votes by Shareholders taking part in the Shareholders' Meeting of 17 April 2024, who did not make any evaluations regarding the Remuneration Policy, neither during the Meeting, nor at a later date.

1. Parties involved in the preparation, approval and auditing (where applicable) of the Remuneration Policy

The main individuals and bodies involved in the preparation, approval and review of the Remuneration Policy are the Shareholders' Meeting, the Board of Directors, the Nomination and Remuneration Committee and the Management Control Committee.

1.1 Board of Directors

The Board of Directors:

- establishes the Nomination and Remuneration Committee from among its members;
- in line with the Remuneration Policy, determines the remuneration of directors holding special positions, subject to the opinion of the Management Control Committee and the proposal of the Nomination and Remuneration Committee;
- defines, upon proposal of the Nomination and Remuneration Committee, the Remuneration Policy, as well as its possible revision on the basis of the guidelines and principles prepared and approved from time to time by the latter;
- prepares the Remuneration Report, pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Consob Regulation on Issuers, submits it to the Shareholders' Meeting for approval pursuant to Article 123-ter, paragraph 3-bis, of the Consolidated Law on Finance and ensures its implementation;
- prepares remuneration plans based on shares or other securities for directors, employees and co-workers, including key managers, submits these for approval by the Shareholders' Meeting pursuant to Article 114-bis of the Consolidated Law on Finance and ensures implementation.

1.2 Nomination and Remuneration Committee

Pursuant to Article 5, Recommendation No. 25 of the CG Code, the Board of Directors established the Company's Nomination and Remuneration Committee from among its members, which is composed of non-executive and independent directors and to which the functions set forth in Article 4 of the CG Code have also been assigned.

For the purposes of the Remuneration Policy, the Nomination and Remuneration Committee is responsible for:

- assisting the Board of Directors with drawing up the Remuneration Policy;
- presenting proposals or express opinions on the remuneration of executive Directors and the other Directors holding specific positions and setting performance objectives related to the variable component of that remuneration;
- monitoring the practical application of the Remuneration Policy and verifying, in particular, the actual achievement of the performance targets (financial and non-financial);
- periodically assess the overall adequacy and consistency of the Remuneration Policy.

The Remuneration Policy was therefore approved by the Board of Directors, on the proposal of the Nomination and Remuneration Committee.

As mentioned above, competence for the implementation of the Remuneration Policy lies with the Board of Directors, with the power to delegate it to the Chairman and Chief Executive Officer of the Company, subject to the involvement of the Nomination and Remuneration Committee in the cases provided for by the Policy, it being understood that any decision relating and/or pertaining to the implementation of the Remuneration Policy concerning one of the above mentioned subjects will remain the exclusive competence of the Board.

The Nomination and Remuneration Committee appointed by the Board on 22 April 2024 and in office at the date of this Report is composed of three independent, non-executive Directors in the persons of Graziano Gianmichele Visentin, acting as Chairman, Alessandro Lai and Rita Ciccone¹. All Committee members have experience in finance and remuneration policies considered suitable by the Board at the time of appointment.

Pursuant to Recommendation 26 of the Corporate Governance Code, in order to manage any conflicts of interest, no Director participates in meetings of the Remuneration Committee in which proposals are formulated to the Board of Directors regarding his/her remuneration.

The Directors abstain from voting when the Board of Directors passes resolutions concerning their own remuneration, without prejudice to the rules on related party transactions set out in the RPT Procedure (where applicable).

The Nomination and Remuneration Committee meets annually and whenever it is necessary to resolve on remuneration matters.

1.3 Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the remuneration of the members of the Board of Directors pursuant to Article 2364, paragraph 1, no. 3 of the Italian Civil Code;
- establishes, upon appointment by the Board of Directors, specific additional remuneration for the members of the Management Control Committee;
- expresses (i) a binding vote on Section I of the Remuneration Report prepared by the Board of Directors (upon proposal of the Nomination and Remuneration Committee) at the frequency required by the duration of the Remuneration Policy (i.e. on an annual basis) and in any case on the occasion of amendments to the said Policy² and (ii) a non-binding vote on Section II of the Report on an annual basis;
- makes resolutions on any remuneration plans based on shares or other financial instruments intended for directors, employees and co-workers, including key managers, pursuant to Article 114-*bis* of the Consolidated Law on Finance.

If the Shareholders' Meeting does not approve the Remuneration Policy, the Company will be required to pay remuneration in accordance with the most recent Remuneration Policy

¹ Until the Shareholders' Meeting of 17 April 2024, the members of the Remuneration Committee were Rita Ciccone (acting as Chairman), Andrea Formica and Graziano Gianmichele Visentin.

² Shareholders' votes are required upon amendments to the Remuneration Policy that are not merely formal or editorial clarifications.

approved by the Shareholders' Meeting or, failing that, in accordance with current practice. At the next Shareholders' Meeting to approve the financial statements, the Company shall submit a new Remuneration Policy to the Shareholders' Meeting for a vote.

Temporary deviation from the Remuneration Policy approved by the Shareholders' Meeting is permitted only in exceptional circumstances, i.e. when the deviation from the Remuneration Policy is necessary for the pursuit of the long-term interests and sustainability of the Company as a whole, or to ensure its ability to stay in the market. On this point, see paragraph 6 below.

1.4 Management Control Committee

The Management Control Committee expresses its opinion on proposals for the remuneration of executive directors and, more generally, of directors holding special positions, verifying the consistency of the proposals with the Remuneration Policy.

2. Illustration of the objectives and general guidelines of the Remuneration Policy and description of policies regarding fixed and variable remuneration components

The Remuneration Policy is set by taking into account the remuneration and working conditions of its employees. In particular, the Remuneration Policy sets out the tools and approaches, applied to the entire corporate population, that are designed to attract, motivate and retain people with the professional qualities necessary to contribute to growth strategy and the strengthening of the long-term interests and sustainability of the Company, in line with the best market practices. With specific attention for the remuneration of executive Directors, it is felt that the type of jobs held and that the Company expects of these subjects, together with the intrinsic characteristic of unexchangeability, means they cannot be compared with the jobs of other Group employees.

The Company's Remuneration Policy and, in particular, the policy on variable components of remuneration, contributes to the Company's strategy and to the pursuit of its long-term interests and sustainability. This contribution is made through a greater and more aware involvement of shareholders who are called upon to express their binding vote on the Remuneration Policy, which describes each of the items that make up the remuneration of Directors and other key executives. Moreover, the remuneration of directors, general managers and key executives, where identified, is defined in such a way as to ensure an overall remuneration structure capable of recognising the professional value of the persons involved and to allow for an adequate balance of fixed and variable components with the aim of creating sustainable value over an adequate time horizon and of ensuring a direct link between remuneration and specific performance objectives.

In particular, the guidelines inspiring the Remuneration Policy are based on the following criteria:

- (i) the fixed component and variable component take into account the strategic objectives and associated business risks taken by the Company;
- (ii) the variable component has an upper limit;

- (iii) the fixed component is sufficient to remunerate the services of the person concerned should the variable component not be paid due to failure in achieving the assigned objectives;
- (iv) the *performance* objectives are:
 - directly related to the Group's performance over an appropriate time horizon;
 - specific, i.e. clear and concrete in terms of expected results;
 - measurable, i.e. assessed with clear and predefined indicators;
 - realistic, i.e. deemed achievable although challenging and ambitious;
 - defined over time, i.e. referred to a specific time dimension.

The Shareholders' Meeting resolves on the total amount of remuneration due to the Board of Directors. The remuneration of directors with special positions is set by the Board of Directors, on the proposal of the Nomination and Remuneration Committee and following the opinion of the Management Control Committee. Any increases or changes to the remuneration of directors assigned special positions, where not established by the Remuneration Policy, are approved by the Board of Directors, at a proposal from the Nomination and Remuneration Committee and with the prior opinion of the Related Party Transactions Committee, having consulted the Management Control Committee.

The variable component will be paid only on achieving the expected result. The amount of the incentive to be paid to each person involved is determined on the basis of the achievement of the results actually pursued at Group level. In this regard, it is worth mentioning that, at this point, the Company believes that it is unnecessary to introduce “clawback” clauses for the variable component of the compensation, since it believes that the Company's interest is protected in any case by the applicable provisions in the event of violations of laws or regulations.

In the event that the Company carries out particularly exceptional and strategically important transactions in terms of the impact on Company results, the Board of Directors, at the proposal of the Nomination and Remuneration Committee, has the power to allocate, at its discretion, specific bonuses to executive directors and key managers, without prejudice to the procedure on transactions with related parties set out in the RPT Procedure, where applicable.

The Company may provide incentive and loyalty plans based on shares or other financial instruments, aimed at directors, employees and co-workers, including key managers, pursuant to Article 114-*bis* of the Consolidated Law on Finance, without prejudice to the procedure on transactions with related parties set out in the RPT Procedure, where applicable.

There are no deferred remuneration payment systems.

As incentive plans based on financial instruments were not in place at the date of this Report, there are no clauses for keeping the financial instruments in the portfolio after their acquisition.

The Remuneration Policy does not foresee stipulation with directors and key managers of agreements that regulate *a priori* the payment of indemnities and/or the assignment or other benefits (monetary and non-monetary) in the event of termination of office or relating to the possible early termination of the relationship by the Company or the person concerned. If it becomes necessary to sign such agreements, the safeguards relating to transactions with related parties set out in the RPT Procedure (where applicable) will apply and the

Nomination and Remuneration Committee must be consulted. In defining the Remuneration Policy, the Company has not used remuneration policies implemented by other companies as a reference, and has not sought the cooperation of independent experts.

3. Remuneration of directors

Within the Board of Directors it is possible to distinguish between:

- (i) Non-executive directors: Directors.
- (ii) Executive directors:
 - the Executive Chairman Matteo Colaninno;
 - the CEO Michele Colaninno;

Non-executive directors

All non-executive directors are paid a fixed annual remuneration, as approved by the Shareholders' Meeting.

Directors called on to take part in the Internal Control and Risk Management Committee and the Nomination and Remuneration Committee, both composed of independent Directors in compliance with the Corporate Governance Code, are paid an additional fixed remuneration considering the greater commitment required. The Board of Directors may award any additional fixed remuneration to members of board committees established in accordance with applicable *pro tempore* regulations or the recommendations of the CG Code, always taking into account the greater commitment required to perform these functions.

No specific remuneration is paid to independent directors, except for those who are requested to participate in the above-mentioned committees and for members of the Management Control Committee (see Section 5 below). Independent Directors do not receive variable compensation and are not recipients of compensation plans based on financial instruments.

In addition, expenses incurred by directors for performance of their duties are reimbursed by the Company.

Non-executive directors benefit from “Directors and Officers” insurance coverage for liability concerning acts committed in the exercise of their functions, except in cases of malice and gross negligence.

The Remuneration Policy does not provide for the payment of non-monetary benefits to Executive Directors.

Executive directors

The remuneration of executive directors is composed as follows:

- i) a fixed annual component, determined to a significant extent, consistent with the position and commitment required and, in any case, such as to be sufficient to remunerate services rendered should the variable component not be paid due to failure in achieving the objectives of *referred to below*;

- ii) a variable component related to the achievement of the objectives identified in the annual budget approved by the Company, consistent with the objective of creating value for shareholders and with a proper risk management policy. The amount of the variable component, which in any case provides for a maximum limit (up to a maximum of 30% of the amount established for the fixed compensation), is determined and paid annually by the Board of Directors with reference to objectives and results at an individual and/or consolidated Group level, identified by the Board of Directors, upon the proposal of the Committee and after hearing the opinion of the Management Control Committee, in relation to the annual budget, chosen from EBITDA, for a portion not exceeding 40%, the net financial position for a portion not exceeding 40% and sustainability objectives for 20%, relating inter alia to the Decarbonisation Plan and quantitatively structured with the following weight of 25% each: (i) Decarbonisation (installation in the Italian plants of Pontedera and Mandello del Lario of new photovoltaic plants for self-generation of electricity); (ii) Climate change and Water (maintenance of ratings (Carbon Disclosure Project) CDP 2023); (iii) Climate change (marketing of the new 'NP6' electric commercial vehicle in Italy); (iv) Health & Safety - (increase in discretionary training hours per capita on occupational health and safety). The amount of the incentive to be paid to each person involved is determined on the basis of the number of objectives and results pursued, as well as the degree of their achievement³, all as verified by the Board of Directors, after consulting the Committee; For the purposes of the payment of the variable component, there is in fact a minimum number of targets to be exceeded, as well as a calculation system that takes into account the negative deviation from the assigned targets and results within the limit of 10% of the benchmark.

The variable component is therefore paid annually with reference to targets defined in the annual budget.

On the basis of the current structure of delegated powers, the payment of the variable component of remuneration is envisaged for the Executive Chairman and the Chief Executive Officer, under the same terms and conditions as regards performance targets and the incidence of the variable component with respect to fixed annual remuneration.

The variable component for all the aforementioned beneficiaries may therefore reach a maximum of 30% of the amount established for fixed remuneration overall (including all remuneration for special positions pursuant to Article 2389, paragraph 3, of the Italian Civil Code).

Executive directors benefit from “Directors and Officers” insurance coverage for liability concerning acts committed in the exercise of their functions, except in cases of malice and gross negligence.

The Remuneration Policy does not provide for the payment of fringe benefits to Executive Directors.

Considering the structure of the remuneration of executive directors (and the role they hold), the Company decided it was not – currently – necessary to introduce the so-called “*claw*

³ As for the sustainability parameter, this will be deemed to be attained *pro-rata* on the basis of the attainment of the individual sustainability indicators listed in points (i) to (iv) of this paragraph.

back” clauses of the variable component of remuneration, assessing that the Company interests are protected by provisions applicable in a breach or the law or regulations.

4. Remuneration of general managers and key managers

The remuneration of key managers (where identified) is determined in accordance with the general principles set out in paragraph 2., and comprises:

- (i) a fixed annual component, determined to a significant extent, consistent with the position and commitment required and, in any case, such as to be sufficient to remunerate services rendered should the variable component not be paid due to failure in achieving the objectives of *referred to below*;
- (ii) an annual variable component achievable against the attainment of predefined company objectives (so-called MBO), linked to the results expected from the annual budget approved by the Company. The variable component is equal to a predetermined percentage of the gross fixed annual remuneration, generally at least 50 % of the latter;
- (iii) fringe benefits such as allocation of Company vehicles, housing contributions and membership of pension and insurance plans that reflect normal pension and social security protection, as provided by the applicable National Collective Employment Contract. The Remuneration Policy does not provide for the payment of other fringe benefits.

Key managers (where identified) are reimbursed for expenses incurred for the performance of their duties and benefit from “Directors and Officers” insurance coverage for liability concerning acts committed in the exercise of their functions, except in cases of malice and gross negligence, in addition to the general protection provided by the applicable National Collective Employment Contract.

At the date of this Report, no key managers have been identified within the Issuer's organisation chart.

5. Remuneration of the members of the control body

When appointing the Board of Directors, the Ordinary Shareholders' Meeting establishes specific additional remuneration for the members of the Management Control Committee determined, in each case, as a fixed and equal amount, but with a specific increase for the Chairman.

In addition, expenses incurred by members of the Management Control Committee for the performance of their duties are reimbursed by the Company.

The same persons may be granted additional remuneration as members of the Supervisory Board or of board committees.

6. Elements of the Remuneration Policy which may be waived in exceptional circumstances.

In exceptional circumstances the Company may waive the elements of the Remuneration Policy as described below.

It should be noted that "exceptional circumstances" are those situations in which a departure from the Remuneration Policy is necessary in order to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay in the market, such as but not limited to:

(i) the occurrence, at a national or international level, of extraordinary and unforeseeable events concerning the Company and/or the sectors and/or markets in which it operates, which significantly affect the Company's results, including the occurrence of significant negative effects not of a solely economic or financial nature;

(ii) substantial changes in the organisation of the company's business, both of an objective nature (such as extraordinary transactions, mergers, disposals, etc.), and of a subjective nature, such as changes in the top management structure and the possible identification of individuals (other than members of the management and supervisory boards) who qualify as key executives relevant for the purposes of this Policy;

(iii) significant changes in the scope of the company's activity during the term of the Policy, such as the sale of a company/business unit on whose activity the *performance* objectives of the Policy were based, or the acquisition of a significant business not considered when preparing the Policy.

In any case, it is understood that any exceptions to the Policy will be subject to the prior examination of the Nomination and Remuneration Committee and to the application of the rules of the RPT Procedure.

Notwithstanding the above, the waiver may concern: (i) the modulation of the performance objectives to which variable remuneration is linked and the frequency with which they are set; (ii) a review of the criteria used to assess the objectives; (iii) a change in the ratio between fixed and variable components of remuneration; (iv) the award of one-off monetary bonuses; (v) the payment of special indemnities, in order to take into account the above-mentioned exceptional circumstances and only to the extent that this is conducive to the pursuit of the above-mentioned interests.

SECTION II

This section, by name for the remuneration attributed to Directors, members of the supervisory board and general managers and in aggregate for the remuneration attributed to key management personnel (where identified):

- in the first paragraph, (i) it provides an adequate, clear and understandable 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 their compliance with the Company's remuneration policy approved in the previous year and the ways in which remuneration contributes to the Company's long-term results; (ii) it illustrates how the Company took into account the vote cast the previous year by the Shareholders' Meeting on Section Two of the Remuneration Report;
- in the second paragraph, it explains in detail the remuneration paid in the reporting year (i.e. 2024, hereinafter the "**Reporting Year**") for whatever reason and in whatever form by the Company and by its subsidiaries or associates, highlighting any components of said remuneration related to activities carried out in previous years and also remuneration payable in one or more subsequent periods for activity carried out in the reporting period, possibly indicating an estimated value for components not objectively quantifiable in the reporting year;
- in the third paragraph, it indicates, with the criteria laid down in Attachment 3A, Schedule 7-ter of the Consob Regulation on Issuers, investments held, in the Issuer and its subsidiaries, by members of the Controlling Bodies, by the general manager and by other key managers (where identified), as well as their not-legally-separated spouses and children (minors), directly or through subsidiaries, trust companies, or through an intermediary, according to the Shareholders' Register, communications received and other information acquired from the members of Controlling Bodies themselves, from the general manager and from key managers (where identified).

Please note that the independent auditing firm, Deloitte & Touche S.p.A., checked – in compliance with Article 123-ter, paragraph 8-bis, of the TUF – preparation by the Piaggio Board of Directors of this Section of the Remuneration Report.

1. Remuneration for members of the Board of Directors and Statutory Auditors, to general managers and key managers

The Shareholders' Meeting of 17 April 2024, in continuity with what was resolved by the Shareholders' Meeting of 14 April 2021 for the previous term of office, set the gross annual remuneration for each member of the Board of Directors at Euro 40,000 for the entire term of office and until otherwise resolved by the Shareholders' Meeting, excluding the remuneration of directors holding special offices pursuant to Article 2389, paragraph 3, of the Italian Civil Code and remuneration for any special assignments.

As decided by the Board of Directors on 9 May 2024, the Directors called upon to participate in the Internal Control and Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Committee are paid an additional fee of Euro 10,000 in consideration of the greater commitment required. The aforementioned fees are subject to cumulation if the individual director sits on more than one of the aforementioned board committees.

With regard to the remuneration attributed to the board committees in office until the adoption of the one-tier administration and control system by the Extraordinary Shareholders' Meeting of 17 April 2024, the Board of Directors of 15 April 2021 had recognised an additional remuneration of Euro 10,000 to the Directors called upon to participate in the Internal Control, Risk Management and Sustainability Committee and the Remuneration Committee, in consideration of the greater commitment required. To the Chairman of the Internal Control, Risk Management and Sustainability Committee, the same Board had also assigned an emolument of Euro 20,000. These emoluments, recognised *pro rata temporis* in the Financial Year to the Directors in office until the Shareholders' Meeting of 17 April 2024, are also shown below in Table 1.

At its meeting of 22 April 2024, the Board of Directors confirmed the appointment of Mr Matteo Colaninno and Mr Michele Colaninno, respectively, as Executive Chairman and Chief Executive Officer of the Company. In connection with these appointments, the Board of Directors of 9 May 2024 resolved, upon the proposal of the Nomination and Remuneration Committee of 8 May 2024 and with the prior opinion of the Related Party Transactions Committee of 9 May 2024 as well as with the favourable opinion of the Management Control Committee, to recognise an emolument pursuant to Article 2389, paragraph 3, of the Italian Civil Code and 19.2 of the Articles of Association. In particular, the emoluments paid to the Executive Chairman and to the Chief Executive Officer, in continuity with what has already been resolved by the Board on 1 September 2023, have been confirmed in a fixed component (equal to Euro 700,000.00 per year gross for the Executive Chairman and Euro 1,000,000.00 per year gross for the Chief Executive Officer) and in a variable component, taking into account what has already been set forth in the remuneration policy contained in Section I of the "Report on Remuneration Policy and Remuneration Paid" approved by the Shareholders' Meeting held on 17 April 2024, also with specific reference to the criteria for determining the variable remuneration for the Executive Directors confirmed and referred to therein.

In light of the foregoing, the total remuneration paid to Mr Matteo Colaninno and Mr Michele Colaninno during the year is therefore set forth below.

As for the current **Executive Chairman Mr Matteo Colaninno**: Euro 40,000 gross per annum for the office of Director, plus Euro 700,000.00 gross per annum for the office of Executive Chairman, for a total of Euro 740,000.00 gross paid in the year.

As for the current **Chief Executive Officer Mr Michele Colaninno**: Euro 40,000 gross per annum for the office of Director, plus Euro 1,000,000.00 gross per annum for the office of Chief Executive Officer, for a total of Euro 1,040,000.00 gross paid during the year.

The Nomination and Remuneration Committee and the Board of Directors met on 27 February 2025 and 4 March 2025, respectively, to report, *inter alia*, on the variable component possibly due to the beneficiaries of the Remuneration Policy, and found, for both beneficiaries, that the minimum number of objectives set forth in the Policy for the recognition of the variable component had not been reached, and therefore the variable component was not recognised.

Also on 4 March 2025, the Board of Directors, meeting for the approval of the annual financial report for the financial year 2024, assessed the Group's overall performance in 2024 in a particularly challenging international macroeconomic context, which is complex and subject to strong geopolitical instability and uncertainty. Even in this context, the Group was confirmed by recording the highest ever EBITDA margin percentage, increased investments and consolidated its position in the sustainability ratings obtained in recent years among the leading international companies in its sector. In light of this, the Board of Directors, with the abstention of the Executive Chairman and the Chief Executive Officer, on the proposal of the Nomination and Remuneration Committee and subject to the favourable opinion of the Related Party Transactions Committee, and having heard the opinion of the Management Control Committee (which met jointly on the same date), considered the contribution made by the Chief Executive Officer to the Group's performance to be significant, all the more so in this difficult context. 6, paragraph 2, (i) of the Policy, resolved to avail itself of the faculty of derogation to the same, thus recognising to the Chief Executive Officer a one-off bonus to be paid in the amount of Euro 100,000.00, to further motivate and continue to direct the management 's actions towards strategic objectives in line with business priorities. Please note that at the date of this Remuneration Report, the Board of Directors has not identified the key managers.

No agreements have been stipulated with the directors that regulate economic aspects (indemnities and/or other benefits) *ex ante* in the event of termination of office or with regard to any form of termination of the employment relationship at the initiative of the Company or the interested party.

There are no agreements assigning or maintaining non-monetary benefits for persons who have ceased to hold office or to enter into consultancy contracts for a period after the termination of the relationship.

There are no agreements providing for compensation for non-competition commitments.

There are no *ex post* correction mechanisms for the variable remuneration component.

On 17 April 2024, the Ordinary Shareholders' Meeting of the Company resolved to set the emolument for the members of the Management Control Committee at Euro 20,000 gross per annum (in addition to the Euro 40,000 gross per annum for the office of Director, all for a total of Euro 60,000 gross per annum) and Euro 50,000 gross per annum for the Chairman of the Management Control Committee (in addition to the Euro 40,000 gross per annum for the office of Director, all for a total of Euro 90,000 gross per annum). For the members of the Board of Statutory Auditors in office until the Shareholders' Meeting of 17 April 2024, the Shareholders' Meeting held on 14 April 2021 had granted a gross annual remuneration

of Euro 40,000, recognised *pro rata temporis* in the Financial Year to the Statutory Auditors in office until the Shareholders' Meeting of 17 April 2024 (see Table 2 below).

Below is a comparison of the annual change for the period 2021-2024:

- (i) the total remuneration of each of the persons in office at the date of the Report for whom the information in this Section of the Report is provided by name;
- (ii) the Company's results;
- (iii) average gross annual remuneration, computed on the basis of full-time employees, of employees other than those whose remuneration is shown by name in this section of the Report.

Total remuneration of persons for whom information is provided by name				
Position		2021-2022	2022-2023	2023-2024
Matteo Colaninno	Executive Chairman	37% ⁽¹⁾	228% ⁽²⁾	17% ⁽³⁾
Michele Colaninno	Chief Executive Officer	57% ⁽⁴⁾	20% ⁽⁵⁾	26% ⁽⁶⁾
Andrea Formica	Independent Director	0%	0%	0%
Rita Ciccone	Independent Director	0%	0%	0%
Graziano Gianmichele Visentin	Independent Director	0%	0%	-10% ⁽⁷⁾
Micaela Vescia	Independent Director	0%	0%	0%
Patrizia Albano	Independent Director	0%	0%	0%
Carlo Zanetti	Non-executive Director	N/A	N/A	N/A ⁽⁸⁾

Ugo Ottaviano Zanello ⁽⁹⁾	Independent Director	N/A	N/A	N/A
Paola Mignani ⁽⁹⁾	Independent director and Management Control Committee member	N/A	N/A	N/A
Alessandro Lai ⁽⁹⁾	Independent director and Management Control Committee member	N/A	N/A	N/A
Raffaella Annamaria Pagani ⁽⁹⁾	Independent Director and Management Control Committee Chairman	N/A	N/A	N/A

- (1) This change is attributable to the remuneration paid by the Board under the delegations granted on 28 October 2022 in the area of institutional relations at national and international level.
- (2) This change is attributable to the remuneration recognised by the Board on 1 September 2023 on account of the powers conferred on the same date.
- (3) This change is attributable to the fact that the remuneration recognised by the Board on 1 September 2023 on account of the powers granted on the same date, subsequently also confirmed on 9 May 2024, was received on a *pro rata* basis during the financial year 2023.
- (4) This change is attributable to the remuneration paid by the Board under the delegated powers conferred on 2 March 2022.
- (5) This change is attributable to the remuneration recognised by the Board on 1 September 2023 on account of the powers conferred on the same date.
- (6) This change is attributable to the fact that the remuneration recognised by the Board on 1 September 2023 on account of the powers granted on the same date, subsequently also confirmed on 9 May 2024, was received on a *pro rata* basis during the financial year 2023;
- (7) This change was due to the fact that, until 17 April 2024, the Chairman of the ICRMSC was paid a higher remuneration than the other members in the amount of Euro 20,000.
- (8) Carlo Zanetti was appointed as a member of Piaggio's Board of Directors on 1 September 2023.
- (9) Ugo Ottaviano Zanello, Paola Mignani, Alessandro Lai and Raffaella Annamaria Pagani were appointed as members of Piaggio's Board of Directors on 17 April 2024.

<u>Company results</u>			
NFP	2021-2022	2022-2023	2023-2024
	-3.2%	17.9%	23.0%

Average gross annual remuneration of full-time employees other than persons whose remuneration is shown by name

	2021-2022	2022-2023	2023-2024
Average remuneration for full-time employees	1.6%	4.2%	5.3%

* * *

For the sake of completeness, it should be noted that the remuneration paid during the financial year is consistent, in terms of its amount and the items comprising it, with respect to the corporate bodies (Board of Directors, Board of Statutory Auditors and board committees) in office until the Ordinary Shareholders' Meeting of 17 April 2024 under the traditional administration and control model, with the 2023 Remuneration Policy; while with regard to the new so-called one-tier governance system, which came into force with the aforementioned Shareholders' Meeting, with the Remuneration Policy defined by the Company and approved by the Shareholders' Meeting most recently on 17 April 2024.

The aforesaid Shareholders' Meeting also voted in favour of Section II of the Report, with a non-binding resolution approved by a majority of 64.590% of the votes cast by the attending shareholders, therefore, the Company believes that it has adequately represented the items comprising the remuneration of the relevant persons indicated in this Section II in compliance with the applicable regulations.

2. Details of remuneration paid in the Reporting Year

Fixed remuneration: are shown separately, possibly in a footnote and on an accrual basis: (i) remuneration approved by the Shareholders meeting for the period, even if not paid; (ii) attendance fees; (iii) lump-sum expense reimbursement; (iv) remuneration received for performing special duties, pursuant to Article 2389, paragraph 3 of the Italian Civil Code (for example, Chairman, Deputy Chairman); (v) fixed remuneration from employment gross of tax and social security charges borne by the employee, excluding mandatory collective insurance social security charges borne by the Company and the termination benefit provision. The other components of remuneration from employment (bonuses, other remuneration, fringe benefits, etc.) are indicated in the corresponding columns, specifying in the notes the part paid for the office of director and that for employment.

Remuneration for participation in committees this is indicated on an accrual basis and may be indicated at an aggregate level. An indication is provided in the notes of the committees to which the director belongs and, in the event of participation in several committees, the remuneration received for each.

Bonuses and other incentives: remuneration accrued (*vested*), even if not yet paid, during the year for targets achieved in the same year, based on monetary incentive plans, is included. The amount is shown on an accruals basis even if the approval of the financial statements has not yet taken place and including the part of the bonus that may be deferred. Under no circumstances are *stock-options* assigned or exercised or other remuneration in financial instruments included.

Profit sharing the amount accruing is indicated, even if approval of the financial statements and distribution of profits have not yet taken place.

Fringe benefits the value of *fringe benefits* (according to a criterion of tax liability), including any insurance policies and supplementary retirement funds, is indicated

Other remuneration any additional remuneration arising from other services provided is shown separately on an accrual basis. Information on any loans, advance payments and guarantees granted by the Company or its subsidiaries to Executive Directors and to the Chairman of the Board, in the case in which, taking into account the particular conditions (other than those of the market or applicable in a standardised form to categories of persons), they represent a form of indirect remuneration, is included in the notes.

Fair Value of equity remuneration: the *fair value* at the grant date of remuneration accruing in the year for incentive plans based on financial instruments, estimated according to international accounting standards, is indicated⁴.

Termination of office or employment indemnity the indemnity accrued, even if not yet paid, in favour of Directors for termination of office during the reporting year, with reference to the financial year in which termination of office actually took place, are indicated. The estimated value of any fringe benefits, the amount of any consulting contracts and indemnity related to any non-competition clauses is also indicated. The amount of the indemnity related to non-competition clauses is indicated only once when the office is terminated, specifying in the first part of the second section of the report the duration of the non-competition clause and the actual payment date.

Note that the table below includes all the those who held office as a member of the governance and control bodies or as a Senior Manager or Key Manager at any time over the year, including for only a fraction of the year.

Table 1- Remuneration paid to members of the Board of Directors (including members of the Management Control Committee), general managers and key managers.

⁴ This item does not refer to the entire allocation of *equity* remuneration made during the year, but only to the part recognised in the financial statements, in accordance with the accounting standards that require the vesting period of the rights themselves, spreading the related cost over said period, to be taken into account.

Full name	Position	Period in which the office was held	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total	Fair Value of equity remuneration	Termination of office or employment indemnity
Matteo Colaninno	Executive Chairman	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	740,000.00						740,000.00		
						Bonuses and other incentives	Share of profits					
(I)	Remuneration in the reporting company			740,000.00*						740,000.00		
(*inclusive of Euro 40,000.00 for the position of Director)												
(II) Remuneration from subsidiaries and associates												
(III) Total				740,000.00						740,000.00		
Michele Colaninno	Chief Executive Officer	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	1,040,000.00								
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				1,040,000.00*		100,000 ⁵				1,140,000.00		
(*inclusive of Euro 40,000.00 for the position of Director)												
(II) Remuneration from subsidiaries and associates												
(III) Total				1,040,000.00						1,140,000.00		
Federica Savasi	Director	01/01/24 - 17/04/24	Approval of 2023 Financial Statements	11,693.99						11,693.99		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				11,693.99						11,693.99		

⁵ It is acknowledged that, as at the date of this Report, although pertaining to the financial year 2024, the following consideration resolved by the Board of Directors on 4 March 2025 has not yet been paid.

(II) Remuneration from subsidiaries and associates												
(III) Total				11,693.99						11,693.99		
Andrea Formica	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000	3,060.11 (RC member until 17/04/2024) 6,939.89 (RPTC from 17/04/2024 to 31/12/2024)					50,000		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				40,000	10,000					50,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				40,000	10,000					50,000		
Ugo Ottaviano Zanello	Director	17/04/24 - 31/12/24	Approval of 2026 Financial Statements	28,306.01						28,306.01		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				28,306.01						28,306.01		
(II) Remuneration from subsidiaries and associates												
(III) Total				28,306.01						28,306.01		
Alessandro Lai	Director	17/04/24 - 31/12/24	Approval of 2026 Financial Statements	28,306.01	6,939.89 (ICRMSC member from 17/04/2024 to 31/12/2024)					56,065.57		
						Bonuses and other incentives	Share of profits					

					6,939.89 (Member NRC from 22/04/2024 to 31/12/2024)							
					13,879.78 (Management Control Committee member from 22/04/2024 to 31/12/2024)							
(I) Remuneration in the company preparing accounts				28,306.01	27,759.56					56,065.57		
(II) Remuneration from subsidiaries and associates												
(III) Total				28,306.01	27,759.56					56,065.57		
Raffaella Annamaria Pagani	Director	17/04/24 - 31/12/24	Approval of 2026 Financial Statements	28,306.01	34,699.45 (Management Control Committee Chairman from 22/04/2024 to 31/12/2024)					63,005.46		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				28,306.01	34,699.45					63,005.46		
(II) Remuneration from subsidiaries and associates												
(III) Total				28,306.01	34,699.45					63,005.46		
Paola Mignani	Director	17/04/24 - 31/12/24	Approval of 2026 Financial Statements	28,306.01	6,939.89 (ICRMSC member from					49,125.68		
						Bonuses and other incentives	Share of profits					

					22/04/2024 to 31/12/2024)							
					13,879.78 (Management Control Committee member from 22/04/2024 to 31/12/2024)							
(I) Remuneration in the company preparing accounts				28,306.01	20,819.67					49,125.68		
(II) Remuneration from subsidiaries and associates												
(III) Total				28,306.01	20,819.67					49,125.68		
Rita Ciccone	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000	3,060.11 (ICRMSC member until 17.04.2024) 10,000 (RC and NRC member for the entire year) 6,939.89 (RPTC member from 22/04/2024 to 31/12/2024)	Bonuses and other incentives	Share of profits			60,000		
(I) Remuneration in the company preparing accounts				40,000	20,000					60,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				40,000	20,000					60,000		
Graziano Gianmichele Visentin	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000	13,060.11 (Chairman ICRMSC) 10,000.00 (Member RC later to become NRC)	Bonuses and other incentives	Share of profits			63,060.11		
(I) Remuneration in the company preparing accounts				40,000	23,060.11					63,060.11		
(II) Remuneration from subsidiaries and associates												
(III) Total				40,000	23,060.11					63,060.11		

Micaela Vescia	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000	3,060.11 (ICRMSC member until 17.04.2024)					50,000		
						Bonuses and other incentives	Share of profits					
					6,939.89 (RPTC member from 22/04/2024 to 31/12/2024)							
(I) Remuneration in the company preparing accounts				40,000	10,000					50,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				40,000						50,000		
Patrizia Albano	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000						40,000		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				40,000						40,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				40,000						40,000		
Carlo Zanetti	Director	01/01/24 - 31/12/24	Approval of 2026 Financial Statements	40,000						40,000		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				40,000						40,000		

(II) Remuneration from subsidiaries and associates									
(III) Total	40,000						40,000		

Table 2 - Fees paid to the members of the Board of Statutory Auditors in office until the date of the Shareholders' Meeting of 17 April 2024.

Full name	Position	Period in which the office was held	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total	Fair Value of equity remuneration	Termination of office or employment indemnity
Piera Vitali	Chairman	01/01/2024-17/04/2024	Approval of 2023 Financial Statements	21,986.00		Bonuses and other incentives	Share of profits			21,986.00		
(I) Remuneration in the company preparing accounts				21,986.00						21,986.00		
(II) Remuneration from subsidiaries and associates												
(III) Total				21,986.00						21,986.00		
Giovanni Barbara	Statutory Auditor	01/01/2024-17/04/2024	Approval of 2023 Financial Statements	11,693.99	25,000 (Member of the Supervisory Board)					36,693.99		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				11,693.99	25,000					36,693.99		
(II) Remuneration from subsidiaries and associates												
(III) Total				11,693.99	25,000					36,693.99		
Massimo Giaconia	Statutory Auditor	01/01/2024-17/04/2024	Approval of 2023 Financial Statements	11,945.00						11,945.00		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				11,945.00						11,945.00		
(II) Remuneration from subsidiaries and associates												
(III) Total				11,945.00						11,945.00		
Gianmarco Losi	Alternate Auditor		Approval of 2023 Financial Statements	-						-		
						Bonuses and other incentives	Share of profits					
(I) Remuneration in the company preparing accounts				-								
(II) Remuneration from subsidiaries and associates												
(III) Total				-						-		
Fabrizio Piercarlo Bonelli	Alternate Auditor		Approval of 2023 Financial Statements	-						-		
						Bonuses and other incentives	Share of profits					

(I) Remuneration in the company preparing accounts	-								
(II) Remuneration from subsidiaries and associates									
(III) Total	-						-		

TABLE 3B: Monetary incentive plans for Board members, General Managers and Key Managers

A	B	(1)	(2)			(3)			(4)
Surname and name	Position	Stock Option Plan	Bonus of the Year			Bonuses from previous years			Other bonuses
Colaninno Michele	Director Officer		(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Period of benchmark	No longer payable	Payable/Paid	Further deferred	
(I) Fees in the Company drawing up the financial statements		Plan A (date of related resolution)							100,000.00 ⁶
		Plan B (date of related resolution)							
		Plan C (date of related resolution)							
(II) Compensation from subsidiaries and associates									
(III) Total									100,000.00 ⁶

⁶ The column "Other Bonuses" shows bonuses for the year not explicitly included in specific plans defined in advance. The amount shown here was approved by the Board of Directors on 4 March 2025. In relation to the disbursement thereof, see footnote 5 above.

3. Investments of members of the administrative and control bodies, general managers and key managers (Scheme no. 7)-ter of Annex 3A to the Consob Regulation on Issuers)

FULL NAME	POSITION	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR - 2023	NUMBER OF SHARES PURCHASED ⁷	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR - 2024
Matteo Colaninno	Chairman	Piaggio & C. S.p.A.	0	125,000	0	125,000
Michele Colaninno	Chief Executive Officer	Piaggio & C. S.p.A.	0	125,000	0	125,000

The Chairman Matteo Colaninno and the Chief Executive Officer Michele Colaninno own (i) 100% of the share capital of the parent company Omniaholding S.p.A. (with a 50% shareholding each), which - directly and indirectly (through the wholly-owned company Omniainvest S.p.A.) - holds 53.438% of the share capital of Immsi S.p.A. (ii) 30,000 Immsi S.p.A. shares each. Immsi S.p.A. in turn holds a 50.568% stake in the share capital of Piaggio & C. S.p.A.; Furthermore, Omniaholding S.p.A. directly holds 0.127% of the share capital of Piaggio & C. S.p.A.

⁷ Acquired shares in this case are understood to be the shares of the late Roberto Colaninno (Chairman and Chief Executive Officer in office until 18 August 2023), which have been inherited in equal parts by the legal heirs Matteo Colaninno (Executive Chairman) and Michele Colaninno (Chief Executive Officer).