

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE HOLDERS OF THE NOTES. IF HOLDERS OF THE NOTES ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS IMMEDIATELY.

CONDITIONAL NOTICE OF REDEMPTION OF PIAGGIO & C. S.P.A.

€250,000,000  
3.625% Senior Notes due 2025

**Rule 144A Global Note**

ISIN: XS1808984923; Common Code: 180898492

**Reg S Global Note**

ISIN: XS1808984501; Common Code: 180898450

*Milan, 25 September 2023* - We refer to Sections 3.2, 3.4 and 11.1 of the indenture dated as of April 30, 2018 (the “**Indenture**”) by and among, *inter alios*, Piaggio & C. S.p.A., as Issuer (the “**Issuer**”), Deutsche Trustee Company Limited, as Trustee, and Deutsche Bank AG, London Branch, as Principal Paying Agent, pursuant to which the Issuer issued its €250,000,000 3.625% Senior Notes due 2025 (the “**Notes**”). The terms not otherwise defined herein shall have the meanings given to them in the Indenture.

Notice is hereby given to holders of the Notes that, subject to the Refinancing Condition (as defined below) being satisfied or waived, the Issuer hereby elects to redeem the entire principal amount of the Notes outstanding on the Optional Redemption Date (as defined below) pursuant to Section 3.1 of the Indenture and paragraph 8 of the Notes. The Issuer is redeeming the Notes at an amount in cash equal to the aggregate Redemption Price (as defined below) of the Notes on the date set out below.

The redemption of all the Notes on the Optional Redemption Date is conditional upon the Issuer taking certain refinancing actions that will provide sufficient net cash proceeds to the Issuer to fund the redemption (the “**Refinancing Condition**”). In the event that the Refinancing Condition is not satisfied or waived by the Issuer (in its sole discretion) by the Optional Redemption Date, the redemption will not occur and this Conditional Notice of Redemption will be rescinded.

Accordingly, none of the Notes shall be deemed due and payable on the Optional Redemption Date unless and until the Refinancing Condition is satisfied or waived by the Issuer in its sole discretion.

Subject to the satisfaction or waiver of the Refinancing Condition, the redemption date for the Notes will be the later of (i) October 5, 2023 and, (ii) if the Refinancing Condition has not been satisfied or waived on or by October 5, 2023, the Business Day immediately following the satisfaction or waiver of the Refinancing Condition, provided that such date shall not be more than sixty (60) days from the date hereof (the “**Optional Redemption Date**”). The record date, on which any of the holders of the Notes must hold such Notes in order to be entitled to the Redemption Price, will be the Business Day immediately prior to the Optional Redemption Date.

Subject to the Issuer's determination in its sole discretion that the Refinancing Condition has been satisfied before the Optional Redemption Date, or that the Refinancing Condition shall

be waived, the remaining terms and conditions of the redemption are as follows:

1. The Optional Redemption Date and the record date for the Notes will be as described above.
2. The redemption price of the Notes (the “**Redemption Price**”) will be an amount equal to the aggregate amount of (i) 100% per cent of the principal outstanding amount of the Notes plus (ii) interest accrued and unpaid thereon, if any, and Additional Amounts, if any, to (but excluding) the Optional Redemption Date.
3. The Notes called for redemption must be surrendered (in accordance with the practices of Euroclear and Clearstream) to Deutsche Bank AG, London Branch, as Principal Paying Agent, at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom, Attention: Debt & Agency Services, to collect the Redemption Price.
4. Unless the Issuer defaults in paying the Redemption Price (in whole or in part) in accordance with the terms hereof, the Notes will cease to accrue interest and any additional amounts, if any, on the Optional Redemption Date and the only remaining right of the holders of the Notes will be to receive payment of the Redemption Price of the Notes redeemed.
5. The Notes are being redeemed in full, pursuant to Section 3.1 of the Indenture and Paragraph 8 (*Optional Redemption*) of the Notes.
6. The ISIN and Common Code numbers, as applicable, in relation to the Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of such numbers listed in this Notice of Redemption or printed on the Notes.
7. The Issuer will publish a press release or other public announcement on the Optional Redemption Date stating that the Refinancing Condition has been satisfied or waived, as the case may be.

If the Refinancing Condition has not been satisfied or waived by the Optional Redemption Date or the redemption will not otherwise occur:

- (a) The Issuer will publish a press release or other public announcement stating that the Refinancing Condition has been neither satisfied nor waived; and
- (b) The Notes will continue to be outstanding, no Redemption Price will be paid and interest shall continue to accrue in accordance with the Indenture and the Note.

## **Piaggio & C. S.p.A.**

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