

Stezzano, 20 April 2012

**BREMBO S.p.A.  
THE GENERAL SHAREHOLDERS' MEETING  
APPROVES THE 2011 FINANCIAL STATEMENTS,  
GROSS DIVIDEND OF €0.30 PER SHARE**

**The General Shareholders' Meeting also approved the following items:**

- **Appointment of a member of the Board of Directors** (formerly co-opted by the Board on 6 June 2011)
- approval of the **Remuneration Report** pursuant to the Consolidated Law on Finance (TUF)
- Amendments to the **Three-year (2010-2012) Incentive Plan** for Top Managers
- Authorisation for the buy-back and disposal of **own shares**

**Approval of the Financial Statements and allocation of net income**

The General Shareholders' Meeting of Brembo, which was held today under the chairmanship of Alberto Bombassei, approved the Financial Statements for the year ended 31 December 2011 and the distribution of a gross dividend of €0.30 per share outstanding at ex-coupon date, with the exclusion of the Company's own shares.

The dividend will be paid as of 10 May 2012, ex coupon No. 20 of 7 May 2012.

Brembo Group's consolidated net sales for 2011 amounted to €1,254.5 million, up 16.7% compared to the previous year.

Net income was €42.9 million, up 33.1% compared to the previous year.

The General Shareholders' Meeting approved the following allocation of the net income of the Parent Company Brembo S.p.A., which amounted to €21.6 million:

- to the Shareholders a gross dividend of €0.30 per ordinary share outstanding at ex-coupon date, with the exclusion of own shares;
- the remaining amount to reserves.

**Appointment of a Member of the Board of Directors**

The Shareholders' Meeting appointed Andrea Abbati Marescotti as Director, after his co-option by the Board of Directors in the extraordinary meeting held on 6 June 2011 following the resignation of Director Bruno Saita (non-executive and non-independent Director).

Andrea Abbati Marescotti will remain in office through to the end of the term of the current Board of Directors, i.e., until the approval of the 2013 Financial Statements.

## **Remuneration Report Pursuant to Article 123-ter of the Consolidated Law on Finance (TUF)**

As set forth in the applicable regulations, the Remuneration Report (section 1 — Remuneration Policies) was submitted to the consultative ballot of the Shareholders' Meeting, which voted in favour of the Report.

### **Amendment to the three-year Incentive Plan for Executive Directors and Top Managers**

This amendment, already passed by the Board of Directors on 10 November 2011, was approved by the Shareholders during today's General Meeting and regards the adjustment of the Incentive Plan to bring it in line with the new top management structure approved on 6 June 2011 (Appointment of Director Matteo Tiraboschi as Executive Deputy Chairman, and appointment of Andrea Abbati Marescotti as Managing Director)

### **Plan for the buy-back and sale of own shares**

The plan for the buy-back and sale of own shares approved by the General Shareholders' Meeting is as follows.

1. Reasons for which this authorisation is requested:
  - to undertake investments, also with the aim of supporting the liquidity of Company's stock, so as to foster the regular conduct of trading beyond normal fluctuations related to market performance;
  - to give effect to any share-based incentive plans for the directors, employees and collaborators of the company and/or its subsidiaries; and
  - to pursue any swap transactions with equity investments as part of strategic projects.
2. The Company's share capital amounts to €34,727,914 and is represented by 66,784,450 ordinary shares having a par value of €0.52 each. The maximum number of shares that may be purchased is 2,680,000, representing 4.01% of the Company's share capital.
3. The minimum purchase price is €0.52 (fifty-two euro cents) and the maximum purchase price is €12.00 (twelve euros), for a maximum expected outlay of €32,160,000. The Board of Directors views this price interval as fair, inasmuch as it takes account of the weighted average price during the previous solar year, market multiples and the Company's prospects.
4. The authorisation to buy back own shares has a duration of 18 months from the date of the Shareholders' resolution.
5. Own shares shall be purchased on regulated markets, on one or more tranches, on a revolving basis, and according to operating conditions such as to ensure equal treatment of Shareholders and not to allow the direct pairing of purchase bids with predetermined sales bids. In particular, such purchases shall be undertaken:
  - through public tender or exchange offering;
  - on regulated markets, under the operating conditions set out in the regulations governing the organisation and management of said markets, provided that purchase bids are not directly paired with sales bids; and
  - by granting Shareholders, in proportion to the shares held, a put option to be exercised during a period corresponding to the duration of the Shareholders' resolution for the purchase of own shares.

6. At today's date, the Company holds a total of 1,747,000 ordinary shares, representing 2.616% of share capital, which the proposed plan would bring to 6.63% of the Company's share capital.

### **Board of Directors**

In the Director's meeting, held after the Shareholders' Meeting, the Board of Directors:

- I. confirmed Director Andrea Abbati Marescotti as Managing Director, granting him all relevant powers; and
- II. granted the Chairman and the Executive Deputy Chairman, severally, the powers to implement the plan for the buy-back and sale of own shares approved by the General Shareholders' Meeting.

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The operating and financial figures for the **first quarter 2012** will be examined by the Board of Directors on **14 May 2012**.

*The manager in charge of the Company's financial reports, Matteo Tiraboschi, declares, pursuant to paragraph 2 of Article 154-bis of Italy's Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documented results, books and accounting records.*

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