



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy
Paid up share capital: €34,727,914.00
E-mail: ir@brembo.it <http://www.brembo.com>
Bergamo Register of Companies – Tax Code No. 00222620163

**NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING
AND OF THE FILING AND PUBLICATION OF THE ANNUAL REPORT**

CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Ordinary Shareholders' Meeting to be held at the Company offices at Viale Europa 2, 24040 Stezzano (Bergamo) on **29 April 2011 at 11:00 a.m. CET** (first call) or, if necessary, on 30 April 2011, at the same place and time (second call), to resolve on the following

AGENDA

1. Presentation of the Annual Financial Statements of the merged entity Marchesini S.p.A. at 31 December 2010, prepared in condensed form according to the Article 2435-*bis* of the Italian Civil Code and availing of the exemption from the obligation to prepare the Directors' Report on Operations pursuant to Article 2435-*bis*, paragraph 7, of the Italian Civil Code, accompanied by the Statutory Auditors' Report. Ensuing resolutions.
2. Presentation of the Financial Statements of the merged entity Brembo Performance S.p.A. for the year ended 31 December 2010, with the Directors' Report on Operations, Statutory Auditors' Report and the Independent Auditors' Report. Ensuing resolutions.
3. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2010, with the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of profit for the year and dividend distribution. Ensuing resolutions.
4. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2010, with the Directors' Report on Operations, the Statutory Auditors' Report, the Independent Auditors' Report and the Attestation of the Manager in charge of Company's Financial Reports.
5. Appointment of the Board of Directors
 - 5.1 Determination of the number of members of the Board of Directors and the duration of their term of appointment
 - 5.2 Appointment of Directors
 - 5.3 Appointment of the Chairman of the Board of Directors
 - 5.4 Determination of the annual remuneration of Directors.
6. Appointment of the Board of Statutory Auditors
 - 6.1 Appointment of three Statutory Auditors and two Alternate Auditors
 - 6.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 6.3 Determination of the annual remuneration of members of the Board of Statutory Auditors
7. Reviewing of the fee of PriceWaterhouseCoopers S.p.A. for the 2010-2012 period. Ensuing resolutions.
8. Authorisation for the buy-back and disposal of own shares. Ensuing resolutions.
9. Amendments to articles 1, 2, 3, 4, 5, 9, 14, 26, 27 and 28 of the Regulations of the Shareholders' Meetings. Ensuing resolutions.

Stezzano, March 14th, 2011

*On behalf of the Board of Directors
The Chairman
(Alberto Bombassei)*

SHARE CAPITAL AND VOTING RIGHTS. The Company's share capital of € **34,727,914.00** is represented by **66,784,450 ordinary shares with a par value of € 0.52 each**. Each ordinary share entitles the owner to one vote in ordinary and extraordinary shareholders' meetings. At today's date, the Company holds **1,440,000 own shares** representing 2.156% of the share capital. The voting rights associated with these shares have been suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code. Accordingly, the **total number of votes that may be cast at the General Shareholders' Meeting to be convened amounts to 65,344,450**.

ENTITLEMENT TO ATTEND TO THE MEETING. Pursuant to Article 83-sexies of the Finance Consolidation Law (TUF) and Article 11 of the By-laws, entitlement to attend and vote at Shareholders' Meetings is established pursuant to a notice to be served on the Company by the intermediary in accordance with the latter's own accounting records, in favour of the person or party holding voting rights, on the basis of the records as at the end of accounting business on the seventh trading day preceding the scheduled date of the Shareholders' Meeting at first calling (so-called record date, i.e., 18.04.2011); credit and debit movements in the accounts following the said deadline shall not be taken into consideration for the intents and purposes of establishing entitlement to vote at the Shareholders' Meeting. Persons and parties who become shareholders of the Company only following such date (i.e., 18.04.2011), shall not be entitled to take the floor or vote at the Shareholders' Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting at first calling (i.e., 26.04.2011), without prejudice to entitlement to attend and/or voting rights in the event the said notice reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting referred to in the individual notice of calling.

PROXY VOTING. Any and all persons and parties entitled to attend and vote at the Shareholders' Meeting may be represented at the latter pursuant to written proxy to be transmitted electronically in accordance with applicable statutory provisions, by filling in and duly signing the proxy form available at the website www.brembo.com, under Investor Relations/Shareholders' Meeting.

Notice of the proxy can be forwarded to the Company by e-mail to the certified e-mail address brembo@pecserviziititoli.it.

The proxy who attends and/or vote at the Shareholders' Meeting must, in any event, certify that the copy forwarded is a true copy of the original. The form for the said certification is available at the website www.brembo.com, under Investor Relations/Shareholders' Meeting.

The proxy letter with voting instructions may be conferred, free of charge, by any person or party providing proof of entitlement to vote pursuant to law, on Servizio Titoli S.p.A., appointed by the Company for such purpose pursuant to Article 135-undecies of TUF, by filling in and duly signing the related form available at the website www.brembo.com, under Investor Relations/Shareholders' Meeting as of **8.04.2011**, as well as at the Company's registered offices, it being understood that the original of the said proxy letter must reach Servizio Titoli, at its legal offices in Milan, at Via Mantegna, 6 – 20154 Milan, preferably after a certified true copy of the same is forwarded by facsimile message to the number +39-02-46776850 or by e-mail to the address ufficiomilano@pecserviziititoli.it, no later than the end of the second trading day preceding the scheduled date of the Shareholders' Meeting at first calling (i.e., no later than 27/04/2011). Proxies conferred in accordance with the above shall be deemed valid only for the motions in respect of which voting instructions are imparted. The proxy letter and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than 27/04/2011).

QUESTIONS ON ITEMS PLACED ON THE AGENDA. Pursuant to Article 127-ter of TUF, Shareholders may pose questions regarding the items placed on the agenda even prior to the Shareholders' Meeting, by forwarding the same to the e-mail address ir@brembo.it, it being understood that any and all such questions must reach the Company in a timely manner in order for the same to be dealt with during the Shareholders' Meeting, and in any event, **no later than 5.00 p.m. of the day immediately preceding the Shareholders' Meeting**. Questions raised prior to the Shareholders' Meeting shall be answered, at the very latest during the course of the latter, although the Company reserves the right to treat several questions regarding the same subject-matter as a single query.

PLACING ADDITIONAL ITEMS ON THE AGENDA. Pursuant to Article 126-bis, paragraph 1, of TUF, **within 10 days following the publication of this notice (i.e., no later than 28.03.2011)**, Shareholders who, even jointly, represent at least **1/40th of the share capital** may apply for additional items to be placed on the agenda, specifying the same in the related request. The said request must be forwarded by registered letter with acknowledgement of receipt to the Company's registered offices in Stezzano, at Viale Europa 2 – 24040 Stezzano (BG) (for the attention of the legal and Corporate Affairs Dept.), together with a statement certifying ownership of the aforesaid minimum shareholding, issued by the intermediaries that administer the accounts in which the related shares are registered. A report on the additional items proposed for inclusion in the agenda must be forwarded to the Company's Board of Directors by the same deadline and in accordance with the same service procedures. Moreover, pursuant to Article 126-bis, paragraph 3, of TUF, Shareholders may not request the inclusion of additional items on the agenda in respect of matters on which the Directors have moved the Shareholders' Meeting to pass resolutions, or otherwise, regarding projects or reports drawn up by Directors but falling outside the scope of Article 125-ter, paragraph 1, of TUF. In the event the proposed additional items are placed on the agenda, an updated version of the latter shall be published **at least 15 days prior to the scheduled date of the related Shareholders' Meeting (i.e., no later than 14.04.2011)**, pursuant to the same publication procedures applicable to this notice.

APPOINTMENT OF CORPORATE BODIES. Pursuant to Articles 15-bis, 15-ter and 22 of the By-laws, available for consultation at the Company's registered office and the website www.brembo.com, under Investor Relations/Corporate Governance, the Board of Directors and the Board of Statutory Auditors must be appointed on the basis of lists submitted by Shareholders setting forth the names of proposed candidates in serial order. The said lists of candidates, duly signed by the Shareholders submitting the same, must be filed with the Company's registered office in Stezzano (BG), at Viale Europa, 2 – 24040 (for the attention of the Legal and Corporate Affairs Dept.), or forwarded to the e-mail address ir@brembo.it or by facsimile transmission to the number +39 035 6052163, **at least 25 calendar days prior to the scheduled date of the Shareholders' Meeting at first calling (i.e., no later than 5.00 p.m. on 4.04.2011)**, together with the documents required under applicable regulations and the aforesaid Articles of the By-laws.

The lists shall be made available for public consultation at the Company's legal office in Curno (BG), at Via Brembo 25, the website www.brembo.com, under Investor Relations/Shareholders' Meeting, as well as at Borsa Italiana S.p.A., **at least 21 days prior to the scheduled date of the Shareholders' Meeting (i.e., no later than 8.04.2011)**.

Lists may be submitted by Shareholders who, on their own or jointly with other Shareholders, represent at least **2.5% of the Company's share capital**. Shareholders forming a voting block or who are party to the same shareholders' agreement within the meaning of Article 122 of TUF, or who are otherwise inter-related within the meaning of applicable rules and regulations, may not submit or be party to the submission of more than one list, even through third-party intermediaries or trust companies. The said Shareholders shall be entitled to vote only one list. Each candidate may appear on only one list, upon penalty of ineligibility.

Ownership of the number of shares necessary to qualify to submit lists, must be certified, at the time the list is filed or, at the very latest, no less than **21 days prior to the scheduled date of the Shareholders' Meeting (and that is to say, by 5.00 p.m. on 8.04.2011)**, by presentation of a notice issued by the intermediary in respect of the shares recorded as registered in the name of each of the Shareholders in question, as at the date on which the lists are lodged with the Company.

Pursuant to Article 144-sexies, paragraph 5 of the Rules on Issuers, should only one list be submitted for the appointment of the Board of Auditors, or otherwise lists are submitted solely by inter-related shareholders within the meaning of applicable rules and regulations, **by the aforesaid deadline of 25 calendar days preceding the scheduled date of the Shareholders' Meeting (i.e., no later than 4.04.2011)**, further lists may be submitted through to the third day following the said deadline **(and therefore, no later than 7.04.2011)**. In such case, the aforesaid minimum 2.5% threshold for the submission of lists, shall be reduced by half.

Should only one list be submitted, all the members of the corporate bodies in question must be drawn from the said list, it being understood that in the event no list is submitted, the Shareholders' Meeting shall pass related resolutions by majority vote, in accordance with applicable laws.

Without prejudice to the above, in the event of the appointment of the Board of Directors: (a) each list must feature no less than two and no more than eleven candidates as well as at least one candidate who meets the requirements of independence set forth in Article 148, paragraph 3, of TUF, or at least two such candidates if more than seven members are to sit on the Board of Directors to be appointed; and (b) each list must be accompanied by: (i) information identifying the shareholder or shareholders submitting the same, with an indication of the overall participating interest held by the latter in terms of percentage of the total share capital; (ii) the curriculum vitae of each candidate (specifying whether or not the latter meets the requirements of independence set forth in Article 147-ter, paragraph 4, of TUF and including a list of "any and all positions held in corporations belonging to the significant categories contemplated in Article 1.4 of Brembo S.p.A.'s Corporate Governance Code mentioned in Brembo S.p.A.'s Corporate Governance Manual" the text of which is available for consultation at the Company's registered office and the website www.brembo.com, under Investor Relations, Corporate Governance, Codes and Manuals), and (iii) a statement issued by each candidate accepting his or her candidature and certifying that he or she does not labour under any of the causes of disqualification or unfitness, and meets all the requirements of personal integrity and professionalism imposed under applicable regulations, as well as, where applicable, the requirements of independence set forth in Article 148, paragraph 3, of TUF.

In the event of the appointment of the Board of Statutory Auditors, (a) each list must be divided into two sections, one with the names of candidates seeking appointment as statutory members of the said Board, and the other with the names of the candidates seeking appointment as alternates, it being further understood that each list must feature at least one candidate for the post of statutory auditor of the Board of Auditors, and, in any event, a sum total of candidates not exceeding the number of members to be appointed to the said Board; and (b) each list must be accompanied by: (i) information identifying the shareholder or shareholders submitting the same, with an indication of the overall participating interest held by the latter in terms of percentage of the total share capital; (ii) a statement issued by the shareholders other than those who hold, even jointly amongst them, a controlling or relative majority interest, certifying the absence of interrelationships with the latter within the meaning of Article 144-quinquies of the Rules on Issuers; (iii) the curriculum vitae of each candidate; (iv) a statement issued by each candidate accepting his or her candidature and certifying that he or she does not labour under any of the causes of disqualification or unfitness, and meets all the requirements of personal integrity and professionalism imposed under applicable regulations, as well as, where applicable, listing any and all appointments as director and/or member of the Board of Auditors, already held by the said candidate in other corporations and/or entities, in the event where the same must be taken into account in determining whether or not the limits imposed on the number of other appointments a statutory or alternate member of the Company's Board of Statutory Auditors may hold, pursuant to the By-laws and applicable regulations.

In light of the Company's ownership structure, the General Shareholders' Meeting is expected to be constituted and commence proceedings at first calling, on 29 April 2011, at 11.00 a.m. at Viale Europa 2, 24040 Stezzano (Bergamo).