



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy  
Paid up share capital: € 34.727.914,00  
E-mail: [ir@brembo.it](mailto:ir@brembo.it) <http://www.brembo.com>  
Bergamo Register of Companies – Tax Code No. 00222620163

## **NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING**

### **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 April 20<sup>th</sup>, 2012 at 11:00 a.m. CET (first call) or, if necessary, on April 23<sup>rd</sup>, 2012, at the same place and time (second call), to resolve on the following

#### **AGENDA**

1. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2011, with the Directors' Report on Operations, the Statutory Auditors' Report, the Independent Auditors' Report and the Attestation of the Manager in Charge of the Company's Financial Reports. Allocation of profit for the year and dividend distribution. Ensuing resolutions.
2. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2011, with the Directors' Report on Operations, the Statutory Auditors' Report, the Independent Auditors' Report and the Attestation of the Manager in Charge of the Company's Financial Reports.
3. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Ensuing resolutions.
4. Presentation of the Remuneration Report of Brembo S.p.A. and consultative ballot of the Shareholders' Meeting on the Remuneration Policy of Brembo S.p.A. (Section I – Remuneration Report) pursuant to Article 123-ter of TUF.
5. Amendments to the Three-year Incentive Plan (2010/2012) for Executive Directors and Top Managers. Ensuing resolutions.
6. Authorisation for the buy-back and disposal of own shares. Ensuing resolutions.

Stezzano, March 7<sup>th</sup>, 2012

**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 1.747.000 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 Shareholders' Meeting to be convened amounts to 65.037.450.*

## Unofficial translation – Only the Italian version is authentic

**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., 11.04.2012); 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., 11.04.2012), 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., 17.04.2012), 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](http://www.brembo.com), under Investors, Information for the Shareholders, Shareholders' Meeting 2012.

Notice of the proxy can be forwarded to the Company by e-mail to the certified e-mail address [brembo@pecserviziotitoli.it](mailto:brembo@pecserviziotitoli.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](http://www.brembo.com), under Investors, Information for the Shareholders, Shareholders' Meeting 2012.

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](http://www.brembo.com), under Investors, Information for the Shareholders, Shareholders' Meeting 2012, 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 Mascheroni, 19 – 20145 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@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.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 18.04.2012). 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 18.04.2012).

**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](mailto: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 30.03.2012), Shareholders who, even jointly, represent at least 1/40<sup>th</sup> 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 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 05.04.2012), pursuant to the same publication procedures applicable to this notice.

**DOCUMENTATION:** All the documentation concerning the Shareholders' Meeting, including the reports on the items on the agenda and the relevant proposed resolutions is making available, according to the relevant terms provided by law, to shareholders by the registered office of the Company, by Borsa Italiana S.p.A. and on the website, [www.brembo.com](http://www.brembo.com), under Investors, Information for the Shareholders, Shareholders' Meeting 2012. The Shareholders and people who have the right to vote might ask for obtaining a copy of such documentation. This calling notice is published on the website, [www.brembo.com](http://www.brembo.com), under Investors, Information for the Shareholders, Shareholders' Meeting 2012 and on the newspaper "Italia Oggi".

In light of the Company's ownership structure, the Shareholders' Meeting is expected to be constituted and commence proceedings at first calling, on April 20<sup>th</sup>, 2012, at 11.00 a.m. at Viale Europa 2, 24040 Stezzano (Bergamo).