



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

## 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 **23 April 2013 at 11:00 a.m. CET** (first call) or, if necessary, on 24 April 2013, at the same place and time (second call), to resolve on the following

### AGENDA

Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2012, 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.

1. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2012, 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.
2. Board of Statutory Auditors' proposal for the conferral of the independent auditing engagement for the period 2013 – 2021, determination of the associated compensation and adjustment criteria. Ensuing resolutions.
3. Authorisation for the buy-back and disposal of own shares. Ensuing resolutions.
4. Redefinition of Directors' total remuneration pursuant to Article 21 of the By-laws of Brembo S.p.A. Ensuing resolutions.
5. Presentation of the Remuneration Report of Brembo S.p.A. Resolutions pursuant to Article 123-ter of TUF.

Stezzano, 18 March 2013

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 euro 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 2,616% 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 65,037,450.*

*ENTITLEMENT TO TAKE THE FLOOR. Pursuant to Article 83-sexies of the Finance Consolidation Law (TUF) and Article 11 of the By-laws, entitlement to take the floor 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*

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scheduled date of the Shareholders' Meeting at first calling (so-called record date, i.e., 12 April 2013); 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 which become shareholders of the Company only following such date (i.e., 12 April 2013), shall not be entitled to participate in 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., no later than 18 April 2013). Without prejudice to entitlement to take the floor and/or vote 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 take the floor 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 Shareholders, Shareholders' Meeting 2013.

Notice of the proxy can be forwarded to the Company by e-mail to sent to the certified e-mail address [brembo@pecserviziotitoli.it](mailto:brembo@pecserviziotitoli.it).

The proxy who is to take the floor 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 Shareholders, Shareholders' Meeting 2013.

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 Shareholders, Shareholders' Meeting 2013, 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 19 April 2013 or no later than 22 April 2013 for the second call). 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 19 April 2013 for the first call or no later than 22 April 2013 for the second call).

**RIGHTS TO POSE 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 (together with a statement certifying the right to vote at record date, i.e., 12 April 2013) to the e-mail address [ir@brembo.it](mailto:ir@brembo.it). 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 9.00 a.m. of 20 April 2013. 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.

The Company shall disregard questions not pertinent to the items on the agenda for the Shareholders' Meeting.

**SUPPLEMENTATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS.** Pursuant to Article 126-bis, paragraph 1, of TUF, and Article 10-bis of the By-laws, within 10 days following the publication of this notice (i.e., no later than 1 April 2013), Shareholders who, even jointly, represent at least 1/40th of the share capital may apply for additional items to be placed on the agenda or submit motions to be raised on items already on the agenda, specifying the additional items or proposed resolutions in the related request. The said requests must be forwarded by registered letter with acknowledgement of receipt to the Company's registered offices in Stezzano, at Viale Europa, 2 – 24040 Stezzano (Bergamo) (to the kind attention of the Legal and Corporate Affairs Dept.), together with a statement certifying the right to vote. A report on the additional items proposed for inclusion in the agenda, as well as on reasons motivating the addition of proposed resolutions on items already on the agenda, must be forwarded to the Company's Board of Directors by the same deadline and in accordance with the same service procedures.

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. Notice of any supplementation of the agenda and/or presentation of additional proposed resolutions on subject matter already on the agenda shall be given at least 15 days prior to the scheduled date of the General Shareholders' Meeting according to the same terms of publication as this notice (i.e., by 8 April 2013). Additional proposed resolutions on subject matter already on the agenda shall be made available to the public, along with the reports submitted and any remarks by the Board of Directors, according to the conditions set forth in Article 125-ter, paragraph 1, concurrently with the publication of the notice of presentation.

Pursuant to Article 126-bis, paragraph 1, of the Consolidated Finance Law, individual parties with voting rights may submit proposed resolutions to the General Shareholders' Meeting.

**RELATED DOCUMENTS.** Any and all documents related to the proceedings of the Shareholders' Meeting, including reports focusing on the items placed on the agenda of the Shareholders' Meeting, motions raised in respect of the said items, as well as documents that will be submitted to the attention of the Shareholders' Meeting, in accordance with the terms set forth by

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*current regulations, are made available for public consultation at the Company's registered offices, at Borsa Italiana S.p.A. as well as on the website [www.brembo.com](http://www.brembo.com) under Investors, Information for Shareholders, Shareholders' Meeting 2013. Shareholders and any and all persons and parties holding voting rights are entitled to obtain a copy of any and all related filings. This notice appears on the website [www.brembo.com](http://www.brembo.com) under Investors, Information for Shareholders, Shareholders' Meeting 2013, and is further published in the daily newspaper "Italia Oggi".*

*Given the Company's ownership structure, the General Shareholders' Meeting is currently expected to be constituted and commence proceedings at first calling, on 23 April 2013, at 11.00 a.m. at Viale Europa 2, 24040 Stezzano (Bergamo, Italy).*

**ANNUAL REPORT AT 31 DECEMBER 2012**

It is hereby announced that the Annual Report for the year ended 31 December 2012 (including: the draft Annual Financial Statements of Brembo S.p.A., the Consolidated Financial Statements, the Directors' Report on Operations, the Report on the Corporate Governance and the Shareholding Structure pursuant to Article 123-*bis* of TUF, the attestation of the Manager in charge of the Company's Financial Reports, the Statutory and Independent Auditors' Reports) have been filed, in accordance with and within the terms established by the law, with the registered office of the company and with Borsa Italiana S.p.A. and CONSOB. The Annual Report is also available on the corporate website at [www.brembo.com](http://www.brembo.com), under Investors, Reports.