



Registered Office: Curno (BG) Via Brembo, 25, Italia
Share Capital Euro 34.727.914,00 fully subscribed and paid up
E-mail: ir@brembo.it http://www.brembo.com
Company Register of Bergamo – Tax Code: n° 00222620163

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF BREMBO S.P.A.
APRIL 29TH, 2014 (IN FIRST CALL)
AND APRIL 30TH, 2014 (IN SECOND CALL)**

PROXY FORM ⁽¹⁾

The undersigned

Surname and Name / Company Name

Tax Code

Date of Birth

Place of Birth

Country

Address

Telephone Number

E-Mail

Identity document - Type

Number

as ⁽²⁾

owner of shares on **April 16th, 2014 ("record date")**

legal representative of _____

proxy with power of sub-delegation

pledgee

swapper

usufructuary

custodian agent

other (to specify) _____

Entitled to vote with n. _____ ordinary shares Freni Brembo S.p.A.
registered in the account n. _____ by the following intermediary

ABI

CAB

Data to be entered at discretion of the principal:

Communication number. _____

(reference number of the communication issued by the intermediary)

Other identification codes _____

HEREBY GIVES PROXY AND DELEGATES

Surname and Name / Company Name

Tax Code

Date of Birth

Place of Birth

Country

Address

With the option to be substituted by

Company Name / Surname and Name

Tax Code

Date of Birth

Place of Birth

Country

Address

to participate and vote in the **ordinary shareholders' meeting of Brembo S.p.A.** to be held at the company offices at Viale Europa 2, 24040 Stezzano (Bergamo), **called for April 29th, 2014 at 11:00 am.**, in first call, or if necessary, on April 30th, 2014, same place and time, in second call, by means of the calling notice published on the website of the company www.brembo.com, on March 17th, 2014 and by extract on the daily newspaper "Italia Oggi" on March 17th, 2014.

Place and Date

Signature

* * *

NOTE

- ⁽¹⁾ Those who are entitled to participate in the Annual General Meeting may appoint a representative by way of a proxy given in writing, pursuant to the applicable laws, subscribing the present proxy form, to a representative appointed (**while for the appointment of the Designated Representative of the Company pursuant to Art. 135-undecies of Legislative Decree No. 58/98 -hereinafter "TUF"-, it is necessary to use the specific form**). The proxy may be transmitted to the Company by certified electronic mail at: (brembo@pecserviziotitoli.it). We inform you that art. 135-novies of TUF states that "*The representative may deliver or transmit, instead of the original, a copy, even by electronic mail, of the proxy, certifying, under his/her own responsibility, the conformity of the proxy to the original document, as well as the identity of the delegating person. The representative keeps the original proxy and records the voting instructions received for one year starting from the ending of the Annual General Meeting*".
- ⁽²⁾ Specify the quality of the signature person of the proxy and attach, if necessary, the document which proves the relevant signature powers.

INSTRUCTIONS FOR FILLING IN THE VOTING PROXY

- (a) The proxy has to be issued in written form, duly dated and signed by the principal; the shareholder may indicate one or more substitutes of the delegate pursuant to art.135-novies, subsection 4, of the TUF.
- (b) The delegate is not allowed to issue a further proxy and cannot be substituted, unless the shareholder has expressly granted him/her this faculty, according to art. 135-novies, subsection 4, of the TUF.
- (c) The proxy may be granted also to a person or entity that is not a shareholder of Brembo S.p.A.
- (d) In case of co-ownership of shares, the proxy has to be issued and signed by all co-owners, even if the person or entity that participates is the co-owner.
- (e) Pursuant to art.135-decies, subsection 1, of the TUF, the granting of the proxy to a person/entity in conflict of interest is allowed only if the delegate communicates in writing to the principal shareholder the circumstances which give rise to such conflict and if there are specific voting instructions for each resolution, according to which the delegate has to vote on behalf of the principal shareholder.
- (f) Pursuant to art. 135-decies, subsection 3, of the TUF, the delegate may be substituted by another person/entity in conflict of interest only if the substitute has been indicated by the shareholder. In such case art. 135-decies, subsection 1, of the TUF shall apply.

INFORMATION ACCORDING TO THE CODE FOR PROTECTION OF THE PERSONAL DATA

Pursuant to art.13 of the Legislative Decree n. 196 dated June 2003, the data which are included in this form will be used by the Company, as Entitled to the use, for the management of the Annual General Meeting fulfillments, complying with the applicable laws in the field of the protection of personal data.

Such data may be also known by the collaborators of the Company, specifically authorized to use such data, as Responsible or as Entrusted, with the aim to manage the above mentioned fulfillments; such data may be diffused and communicated to specific persons/entities in order to comply to an obligation imposed by a national law, a regulation or to an European law, or to acts of an Authority, entitled by the law, or of a vigilance and control body.

The interested person has the right, at any time, to know which are his/her data held by the Company, their origin and how they are used; furthermore, the interested person has the right to request the updating of such data, their amendment, integration and/or cancellation or to request the block or to oppose their use. Such rights may be exercised by the interested person by means of written notice to be sent to the Company, indicating on the envelope "D.Lgs. 30 giugno 2003 n. 196 - Privacy".