

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 125-TER OF CONSOLIDATED LAW ON FINANCE, AND CONCERNING THE FIRST ITEM AND THE SECOND ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF BREMBO S.P.A., CALLED ON 21 APRIL 2016 (FIRST CALL) AND, IF NECESSARY, ON 22 APRIL 2016 (SECOND CALL).**

- 1. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015, 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. Relevant and ensuing resolutions.**
- 2. Proposal of allocation of profit for the year. Relevant and ensuing resolutions.**

Shareholders,

Pursuant to Article 2364, paragraph 1 (1), of the Italian Civil Code, the Ordinary Shareholders' Meeting has been convened to examine and approve the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015, including 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.

We thereby inform you that the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015 were drafted in compliance with the European Regulation No. 1606/2002 and the IFRS effective at 31 December 2015, issued by the International Accounting Standard Board (IASB) and adopted by EC Regulations.

On 3 March 2016, the Board of Directors of Brembo S.p.A. met, examined and approved the Financial Statements in question.

You are also invited to resolve about the proposal for distributing the net income of Brembo S.p.A.. In the same Meeting on the 3 March 2016, the Boards resolved to submit to the Shareholder's Meeting the proposal to allocate the 2015 net income of Brembo S.p.A. amounting to €103.312.836,52 as follows:

- to the Shareholders, an ordinary dividend of € 0,80 for each of the outstanding shares;
- €276.530,85 to the reserve as per Article 6, paragraph 2, of Legislative Decree No. 38/2005;
- the remaining amount carried forward.

It bears also recalling that all documents are made available at the Company's registered office in Curno (Bergamo), Via Brembo 25, and the offices of Borsa Italiana S.p.A. in Milan, Piazza degli Affari 6, as well as on the corporate website [www.brembo.com](http://www.brembo.com), Investors section, Reports, and through the mechanism for the storage of regulated information ([www.1info.it](http://www.1info.it)). All documents, to which you are referred, will be provided to the participants attending the Shareholders' Meeting. The documentation includes:

- the Directors' Report on Operations regarding the Financial Statements at 31 December 2015;
- the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015;
- the Explanatory Notes to the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015;
- the Report of the Brembo S.p.A.'s Statutory Auditors on the Financial Statements for the year ended 31 December 2015;
- the Independent Auditors' Report on the Financial Statements of Brembo S.p.A. pursuant to Articles 14 and 16 of Legislative Decree No. 39 of 27 January 2010;
- the Attestation of the Manager in Charge of the Company's Financial Reports and the Chairman of Brembo S.p.A., pursuant to Article 154-bis, paragraph 5, of TUF.

Now therefore, in light of the foregoing, we submit for your approval the following:

**Motion**

“The Ordinary Shareholders’ Meeting of Brembo S.p.A.:

having examined the data contained in the Financial Statements of the Brembo S.p.A. for the year ended 31 December 2015, including the Directors’ Report on Operations, the Statutory Auditors’ Report, the Independent Auditors’ Report and further documents as required by the law

**resolves**

- to approve the Financial Statements of Brembo S.p.A. at 31 December 2015;
- to allocate the 2015 net income of Brembo S.p.A. amounting to €103.312.836,52 as follows:
  - to the Shareholders, an ordinary dividend of € 0,80 for each of the outstanding shares;
  - €276.530,85 to the reserve as per Article 6, paragraph 2, of Legislative Decree No. 38/2005;
  - the remaining amount carried forward; and
- to pay dividends as of 25 May 2016, ex-coupon No.25, on 23 May 2016 (record date on 24 May 2016).

Stezzano, March 3rd, 2016

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