



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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Ordinary and Extraordinary Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo) on **18 April 2019 at 10:30 a.m. CET**, in single calling, to resolve on the following

### AGENDA

#### Ordinary Session

- 1. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2018, 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. Related and ensuing resolutions.**
- 2. Allocation of profit for the year. Related and ensuing resolutions.**
- 3. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2018, 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.**
- 4. Presentation of the Consolidated Statement on Non-Financial Information of the Brembo Group for the year ended in 31 December 2018, according to the D.Lgs. n.254/2016.**
- 5. Presentation of the Remuneration Report of Brembo S.p.A. Resolutions pursuant to Article 123-ter of TUF.**
- 6. Authorization for the buy-back and disposal of own shares. Relevant and ensuing resolutions.**

#### Extraordinary Session

- 1. Renewal of the Granting to the Board of Directors of the power to increase share capital, excluding option rights, pursuant to Articles 2443 and 2441, paragraph 4, sentence 2, of the Italian Civil Code. Amendment of Article 5 of the By-Laws. Relevant and ensuing resolutions.**
- 2. Proposal of Amendment to Article 6 of the By-laws in order to introduce the increased voting rights mechanism. Relevant and ensuing resolutions.**

Stezzano, March 4<sup>th</sup>, 2019

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

#### **SHARE CAPITAL AND VOTING RIGHTS.**

The Company's share capital of € 34,727,914.00 is represented by 333,922,250 ordinary shares with no nominal value. Each ordinary share entitles the owner to one vote in ordinary and extraordinary shareholders' meetings. At today's date, the Company holds 8,735,000 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 amounts to n. 325,187.250. The own shares are considered for the purpose of calculating the majorities required for the constitution and for the resolutions of the shareholders' meeting.

#### **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

**English Translation for convenience – Only the Italian version is authentic**

accounting records, by request and 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 in single calling (so-called record date, i.e., 09 April 2019); credit or 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., 09 April 2019), 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 in single calling (i.e., no later than 15 April 2019). 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 within the limits provided by law. For that purpose the proxy form may be used and be made available at the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders Meeting or at Company's registered offices, as well as at admitted intermediaries. The proxy may be awarded by electronic document signed in electronic form pursuant to Article 21, paragraph 2, of the Legislative Decree No. 82/2005. Notice of the proxy can be forwarded to the Company by e-mail to sent to the certified e-mail address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it).

The proxy who is to take the floor and/or vote at the Shareholders' Meeting must, in any event, certify the identity of the grantor and 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, For Shareholders, 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 Computershare 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, For Shareholders, Shareholders' Meeting, as well as at the Company's registered offices, it being understood that the original of the said proxy letter must reach Computershare, at its legal offices in Milan, at Via Mascheroni, 19 – 20145 Milan, preferably after a copy of the same is forwarded by facsimile message to the number +39-02-46776850 or as attachment by e-mail to the certified 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 in single calling (i.e., no later than 16 April 2019). 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 16 April 2019).

Procedures for voting by correspondence or by electronic means in relation to the Shareholders' Meeting are not provided.

**RIGHTS TO POSE QUESTIONS ON ITEMS PLACED ON THE AGENDA.**

Pursuant to Article 127-ter of TUF and Article 10-ter of the By-laws, 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., 09 April 2019) 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 16 April 2019. 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 29 March 2019), 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, together with a statement certifying the right to vote, must be forwarded by e-mail to sent to the certified e-mail address [brembospa@pec.brembo.it](mailto:brembospa@pec.brembo.it) or by registered letter with acknowledgement of receipt to the Company's registered offices in Stezzano (Bergamo), at Viale Europa, 2 – 24040 (to the kind attention of the Legal and Corporate Affairs Dept.). 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. This report, with any possible observations of the Board of Directors, will be made available to the public at the same time as the publication of the information about the supplementation of the agenda or presentation of new proposed resolutions according to the conditions set forth in art. 125-ter, paragraph 1, of the TUF.

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 any presentations 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 3 April 2019). Additional proposed resolutions on subject matter already on the agenda shall be made available to the public, according to the conditions set forth in Article 125-ter, paragraph 1, of TUF concurrently with the publication of the notice of presentation. Pursuant to Article 126-bis, paragraph 1, of TUF, 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, reports focusing on the items placed on the agenda of the Shareholders' Meeting, motions raised, as well as the resolutions proposals and the documents that will be submitted to the attention of the Shareholders' Meeting, in accordance with the terms set forth by current regulations, are made available for public consultation at the Company's registered offices, on the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders' Meeting, as well as by the authorized storage service ([www.1info.it](http://www.1info.it)). 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, For Shareholders, Shareholders' Meeting, on the authorized storage service ([www.1info.it](http://www.1info.it)) and is further published, by excerpt, in the daily newspaper "*Il Sole24Ore*".