



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

## SHAREHOLDERS' MEETING DATED APRIL 18<sup>TH</sup>, 2019

### SUMMARY REPORT OF THE VOTES as of art. 125-quater, par. 2, Legislative Decree 24 February 1998 n. 58

In accordance with art. 125-quater, par. 2, Legislative Decree 58/1998, please find hereinafter the Summary Report of the Votes expressed during the Shareholders' Meeting of Brembo S.p.A. held at the Company offices at Viale Europa 4, Stezzano (Bergamo) on April 18<sup>th</sup>, 2019 at 10:30 a.m. CET (single calling).

The Company's share capital of € 34,727,914.00 is represented by 333.922.250 ordinary shares without nominal value. Each ordinary share entitles the owner to one vote in ordinary and extraordinary shareholders' meetings.

At Shareholders' Meeting 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 325,187,250.

\* \* \*

Shares represented at the beginning of the Shareholders' Meeting	Total n. 235.375.319 ordinary shares representing 70,488061% of the share capital, in n. 306 shareholders of which n. 23 in person e n. 283 by proxy.
Shares represented at the first resolution and until the resolution on item 6 of the Shareholders' Meeting – ordinary Section	Total n. 235.634.324 ordinary shares representing 70,565625% of the share capital, in n. 308 shareholders of which n. 24 in person e n. 284 by proxy.
Shares represented at the first resolution and for all the duration of the Shareholders' Meeting – extraordinary Section	Total n. 235.634.324 ordinary shares representing 70,565625% of the share capital, in n. 308 shareholders of which n. 24 in person e n. 284 by proxy.

**ITEM 1 OF THE AGENDA**

**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.**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625 % of the share capital
<b>Total shares on which a vote was expressed</b>	<b>total n. 235.523.574 ordinary shares representing 70,532459 % of the share capital</b>
Shares represented at the resolution NOT Voting.	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	235.431.481	99,960899	70,504880
Against	0	0,000000	0,000000
Abstentions	92.093	0,039101	0,027579
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>

**ITEM 2 OF THE AGENDA**

**Allocation of profit for the year. Related and Ensuing resolutions**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625% of the share capital
<b>Total shares on which a vote was expressed</b>	<b>total n. 235.523.574 ordinary shares representing 70,532459 % of the share capital</b>
Shares represented at the resolution NOT Voting.	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	235.523.574	100,000000	70,532459
Against	0	0,000000	0,000000
Abstentions	0	0,000000	0,000000
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>

**ITEM 3 OF THE AGENDA**

**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 Company's Financial Reports.**

No resolution is needed according to Italian Civil Code which requires the approval of the Financial Statements of the year and only the view of the Consolidated Financial Statements.

#### **ITEM 4 OF THE AGENDA**

**Presentation of the Consolidated Non-Financial Statements of the Brembo Group for the year ended in 31 December 2018, according to the D.Lgs. n.254/2016.**

No resolution is needed according to the D.Lgs. n.254/2016 which requires that the Consolidated Non-Financial Statements separate from the Directors' Report on Operations, must be approved by the Board of Directors.

#### **ITEM 5 OF THE AGENDA**

**Presentation of the Remuneration Report of Brembo S.p.A. Resolutions pursuant to Article 123-ter of TUF.**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625 % of the share capital
<b>Total shares on which a vote was expressed</b>	<b>total n. 235.523.574 ordinary shares representing 70,532459 % of the share capital</b>
Shares represented at the resolution NOT Voting.	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	203.756.825	86,512285	61,019242
Against	29.419.800	12,491234	8,810374
Abstentions	2.346.949	0,996482	0,702843
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>

(1) Non-binding resolution. According to art. 123 ter, par. 6, of the Consolidated Law of Finance, and with respect to articles 2389 and 2409-terdecies, par. 1, letter a), of Italian Civil Code, and article 114-bis, the Shareholders' Meeting is required to resolve in favor or against the Remuneration Report (Section1 of the Remuneration Report).

#### **ITEM 6 OF THE AGENDA**

**Authorisation for the buy-back and disposal of own shares. Relevant and ensuing resolutions.**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625 % of the share capital
<b>Total shares on which a vote was expressed</b>	<b>total n.235.523.574 ordinary shares representing 70,532459 % of the share capital</b>
Shares represented at the resolution NOT Voting.	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	226.164.253	96,026164	67,729615
Against	8.892.689	3,775711	2,663102
Abstentions	466.632	0,198125	0,139743
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>

**ITEM 1 OF THE AGENDA – EXTRAORDINARY SESSION**

**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.**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625 % of the share capital
Total shares on which a vote was expressed	total n. <b>235.523.574</b> ordinary shares representing <b>70,532459</b> % of the share capital
Shares represented at the resolution NOT Voting	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	225.513.384	95,749814	67,534698
Against	10.010.190	4,250186	2,997761
Abstentions	0	0,000000	0,000000
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>

**ITEM 2 OF THE AGENDA – EXTRAORDINARY SESSION**

**Proposed amendment to Article 6 of the By-laws to introduce the Increased Voting Rights mechanism Relevant and ensuing resolutions.**

Shares represented at the resolution	total n. 235.634.324 ordinary shares representing 70.565625 % of the share capital
<b>Total shares on which a vote was expressed</b>	<b>total n. 235.523.574</b> ordinary shares representing <b>70,532459</b> % of the share capital
Shares represented at the resolution NOT Voting	total n. 110.750 ordinary shares representing 0,033166% of the share capital

Vote result	Number of shares	% of voting shares in attendance to the meeting	% Share capital
In favour	184.486.340	78,330308	55,248292
Against	49.362.234	20,958511	14,782553
Abstentions	1.675.000	0,711181	0,501614
<b>Total amount</b>	<b>235.523.574</b>	<b>100,000000</b>	<b>70,532459</b>