



CALLING OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The shareholders are convened to the Extraordinary and Ordinary General Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo) on **17th December 2021, at 9.30, in single call**, to resolve on the following

AGENDA

Extraordinary Session

1. **Introduction of Article 17-bis of the By-laws of Brembo S.p.A. concerning the position of Chairman Emeritus. Relevant and ensuing resolutions.**

Ordinary Session

1. **Appointment of a Director for the integration of Brembo S.p.A.'s Board of Directors. Relevant and ensuing resolutions.**
2. **Appointment of the Chairman of the Board of Directors. Relevant and ensuing resolutions.**
3. **Chairman Emeritus:**
 - 3.1 **Appointment. Relevant and ensuing resolutions.**
 - 3.2 **Determination of the term of the office. Relevant and ensuing resolutions.**

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Stezzano, 16th November 2021

On behalf of the Board of Directors
The Chairman
Alberto Bombassei

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INFORMATION ON THE SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital amounts to €34,727,914.00 and is represented by 333,922,250 ordinary shares with no nominal value. As of this notice of calling's date, the Company holds 10,035,000 own shares representing 3.005% of the share capital. The voting rights associated with these shares have been suspended pursuant to Art. 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 323,887,250 ordinary shares. However, own shares are counted when calculating the majorities and quotas required for quorum and the passing of resolutions by the Shareholders' Meeting. Each ordinary share entitles the owner to one vote in Ordinary and Extraordinary Shareholders' Meetings (excluding own shares whose voting rights have been suspended in accordance with the law). Pursuant to art. 127-quinquies of Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance, as subsequently amended and extended, or "TUF"), and Art. 6 of the By-laws (as amended and approved by the Shareholders' Meeting of 18 April 2019), however, two votes are assigned for each share belonging to the same shareholder for a continuous period of at least twenty-four months from the date of registration in the "Special List" for this purpose specifically established, kept and updated by the Company, as required by the By-Laws (so-called "increased vote right"). The number of shares with the right to increased voting rights is available on the Company's website at www.brembo.com ("Investors", "For Shareholders", "Increased Voting"). In light of the increased voting rights accrued as of the date of publication of this notice, total voting rights amount to 512,947,515. At the date of publication of this notice, shares to which an increased voting right is attached amount to 179,025,265 out of a total of 333,922,250 shares, thus resulting in an overall amount of 358,050,530 voting rights.

RIGHT TO ATTEND AND VOTE THE SHAREHOLDERS' MEETING

Pursuant to Art. 83-sexies of TUF and Art. 11 of the By-laws, the legitimate attendance of Shareholders' Meetings and the exercise of voting rights is confirmed by a statement to the Issuer from the intermediary participating in the centralised financial instrument management system, in compliance with intermediary's accounting records, on behalf of the person with the right to vote, on the basis of the related evidence of the accounts as at the end of the accounting day of the seventh market business day prior to the date established for the meeting in single call (so-called **record date**, i.e., **December 8th, 2021**); credit and debit entries made on accounts after these terms are not relevant in terms of assuring the legitimate exercise of voting rights at the Shareholders' Meeting. Persons and parties which become shareholders of the Company only following such date (i.e., **December 8th, 2021**) shall not be entitled to attend or vote at the Shareholders' Meeting. The aforesaid statement from the intermediary must reach the Company by the end of the third market business day preceding the scheduled date of the Shareholders' Meeting in single call (i.e., no later than December 14th, 2021). This is without prejudice to entitlement to attend and/or vote in the event the said statement reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting referred to in the individual notice of calling.

PROCEDURE FOR HOLDING THE GENERAL SHAREHOLDERS' MEETING AND PROXY VOTING

In light of the extension of the state of health emergency relating to the Covid-19 epidemic and given the legislation enacted to contain the spread of the infection, in order to minimise the risks associated with the continuation of the epidemiological emergency, the Company has decided to exercise the option afforded by Art. 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020 (converted into Law No. 27 of 24 April 2020) (as further recently amended by art. 6 of Law Decree no. 105 of 23 July 2021, converted with amendments by Law no. 126 of 16 September 2021, the "Decree 18/2020") regarding the procedure for holding general meetings of listed companies and to require that shareholders' attendance of and exercise of the voting rights at General Shareholders' Meetings **take place solely through the designated representative pursuant to art. 135-undecies of TUF**, i.e., **Computershare S.p.A.** (the "**Designated Representative**") – according to the methods set out hereunder, with shareholders or their proxy representatives other than the aforementioned Designated Representative prohibited from accessing the location of the general meeting.

In accordance with Art. 106, paragraph 2, of the aforementioned Decree 18/2020, without prejudice to the above, attendance of the General Shareholders' Meeting of members of the Company Bodies, the Secretary and/or the Notary and the Designated Representative, as well as any other parties authorised to attend by the Chairman of the Board of Directors, in accordance with the Covid-19 epidemiological emergency containment measures established by the applicable provisions of law in force, may also or exclusively take place through the use of video and telecommunications systems that enable them to be identified and participate, in a manner to be determined by the Chairman of the Shareholders' Meeting and communicated to each of the above parties, in compliance with the provisions of law applicable to this eventuality, without, in any event, there being any need for the Chairman of the General Shareholders' Meeting, the Secretary or the Notary to be in the same place.

INSTRUCTIONS FOR GRANTING OF PROXY AND VOTING INSTRUCTIONS TO THE EXCLUSIVE DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 4, of Decree 18/2020, **attendance of the General Shareholders' Meeting scheduled for December 17th, 2021 is permitted solely by granting specific proxy to the Designated Representative identified by the Company, pursuant to art. 135-undecies of TUF and art. 11 of the By-laws, as Computershare S.p.A.**, with its registered office in Milan at Via Lorenzo Mascheroni 19. The proxy for the Designated Representative must contain voting instructions on the draft resolutions on the Agenda and any further proposed resolutions on items already on the Agenda, formulated by the shareholders pursuant to Art. 126-bis of TUF, and is effective solely for draft resolutions in respect of which voting instructions have been granted.

The proxy with voting instructions must be granted solely, and at no charge, by the vote-holder, authorised in the legal form, to Computershare S.p.A., by completing and signing the specific form, which will be made available on the Company's website, at www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting", or from the Company's registered offices, to be sent as an electronically reproduced copy (in PDF format) and transmitted to the address operations@pecserviziotitoli.it, provided that the proxy granter, even if a legal person, uses a certified e-mail account, or otherwise signs the electronic document using an advanced, qualified or digital electronic signature, or by using an ordinary e-mail account, sending an e-mail to the address operations@pecserviziotitoli.it, with the original delivered to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni 19 – 20145 Milan, by the end of the second market business day prior to the date scheduled for the Shareholders' Meeting in single call (i.e., December 15th, 2021). The proxy and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than December 15th, 2021).

It should be noted that no voting procedures by correspondence or by electronic means are in place for the General Shareholders' Meeting.

In addition, pursuant to the above Decree 18/2020, those who do not intend to adopt the methods of participation described above may grant proxies and/or sub-proxies to the Designated Representative pursuant to Art. 135-novies of TUF, by completing and signing the specific form – which will be made available on the Company's website at www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting" or from the Company's registered offices – which, with the related written voting instructions, must be delivered to Computershare S.p.A. at the address operations@pecserviziotitoli.it, provided that the proxy granter, even if a legal person, uses a certified e-mail account, or otherwise signs the electronic document using an advanced, qualified or digital electronic signature, or by using an ordinary e-mail account, sending an e-mail to the address operations@pecserviziotitoli.it, with the original delivered to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni 19 – 20145 Milan, by the end of the market business day prior to the date scheduled for the Shareholders' Meeting in single call (i.e., December 16th, 2021).

RIGHTS TO POSE QUESTIONS ON ITEMS PLACED ON THE AGENDA

Pursuant to Art. 127-ter of TUF and Art. 10-ter of the By-laws, shareholders may pose questions regarding the items on the Agenda even before the General Shareholders' Meeting. Questions must be forwarded in writing (together with a statement certifying the right to vote at record date, i.e., December 8th, 2021) to the e-mail address 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 by the end of the 7th (seventh) market business day preceding the scheduled date of the Shareholders' Meeting (i.e., December 8th, 2021). All questions received before the aforementioned deadline will be answered within the third market business day preceding the scheduled date of the Shareholders' Meeting (i.e., no later than December 14th, 2021), after assessing that such questions are pertinent and the requesting shareholder is legitimate to vote, by publishing the related answers on the Company's website at www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting". The Company shall disregard questions not pertinent to the items on the Agenda for the Shareholders' Meeting.

SUPPLEMENTATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND PRESENTATION OF NEW DRAFT RESOLUTIONS

Pursuant to Art. 126-bis, paragraph 1, of TUF, and Art. 10-bis of the By-laws, within 10 days following the publication of this notice of calling (i.e., no later than November 26th, 2021), shareholders who, even jointly, represent at least 1/40th of the share capital may ask for additional items to be placed on the Agenda or submit proposed resolutions on items already on the Agenda, specifying the additional items or proposed resolutions in the related request. The said requests must be forwarded in writing, together with a statement certifying the right to vote, by e-mail to be sent to the certified e-mail address brembospa@pec.brembo.it.

A report on the additional items proposed for inclusion in the Agenda, as well as on any further 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 TUF.

Pursuant to Art. 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 Art. 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 (fifteen) days prior to the scheduled date of the General Shareholders' Meeting according to the same terms of publication as this notice of calling (i.e., by December 2nd, 2021).

Additional proposed resolutions on items already on the Agenda shall be made available to the public, according to the conditions set forth in art. 125-ter, paragraph 1, of TUF, concurrently with the publication of the notice of presentation.

Since participation in the Shareholders' Meeting is only permitted through the Designated Representative, for the sole purposes of this Shareholders' Meeting and taking account of the extraordinary circumstances and measures, those entitled to voting rights may submit proposed resolutions on the items on the Agenda individually to the Company, pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of TUF, adequately in advance, and, in any event, by December 2nd, 2021. The above proposals, clearly and completely formulated, must be submitted in writing, together with the information enabling identification of those submitting them, and information regarding ownership of the shares (by specific certification by the authorised intermediary) and related voting rights and delivered to the Company by the above deadline by sending them to the certified e-mail address brembospa@pec.brembo.it. Any such proposals must indicate the item on the Agenda to which they refer, the text of the draft resolution and the applicant's personal particulars. In order to enable all shareholders to be informed of the individual proposals submitted and file their voting instructions with the Designated Representative, including with regard to such proposals, the Company shall publish the proposals on its website www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting" by December 3rd, 2021 reserving the right to verify, for the purposes of publication, their relevance to the items on the Agenda, completeness, compliance with applicable legislation and the standing of those submitting them.

APPOINTMENT OF A DIRECTOR

This Shareholders' Meeting is called upon to appoint a new Director, who shall remain in office until the natural end of the term of office of the Board of Directors currently serving, i.e., until the Shareholders' Meeting called to resolve on the approval of the Company's Financial Statements for the year ending 31 December 2022. It bears recalling that pursuant to Art. 15-ter of the By-laws a new member of the Board of Directors is appointed with the ordinary methods and majorities, without applying the vote-by-list mechanism. Accordingly, for the appointment of the new Director, the Shareholders' Meeting is called upon to pass the resolution with the legal majorities, without prejudice to the obligation to comply with the minimum number of Directors meeting independence requirements, as well as to comply with applicable legislation regarding the balance of the genders. In this regard, it should be noted that the Board of Directors is currently made up of [eleven] members, of whom six meet the independence requirements. In light of the above, the composition of the Board of Directors is compliant with the provisions of TUF and the recommendations of the new Corporate Governance Code of Borsa Italiana S.p.A. It should also be recalled that all Directors must meet the integrity and professionalism requirements set by the law, the By-laws and the Corporate Governance Code of Borsa Italiana S.p.A. to which the Company conforms. In formulating nominations, account should also be taken of the Policies and Criteria on the Diversity of the Governing Body laid down in Brembo S.p.A.'s Corporate Governance Manual published on the Company's website www.brembo.com, section "Company", "Corporate governance", "Governance Documents". In light of the present circumstances connected to the Covid-19 pandemic and the exceptional measures adopted to contain it, including with regard to the methods whereby the Shareholders' Meeting is held, the shareholders are invited to send any proposals according to the foregoing paragraph "Supplementation of the Agenda of the Shareholders' Meeting and presentation of new draft resolutions".

Nominations of candidates must be accompanied by: (a) information identifying the shareholder or shareholders submitting the same, with an indication of the overall participating interest held by the latter in terms of percentage of the total share capital; (b) the curriculum vitae with information regarding the candidate's personal and professional characteristics; (c) an indication of any other executive positions and directorships held in companies belonging to the significant categories listed in Brembo S.p.A.'s Corporate Governance Manual; (d) declarations issued by candidates attesting their acceptance of their candidature and further attesting that they do not labour under any of the reasons or causes of disqualification and ineligibility and that they meet the requirements of personal integrity and professionalism established by laws, as well as, if present, requirements of independence; and (e) the other information specified in the Illustrative Report available on the website www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting", and on the authorised storage system (www.1info.it).

RELATED DOCUMENTS

All documents related to the proceedings of the Shareholders' Meeting, including reports focusing on the items placed on the Agenda of the Shareholders' Meeting, are made available for public consultation, in accordance with the terms set forth by current regulations, at the Company's registered offices, on Brembo's website www.brembo.com, in section "Investors", "For Shareholders", "Shareholders' Meeting", as well as on the authorised storage system [1info.it](http://www.1info.it) (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 is published on the Company's website www.brembo.com in section "Investors", "For Shareholders", "Shareholders' Meeting", on the authorised storage system "1info-storage" (www.1info.it), as well as by excerpt, in the daily newspaper "Il Sole24Ore".

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The information in this notice may be updated, changed or supplemented in view of the current emergency situation relating to the Covid-19 epidemic and related measures adopted by the competent authorities from time to time. Any and all updates, changes or additions to the information in this notice will be promptly circulated according to the same means used to publish this notice.