



## CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Ordinary General Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo) on **21<sup>st</sup> April 2022, at 10:30 a.m., in single call**, to resolve on the following

### AGENDA

#### Ordinary Session

1. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31<sup>st</sup> December 2021, 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. Allocation of profit for the year. Relevant and ensuing resolutions.
3. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31<sup>st</sup> December 2021, 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.
4. Presentation of the Consolidated Disclosure of Non-Financial Information of the Brembo Group for the year ended 31<sup>st</sup> December 2021, pursuant to Legislative Decree No. 254 of 30<sup>th</sup> December 2016.
5. Authorisation for the buy-back and disposal of own shares. Relevant and ensuing resolutions.
6. Report on the Remuneration Policy for 2022 and Remuneration Paid in 2021:
  - 6.1 examination of Section I, drawn up pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24<sup>th</sup> February 1998 (*i.e.*, Remuneration policy for 2022). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of 24<sup>th</sup> February 1998;
  - 6.2 examination of Section II, drawn up pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24<sup>th</sup> February 1998 (*i.e.*, Remuneration paid in 2021). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24<sup>th</sup> February 1998.
7. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code to remain in office until the end of the Board's term in charge. Relevant and ensuing resolutions.

\* \* \*

Stezzano, 3<sup>rd</sup> March 2022

On behalf of the Board of Directors  
The Executive Chairman  
Signed by Matteo Tiraboschi

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**INFORMATION ON THE 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. 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 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 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<sup>th</sup> 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<sup>th</sup> 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](http://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 512,951,315. At the date of publication of this notice, shares to which an increased voting right is attached amount to 179,029,065 out of a total of 333,922,250 shares, thus resulting in an overall amount of 358,058,130 voting rights.

**RIGHT TO ATTEND THE SHAREHOLDERS' MEETING.** Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24<sup>th</sup> February 1998 of the Consolidated Law on Finance ("TUF") and Article 11 of the By-laws, the legitimate attendance of shareholders' meetings and the exercise of voting rights are confirmed by a statement to the Issuer from the intermediary participating in the centralised financial instrument management system, in compliance with intermediary accounting records, on behalf of the person with the right to vote, on the basis of the evidence of the accounts relative to the term of the accounting day of the seventh market business day prior to the date established for the meeting in single calling (so-called **record date**, i.e., **8<sup>th</sup> April 2022**); 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., 8<sup>th</sup> April 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 calling (i.e., no later than 14<sup>th</sup> April 2022). 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 emergency regime related 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 Article 106, paragraph 4, of Legislative Decree No. 18 of 17<sup>th</sup> March 2020 (converted into Law No. 27 of 24<sup>th</sup> April 2020, as further amended by art. 6 of Law Decree no. 105 of 23<sup>rd</sup> July 2021, converted with amendments by Law Decree no. 228 of 30<sup>th</sup> December 2021, converted with amendments by Law no. 15 of 25<sup>th</sup> February 2022, the "Decree 18/2020") regarding the procedure for holding general meetings of listed companies and to require that **shareholders' attendance and exercise of the voting rights at General Shareholders' Meetings take place solely through the designated representative pursuant to Article 135-undecies of the 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 Article 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 Article 106, paragraph 4, of Decree 18/2020, attendance of the General Shareholders' Meeting scheduled for 21<sup>st</sup> April 2022 is permitted solely by granting specific proxy to the Designated Representative identified by the Company, pursuant to Article 135-undecies of the TUF and Article 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 proposed resolutions on the agenda and any further proposed resolutions on items already on the agenda, formulated by the Shareholders pursuant to Article 126-bis of the TUF, and is effective solely for proposed 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](http://www.brembo.com) in the section "Investors", "For Shareholders", "Shareholders' Meeting", or from the Company's registered offices, to be sent to the address [operations@pecserviziottitoli.it](mailto:operations@pecserviziottitoli.it) (i) as an electronically reproduced copy (in PDF format), provided that the proxy granter, even if a legal person, uses a certified e-mail account, or otherwise (ii) by using an ordinary e-mail account, the user signs the electronic document using an advanced, qualified or digital electronic signature, or (iii) by using an ordinary e-mail account, with an electronically reproduced copy (in PDF format) and the original delivered to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni n. 19 – 20145 Milan, by the end of the second market business day prior to the date scheduled for the Shareholders' Meeting in single calling (i.e., by 19<sup>th</sup> April 2022). The proxy and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than 19<sup>th</sup> April 2022).

In this case as well, 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 Article 135-novies of the TUF which, with the related written voting instructions, must be delivered to Computershare S.p.A. at the address [operations@pecserviziottitoli.it](mailto:operations@pecserviziottitoli.it), (i) as an electronically reproduced copy (in PDF format), provided that the proxy granter, even if a legal person, uses a certified e-mail account or, otherwise (ii) by using an ordinary e-mail account, the users signs the electronic document using an advanced, qualified or digital electronic signature, or (iii) by using an ordinary e-mail account, with an electronically reproduced copy (in PDF format) and the original to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni n. 19 – 20145 Milan, by the end of the market business day prior to the scheduled date of the General Shareholders' Meeting in single calling (i.e., by 20<sup>th</sup> April 2022 at 12:00 p.m.)

**RIGHTS TO POSE QUESTIONS ON ITEMS PLACED ON THE AGENDA**. Pursuant to Article 127-ter of the TUF and Article 10 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., 8<sup>th</sup> April 2022) to the e-mail address [ir@brembo.it](mailto:ir@brembo.it).

**All such questions must reach the Company no later than by the end of the 7<sup>th</sup> (seventh) market business day preceding the scheduled date of the Shareholders' Meeting (i.e. 8<sup>th</sup> April 2022).** 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 14<sup>th</sup> April 2022), 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](http://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 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 of calling (i.e., no later than 31<sup>st</sup> March 2022), shareholders who, even jointly, represent at least 1/40<sup>th</sup> of the share capital may ask for additional items to be placed on the agenda or present 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](mailto:brembospa@pec.brembo.it).

A report on the additional items proposed for inclusion in the agenda, as well as on the 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 Article 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 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 6<sup>th</sup> April 2022).

Additional proposed resolutions on items already on the agenda shall be made available to the public, according to the conditions set forth in Article 125-ter, paragraph 1, of the 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 6<sup>th</sup> April 2022. 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](mailto: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](http://www.brembo.com) in section "Investors", "For Shareholders", "Shareholders' Meeting" by 7<sup>th</sup> April 2022 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 FOR THE INTEGRATION OF THE BOARD OF DIRECTORS FOLLOWING CO-OPTION PURSUANT TO ARTICLE 2386, PARAGRAPH 1, OF THE ITALIAN CIVIL CODE AND ARTICLE 15-TER OF THE BY-LAWS**

In accordance with Article 2386 of the Italian Civil Code, co-opted Director Manuela Soffientini will remain in office until the first General Shareholders' Meeting subsequent to her co-option, effected on 3 March 2022. This Shareholders' Meeting is therefore called upon to appoint a 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 should be noted that Article 15-ter does not require that the vote-by-list mechanism be applied to replace Directors who left during the mandate. Accordingly, for the appointment of the new Director, the Shareholders' Meeting will be 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.

On 3 March 2022, the Board of Directors resolved to propose to the Shareholders' Meeting to confirm Manuela Soffientini as a Company's Director, deeming her profile the most suitable for the role in question. This is, in any event, without prejudice to the possibility for the shareholders to propose any other candidatures. In this regard, in light of the present circumstances connected to the Covid-19 pandemic and the 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 to 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 Code; (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](http://www.brembo.com) in section "Investors", "For Shareholders", "Shareholders' Meeting", and on the authorised storage system ([www.1info.it](http://www.1info.it)). 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 Code published on the Company's website [www.brembo.com](http://www.brembo.com), section "Company", "Corporate governance", "Governance Documents".

It bears recalling that any candidature proposed by the shareholders will be subject to voting only in the event that the Board of Directors' proposal to appoint Manuela Soffientini is not approved by the Shareholders' Meeting.

For further information on the appointment of a Director for the integration of the Company's Board of Directors through co-option pursuant to Article 2386, paragraph 1, of the Italian Civil Code and Article 15-ter of the By-laws, reference should be made to the Illustrative Report of the Board of Directors on this item on the Agenda, which will be made available in the manner and terms provided for by applicable laws.

**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](http://www.brembo.com), in the section "Investors", "For Shareholders", "Shareholders' Meeting", as well as on the authorised storage system 1info-storage ([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 is published on the Company's website [www.brembo.com](http://www.brembo.com) under "Investors", "For Shareholders", "Shareholders' Meeting", on the authorised storage system "1info-storage" ([www.1info.it](http://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 emergency regime related 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.