



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy  
Paid up share capital: € 34,727,914.00  
E-mail: [ir@brembo.it](mailto:ir@brembo.it) <http://www.brembo.com>  
Bergamo Register of Companies – Tax Code No. 00222620163

## CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Ordinary Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo) on **20 April 2023 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 2022, 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 2022, 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 2022, according to the D.Lgs. n.254/2016.**
- 5. Authorization for the buy-back and disposal of own shares, prior revocation of the previous authorisation passed on the Shareholders Meeting dated 21 April 2022, remained unexecuted. Relevant and ensuing resolutions.**
- 6. Determination of the number of the Board of Directors. Relevant and ensuing resolutions.**
- 7. Determination of the duration of the Board of Directors' term of appointment. Relevant and ensuing resolutions.**
- 8. Appointment of the members of the Board of Directors. Relevant and ensuing resolutions.**
- 9. Appointment of the Chairman the Board of Directors. Relevant and ensuing resolutions.**
- 10. Determination of the total remuneration of Directors for each annual term. Relevant and ensuing resolutions.**
- 11. Appointment of the Board of Statutory Auditors (three Acting and two Alternate Auditors). Relevant and ensuing resolutions.**
- 12. Appointment of the Chairman of the Board of Statutory Auditors. Relevant and ensuing resolutions.**
- 13. Determination of the annual remuneration of the members of the Board of Statutory Auditors for each annual term. Relevant and ensuing resolutions.**

**14. Report on the Remuneration Policy for 2023 and Remuneration Paid in 2022: examination of Section I, drawn up pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24th February 1998 (i.e., Remuneration policy for 2023). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of 24th February 1998.**

**15. Report on the Remuneration Policy for 2023 and Remuneration Paid in 2022: examination of Section II, drawn up pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24th February 1998 (i.e., Remuneration paid in 2022). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24th February 1998.**

Stezzano, March 2<sup>nd</sup>, 2023

On behalf of the Board of Directors  
The Chairman  
signed by Matteo Tiraboschi

**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 24th 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 18th 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 512,978,715. At the date of publication of this notice, shares to which an increased voting right is attached amount to 179,056,465 out of a total of 333,922,250 shares, thus resulting in an overall amount of 358,112,930 voting rights.

**RIGHT TO ATTEND THE SHAREHOLDERS' MEETING.** Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24th 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., 11th April 2023); 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., 11th April 2023) 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 17th April 2023). 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.

Please note that the above statement to Brembo is made by the authorised intermediary upon request of the entitled person to vote. The holders of voting rights are required to give instructions to the authorised intermediary who holds the relevant accounts, in order to make the aforementioned statement to the Company. Any cost for the fulfilment of the obligations falling within the competence of the latter is not attributable to the Company.

**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, amended by Law no. 25 February 2022, no.15, and as further recently amended by Law 25 February 2023 no.14,, 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 April 20th, 2023, 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](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 18th April 2023). The proxy and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than 18th April 2023).

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 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](http://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@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 market business day prior to the date scheduled for the Shareholders' Meeting in single call (i.e., no later than 19th April 2023, at 12.00 am).

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

Pursuant to Article 127-ter of the TUF and Article 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., 11th April 2023) 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 7th (seventh) market business day preceding the scheduled date of the Shareholders' Meeting (i.e. 11th April 2023). 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 17th April 2023), 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 20th March 2023), 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 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 5th April 2023).

Since participation in the Shareholders' Meeting is only permitted through the Designated Representative, for the sole purposes of this Shareholders' Meeting, 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 5th April 2023. 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 6th April 2023 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 CORPORATE BODIES.** Pursuant to Articles 15-bis, 15-ter and 22 of the By-laws, available for consultation at the Company's registered office and the website "[www.brembo.com](http://www.brembo.com)", section "Company", Corporate Governance", "Governance Documents", the Board of Directors and the Board of Statutory Auditors must be appointed on the basis of lists submitted by Shareholders setting forth the names of proposed candidates in serial order.

The said lists of candidates, duly signed by the Shareholders submitting the same, must be filed with the Company's registered office in Stezzano (BG), at Viale Europa, 2 – 24040 (for the attention of the Legal and Corporate Affairs Dept.), or forwarded to the

certified e-mail address [brembospa@pec.brembo.it](mailto:brembospa@pec.brembo.it), at least 25 calendar days prior to the scheduled date of the Shareholders' Meeting in single calling (i.e., no later than 5.00 p.m. on 26 March 2023 - Sunday), together with the documents required under applicable regulations and the aforesaid Articles of the By-laws.

The lists shall be made available for public consultation at the Company's legal office in Curno (BG), at Via Brembo 25, the website [www.brembo.com](http://www.brembo.com), section "Investors", "For Shareholders", "Shareholders' Meeting", as well as at Borsa Italiana S.p.A., as well as by the authorized storage service ([www.1info.it](http://www.1info.it)), at least 21 days prior to the scheduled date of the Shareholders' Meeting (i.e., no later than 30 March 2023).

Voting lists may be submitted only by those shareholders who, as at the date on which the lists are lodged with the Company, either on their own or together with others, represent at least the minimum percentage of the shares bearing voting rights at the Ordinary Shareholders' Meeting, established under applicable statutory and regulatory provisions (1% of the Company's share capital by means of Consob Resolution n. 76 of 30 January 2023).

Shareholders forming a voting block or who are party to the same shareholders' agreement within the meaning of Article 122 of TUF, or who are otherwise inter-related within the meaning of applicable rules and regulations, may not submit or be party to the submission of more than one list, even through third-party intermediaries or trust companies. The said Shareholders shall be entitled to vote only one list. Each candidate may appear on only one list, upon penalty of ineligibility.

Ownership of the number of shares necessary to qualify to submit lists, must be certified, at the time the list is filed or, at the very latest, no less than 21 days prior to the scheduled date of the Shareholders' Meeting (and that is to say, by 5.00 p.m. on 30 March 2023), by presentation of a notice issued by the intermediary in respect of the shares recorded as registered in the name of each of the Shareholders in question, as at the date on which the lists are lodged with the Company.

Pursuant to Article 144-sexies, paragraph 5 of the Rules on Issuers, should only one list be submitted for the appointment of the Board of Auditors, or otherwise lists are submitted solely by inter-related shareholders within the meaning of applicable rules and regulations, by the aforesaid deadline of 25 calendar days preceding the scheduled date of the Shareholders' Meeting (i.e., no later than 26 March 2023 - Sunday), further lists may be submitted through to the third day following the said deadline (and therefore, no later than 29 March 2023), provided that the notice issued by the intermediary certifying the ownership of the number of shares necessary for the purpose of the submission of the list must in any case be filed by 5.00 p.m. on 30 March 2023. In such case, the aforesaid minimum threshold provided by the By-laws for the submission of lists, shall be reduced by half.

Without prejudice to the above, in the event of the appointment of the Board of Directors:

(a) each list must feature no less than 2 and no more than 11 candidates as well as at least 1 candidate who meets the requirements of independence pursuant to laws and the Corporate Governance Code, endorsed by the Company, or at least 2 such candidates if more than 7 members are to sit on the Board of Directors to be appointed;

(b) the lists containing a number of candidates equal to or greater than 3 must not include only candidates of the same gender (men and women); such lists must include a number of candidates of the under-represented gender such as to ensure that the composition of the Board of Directors complies with the laws and regulations on gender balance (men and women) from time to time in force, it being understood that where the application of the distribution criterion between genders results in a non integer number, this must be rounded up to the next higher unit;

(c) each list must be accompanied by: (i) 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, (ii) the curriculum vitae of each candidate providing exhaustive information on his/her personal and professional features, (iii) a list of any and all positions

held in corporations belonging to the significant categories contemplated Brembo S.p.A.'s Corporate Governance Code, (iv) a declaration with indication: 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 honorability and professionalism imposed under applicable regulations and the possible existence of the independence requirements laid down by the laws and regulations in force (v) other information specified in the illustrative report and in the document issued by the outgoing Board of Directors "Orientamenti del Consiglio di Amministrazione uscente di Brembo S.p.A. agli Azionisti sulla composizione del nuovo Consiglio di Amministrazione (2023-2025)", both of them available on the website [www.brembo.com](http://www.brembo.com), section "Investors", "For Shareholders", "Shareholders' Meeting",

In the event of the appointment of the Board of Statutory Auditors:

(a) each list must be divided into two sections, one with the names of candidates seeking appointment as statutory members of the said Board, and the other with the names of the candidates seeking appointment as alternates and must indicate at least 1 candidate for the post of statutory auditor and in any event, no more candidates than the mayors to be elected;

(b) the lists containing a number of candidates equal to or greater than 3, considering both sections, must include a number of candidates in the acting Statutory Auditors' section such as to ensure that the composition of the Board of Statutory Auditors, in respect of its acting members, complies with the laws and regulations on gender balance (men and women) from time to time in force, it being understood that where the application of the distribution criterion between genders results in a non-integer number, this must be rounded up to the next lower unit;

(c) each list must be accompanied by: (i) 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; (ii) a statement issued by the shareholders other than those who hold, even jointly amongst them, a controlling or relative majority interest, certifying the absence of interrelationships with the latter within the meaning of Article 144-quinquies of the Rules on Issuers; (iii) the curriculum vitae of each candidate providing exhaustive information on his/her personal and professional features; (iv) a statement issued by each candidate accepting his or her candidature and certifying that he or she does not labour under any of the causes of disqualification or unfitness, and meets all the requirements of personal integrity and professionalism indicate in the illustrative report available on the website [www.brembo.com](http://www.brembo.com), section "Investors", "For Shareholders", "Shareholders' Meeting", as well as by the authorized storage service ([www.1info.it](http://www.1info.it)), more than listing any and all appointments as director and/or member of the Board of Auditors, already held by the said candidate in other corporations and/or entities, where relevant for the purposes of the limits on the accumulation of tasks provided for in By-Laws and current regulation.

**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 and the related proposed resolutions - 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-storage.com). 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*.