

Guidelines of the outgoing Board of Directors of Brembo S.p.A to Shareholders on the qualitative and quantitative composition of the Board of Directors

Stezzano, 2 March 2023

In accordance with the provisions of the Corporate Governance Code of Borsa Italiana S.p.A. and of the Brembo Corporate Governance Code, the Board of Directors of Brembo S.p.A. (hereinafter also the "**Board**") — in light of the instructions and recommendations provided by the Remuneration & Appointments Committee on 15 February 2023 and based on the results of the 2022 Board Performance Evaluation¹ — has developed the following guidelines for the Company's Shareholders who are going to propose their candidates.

1) Size of the Board of Directors

With regard to the number of Directors, the Board of Directors proposes that the number of members of the Board to be appointed by the Shareholders be confirmed at 11 (eleven), considering this number to be instrumental to allowing compliance with the identified diversity criteria, an adequate mix of skills and constructive and effective Board discussions.

2) Duration of the Board of Directors' term of office

The Board proposes that the term of office of the Directors be set at 3 (three) financial years and expire on the date of approval of the Financial Statements for the financial year ending 31 December 2025, in compliance with the usual practice, as this is essential to ensure management continuity.

3) Composition of the Board of Directors

With regard to the optimal composition of the administrative body, the current Board of Directors believes that it can confirm the qualitative and quantitative criteria (as shown in the table appended hereto) that have allowed the Company to rely, in the last term of office, on Directors with recognised skills, experience and professionalism in the entrepreneurial field (at national and international level) and knowledge of sustainability matters, ESG topics and strategic M&A aspects. According to the outgoing Board, these criteria provide the ideal checks and balances in respect of powers, responsibilities and professionalism to ensure both an adequate balance and consistency between the competences within the Board of Directors and the Board committees and the gradual renewal of Directors, while guaranteeing the stability and management continuity of the Board. Furthermore, also in light of the 2022 Board Performance Evaluation¹, the outgoing Board invites the Shareholders to select candidates who have specific experience in the automotive sector.

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

¹ 2022 BPE conducted, with regard to the last year of the term, by the independent advisor Russell Reynolds Ass.

APPENDIX

ADDITIONAL CRITERIA FOR DIVERSITY (BREMBO CORPORATE GOVERNANCE CODE – ART. 2 - COMPOSITION OF THE GOVERNANCE BODY)	
QUANTITATIVE FEATURES	
AGE	<i>Independent Directors</i> : a maximum age of 78/ and a minimum age of 35 (at the date of submission of the lists for the purpose of potential candidacy). The achievement of maximum age will not be considered during the mandate and if reached up will not involve forfeiture.
OVERALL NUMBER	11
N° NOT EXECUTIVE	At least 7
N° INDEPENDENT	At least 5
N° MINORITY	At least 1 (or more than one, where required by the By-laws).
N° GENDER	Share reserved to the less-represented gender according to the provisions applicable from time to time ²
ALTERNATION	Change of a maximum of three Directors each time the Board is appointed, in order to ensure management continuity, encouraging at the same time the gradual renewal of the Directors.
SENIORITY IN THE POSITION	<i>Independent Directors</i> : those Directors who already performed the office of Directors in the company for three continuous mandates, cannot be proposed as candidates for the role of Independent Directors
NO CROSS-DIRECTORSHIPS	<i>Executive Directors</i> : they cannot be directors of another company (not belonging to the same Group) where a Company Director is the Managing Director
QUALITATIVE FEATURES	
MIX SKILLS Background	<ul style="list-style-type: none"> · At least 4 managers who have an international background and/or with a nationality of a country in which Brembo operates. · Maximum 2 academic/professional
Professional Skills	<ul style="list-style-type: none"> · Acknowledged compliance of shared ethical principles. · Knowledge of business mechanisms, strategies, risk evaluation and management and sustainability topics. · Capability to understand industrial scenarios and trends, competitors' performance, development of enterprises in the medium-long term and to evaluate alternative strategic guidelines and options from a strategic orientation perspective. · Managerial, entrepreneurial, business and organizational experience. · Knowledge of global dynamics of the financial-economic system. · Experience as director or statutory auditor, or as top level executive manager in listed or medium-large enterprises. · Managerial, professional or university teaching experience in legal, economic, business or technical disciplines.
Soft Skills	<ul style="list-style-type: none"> · Sufficient time availability in view of the complexity of the assignment (please refer to "Maximum Numbers of Assignments" topic below). · Full understanding of the powers and obligations pertinent to the office and the tasks to be performed. · Standing-up capability (express and argue his/her own ideas and be able to take decisions for the benefit and the interest of Brembo and its stakeholders). · Cooperation, involvement and capability to influence (encourage and share professional skills and opinions development and contribute in conflict solving). · A goal-oriented approach (self-orientation and encouragement of colleagues in being constructively focused on the goals to be achieved) · Business judgement - decision capability (encourage behaviors and ensuring evaluation and decision-making skills focused on business development).
NO COMPETITION	Candidates for the office of Director cannot have or accept consulting assignments with competitors.

² Budget Law N.160, December 27th, 2019

**BREMBO CORPORATE GOVERNANCE CODE
(ART. 3 – FUNCTIONING OF THE BOD AND ROLE OF THE CHAIRMAN)****RELEVANT POSITIONS**

The directors shall accept the directorship when they deem that they can dedicate the necessary time to the diligent performance of their duties, also taking into account the commitment relating to their own working and professional activity, the number of offices held as director or statutory auditor in other companies listed on regulated markets (including foreign markets) in financial companies, banks, insurance or large size companies. Large company are companies that in the last closed financial year reported total sales or turnover exceeding €500.000.000,00 (five hundred million euro).

MAXIMUM NUMBER OF ASSIGNMENTS

The commitment requested to the Directors does not consist solely in the participation in Board meetings but involves also analysis of the documentation sent before each meeting, the participation in Board Committees and the attending of informal and/or induction sessions. It is therefore fundamental that Directors have sufficient time to carry out their duties.

Directors may not have more than four simultaneous assignments in listed companies (positions in listed companies in which the Director also holds a significant equity interest do not count).

The Board of Directors conducts performs an assessment based on the Directors declarations (or Directors candidates) and on the following criteria:

- professional competence and independence of opinion;
- commitment, active and constant participation to the Board of Directors meetings, to Board Committees and to the various Company's management initiatives, also considering their own professional activities;
- any relationship that may be or appear such as to compromise the independence of opinion of the Director.