



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy
Paid up share capital: € 3.339.222,50
E-mail: ir@brembo.it <http://www.brembo.com>
Bergamo Register of Companies – Tax Code No. 00222620163

CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Ordinary and Extraordinary Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo), on **23rd April 2024 at 11 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 on 31st December 2023, 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 on 31st December 2023, 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 on 31st December 2023, according to the Legislative Decree No. 254 of 30th December 2016.**
5. **Report on the Remuneration Policy for 2024 and Remuneration Paid in 2023: 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 2024). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of 24th February 1998.**
6. **Report on the Remuneration Policy for 2024 and Remuneration Paid in 2023: 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 2023). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24th February 1998.**
7. **Authorisation to purchase treasury shares, prior revocation of the previous authorisation granted by the Shareholders Meeting of 20 April 2023, for any portion not executed. Relevant and ensuing resolutions.**

Extraordinary session

1. **Amendments to the text of the Articles of Association as approved by the Shareholders Meeting dated 27th July 2023, operative from the effective date of the relocation of the Company's registered office in the Netherlands. Related and ensuing resolutions.**
 - 1.1. **Amendment to the Article 4 ("Objects of the Company");**
 - 1.2. **Confirmation and ratification of the authorised capital and of the amount of shares, as set out in Articles 5.1 and 5.2 ("Authorised capital and Shares");**
 - 1.3. **Insertion of a new Article 45 ("Transitional Provisions").**

Stezzano, March 5th 2024

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 €3.339.222,50 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 15,051,860 own shares representing 4.508% of the share capital and 2,934% voting rights. 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 318,870,380 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. 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, 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"). In light of the increased voting rights accrued as of the date of publication of this notice, total voting rights amount to 512,988,721. At the date of publication of this notice, shares to which an increased voting right is attached amount to 179,066,471 out of a total of 333,922,250 shares, thus resulting in an overall amount of 358,132,942 voting rights. 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").

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., 12th April 2024); 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., 12th April 2024) 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 18th April 2024). 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. 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 subsequently amended, 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, 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 23rd, 2024, 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 the section "Investors", "For Shareholders", "Shareholders' Meeting", or from the Company's registered offices, to be sent to the address ufficiomilano@pecserviziotitoli.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 19th April 2024). The proxy and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than 19th April 2024). 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 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 ufficiomilano@pecserviziotitoli.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 22nd April 2024, 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., 12th April 2024) to the e-mail address 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. 12th April 2024). 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 18th April 2024), 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 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 1st April 2024), 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, with a report on additional items proposed for inclusion in the agenda, as well as further proposed resolutions on items already on the agenda. 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 8th April 2024). The 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.

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 8th April 2024. 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 9th April 2024, 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.

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, in the section "Investors", "For Shareholders", "Shareholders' Meeting", as well as on the authorised storage system 1info-storage (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 under "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*.