

ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS, CONCERNING THE SEVENTH ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF BREMBO S.P.A., CALLED ON 23RD APRIL 2024 IN A SINGLE CALLING

(prepared in accordance with art. 125-ter of the Legislative Decree Nr. 58 of February 24, 1998, as subsequently amended and integrated art. 73 and 84-ter of Consob Regulation adopted through Resolution No. 11971 of 14 May 1999 as subsequently amended and integrated)

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.

Shareholders,

With reference to the seventh item on the agenda, this report (hereinafter “**Report**”) — prepared in accordance with *art. 125-ter of the Legislative Decree Nr. 58 of February 24, 1998, as subsequently amended and integrated* (hereinafter “**TUF**”) and *artt. 73 and 84-ter of Consob resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented* (hereinafter “**Issuers' Regulation**”) and in compliance with Attachment 3A, Table 4, thereof — illustrates and invites you to approve the proposal submitted by the Board of Directors of Brembo S.p.A. (hereinafter “**Brembo**” or “**Company**”) concerning the authorisation for the buy-back of treasury shares pursuant to art. 2357 of the Italian Civil Code, art. 132 of the TUF, artt. 144-bis and 144-bis.1 of the Issuers' Regulation, if applicable, and in accordance with article 5 of the European Market Abuse Regulation No. 596/2014 (hereinafter “**Regulation**”) and in compliance with the Delegated Regulation (EU) 2016/1052 (hereinafter “**Delegated Regulation**”). In light of the Cross-Border Conversion of the Company to the Netherlands, the proposal included in this Report is also in compliance with article 2:98 of the Dutch Civil Code.

This Report, approved by the Board of Directors of Brembo on 5 March 2024, is available, according to the terms provided by laws and regulations, at the Company's registered office, as well as on the corporate website www.brembo.com, “Investors” section, “For Shareholders”, “Shareholders' Meeting”, and through the mechanism for the storage of regulated information (www.1info.it).

Introduction

Firstly, the Board of Directors wishes to recall that, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of TUF, the Shareholders' Meeting held on 20 April 2023 approved the buy-back, in one or more tranches, of a maximum of 8,000,000 treasury shares, without nominal value, for an overall amount of Euro 144,000,000, for a term of 18 months, commencing on the date of the aforementioned meeting (and therefore ending on the 20 October 2024). The said authorisation envisages the disposal of treasury shares acquired for the following corporate purposes:

- a) undertaking, directly or through intermediaries, any investments, including aimed at containing abnormal movements in stock prices, stabilising stock trading and prices, supporting the liquidity of Company's stock on the market, so as to foster the regular conduct of trading beyond normal fluctuations related to market performance, without prejudice in any case to compliance with applicable statutory provisions;
- b) carrying out, in accordance with the Company's strategic guidelines, share capital transactions or other transactions which make it necessary or appropriate to swap or transfer share packages through exchange, contribution, or any other available methods; and
- c) buying back treasury shares as a medium-/long-term investment.

With reference to this authorisation, the Company has announced the start of the programme for the buy-back of treasury shares on 31 July 2023 and, through an appointed intermediary, in August 2023 (from August 1st to August 18th, 2023) bought back treasury shares for an overall number of 629,557 treasury shares representing 0.19% of the share capital. Subsequently, on 31 January 2024, the

Company, in the context of the Cross Border Conversion, in compliance with the provision of art. 2437-*quater* of the Italian Civil Code (and, therefore, outside the share buyback program authorised by the Shareholders' Meeting and described above), purchased no. 4,387,303 withdrawal shares that were not purchased by the Company's shareholders during the option and pre-emption offer, representing 1.31387% of the share capital.

At the date of approval of this Report, the total amount of treasury shares held by the Company is equal to 15,051,860 (representing 4.51% of the share capital).

The Board of Directors believes that the reasons for asking the Shareholders' Meeting at the time to authorize the purchase of treasury shares are still valid.

A short description is provided below of the terms and conditions for the buy-back of Company's treasury shares that the Board of Directors is submitting for authorisation to the Ordinary Shareholders' Meeting to be held on the 23 April 2024.

1) Purposes for which the authorisation to buy-back treasury shares is required.

As mentioned above, the term of the authorisation to buy-back treasury shares passed by the Shareholders' Meeting on 20 April 2023 will expire within few months (20 October 2024). Therefore, the Board of Directors deems it useful and appropriate to submit to you, the Shareholders, the proposal to issue a new authorisation to buy-back treasury shares, in accordance with applicable laws and as specified in further detail below, prior revocation of the previous authorisation granted by the Shareholders' Meeting on 20 April 2023 for any portion not executed.

The request for authorisation to buy-back treasury shares, which is the subject of this proposal, is aimed to allow the Company to buy-back ordinary shares, in strict compliance with current applicable European and national legislation - of Italy or the Netherlands, as the case may be – for the following purposes:

- a) undertaking, directly or through intermediaries, any investments, including aimed at containing abnormal movements in stock prices, stabilising stock trading and prices, supporting the liquidity of Company's stock on the market, so as to foster the regular conduct of trading beyond normal fluctuations related to market performance, without prejudice in any case to compliance with applicable statutory provisions;
- b) carrying out, in accordance with the Company's strategic guidelines, share capital transactions or other transactions which make it necessary or appropriate to swap or transfer share packages through exchange, contribution, or any other available methods; and
- c) buying back treasury shares as a medium-/long-term investment.

The request for authorisation concerns the Board of Directors' right to perform several and subsequent buy-back transactions of treasury shares on a revolving basis, including of portions of the maximum authorised number of the treasury shares, so as to ensure that the number of treasury shares to be acquired and those already held by the Company never exceeds the limits provided for by law or the Shareholders' authorisation.

2) Maximum number, category and nominal value of the shares referred to in the authorisation.

The Company's paid-up share capital amounts to Euro 3,339,222.50 and is composed of 333,922,250 ordinary shares (including 15,051,860 treasury shares held by the Company) with no nominal value. As of the effective date of the cross-border conversion, being 24 April 2024, the ordinary shares will have a nominal value of Euro 0.01.

Under the proposed authorisation, the Board of Directors will be entitled to purchase, in one or more tranches, up to a maximum of 8,000,000 treasury shares (which represent 2.4% of the Company's issued share capital). The buy-back of treasury shares shall be executed in compliance with article 5 of Regulation and of Delegated Regulation, if applicable, and as detailed in point 6 below.

3) Useful information to duly assess compliance with article 2357, par. 1 and 3, of the Italian Civil Code and article 2:98 of the Dutch Civil Code.

The maximum number of shares which, together with the treasury shares in portfolio at the date of the Ordinary Shareholders' Meeting called to resolve upon the aforementioned authorisation (considering that no subsidiary owns any shares in the capital of the Company), is equal to a maximum of 8,000,000, representing 2.4% of the Company's issued share capital, and is therefore well under the limit of (i) 20% of share capital as per article 2357, paragraph 3, of the Italian Civil Code and (ii) 50% of the issued share capital as per article 2:98 of the Dutch Civil Code.

With reference to the buy-back limit, the Board of Directors recalls that (i) pursuant to article 2357, paragraph 1, of the Italian Civil Code, the buy-back of treasury shares shall be carried out within the limits of distributable profits and unrestricted reserves, as per the latest approved Financial Statements at the time of each transaction and (ii) as of the cross-border conversion to the Netherlands, becoming effective on 24 April 2024, shares may only be bought back:

- i) gratuitously (*om niet*), under universal succession of title; or
- ii) if the shareholders' equity *minus* (a) the acquisition price of the shares to be bought back, (b) the amount of loans granted to third parties to acquire shares in its own capital and (c) distributions from profit or free reserves following the balance sheet date, is equal to or exceeds the called-up and paid-in share capital *plus* the reserves that must be kept pursuant to Dutch law and the articles of association (*statuten*) of the Company, whereby "shareholders' equity" is calculated on the basis of the latest adopted balance sheet.

In addition, only fully paid-up shares may be bought back, and the Company may not buy-back shares in its own capital in case more than six months have elapsed after the end of the financial year without the adoption of the annual accounts.

It should be noted that in the Financial Statements at 31 December 2023 – submitted to the approval of the Shareholders' Meeting at the same time of the present request of authorisation – the entered available reserves, excluding the negative reserves for treasury shares, by Euro 624,627,747 (not considering the profit of the year) and excluding the development costs not amortised by Euro 85,970,114, result as available net reserves and amount to Euro 538,657,633.

The proposal allows the Board of Directors to purchase treasury shares for a maximum amount of Euro 144,000,000, which is fully covered by the available net reserves on the books.

4) Term of the authorisation required.

The authorisation to buy treasury shares is required for the maximum term provided for in article 2357, paragraph 2, of the Italian Civil Code and article 2:98 of the Dutch Civil Code, *i.e.*, 18 months commencing on the date of the resolution passed by the Shareholders' Meeting called to authorise such buy-back (specifically, should the authorisation to buy-back treasury shares be approved by the meeting to be held on 23 April 2024, it would expire on 23 October 2025).

It should be noted that the Company may proceed to the above-mentioned buy-back transactions in whole or in part, in one or more times and at any time, in compliance with the applicable regulatory provisions from time to time in force.

5) Minimum and Maximum purchase price.

The authorisation to buy-back treasury shares could be effected, in accordance with the legislation and regulatory provisions applicable from time to time:

- for a minimum price not lower than the closing price of the shares during the trading session on the day before each transaction is undertaken, reduced by 10%;
- for a maximum price not higher than the closing price of the shares during the trading session on the day before each transaction is undertaken, increased by 10%.

6) Methods to buy-back treasury shares.

The buy-back of treasury shares will be carried out on regulated markets, in compliance with current national legislation and, in particular, article 132 of the TUF, article 144-bis, paragraph 1 and paragraph 1-bis of the Issuers' Regulation, article 144-bis.1 of the Issuers' Regulation, where

applicable, as well as in compliance with the European and national legislation on market abuse in force from time to time and, therefore, among other things, the Regulation and the Delegated Regulation.

Pursuant to article 132 of TUF and article 144-bis, paragraph 1, of the Issuers' Regulation, where applicable, treasury shares shall be bought, in one or more tranches, in the following ways:

- (i) through public tender or exchange offering;
- (ii) on regulated markets, under the operating conditions set out in the regulations governing the organisation and management of said markets, provided that purchase bids are not directly paired with sales bids; and
- (iii) by granting Shareholders, in proportion to the shares held, a put option to be exercised during a period corresponding to the term of the Shareholders' authorisation for the purchase of treasury shares.

Purchases will be made in accordance with the conditions laid down by the market practices, pursuant to article 13 of the Regulation and in compliance with article 5 of the Regulation, as well as the applicable provisions of the Delegated Regulation.

Please note that pursuant to the exemption provided for in article 132, paragraph 3, of the TUF and article 2:98 paragraph 5 of the Dutch Civil Code, the above operating procedures and any other Dutch law conditions do not apply in the event of purchase of treasury shares by the Company for employees of the Company, subsidiaries or parent companies that have been assigned as part of an equity incentive plan.

7) Information on the use of the purchase to reduce the share capital.

The buy-back of treasury shares is not instrumental to the reduction of Company's share capital, without prejudice to the Company's right to perform a share capital decrease should the Shareholders' Meeting approve a share capital decrease in the future, including through the cancellation of treasury shares in portfolio.

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The Company shall give due notice to the public and Consob, in accordance with the terms and conditions established by applicable laws and regulations.

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Now therefore, in light of the foregoing, we submit for your approval the following resolution proposal:

"The Ordinary Shareholders' Meeting of Brembo S.p.A.:

- *having regard to the resolution passed by the Ordinary Shareholders' Meeting, held on 20 April 2023 and concerning the authorisation to buy-back treasury shares,*
- *examined the illustrative report prepared by the Board of Directors of Brembo S.p.A.,*
- *having acknowledged the proposal submitted by the Board of Directors of Brembo S.p.A. with regard to the authorisation to buy-back treasury shares;*

resolves

- 1. to revoke, from the date of the current Shareholders' Meeting resolution, the previous authorisation to purchase the treasury shares passed in the Shareholders' Meeting on 20 April 2023, for any portion not executed;*
- 2. to authorise, pursuant to the art. 2357 of Italian Civil Code and article 2:98 of the Dutch Civil Code, for a period of 18 months from the date of the current Shareholders' Meeting resolution (i.e., until 23 October 2025), the purchasing, in one or more tranches anytime, of a maximum of 8,000,000*

English Translation for Convenience – Only the Italian version is authentic

treasury shares up to a maximum amount of Euro 144,000,000 for the purposes referred to in the Illustrative Report of the Board of Directors, at the following terms and conditions:

- a) for a unitary share purchase price not lower than the official price recorded for the trading session preceding each purchase transaction reduced by 10% and for a maximum price not higher than the official price recorded for the trading session preceding each purchase transaction, increased by 10%, to be taken from unrestricted reserves;*
 - b) according to one of the methods provided for by the combined provisions in articles 132 of the TUF and 144-bis of the Issuers' Regulation, where applicable, taking into account the specific exemption provided for by paragraph 3 of the same article 132 of the TUF, and article 2:98 paragraph 5 of the Dutch Civil Code and in any case, by any other means permitted by the laws and regulations applicable from time to time;*
- 3. to grant to the Board of Directors, with the express right of delegation, the widest powers necessary or appropriate to execute this resolution, including by means of authorised intermediaries and approving any and all executive provisions of the relative acquisition programme.”*

Stezzano, 5 March 2024

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