



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy  
Paid up share capital: €34,727,914.00  
E-mail: ir@brembo.it; 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 **22 April 2021 at 10:30 a.m. (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 2020, 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 December 2020, 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 December 2020, pursuant to Legislative Decree No. 254 of 30 December 2016.
5. Authorisation for the buy-back and disposal of own shares. Relevant and ensuing resolutions.
6. Report on the Remuneration Policy for 2021 and Remuneration Paid in 2020:
  - 6.1 examination of Section I, drawn up pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 (*i.e.*, Remuneration policy for 2021). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of 24 February 1998;
  - 6.2 examination of Section II, drawn up pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998 (*i.e.*, Remuneration paid in 2020). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998.
7. Engagement of the independent auditing firm for the period 2022–2030 and determination of the associated fees. Relevant and ensuing resolutions.

#### Extraordinary session

1. Amendments to Articles 1 and 4 of Brembo S.p.A.'s By-laws:
  - 1.1 Amendments to Article 4;
  - 1.2 Amendment to Article 1.Relevant and ensuing resolutions.

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Stezzano, 4<sup>th</sup> March 2021

On behalf of the Board of Directors  
The Chairman  
(Alberto Bombassei)

**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.

**RIGHT TO ATTEND THE SHAREHOLDERS' MEETING**. Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 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., **13 April 2021**); 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., 13 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 **19 April 2021**). 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 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 Article 106, paragraph 4, of Legislative Decree No. 18 of 17 March 2020 (converted into Law No. 27 of 24 April 2020 and amended by Article 3, paragraph 6, of Decree-Law No. 183 of 31 December 2020) ("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 only 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 22 April 2021 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 as an electronically reproduced copy (in PDF format) and transmitted to the address [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it), provided that the proxy granter, even if a legal person, uses a certified e-mail account, or otherwise signs the electronic document using an advanced, qualified or digital electronic signature, or by using an ordinary e-mail account, sending an e-mail to the address [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it), with 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 **20 April 2021**). The proxy and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than **20 April 2021**). 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-undecies of the TUF which, with the related written voting instructions, must be delivered to Computershare S.p.A. at the address [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it), provided that the proxy granter, even if a legal person, uses a certified e-mail account or, otherwise, signs the electronic document using an advanced, qualified or digital electronic signature, or uses an ordinary e-mail account, sending the message to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) 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 **21 April 2021**).

**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., 13 April 2021) to the e-mail address [ir@brembo.it](mailto:ir@brembo.it).

All such questions must reach the Company in a timely manner in order for the same to be dealt with during the Shareholders' Meeting, and in any event, no later than by the end of the 5<sup>th</sup> (fifth) market business day preceding the scheduled date of the Shareholders' Meeting (i.e. **15 April 2021**). Questions raised prior to the Shareholders' Meeting shall be answered at the very latest during the course of the latter, although the Company reserves the right to treat several questions regarding the same subject-matter as a single query. 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 **15 March 2021**), 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 **7 April 2021**).

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. Pursuant to Article 126-bis, paragraph 1, of TUF, individual parties with voting rights may submit proposed resolutions to the General Shareholders' Meeting.

**RIGHT OF WITHDRAWAL.** The proposed resolution under point 1.1 on the agenda of the extraordinary section concerns amendments to Article 4 of the By-laws relating to the purpose. These amendments, if approved, will grant the right of withdrawal to shareholders of the Company who have not contributed to passing the resolution concerned, pursuant to Article 2437, paragraph 1, letter a), of the Italian Civil Code.

Accordingly, such shareholders will be authorised to exercise the right of withdrawal within 15 (fifteen) days of the date of registration of the Shareholders' Meeting resolution with the competent Companies Registry; this date will be circulated in the notice published on Brembo's website at [www.brembo.com](http://www.brembo.com), in the section "Investors", "For Shareholders", "Company Notices" and at least in one nationally circulated daily newspaper, as well as on the authorised storage system "1info-storage" ([www.1info.it](http://www.1info.it)).

It should be noted that the per-share liquidation value of the Company's ordinary shares in relation to which the right of withdrawal is exercised has been set at € **10.036**. The liquidation value of the Company's ordinary shares was determined according to the legal terms, in compliance with Article 2437-ter, paragraph 3, of the Italian Civil Code, by exclusive reference to the arithmetic average closing prices of the Company's ordinary shares in the six months prior to the date of publication of this notice of calling.

**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.

Those who wish to receive the above documentation in print must submit an express request to the Company at the e-mail address [ir@brembo.it](mailto:ir@brembo.it) no later than **31 March 2021**.

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The information in this notice may be updated, changed or supplemented in view of the current emergency situation relating 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.