



Stezzano, 30 March 2010

**PRESS RELEASE PURSUANT TO ARTICLE 84-BIS, PARAGRAPH 3, OF CONSOB
RESOLUTION No. 11971 OF 14 MAY 1999, AS AMENDED (THE “RULES FOR
ISSUERS”), ON COMPENSATION PLANS BASED ON FINANCIAL
INSTRUMENTS**

On 30 March 2010, the extraordinary meeting of the Board of Directors of Brembo S.p.A. (“**Brembo**” or the “**Company**”) authorised, pursuant to Article 2389 of the Italian Civil Code, with the favourable opinion of the Board of Statutory Auditors and by proposal of the Remuneration Committee, a three-year incentive plan for executive directors and top managers for the period 2010-2012 (the “**Reference Period**”), based, *inter alia* and indirectly, on financial instruments, intended for the executive directors and/or employees of Brembo and its subsidiaries (the “**Beneficiaries**”) known as the *Three-year (2010/2012) Incentive Plan for Executive Directors and Top Managers* (the “**Plan**”). In accordance with the law, this Plan shall be submitted for the approval of the General Shareholders’ Meeting convened for 27 and 29 April 2010 (first and second call, respectively).

During today’s session, the Board of Directors also identified the potential Beneficiaries of the Plan as Brembo’s Chairman and Managing Director, Alberto Bombassei, the Company’s CFO, Matteo Tiraboschi, 7 Brembo managers, Antonio Braiato (Passenger Car & Commercial Vehicles Systems Division General Manager), Giovanni Canavotto (Brake Discs Division General Manager), Riccardo Cesarini (Performance Group Director), Paolo Ferrari (Human Resources and Organisation Manager), Nicolas De Gaudemont (Business Unit Aftermarket Director), Paolo Magri (Motorcycle Business Unit Director), Roberto Vavassori (Business Development Director), and 22 holders of the power to make management decisions that may affect the development and future prospects of the Company and the Group.

The purpose of the Plan is to provide incentives for achieving key medium- and long-term strategic goals and, accordingly, aligning the interests of Plan Beneficiaries with those of the Company’s shareholders.

The Plan calls for the Beneficiaries to receive a gross cash incentive, the amount of which will be determined by the respective delegated bodies, on the basis of the achievement of the performance objectives set by the Company's Board of Directors according to the following indicators: (a) total shareholder return (change in the price of Brembo stock plus any dividends distributed during the Reference Period); (b) free operating cash flow (the Brembo Group's operating cash flow during the Reference Period) and (c) the ratio of the Group's net financial position to EBITDA during the Reference Period.

In accordance with Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Rules for Issuers, we report that the illustrative report and fact sheet concerning the Plan will be made available to the public at least fifteen days prior to the coming Shareholders' Meeting, in accordance with the conditions established by applicable laws and regulations.

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