

PRESS RELEASE

Stezzano, 29 April 2014

The General Shareholders' Meeting of Brembo was held today in Stezzano (Bergamo, Italy) and resolved on:

- **the approval of the 2013 Annual Report and the distribution of a gross dividend of €0.50 per share**
- **the appointment of the Board of Directors and the Board of Statutory Auditors**
- **the amendment to Article 5 of the By-laws**
- **the plan for the buy-back and sale of own shares**

Approval of the Financial Statements and allocation of net income

The General Shareholders' Meeting of Brembo, held today at the Stezzano (Bergamo, Italy) headquarters under the chairmanship of Alberto Bombassei, approved the Financial Statements for the year ended 31 December 2013 and the distribution of a gross dividend of €0.50 per share outstanding at ex-coupon date, with the exclusion of the Company's own shares.

Payment date will be on 15 May 2014, with coupon No. 22 ex-date 12 May and record date 14 May.

Brembo S.p.A.'s net revenues for 2013 amounted to €638 million, essentially in line with the previous year. The General Shareholders' Meeting approved the following allocation of net income, which amounted to €41.4 million:

- to the Shareholders a gross dividend of €0.50 per ordinary share outstanding at ex-coupon date, with the exclusion of own shares;
- the remaining amount to reserves.

Appointment of the Board of Directors

Based on the two lists of candidates received, the General Shareholders' Meeting appointed the new Board of Directors, which will remain in office until the approval of the Financial Statements for the year ending 31 December 2016. The Board is made up as follows:

Board of Directors		
Alberto Bombassei	Chairman	Elected from the list submitted by Nuova Fourb
Matteo Tiraboschi	Deputy Chairman	Elected from the list submitted by Nuova Fourb
Andrea Abbati Marescotti	Executive	Elected from the list submitted by Nuova Fourb
Cristina Bombassei	Executive	Elected from the list submitted by Nuova Fourb
Umberto Nicodano	Non-executive	Elected from the list submitted by Nuova Fourb
Barbara Borra	Independent	Elected from the list submitted by Nuova Fourb
Gianfelice Rocca	Independent	Elected from the list submitted by Nuova Fourb
Giovanni Cavallini	Independent	Elected from the list submitted by Nuova Fourb
Giancarlo Dallera	Independent	Elected from the list submitted by Nuova Fourb
Pasquale Pistorio	Independent	Elected from the list submitted by Nuova Fourb
Bianca Maria Martinelli	Independent	Elected from the list submitted by a group of Shareholders (2.11% of share capital)

Appointment of the Board of Statutory Auditors

Based on the two lists of candidates received, the General Shareholders' Meeting has appointed the Board of Statutory Auditors, which is composed of the following members:

Board of Statutory Auditors		
Raffaella Pagani	Auditor - Chairwoman	Elected from the list submitted by a group of Shareholders (2.11% of share capital)
Sergio Pivato	Auditor	Elected from the list submitted by Nuova Fourb
Milena T. Motta	Auditor	Elected from the list submitted by Nuova Fourb
Marco Salvatore	Alternate Auditor	Elected from the list submitted by Nuova Fourb
Myriam Amato	Alternate Auditor	Elected from the list submitted by a group of Shareholders (2.11% of share capital)

The resumes of Directors and Statutory Auditors, as well as additional documentation required by current applicable laws and regulations are available on the website:

<http://www.brembo.com/it/Investitori/Informazioni-per-gli-azionisti/Pages/Assemblea-soci-2014.aspx>.

Amendment to Article 5 of the By-laws

The Shareholders' Meeting also granted the Board of Directors the power to increase share capital, excluding option rights, pursuant to Articles 2443 and 2441, paragraph 4, of the Italian Civil Code.

Plan for the Buy-back and Sale of Own Shares

The plan for the buy-back and sale of own shares approved by the General Shareholders' Meeting is as follows.

1. Reasons for which this authorisation is requested:
 - undertaking, directly or through intermediaries, any investments also to limit abnormal movements in stock prices, stabilising stock value and 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;
 - carrying out, in accordance with the Company's strategic guidelines, share capital transactions or whatsoever transaction which makes it necessary or appropriate share package swaps through exchange, contribution, or any other available methods;
 - buying back own shares as a medium-/long-term investment.
2. The Company's share capital amounts to €34,727,914 and is divided into 66,784,450 ordinary shares (including 1,747,000 own shares in portfolio) with a nominal value of €0.52 each. Under the said authorisation, the Board of Directors would be allowed to buy and/or dispose of, on one or more tranches, up to a maximum of 1,600,000 own shares which, together with own shares in portfolio at the date of the Shareholders' Meeting, would represent 5.01% of Company's share capital.
3. The minimum purchase price is €0.52 (fifty-two euro cents) and the maximum purchase price is €30.00 (thirty euro), for a maximum expected outlay of €48,000,000. With reference to the disposal of own shares, the Board of Directors will define, from time to time, all the criteria to set the relevant consideration and/or methods, terms and conditions to use own shares in portfolio, taking due account of the realisation methods applied, the price trend of the stock in the period before the transaction and the best interest of the Company.
4. The authorisation to buy back own shares has a duration of 18 months from the date of the Shareholders' resolution (29 October 2015).

5. Own shares shall be purchased or disposed of on regulated markets, on one or more tranches, on a revolving basis, in accordance with applicable regulations in force, so as to ensure equal treatment to all Shareholders and not to allow direct matching of buy orders with predetermined sell orders.

The sale of own shares held will be effected in the most appropriate way in the interest of the Company, including on-the-market and off-market disposal, or swaps with equity investments as part of industrial projects.

Board of Directors: Appointment of the Chief Executive Officer and Composition of the Corporate Governance Committees

At its meeting following the General Shareholders' Meeting, the Board of Directors of Brembo S.p.A., chaired by Alberto Bombassei, granted the powers and prerogatives of Chief Executive Officer to Andrea Abbati Marescotti, thereby also confirming the powers granted to the Chairman and to the Executive Deputy Chairman Matteo Tiraboschi.

The Board verified the satisfaction of independence requirements by the independent Directors and members of the Board of Statutory Auditors pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance (TUF) (applicable to Directors in accordance with Article 147-ter, paragraph 4, of TUF) and the Corporate Governance Code promoted by Borsa Italiana, on the basis of the information provided by such Directors and Auditors in confirmation of the information presented in the above summary table.

The Board of Statutory Auditors then verified that the criteria adopted by the Board of Directors had been properly applied.

The following Committees were set up and the following appointments made in accordance with applicable laws and regulations:

Remuneration & Appointments Committee	
Barbara Borra	(Chairwoman) - Independent
Umberto Nicodano	Non-executive
Giovanni Cavallini	Independent

Audit & Risk Committee*	
Giovanni Cavallini	(Chairman) - Independent
Bianca Maria Martinelli	Independent
Giancarlo Dallerà	Independent

(*it also acts as the Related Party Transactions Committee)

Lead Independent Director
Pasquale Pistorio

Director in charge of overseeing the Internal Control and Risk Management System
Cristina Bombassei

Executive in charge of implementing Law 262
Matteo Tiraboschi

In addition, the Board of Directors assigned the function of **Supervisory Committee** to the Board of Statutory Auditors, which will rely on the collaboration of the Internal Audit Director, Alessandra Ramorino, Attorney Marco Bianchi (Studio Castaldi Mourre & Partners) and Mario Tagliaferri (Studio Lexis).

Pursuant to Article IA.2.6.7 of the Instructions on the Rules of Markets organised and managed by Borsa Italiana, the Directors disclosed the following equity interests in Brembo S.p.A. at the appointment date: A. Bombassei 35,744,753 shares (through Nuova Fourb S.r.l.).

The operating and financial figures for the **first quarter of 2014** will be examined by the Board of Directors on **14 May 2014**.

The manager in charge of the Company's financial reports, Matteo Tiraboschi, declares, pursuant to paragraph 2 of Article 154-bis of Italy's Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documented results, books and accounting records.

Company contacts:

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