



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy  
Paid up share capital: € 34,727,914.00  
E-mail: [ir@brembo.it](mailto:ir@brembo.it) <http://www.brembo.com>  
Bergamo Register of Companies – Tax Code No. 00222620163

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – APRIL 20<sup>TH</sup>, 2017

### SUMMARY REPORT OF THE VOTES as of art. 125-quater, par. 2, Legislative Decree 24 febbraio 1998 n. 58

In accordance with art. 125-quater, par. 2, Legislative Decree 58/1998, please find hereinafter the Summary Report of the Votes expressed during the Ordinary and Extraordinary Shareholders' Meeting of Brembo S.p.A. held at the Company offices at Viale Europa 2, 24040 Stezzano (Bergamo) on April 20th, 2017 at 10:30 a.m. CET (single calling).

The Company's share capital of € 34,727,914.00 is represented by 66,784,450 ordinary shares without nominal value. Each ordinary share entitles the owner to one vote in ordinary and extraordinary shareholders' meetings.

At Shareholders' Meeting date, the Company holds 1,747,000 own shares representing 2,616% 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 65,037,450.

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Shares represented at the beginning of the Shareholders' Meeting	Total n. 49.274.545 ordinary shares representing 73,781464% of the share capital, in n. 503 shareholders of which n. 12 in person e n. 491 by proxy.
Shares represented at the first resolution and until the resolution on item 5.4 of the Shareholders' Meeting – ordinary Section	Total n. 49.275.310 ordinary shares representing 73,782610% of the share capital, in n. 505 shareholders of which n. 14 in person e n. 491 by proxy.
Shares represented at the resolution on item 6.1 of the Shareholders' Meeting – ordinary Section	Total n. 49.274.810 ordinary shares representing 73,781861% of the share capital, in n. 504 shareholders of which n. 13 in person e n. 491 by proxy.
Shares represented at the first resolution and for all the duration of the Shareholders' Meeting – extraordinary Section	Total n. 49.274.810 ordinary shares representing 73,781861% of the share capital, in n. 504 shareholders of which n. 13 in person e n. 491 by proxy.

### **ITEM 1 OF THE AGENDA**

**Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2016, 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.**

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.136.310 ordinary shares representing 73,574477% of the share capital

<b>Resolution</b>	to approve the Financial Statements of Brembo S.p.A. at 31 December 2016.
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	49.136.310	100,000000	73,574477
Against	--	--	--
Abstentions	--	--	--
<b>Total amount*</b>	49.136.310	100,000000	73,574477

\*not voting n. 139.000 ordinary shares representing 0,2081% of the share capital

### **ITEM 2 OF THE AGENDA**

**Allocation of profit for the year. Related and Ensuing resolutions**

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.136.310 ordinary shares representing 73,574477% of the share capital

<b>Resolution</b>	to allocate the 2016 net income of Brembo S.p.A. amounting to Euro 138.392.654,82 as follows: <ul style="list-style-type: none"> <li>to the Shareholders, an ordinary dividend of Euro 1,00 for each of the outstanding shares;</li> <li>the remaining amount carried forward; and</li> </ul> to pay dividends as of 24 May 2017, ex coupon on 22 May 2017 (record date on 23 May 2017).
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	49.136.310	100,000000	73,574477
Against	--	--	--
Abstentions	--	--	--
<b>Total amount*</b>	49.136.310	100,000000	73,574477

\*not voting n. 139.000 ordinary shares representing 0,2081% of the share capital

### **ITEM 3 OF THE AGENDA**

**Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2016, 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.**

No resolution is needed according to Italian Civil Code which requires the approval of the Financial Statements of the year and only the view of the Consolidated Financial Statements.

### **ITEM 4 OF THE AGENDA**

**Authorisation for the buy-back and disposal of own shares. Relevant and ensuing resolutions.**

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.136.310 ordinary shares representing 73,574477% of the share capital

<b>Resolution</b>	<ol style="list-style-type: none"> <li>1. after prior revocation of the previous authorisation passed on 21 April 2016 — which was not implemented — to authorise the purchasing up to a maximum of 1.600.000 own shares for a maximum amount of Euro 120.000.000 and the disposal of all the own shares, in one or more tranches for a term of 18 months, for a minimum price of no more than 10% below the price of the shares during the trading session on the day before each transaction is undertaken and for a maximum price of no more than 10% above the price of the shares during the trading session on the day before each transaction is undertaken, to be taken from unrestricted reserves.</li> <li>2. to authorize for a term of 18 months the disposal of the acquired treasury shares, in one or more tranches, granting to the Board of Directors the power to 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 operating methods applied and the price trend of the stock in the period before the transaction, acting in the best interest of the Company;</li> <li>3. to grant the Chairman and Executive Vice Chairman full powers, to be exercised severally and/or delegated to third parties, to implement the Resolutions as per points (1) and (2) above, even availing of attorneys-in-fact, in accordance with applicable laws and as requested by relevant authorities.</li> </ol>
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	48.919.250	99,558249	73,249462
Against	217.060	0,441751	0,325016
Abstentions	--	--	--
<b>Total amount*</b>	49.136.310	100,000000	73,574477

\*not voting n. 139.000 ordinary shares representing 0,2081% of the share capital

## ITEM 5 OF THE AGENDA

### Appointment of the Board of Directors:

#### 5.1 Determination of the number of members of the Board of Directors and the duration of their term of appointment.

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.122.061 ordinary shares representing 73,553141% of the share capital

<b>Resolution</b>	to set at 11 the number of the members making up the Board of Directors
<b>Resolution</b>	to set the term of office of the new Board of Directors in 3 financial years, with expiration on the date of approval of the Financial Statements for the year ending 31 December 2019

Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	49.013.293	99,778576	73,390277
Against	108.768	0,221424	0,162864
Abstentions	--	--	--
<b>Total amount*</b>	49.122.061	100,000000	73,553141

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital

#### 5.2 Appointment of Directors.

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.134.630 ordinary shares representing 73,571962% of the share capital

<b>Resolution</b>	to approve the Single List (List n. 1) submitted by the main shareholder Nuova Fourb Srl, composed of 10 candidates, appointed according to the following list: <ol style="list-style-type: none"> <li>1. Alberto Bombassei</li> <li>2. Cristina Bombassei</li> <li>3. Matteo Tiraboschi</li> <li>4. Andrea Abbati marescotti</li> <li>5. Giovanni Canavotto</li> <li>6. Umberto Nicodano</li> <li>7. Barbara Borra - Independent Director</li> <li>8. Valerio Battista - Independent Director</li> <li>9. Laura Cioli - Independent Director</li> <li>10. Gianfelice Rocca - Independent Director</li> </ol>
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	47.856.455	97,398627	71,658081
Against	322.983	0,657343	0,483620
Abstentions	955.192	1,944030	1,430261
<b>Total amount*</b>	49.134.630	100,000000	73,571962

\*not voting n. 140.680 ordinary shares representing 0,2106% of the share capital

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.267.905 ordinary shares representing 73,771522% of the share capital

<b>Resolution</b>	to approve the proposal, submitted by a group of shareholders, to appoint, as eleventh member of the Board of Directors, Mrs. Nicoletta Giadrossi
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	49.175.168	99,811770	73,632661
Against	70.681	0,143463	0,105835
Abstentions	22.056	0,044767	0,033026
<b>Total amount*</b>	49.267.905	100,000000	73,771522

\*not voting n. 7.405 ordinary shares representing 0,0111% of the share capital

### 5.3 Appointment of the Chairman and of the Deputy Chairman of the Board of Directors

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.002.061 ordinary shares representing 73,373459% of the share capital

<b>Resolution</b>	to appoint as Chairman of the Board of Directors Mr. Alberto Bombassei
<b>Resolution</b>	to appoint as Deputy Chairman of the Board of Directors Mr. Matteo Tiraboschi

Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	48.678.031	99,338742	72,888271
Against	319.030	0,651054	0,477701
Abstentions	5.000	0,010204	0,007487
<b>Total amount*</b>	49.002.061	100,000000	73,373459

\*not voting n. 273.249 ordinary shares representing 0,4092% of the share capital

### 5.4 Determination of the total remuneration of Directors for each annual term

Shares represented at the resolution	total n. 49.275.310 ordinary shares representing 73,782610% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.122.061 ordinary shares representing 73,553141% of the share capital

<b>Resolution</b>	to set the overall remuneration of the Directors, including those vested with specific tasks, to be allocated by the Board itself, at a total of Euro 4.000.000,00 per year
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	48.935.382	99,619969	73,273617
Against	--	0,000000	0,000000
Abstentions	186.679	0,380031	0,279525
<b>Total amount*</b>	49.122.061	100,000000	73,553141

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital

## **ITEM 6 OF THE AGENDA**

### **Appointment of the Board of Statutory Auditors:**

#### **6.1 appointment of three Statutory Auditors and two Alternate Auditors**

Shares represented at the resolution	total n. 49.274.810 ordinary shares representing 73,781861% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.274.810 ordinary shares representing 73,781861% of the share capital

<b>Resolution and Announcement composition of the New Board of Statutory Auditors</b>	<p>the Board of Statutory Auditors, with a term of office of 3 (three) financial years (2017-2019), is composed of the candidates listed below:</p> <ol style="list-style-type: none"> <li>1. Raffaella Pagani, Standing Auditor - Chairman;</li> <li>2. Alfredo Malguzzi, Standing Auditor;</li> <li>3. Mario Tagliaferri, Standing Auditor;</li> <li>1. Marco Salvatore, Alternate Auditor;</li> <li>2. Myriam Amato, Alternate Auditor.</li> </ol>
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour of List n.1	36.791.084	74,665096	55,089297
In favour of List n. 2	12.412.291	25,189932	18,585600
Against of both Lists	70681	0,143442	0,105835
Abstentions of both Lists	754	0,001530	0,001129
<b>Total amount*</b>	49.274.810	100,000000	73,781861

#### **6.2 appointment of three Statutory Auditors and two Alternate Auditors**

Having been submitted two lists, there has been no vote on the appointment of the Chairman of the Board of Statutory Auditors as appointed directly pursuant to By-laws' regulation.

#### **6.3 determination of the annual remuneration of members of the Board of Statutory Auditors for each annual term.**

Shares represented at the resolution	total n. 49.274.810 ordinary shares representing 73,781861% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.121.561 ordinary shares representing 73,552393% of the share capital

<b>Resolution</b>	to set the overall remuneration of the members of the Board of Statutory at a total of Euro 196.000,00 per year, to distribute proportionally among Standing Auditors pursuant to the law
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	47.021.489	95,724745	70,407840
Against	654.536	1,332482	0,980072
Abstentions	1.445.536	2,942773	2,164480
<b>Total amount*</b>	49.121.561	100,000000	73,552393

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital

## **ITEM 7 OF THE AGENDA**

### **Presentation of the Remuneration Report of Brembo S.p.A. Resolutions pursuant to Article 123-ter of TUF.**

Shares represented at the resolution	total n. 49.274.810 ordinary shares representing 73,781861% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.121.561 ordinary shares representing 73,552393% of the share capital

<b>Resolution (1)</b>	to approve the Section1 of the Remuneration Report of Brembo S.p.A.
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	41.121.588	83,713928	61,573597
Against	7.768.267	15,814373	11,631850
Abstentions	231.706	0,471699	0,346946
<b>Total amount*</b>	<b>49.121.561</b>	<b>100,000000</b>	<b>73,552393</b>

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital

(1) Non-binding resolution. According to art. 123 ter, par. 6, of the Consolidated Law of Finance, and with respect to articles 2389 and 2409-terdecies, par. 1, letter a), of Italian Civil Code, and article 114-bis, the Shareholders' Meeting is required to resolve in favour or against the Remuneration Report (Section1 of the Remuneration Report).

## **ITEM 8 OF THE AGENDA**

### **Proposal for Voluntary Withdrawal of the shares of Brembo S.p.A. from the STAR segment pursuant to Article 2.5.8 of Rules of Borsa Italiana S.p.A.. Related and ensuing resolutions**

Shares represented at the resolution	total n. 49.274.810 ordinary shares representing 73,781861% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.121.561 ordinary shares representing 73,552393% of the share capital

<b>Resolution</b>	to approve the proposal for Voluntary Withdrawal of the shares of Brembo S.p.A. from the STAR segment
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	48.951.811	99,654429	73,298217
Against	169.750	0,345571	0,254176
Abstentions	0	0,000000	0,000000
<b>Total amount*</b>	<b>49.121.561</b>	<b>100,000000</b>	<b>73,552393</b>

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital

**ITEM 1 OF THE AGENDA (EXTRAORDINARY SECTION)**

***Increase in the total number of shares through a stock split without any change in the amount of the share capital, to be executed by the cancellation of the existing ordinary shares in issue and assigning five newly issued shares per each ordinary share withdrawn and cancelled. Amendment to Article 5 of the By-laws. Related and ensuing resolutions.***

Shares represented at the resolution - extraordinary Section	total n. 49.274.810 ordinary shares representing 73,781861% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 49.121.561 ordinary shares representing 73,552393% of the share capital

<b>Resolution</b>	To approve the proposal of Increase in the total number of shares through a stock split
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Vote result	Number of shares	% of voting shares in attendance to the meeting*	% Share capital
In favour	49.121.561	100	73,552393
Against	--	--	--
Abstentions	--	--	--
<b>Total amount*</b>	49.121.561	100,000000	73,552393

\*not voting n. 153.249 ordinary shares representing 0,2295% of the share capital