



PRESS RELEASE

Stezzano, 18 April 2019

The General Shareholders' Meeting of Brembo was held today in Stezzano (Bergamo) and approved:

- the 2018 Financial Statements and a gross dividend of €0.22 per share;
- the plan for the buy-back and disposal of own shares;
- the amendment to Article 5 of the By-laws – renewal of the granting to the Board of Directors of the power to increase the Share Capital;
- the amendment to Article 6 of the By-laws – introduction of the increased voting rights mechanism.

Approval of the Financial Statements and Allocation of Profit

The General Shareholders' Meeting of Brembo, held today at the Headquarters in Stezzano, Bergamo, under the chairmanship of Alberto Bombassei, approved the Financial Statements for the year ended 31 December 2018 and the distribution of a gross dividend of €0.22 per share outstanding at ex-coupon date, with the exclusion of the Company's own shares. Payment date for the dividend will be 22 May 2019, ex-coupon No. 2 on 20 May 2019 (*record date: 21 May 2019*).

Brembo Group's revenues for 2018 amounted to €2,640.0 million, up 7.2% compared to the previous year (+9.6% on a like-for-like exchange rate basis). As already disclosed, 2018 showed a good growth in revenues and EBITDA, which stood at €500.9 million (19.0% of sales), up 4.4% compared to the previous year.

The Parent Brembo S.p.A.'s consolidated net revenues for 2018 amounted to €961.7 million, up 6.9% compared to the previous year.

The General Shareholders' Meeting approved the following allocation of profit, which amounted to €114.1 million:

- to the Shareholders a gross dividend of €0.22 per each ordinary share outstanding at ex-coupon date, with the exclusion of own shares;
- the remaining amount carried forward.

Plan for the Buy-back and Sale of Own Shares

Today, the General Shareholders' Meeting also approved the proposal for a new buy-back plan, aimed at:

- undertaking any investments, directly or through intermediaries, 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;
- 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;
- buying back own shares as a medium-/long-term investment.

The proposal envisages that the Board of Directors may purchase, in one or more tranches, up to a maximum of 8,000,000 ordinary shares, 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%, and 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%. With reference to the disposal of own shares, the Board of Directors will define, from time to time, in accordance with applicable legislation and/or allowed market practices, 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.

The authorisation is requested for a period of 18 months from the date of the resolution by the General Shareholders' Meeting and for a maximum purchasing amount of €144,000,000, which is adequately covered by the available net reserves recognised in the balance sheet. At present, the Company holds 8,735,000 own shares representing 2.616% of share capital.

Renewal of the Granting to the Board of Directors of the Power to Increase Share Capital Amendment to Article 5 of the By-laws

During its extraordinary session, the General 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.

In this regard, it should also be noted that the Board of Directors has no intention to immediately exercise such power, but rather intends to reserve the possibility to have rapid and flexible access to the necessary financial resources to grasp market opportunities in the context of the Group's continued growth and international development.

Increased Voting Rights – Amendment to Article 6 of the By-laws

In its extraordinary session, the General Shareholders' Meeting also approved the amendment to Article 6 of the By-laws concerning the introduction of the Increased Voting Rights mechanism pursuant to Article 127-*quinquies* of TUF.

The amendment aims to foster stable and loyal ownership by promoting medium/long-term investment in Brembo in order to support the Group's organic and non-organic growth.

The resolution will become effective as of the date of registration of the statutory amendment into the Bergamo Register of Companies. On that date, the operating procedures for adhering to the increased voting rights mechanism will be made available in a dedicated section of the corporate website. The public will be duly informed thereof through a corporate press release.

The amendment approved today calls for the allotment of two votes for each share belonging to the shareholder requesting to be registered in the Special List — maintained and updated by the Company — provided that the said share is held for a period of no less than 24 subsequent months.

Consolidated Disclosure of Non-Financial Information for 2018

The Shareholders' Meeting also examined the Consolidated Disclosure of Non-Financial Information for 2018 drawn up pursuant to Legislative Decree No. 254/2016.

This Disclosure, drawn up in compliance with the Guidelines of the Global Reporting Initiative (GRI standards), describes the company's business model, the Group's strategies, the actions implemented and the results achieved in pursuing its sustainable economic growth, while taking account of the expectations of the stakeholders involved and seeking constant improvement of the environmental and social impacts of its activities.

The operating and financial figures for **Q1 2019** will be examined by the Board of Directors on **9 May 2019**.

The manager in charge of the Company's financial reports Andrea Pazzi, 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.

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