



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

## CALLING OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Extraordinary and Ordinary Shareholders' Meeting to be held at the Company offices at Viale Europa 4 (Entry Gate 1), 24040 Stezzano (Bergamo) on **23 April 2020 at 10:30 a.m. CET**, in single calling, to resolve on the following

### AGENDA

#### Extraordinary Session

##### 1. Proposal of Amendments to the By-laws:

- 1.1 Update in accordance with the Italian Budget Law No. 169/2019 on gender quotas within the governing and control bodies of listed companies. Amendments to Articles 15-bis, 22 and 30;
- 1.2 Update in accordance with new Consob's guidelines on increased voting rights. Amendments to Article 6.

Relevant and ensuing resolutions.

#### Ordinary Session

1. Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2019, 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.
2. Allocation of profit for the year. Related and ensuing resolutions.
3. Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2019, 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.
4. Presentation of the Consolidated Statement on Non-Financial Information of the Brembo Group for the year ended in 31 December 2019, according to the D.Lgs. n.254/2016.
5. Authorization for the buy-back and disposal of own shares. Relevant and ensuing resolutions.
6. Appointment of the Board of Directors:
  - 6.1 determination of the number of the Board of Directors and the duration of their term of appointment;
  - 6.2 appointment of Directors;
  - 6.3 appointment of the Chairman and of the Deputy Chairman of the Board of Directors;
  - 6.4 determination of the total remuneration of Directors for each annual term.Related and ensuing resolution.
7. Appointment of the Board of Statutory Auditors:
  - 7.1 appointment of three Acting and two Alternate Auditors;
  - 7.2 appointment of the Chairman of the Board of Statutory Auditors;
  - 7.3 determination of the annual remuneration of the members of the Board of Statutory Auditors for each annual term.Related and ensuing resolution.

## 8 Report on 2020 Remuneration and about compensation paid:

8.1 exam of Section I prepared pursuant to Art. 123-ter paragraph 3 of Consolidated Law on Finance (TUF). Resolutions pursuant to art. 123 paragraph 3-bis and 3-ter of TUF.

8.2 exam of Section II prepared pursuant to Art. 123-ter paragraph 4 of Consolidated Law on Finance (TUF). Resolutions pursuant to art. 123 paragraph 6 of TUF.

Stezzano, March 9<sup>th</sup>, 2020

On behalf of the Board of Directors  
The Chairman  
signed by Alberto Bombassei

### 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. At today'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 n. 323.887.250. The own shares are considered for the purpose of calculating the majorities required for the constitution and for the resolutions of the shareholders' meeting.

### ENTITLEMENT TO TAKE THE FLOOR.

Pursuant to Article 83-sexies of the Finance Consolidation Law (TUF) and Article 11 of the By-laws, entitlement to take the floor and vote at Shareholders' Meetings is established pursuant to a notice to be served on the Company by the intermediary in accordance with the latter's own accounting records, by request and in favour of the person or party holding voting rights, on the basis of the records as at the end of accounting business on the seventh trading day preceding the scheduled date of the Shareholders' Meeting in single calling (so-called record date, i.e., 14 April 2020); credit or debit movements in the accounts following the said deadline shall not be taken into consideration for the intents and purposes of establishing entitlement to vote at the Shareholders' Meeting. Persons and parties which become shareholders of the Company only following such date (i.e., 14 April 2020), shall not be entitled to participate in or vote at the Shareholders' Meeting. The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting in single calling (i.e., no later than 20 April 2020). Without prejudice to entitlement to take the floor and/or vote in the event the said notice reaches the Company after said deadline but before commencement of the proceedings of the Shareholders' Meeting referred to in the individual notice of calling.

### PROXY VOTING.

Any and all persons and parties entitled to take the floor and vote at the Shareholders' Meeting may be represented at the latter pursuant to written proxy within the limits provided by law. For that purpose the proxy form may be used and be made available at the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders Meeting or at Company's registered offices, as well as at admitted intermediaries. The proxy may be awarded by electronic document signed in electronic form pursuant to Article 21, paragraph 2, of the Legislative Decree No. 82/2005. Notice of the proxy can be forwarded to the Company by e-mail to sent to the certified e-mail address [ufficiomilano@pecserviziottitoli.it](mailto:ufficiomilano@pecserviziottitoli.it).

The proxy who is to take the floor and/or vote at the Shareholders' Meeting must, in any event, certify the identity of the grantor and that the copy forwarded is a true copy of the original. The form for the said certification is available at the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders' Meeting.

The proxy letter with voting instructions may be conferred, free of charge, by any person or party providing proof of entitlement to vote pursuant to law, on Computershare S.p.A., appointed by the Company for such purpose pursuant to Article 135-undecies of TUF, by filling in and duly signing the related form available at the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders' Meeting, as well as at the Company's registered offices, it being understood that the original of the said proxy letter must reach Computershare, at its legal offices in Milan, at Via Mascheroni, 19 – 20145 Milan, preferably after a copy of the same is forwarded by e-mail to the address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it) or as attachment by e-mail to the certified address [ufficiomilano@pecserviziottitoli.it](mailto:ufficiomilano@pecserviziottitoli.it), no later than the end of the second trading day preceding the scheduled date of the Shareholders' Meeting in single calling (i.e., no later than 21 April 2020). Proxies conferred in accordance with the above shall be deemed valid only for the motions in respect of which voting instructions are imparted. The proxy letter and voting instructions shall remain revocable up to the same deadline mentioned above (i.e., no later than 21 April 2020).

Procedures for voting by correspondence or by electronic means in relation to the Shareholders' Meeting are not provided.

### RIGHTS TO POSE QUESTIONS ON ITEMS PLACED ON THE AGENDA.

Pursuant to Article 127-ter of TUF and Article 10-ter of the By-laws, Shareholders may pose questions regarding the items placed on the agenda even prior to the Shareholders' Meeting, by forwarding the same (together with a statement certifying the right to vote at record date, i.e., 14 April 2020) 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 9.00 a.m. of 21 April 2020. 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 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 (i.e., no later than 23 March 2020), Shareholders who, even jointly, represent at least 1/40th of the share capital may apply for additional items to be placed on the agenda or submit motions to be raised on items already on the agenda, specifying the additional items or proposed resolutions in the related request. The said requests, together with a statement certifying the right to vote, must be forwarded by e-mail to sent to the certified e-mail address [brembospa@pec.brembo.it](mailto:brembospa@pec.brembo.it) or by registered letter with acknowledgement of receipt to the Company's registered offices in Stezzano (Bergamo), at Viale Europa, 2 – 24040 (to the kind attention of the Legal and Corporate Affairs Dept.). A report on the additional items proposed for inclusion in the agenda, as well as on reasons motivating the addition of 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

**English Translation for convenience – Only the Italian version is authentic**

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 art. 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 any presentations of additional proposed resolutions on subject matter already on the agenda shall be given at least 15 days prior to the scheduled date of the General Shareholders' Meeting according to the same terms of publication as this notice (i.e., by 8 April 2020). Additional proposed resolutions on subject matter already on the agenda shall be made available to the public, according to the conditions set forth in Article 125-ter, paragraph 1, of 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.

**APPOINTMENT OF CORPORATE BODIES.**

Pursuant to Articles 15-bis, 15-ter and 22 of the By-laws, available for consultation at the Company's registered office and the website [www.brembo.com](http://www.brembo.com), under Investor Relations/Corporate Governance, the Board of Directors and the Board of Statutory Auditors must be appointed on the basis of lists submitted by Shareholders setting forth the names of proposed candidates in serial order. The said lists of candidates, duly signed by the Shareholders submitting the same, must be filed with the Company's registered office in Stezzano (BG), at Viale Europa, 2 – 24040 (for the attention of the Legal and Corporate Affairs Dept.), or forwarded to the certified e-mail address [brembospa@pec.brembo.it](mailto:brembospa@pec.brembo.it), at least 25 calendar days prior to the scheduled date of the Shareholders' Meeting in single calling (i.e., no later than 5.00 p.m. on 29 March 2020), together with the documents required under applicable regulations and the aforesaid Articles of the By-laws.

The lists shall be made available for public consultation at the Company's legal office in Curno (BG), at Via Brembo 25, the website [www.brembo.com](http://www.brembo.com), under Investor Relations/Shareholders' Meeting, as well as at Borsa Italiana S.p.A., as well as by the authorized storage service ([www.1info.it](http://www.1info.it)), at least 21 days prior to the scheduled date of the Shareholders' Meeting (i.e., no later than 02 April 2020).

Voting lists may be submitted only by those shareholders who, as at the date on which the lists are lodged with the Company, either on their own or together with others, represent at least the minimum percentage of the shares bearing voting rights at the Ordinary Shareholders' Meeting, established under applicable statutory and regulatory provisions (1% of the Company's share capital by means of Consob Resolution of 30 January 2020).

Shareholders forming a voting block or who are party to the same shareholders' agreement within the meaning of Article 122 of TUF, or who are otherwise inter-related within the meaning of applicable rules and regulations, may not submit or be party to the submission of more than one list, even through third-party intermediaries or trust companies. The said Shareholders shall be entitled to vote only one list. Each candidate may appear on only one list, upon penalty of ineligibility.

Ownership of the number of shares necessary to qualify to submit lists, must be certified, at the time the list is filed or, at the very latest, no less than 21 days prior to the scheduled date of the Shareholders' Meeting (and that is to say, by 5.00 p.m. on 02 April 2020), by presentation of a notice issued by the intermediary in respect of the shares recorded as registered in the name of each of the Shareholders in question, as at the date on which the lists are lodged with the Company.

Pursuant to Article 144-sexies, paragraph 5 of the Rules on Issuers, should only one list be submitted for the appointment of the Board of Auditors, or otherwise lists are submitted solely by inter-related shareholders within the meaning of applicable rules and regulations, by the aforesaid deadline of 25 calendar days preceding the scheduled date of the Shareholders' Meeting (i.e., no later than 29 March 2020), further lists may be submitted through to the third day following the said deadline (and therefore, no later than 01 April 2020). In such case, the aforesaid minimum threshold provided by the By-laws for the submission of lists, shall be reduced by half.

Without prejudice to the above, in the event of the appointment of the Board of Directors:

- (a) each list must feature no less than 2 and no more than 11 candidates as well as at least 1 candidate who meets the requirements of independence pursuant to laws and the Corporate Governance Code of Borsa Italiana, endorsed by the Company, or at least 2 such candidates if more than 7 members are to sit on the Board of Directors to be appointed;
- (b) the lists containing a number of candidates equal to or greater than 3 must not include only candidates of the same gender (men and women); such lists must include a number of candidates of the under-represented gender such as to ensure that the composition of the Board of Directors complies with the laws and regulations on gender balance (men and women) from time to time in force, it being understood that where the application of the distribution criterion between genders results in a non integer number, this must be rounded up to the next higher unit;
- (c) each list must be accompanied by: (i) information identifying the shareholder or shareholders submitting the same, with an indication of the overall participating interest held by the latter in terms of percentage of the total share capital, (ii) the curriculum vitae of each candidate providing exhaustive information on his/her personal and professional features, (iii) a list of any and all positions held in corporations belonging to the significant categories contemplated in Article 1.C.2. of Brembo S.p.A.'s Corporate Governance Code, (iv) a declaration with indication: attesting their acceptance of their candidature and further attesting, that they do not labour under any of the reasons or causes of disqualification and ineligibility and that they meet the requirements of honorability and professionalism imposed under applicable regulations and the possible existence of the independence requirements laid down by the laws and regulations in force (v) other information specified in the illustrative report available on the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholder's Meeting as well as by the authorized storage service ([www.1info.it](http://www.1info.it)).

In the event of the appointment of the Board of Statutory Auditors:

- (a) each list must be divided into two sections, one with the names of candidates seeking appointment as statutory members of the said Board, and the other with the names of the candidates seeking appointment as alternates, it being further understood that each list must feature at least 1 candidate for the post of statutory auditor of the Board of Auditors, and, in any event, a sum total of candidates not exceeding the number of members to be appointed to the said Board;
- (b) the lists containing a number of candidates equal to or greater than 3, considering both sections, must include a number of candidates in the acting Statutory Auditors' section such as to ensure that the composition of the Board of Statutory Auditors, in respect of its acting members, complies with the laws and regulations on gender balance (men and women) from time to time in force, it being understood that where the application of the distribution criterion between genders results in a non-integer number, this must be rounded up to the next lower unit;
- (c) each list must be accompanied by: (i) information identifying the shareholder or shareholders submitting the same, with an indication of the overall participating interest held by the latter in terms of percentage of the total share capital; (ii) a statement issued by the shareholders other than those who hold, even jointly amongst them, a controlling or relative majority interest, certifying the absence of interrelationships with the latter within the meaning of Article 144-quinquies of the Rules on Issuers; (iii) the curriculum vitae of each candidate providing exhaustive information on his/her personal and professional features; (iv) a statement issued by each candidate accepting his or her candidature and certifying that he or she does not labour under any of the causes of disqualification or unfitness, and meets all the requirements of personal integrity and professionalism indicate in the illustrative report available on the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholder's Meeting as well as by the authorized storage service ([www.1info.it](http://www.1info.it)), more than listing any and all appointments as director and/or member of the

Board of Auditors, already held by the said candidate in other corporations and/or entities, where relevant for the purposes of the limits on the accumulation of tasks provided for in By-Laws and current regulation.

**RELATED DOCUMENTS.**

All documents and reports focusing related to on the items placed on the agenda of the Shareholders' Meeting, motions raised, are made available for public consultation in accordance with the terms set forth by current regulations at the Company's registered offices and on the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders' Meeting, as well as by the authorized storage service ([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 appears on the website [www.brembo.com](http://www.brembo.com) under Investors, For Shareholders, Shareholders' Meeting, on the authorized storage service ([www.1info.it](http://www.1info.it)) and is further published, by excerpt, in the daily newspaper "*Il Sole24Ore*".

It should be noted that Consolidated Financial Statements and Non-Financial Information of the Brembo Group for the year ended 31 December 2019 will be distributed in digital format to the participants attending the Shareholders' Meeting. For those who wish to such documentation in paper format, they will have to request to the Company through communication to [ir@brembo.it](mailto:ir@brembo.it) no later than on 31 March 2020.

**We inform you that, considering the current health emergency, the information included in this calling notice may undergo changes, updates or additions which, subject to applicable statutory and regulatory provisions, could be related to, by way of example but not limited to, the date, place and/or time of the Shareholders' Meeting, the terms for the shareholders to exercise the rights provided by current and applicable statutory and regulatory provisions, the procedure to attend the Shareholders' Meeting and / or to execute it. Any changes will be promptly announced in the same way of the publication of this calling notice.**