



PRESS RELEASE

Stezzano, 20 April 2017

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

- **approve the 2016 Annual Report and the distribution of a gross dividend of €1.00 per share;**
- **appoint the Board of Directors and the Board of Statutory Auditors;**
- **approve the plan for the buy-back and disposal of own shares;**
- **voluntarily withdraw from the STAR segment;**
- **approve the five-for-one stock split.**

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 2016 and the distribution of a gross dividend of €1.00 per share outstanding at ex-coupon date, with the exclusion of the Company's own shares. Payment date for the dividend will be 24 May 2017, ex-coupon No. 26 on 22 May and record date 23 May 2017.

Brembo Group's revenues for 2016 amounted to €2,279.1 million, up 9.9% compared to the previous year. As already disclosed, 2016 showed a good growth in revenues and margins: compared to the previous year, EBITDA increased by 23.3% to €443.7 million (EBITDA margin: 19.5%), EBIT grew by 30.3% to €327.5 million (EBIT margin: 14.4%), and net profit rose by 30.8% to €240.6 million.

The Parent Brembo S.p.A.'s consolidated net revenues for 2016 amounted to €843.6 million, up by 8% compared to the previous year.

The General Shareholders' Meeting approved the following allocation of profit, which amounted to €138.4 million:

- to the Shareholders a gross dividend of €1.00 per each ordinary share outstanding at ex-coupon date, with the exclusion of own shares;
- the remaining amount carried forward.

Appointment of the Board of Directors

Based on the list of candidates submitted by the majority shareholder Nuova Fourb Srl and the proposal to appoint a director submitted by a group of minority shareholders, 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 2019. 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
Giovanni Canavotto	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
Valerio Battista	Independent	Elected from the list submitted by Nuova Fourb
Laura Cioli	Independent	Elected from the list submitted by Nuova Fourb
Gianfelice Rocca	Independent	Elected from the list submitted by Nuova Fourb
Nicoletta Giadrossi	Independent	Elected by the General Shareholders' Meeting based on the candidature submitted by a group of Shareholders (0.515% of the share capital)

Appointment of the Board of Statutory Auditors

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

Board of Statutory Auditors		
Raffaella Pagani	Acting Auditor - Chairwoman	Elected from the list submitted by a group of Shareholders (0.523% of share capital)
Alfredo Malguzzi	Acting Auditor	Elected from the list submitted by Nuova Fourb
Mario Tagliaferri	Acting 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 (0.523% 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 at <http://www.brembo.com/en/investors/for-shareholders/shareholders-meeting>.

Plan for the Buy-back and Disposal 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 allows the Board of Directors to purchase and/or dispose of, in one or more tranches, up to a maximum of 1,600,000 ordinary shares, 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.

The authorisation is valid for a period of 18 months from the date of the resolution by the General Shareholders' Meeting and for a maximum amount of €120,000,000, which is fully covered by the available net reserves on the books.

At present, the Company holds 1,747,000 own shares representing 2.616% of share capital.

In light of the approval of the five-for-one stock split, the abovementioned number of shares is to be understood as modified in proportion to the split.

Voluntary withdrawal from the STAR (high requirements securities) segment

The General Shareholders' Meeting has resolved to voluntarily withdraw Brembo's shares from the STAR segment of Borsa Italiana.

This decision is motivated by the constant, significant increase in the market value of the shares and thus of market capitalisation, which at over €4 billion is now stably above the maximum amount of €1 billion envisaged in the requirements for inclusion in the STAR segment (exceeding the threshold does not automatically result in exclusion).

The Board of Directors has decided that the recent inclusion (with effect from 2 January 2017) of Brembo's shares in the FTSE MIB index, the main Borsa Italiana share index, represents clear recognition of the successes achieved by the Company in terms of size and stock exchange value. It is therefore deemed that the requirements for remaining in the STAR segment have ceased to be met. The Company is committed to upholding its current principles of governance and transparency of information to protect all investors and will continue to make reference to international best practices in the area of corporate governance, thus ensuring continuity and consistency with the requirements observed by the Company until now.

The voluntary withdrawal will become effective five days after the publication of a Notice by Borsa Italiana that will announce acceptance of the application to that effect.

Five-for-one stock split

The Shareholders' Meeting also approved a stock split of the current 66,784,450 ordinary shares (without nominal value) into 333,922,250 ordinary shares with the same characteristics, through the cancellation of the current ordinary shares and the assignment of five newly issued shares for each share withdrawn and cancelled.

The transaction will entail a reduction of the book value of each share but will not have any effect on the amount of the Company's share capital or the characteristics of its shares.

The split is motivated by the Company's constant growth, as a result of which its shares have performed very well over time and have already posted a considerable increase in market value compared to the initial offering price.

The Board of Directors approved this split in order to facilitate trading of the shares by increasing the liquidity of the stock and making it attractive to a broader set of investors.

The split is scheduled to take effect on 29 May 2017, and thus after the payment of the dividend (as illustrated above: ex-dividend date of 22 May, record date 23 May and payment on 24 May 2017). As of 29 May 2017, Brembo's shares will be identified by a new ISIN code.

Since the shares are dematerialised, shareholders will not be required to take any action to receive their new shares. The procedure will take place automatically through intermediaries participating in the management system of Monte Titoli S.p.A.

2016 Sustainability Report

During the General Shareholders' Meeting the first public version of the 2016 Sustainability Report of the Brembo Group, drawn up in accordance with the GRI-G4 International Guidelines, was presented to the attendants. Said Report will be available from the Company's website www.brembo.com.

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

Brembo S.p.A.'s Board of Directors, chaired by Alberto Bombassei, met at the conclusion of the General Shareholders' Meeting and granted the powers and authorities to the Chairman, the Executive Deputy Chairman Matteo Tiraboschi, the Chief Executive Officer Andrea Abbati Marescotti and the Executive Director Giovanni Canavotto in his role as General Manager of the Systems Division.

The Board of Directors verified compliance with the independence requirements pursuant to Article 148, paragraph 3, of TUF (as required by Articles 147-*ter*, paragraph 4, and 147-*quater* of TUF) and Article 2.2.3, paragraph 3 of the Corporate Governance Code, by the Directors and the members of

the Board of Statutory Auditors, based on the information provided by the same. 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
Nicoletta Giadrossi	Independent

Control, Risks and Sustainability Committee*	
Laura Cioli	(Chairwoman) - Independent
Barbara Borra	Independent
Nicoletta Giadrossi	Independent

(*it also acts as Related Party Transactions Committee)

Lead Independent Director
Valerio Battista

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

Executive in charge of implementing Law 262
Matteo Tiraboschi

The Board of Directors also appointed the new **Supervisory Committee**, made up of three members identified amongst persons complying with the professional and independence requirements, as well as with specific inspective and advisory skills and whose Chairman is external to the company's organisation, as pointed out below:

Supervisory Committee	
Alessandro De Nicola	Chairman – External Advisor
Alessandra Ramorino	Internal Audit Director of Brembo
Laura Cioli	Independent Director

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 No. 35,744,753 shares (through Nuova Fourb S.r.l.), G. Canavotto No. 6,432 shares.

 The operating and financial figures for **Q1 2017** will be examined by the Board of Directors on **11 May 2017**.

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.

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