

# **Regulations of the Lead Independent Director**

## **1. APPOINTMENT AND DUTIES OF THE LEAD INDEPENDENT DIRECTOR (LID)**

In accordance with the provisions of the Corporate Governance Code of Borsa Italiana S.p.A., which Brembo S.p.A. has implemented in their entirety, the Board of Directors of Brembo S.p.A. has designated, upon an ad hoc resolution, a Lead Independent Director (hereinafter "LID"), who is in charge for the following specific duties:

- serving as a point of reference and coordinator of the petitions and contributions of Non-executive Directors and, in particular, of Independent Directors, within the Board of Directors;
- collaborating with the Chairman in order to ensure that the Directors receive complete and timely information flows regarding operations;
- convening, at least once a year, the Independent Directors to discuss issues deemed of interest in regards to the functioning of the Board of Directors or to the company management.
- executing any other task requested by the Chairman and/or the Board of Directors.
- conducting, upon request of the Chairman, the Board Performance Evaluation in regards to the functioning, size and composition of the Board of Directors and its Committees, according to the provisions contained in the Corporate Governance Code of Brembo S.p.A.

## **2. MEETINGS OF THE INDEPENDENT DIRECTORS**

2.1 The LID calls, autonomously or upon request of other Directors, at least once a year, meetings of the Independent Directors in order to discuss subject considered of interest for the functioning of the Board of Directors and the company management.

2.2 At such meetings, the LID shall act as Chairman, and shall appoint an Independent Director or another person, who is not required to be a member, to act as Secretary.

2.3 For the purpose of scheduling and organising meetings, the LID may draw on the support of Company units.

2.4 Meetings shall be considered valid if the majority of Independent Directors are in attendance and decisions shall be made by the majority of those present.

2.5 The LID shall gather the petitions and contributions of the Independent Directors and include them in specific minutes, approved by the LID and the Secretary, to be forwarded to the Chairman of the Board of Directors of Brembo S.p.A. Minutes shall be archived in chronological order at the Legal and Corporate Department.

2.6 Meetings may be held by means of teleconferencing and videoconferencing, provided that all participants may be identified and are able to follow and participate simultaneously in the discussion of the subjects raised, as well as view

documents in real time. Meetings may be held in one of the company's locations or in any other place, accurately selected by the Independent Directors.

### **3. FINAL PROVISIONS**

Regarding any other issue not expressly established within this Code, it is understood that laws and statutory provisions regarding Brembo's Board of Directors, as well as the Corporate Governance Code of Brembo S.p.A., are applied.