

## 4.5 REMUNERATION REPORT

### 4.5.1 LETTER FROM THE CHAIRMAN

Dear Shareholders,

As the chairman of the Remuneration and Appointment Committee, I am pleased to present the 2024 remuneration report approved by the Board of Directors on 18 March 2025. This document has been prepared in compliance with the regulatory provisions in force in the Netherlands.

The year 2024 was marked by a challenging global context. The geopolitical and macroeconomic environment presented complexities that required adaptability and resilience. Brembo continued to address these challenges with a forward-looking approach, focused on agility and innovation in a changing landscape by investing in strengthening its global industrial presence. In 2024, Brembo reported positive financial results that confirmed the Group's sales were stable compared to 2023. These positive results reinforce our conviction that the Remuneration Policy is developed in line with the Company's strategic objectives and is an important means to guarantee the Group's sustainable, long-term growth. Specifically, the attainment of the economic-financial and sustainability objectives related to the incentive systems, both short- and long-term, led to the achievement of results in excess of the expected performance.

Despite external complexities, Brembo has reported outstanding financial results, highlighting the Group's robust foundations and its capacity to increase value for its stakeholders. These outcomes were driven by the relentless focus on product innovation, operational excellence, and the passion and dedication of Brembo's people.

By consistently investing in research and development, Brembo maintains a proactive approach, to anticipate the challenges of the global market. Brembo notably stands out in the market by advancing its product range and incorporating state-of-the-art mechatronic and software solutions. This commitment to innovation ensures that Brembo remain competitive and capable of meeting the evolving needs of its customers in a dynamic marketplace.

The Company is well-positioned to pursue its strategic objectives and further consolidates its leadership within the industry. Throughout 2024, Brembo strengthened its commitment to stakeholder engagement, which forms a cornerstone of its strategy. The Company actively sought feedback from its shareholders, proxy advisors, and institutional investors through regular meetings. This constructive dialogue enabled Brembo to refine its practices and policies by ensuring alignment with stakeholder expectations and promoting transparency and responsibility.

Brembo continued to prioritize its ambitious investments and initiatives aimed at innovation and sustainability. These efforts include an ongoing focus on enhancing its technological capabilities, with significant developments in artificial intelligence, connectivity, and advanced braking solutions. Such developments are in line with the group's vision of "Turning energy into inspiration". These endeavours further reinforce Brembo's role as a solution provider, combining its traditional products with high-value-added services.

I would like to express my sincere gratitude to the members of the Remuneration and Appointment Committee, Ms. Elizabeth M. Robinson and Ms. Manuela Soffientini, for their invaluable contributions to the committee's activities.

In conclusion, I extend my appreciation for your continued interest and trust in Brembo. I hope this Report provides you with comprehensive and useful information, and I look forward to your positive support during the general meeting.

Best regards,

**Giancarlo Dallera**  
Chairman of the Remuneration  
and Appointment Committee

## 4.5.2 INTRODUCTION

This remuneration report of Brembo N.V. (“Brembo” or the “Company”) provides a comprehensive overview of the remuneration paid and owed to the individual members of the Board of Directors, the Executive and Non-Executive Directors, in the financial year 2024, in accordance with both the Dutch Civil Code and the Dutch Corporate Governance Code (the “DCGC”). The Remuneration and Appointment Committee, consisting solely of independent Non-Executive Directors in accordance with the DCGC, is responsible for overseeing this remuneration and recommending any necessary adjustments.

Through this document, Brembo aims to enhance transparency and disclosure for its stakeholders, thereby fostering trust and enabling shareholders to exercise their rights with informed understanding. The remuneration report is divided into two main sections:

- **Summary of the 2024 Remuneration Policy** which governs the compensation for both Executive and Non-Executive Directors (available on our corporate website). In 2024, Brembo confirmed the remuneration features with a positive vote from shareholders during the shareholders’ meeting held on 23 April 2024.
- **Implementation of the 2024 Remuneration Policy** which details how the remuneration features were implemented during financial year 2024, including the actual remuneration received by each Executive and Non-Executive Director. Notably, there were no deviations from the 2024 Remuneration Policy.

The main goal of Brembo’s Remuneration Policy is to develop a system which consistently supports the business strategy and value creation for all stakeholders. It establishes a compensation structure that allows Brembo to attract and retain the most highly qualified executive

talents. It also motivates such executives to achieve business and financial goals, creating long-term value in a manner consistent with its core business and leadership values and taking into account the social context around the Company.

## 4.5.3 SUMMARY OF THE 2024 REMUNERATION POLICY

While formulating the Remuneration Policy, the Remuneration and Appointment Committee considered the following specific principles that characterize Brembo’s remuneration report:

- **The working conditions of Group employees:** the Remuneration Policy aims to enhance the organizational model adopted by the Group, designed to successfully address future challenges arising from the international landscape and the market.
- **The contribution to corporate strategy:** the Remuneration Policy has been defined in line with the Group’s long-term strategy and objectives, ensuring its connection to corporate performance to pursue the Group’s long-term interests.
- **Best market practices:** the Remuneration Policy has been evaluated considering the remuneration practices of Italian and European peer companies operating in sectors comparable to that of Brembo in terms of value creation.
- **The evaluations expressed by shareholders:** the actions implemented within the policy, such as maintaining the same level of disclosure as in the previous year, are in line with the feedback gathered from the Group’s key shareholders.
- **Sustainability:** the Remuneration Policy reflects the Group’s culture and sustainability values, and it has been designed in harmony with the initiatives and

projects outlined in the Sustainability Plan for both the short and long term.

In particular, the implementation of the 2024 Remuneration Policy has been consistent with the Company’s long-term strategy, both in terms of the company’s growth and sustainability goals:

- **Brembo’s sustainable growth:** compensation elements have been defined in order to support the achievement of the Group’s strategic pillars through an appropriate balance of performance metrics of short and long term. The Company in fact, also through the 2024 Remuneration Policy, has been able to achieve excellent economic-financial results, despite a complex global macroeconomic scenario.
- **Creating value for our shareholders:** the 2024 Remuneration Policy has been effective in ensuring that management’s interests were aligned with the primary goal of creating sustainable shareholder value over the medium to long term. More specifically, the LTIP 2022-2024 focused on long-term value creation for shareholders through the Economic Value Added (EVA) metric.
- **Enhancing the guiding principles that characterize the Group:** Brembo gives special attention to the development of global policies on ethics, responsibility and sustainability, characterizing a socially responsible

company. In this sense, Brembo’s sustainability strategy in the medium-long term is enhanced by the 2024 Remuneration Policy through the use of ESG metrics in the short and long-term incentive plans, linked also to the Group sustainability index (Group carbon footprint), attesting the Company’s commitment to all its stakeholders.

### 4.5.3.1 STAKEHOLDER ENGAGEMENT

The Remuneration and Appointment Committee paid particular attention to the evidence that emerged from the analysis and insights regarding the voting results at shareholders’ meetings and the feedback received from shareholders, as well as from recommendations received from proxy advisors.

Accordingly, great importance is attached to continuous interaction with all corporate stakeholders, to corporate initiatives for potential development, and to realize a constant improvement in adopting market best practices.

In this respect, the shareholders’ meeting held on 23 April 2024, approved the 2024 Remuneration Policy.

The following table details the voting results, showing the trend over the last five years:

Shareholders’ meeting	23.04.2020	22.04.2021	21.04.2022	20.04.2023	23.04.2024
In favour	76.974849%	81.019343%	86.575108%	83.005503%	83.933518%
Abstaining/Not voting	1.147419%	0.77865%	0%	2.269132%	0.086386%
Against	21.877773%	18.202007%	13.424892%	14.725365%	15.980095%

### 4.5.3.2 EXECUTIVE DIRECTORS' COMPENSATION

In 2024 the Board of Directors determined the compensation for the Executive Directors following the recommendation of the Remuneration and Appointment Committee and in accordance with Remuneration Policy. The compensation structure for Executive Directors includes a fixed component, and a variable component based on short and long-term performance.

It is emphasized that Brembo does not have in place or recognize plans based on financial instruments (shares or stock options) either for Executive Directors or for its employees in general.

A summary of the 2024 Remuneration Policy is given in following table:

Elements of remuneration	Scope and conditions	Criteria and parameters	Quantitative references for Executive Directors
<b>Fixed remuneration</b>	Developing the responsibility, expertise and contribution required by the role	Fixed remuneration is set on the basis of the powers granted and role assigned, considering applicable cases on the market for comparable roles and the impact on Company results	<ul style="list-style-type: none"> <li>Executive Chairman: €1,300,000</li> <li>Chief Executive Officer (CEO): €1,300,000<sup>21</sup></li> <li>Chief Legacy Officer<sup>22</sup>: €256,678<sup>23</sup></li> <li>Chief Public Affairs and Institutional Relations Officer: €350,000<sup>24</sup></li> </ul>
<b>Short-term incentive plan ("STIP")<sup>25</sup></b>	Assessing and engaging the achievement of the Group's annual objectives and short-term challenges	Evaluation metrics: <ul style="list-style-type: none"> <li>Group EBITDA</li> <li>Group EBIT</li> <li>Group ROI</li> <li>Group Net Sales</li> <li>Group sustainability index</li> </ul>	Bonus target: <ul style="list-style-type: none"> <li>Executive Chairman: 75% of fixed remuneration</li> <li>CEO: 75% of fixed remuneration</li> <li>Chief Legacy Officer: 40% of fixed remuneration</li> <li>Chief Public Affairs and Institutional Relations Officer: 40% of fixed remuneration</li> </ul>
		Performance period: annual, in compliance with the budget objectives	Bonus cap: <ul style="list-style-type: none"> <li>Executive Chairman: 100% of fixed remuneration</li> <li>CEO: 100% of fixed remuneration</li> <li>Chief Legacy Officer: 60% of fixed remuneration</li> <li>Chief Public Affairs and Institutional Relations Officer: 60% of fixed remuneration</li> </ul>
		Payment method: cash	
		Clawback clauses may be applied	

<sup>21</sup> The fixed compensation assigned to the CEO consists of special compensation of €1,100,000 for the position pursuant to Article 2389, paragraph 3, of the Italian Civil Code, and the consideration paid during his employment for the non-competition agreement of €200,000. This compensation is also in addition to an annual housing allowance of €100,000 and an annual strategic yearly bonus of €500,000 for retention purposes.

<sup>22</sup> Role effective since 2 January 2025, formerly Chief Sustainability Officer.

<sup>23</sup> Amount inclusive of an emolument of €60,000 and a compensation of €15,000 for responsibility for the Internal Control and Risk Management System.

<sup>24</sup> Amount inclusive of an emolument of €60,000.

<sup>25</sup> For the Chief Legacy Officer and the Chief Public Affairs and Institutional Relations Officer, the incentive percentages for both the STIP and LTIP relate to the gross annual remuneration only.

Elements of remuneration	Scope and conditions	Criteria and parameters	Quantitative references for Executive Directors
<b>Long-term incentive plan ("LTIP")<sup>25</sup></b>	Promoting the creation of value for shareholders and the Group's sustainability in the long term	Evaluation metrics: <ul style="list-style-type: none"> <li>Group Economic Value Added (EVA)</li> <li>Group Free Operating Cash Flow</li> <li>Group Net Financial Position/EBITDA</li> <li>Group sustainability index</li> </ul>	Annual bonus entry point and target: <ul style="list-style-type: none"> <li>Executive Chairman: 100% of fixed remuneration</li> <li>CEO: 100% of fixed remuneration</li> <li>Chief Legacy Officer: 33,33% of fixed remuneration</li> <li>Chief Public Affairs and Institutional Relations Officer: 50% of fixed remuneration</li> </ul>
		Vesting period: three-year period 2022-2024 (closed plan)	Annual bonus cap: <ul style="list-style-type: none"> <li>Executive Chairman: 150% of fixed remuneration</li> <li>CEO: 150% of fixed remuneration</li> <li>Chief Legacy Officer: 50% of fixed remuneration</li> <li>Chief Public Affairs and Institutional Relations Officer: 75% of fixed remuneration</li> </ul>
		Payment method: cash	
		Clawback clauses may be applied	
<b>Fringe benefits</b>	Complementing economic benefits with components primarily of a social security and pension nature	Primarily social security and insurance benefits, in line with the standards established by the Italian Collective Agreement (for industrial executives)	Supplementary pension schemes Health insurance Insurance policy Allocation of a car for business and personal use
<b>Severance indemnity</b>	Protecting the Group against potential litigation and/or competition risks	Severance indemnity from the position of CEO and termination of employment in the event of: <ul style="list-style-type: none"> <li>removal or non-renewal without just cause</li> <li>resignation from the office and waiver of the delegated powers due to such a serious reason as to make a continuation impossible</li> <li>resignation from the office and waiver of the delegated powers due to a change of control that has resulted in a substantial change in the position and/or powers</li> </ul>	CEO's severance indemnity: a lump-sum one-off indemnity equal to 18 months of an amount corresponding to the sum of the fixed emolument for the office, the non-competition agreement payment and the maximum amount payable by way of short-term variable component, which may not be less than €3,600,000 in any case  CEO's non-competition agreement: the amount of €200,000 is included in the total fixed remuneration (Total Fixed Remuneration: €1,300,000)
		Consideration for non-competition agreement with the CEO: paid during employment with the Company With regard to Executive Directors, the provisions of the Italian Collective Agreement for industrial executives apply	
<b>Pension</b>	Providing pension coverage	CEO's pension: individual supplementary pension scheme With regard to Executive Directors, the provisions of the Italian Collective Agreement for industrial executives apply	CEO's pension: total annual gross amount corresponding to 22.70% of fixed remuneration borne by the Company

**4.5.3.3 PEER GROUP**

Brembo also establishes its policies and verifies its remuneration structure based on the analyses conducted with the support of consultants on market benchmarks. One of the benchmarks consists of a group of companies operating in the same industry that are comparable in terms of size, business activity and governance. In addition, Brembo monitors trends and best practices in both the Italian and global markets.

The analysis with selected comparison markets occurs on a regular basis and involves: the review of Executive Directors' compensation packages, the structure of incentive plans, and the balance of compensation components recognized to Executive Directors.

Given that Brembo does not have many closely comparable peer companies, various European companies, which are comparable to Brembo as they operate in the same industry, have been considered to gain insights into both the labour market and business practices:

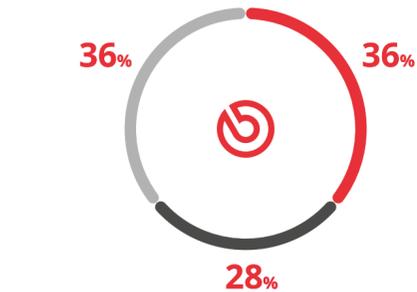
Benchmark companies	Companies
Comparable European companies (11 companies)	Autoneum Holding, Autoliv, Continental, ElringKlinger, Forvia, Michelin, Nokian, SKF, Sogefi, TomTom, Valeo
Italian companies (23 companies)	A2A, Amplifon, Campari, Diasorin, Enel, Eni, Ferrari, Hera, Interpump Group, Inwit, Italgas, Leonardo, Maire Tecnimont, Moncler, Nexi, Pirelli, Prysmian, Recordati, Saipem, Snam, TIM, Tenaris, Terna

**4.5.3.4 EXECUTIVE DIRECTORS' PAY-MIX**

The composition of the remuneration packages of the Executive Directors does not present any variation from the previous year. Executive Directors' pay-mix is based on the achievement of performance objectives, as indicated below:

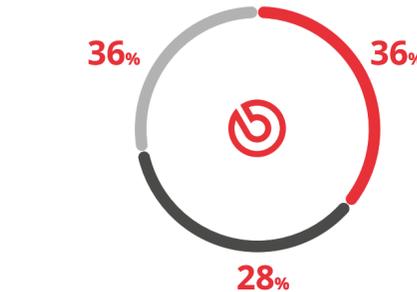
**PAY-MIX TARGET**

Executive Chairman



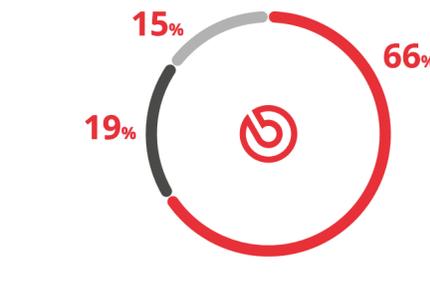
● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

CEO



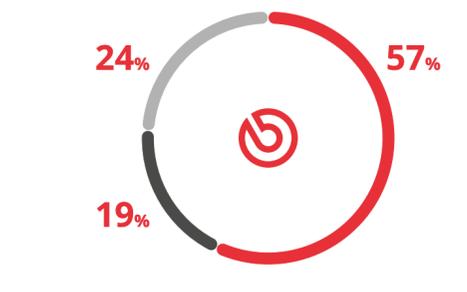
● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

Chief Legacy Officer



● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

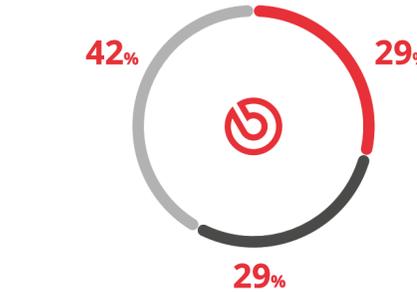
Chief Public Affairs and Institutional Relations Officer



● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

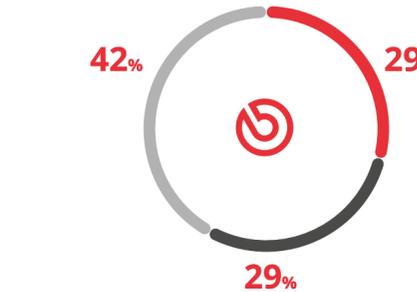
**PAY-MIX MAXIMUM**

Executive Chairman



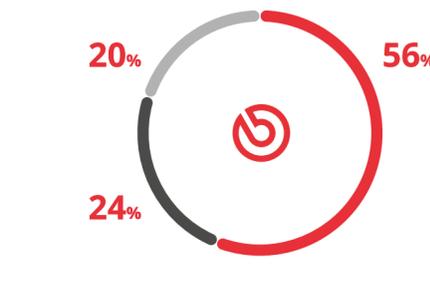
● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

CEO



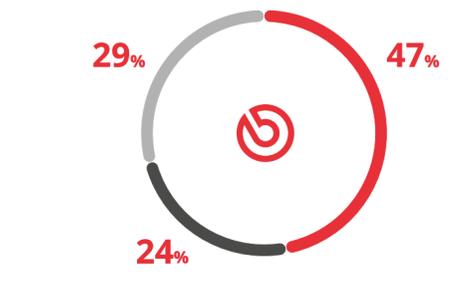
● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

Chief Legacy Officer



● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

Chief Public Affairs and Institutional Relations Officer



● Fixed remuneration  
● Short-term variable component (MBO)  
● Long-term variable component

The Board of Directors is tasked with assessing the performance levels used in the variable remuneration plans, as per the Remuneration and Appointment Committee's proposals. The Remuneration and Appointment Committee:

- periodically assesses the adequacy, overall consistency and actual application of the Remuneration Policy adopted for Executive Directors;
- monitors the implementation of the decisions taken by the Board, verifying especially the actual achievement of performance objectives and evaluating the proposed assignment and quantification of variable incentive remuneration.

The remuneration packages for the C-Suite follow the same rationale and philosophy applied to build the remuneration packages for Executive Directors. They include a fixed component, a short-term incentive plan (STIP), a long-term incentive plan (LTIP) depending on the position held, and a benefits package according to the Italian Collective Agreement and Company practices.

**4.5.3.5 FIXED REMUNERATION**

The fixed remuneration aims to attract and retain highly qualified Executive Directors. To support this fixed remuneration, regular benchmarking is conducted against compensation packages of executives with comparable experience in similar companies, ensuring that our offerings remain competitive and aligned with industry standards.

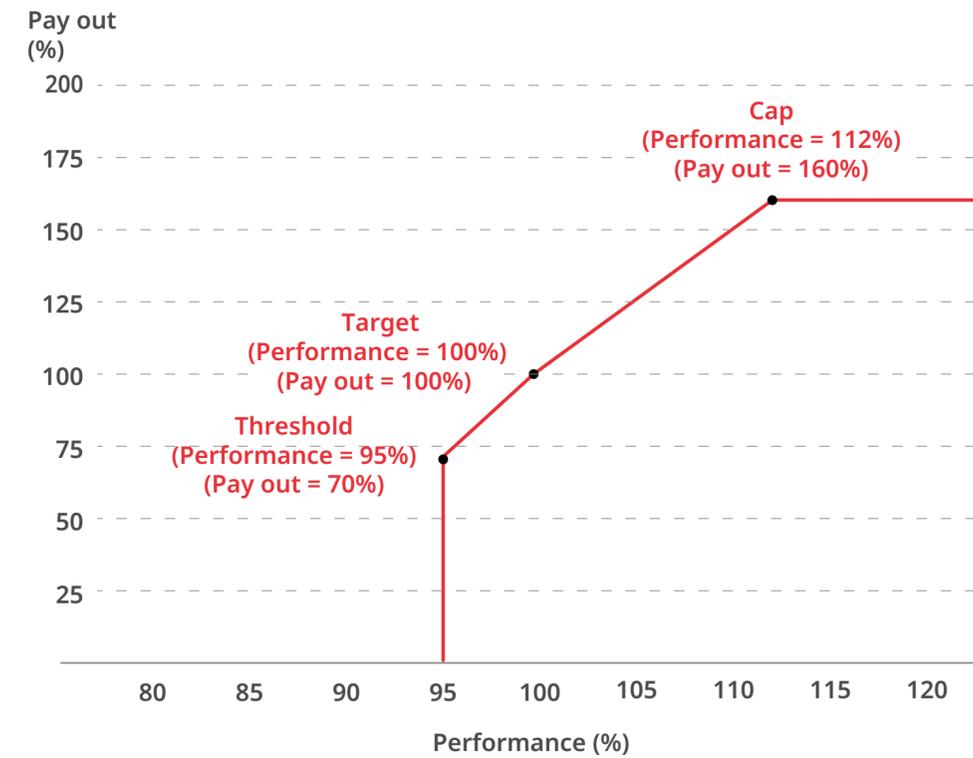
**4.5.3.6 SHORT-TERM INCENTIVE PLAN ("STIP")**

The 2024 STIP includes an entry gate based on Group's EBITDA in absolute terms. This performance condition operates with an on/off threshold mechanism, meaning that the final pay-out to beneficiaries occurs only if the Group's operating and financial performance meets the established targets. If the entry gate is not reached, the plan will not be activated, resulting in the non-payment of monetary incentives, regardless of whether the objectives within each STIP form are reached.

The following table shows the objectives of the 2024 STIP form of Brembo's Executive Directors:

2024 Stip - Executive Directors	Weight
Group EBITDA abs. value	30%
Group EBIT %	20%
Group ROI %	25%
Group net sales	15%
Group sustainability index	10%

The Group has established a maximum limit of 160% for the bonus payable for each objective. The actual amount of the incentive paid depends on the degree of achievement of the targets assigned to the individual objectives. The overall final cap for each STIP form is set at 150%. The pay-out cap differs only for the Executive Chairman and the CEO since, for both, achieving the maximum performance levels results in a pay-out that cannot exceed 133.33% of the target.



**4.5.3.7 LONG-TERM INCENTIVE PLAN (“LTIP”)**

This is a pure monetary plan that allows participants to accrue a long-term incentive if the LTIP objectives are met.

The reward component of the pay-out curve is offset by the fact that for values below the entry point (corresponding to performance in line with the reference targets), no payment proportional to the performance objective shall be paid.

If objectives are not reached for one, two or three of the four performance objectives, beneficiaries are still entitled to payment of the bonus in proportion to the objective(s) actually achieved.

The LTIP costs per each target are included in the three-year business plan objectives so that the LTIP is “self-financed” by the attainment of the objectives themselves.

Achieving the incentive is tied to 4 Group key performance indicators:

- Group Economic Value Added (EVA), used to measure the growth in value during the 2022-2024 three-year period;
- Group Free Operating Cash Flow, as compared to the 2022-2024 three-year period target;
- the ratio between Group Net Financial Position and Group EBITDA (NFP/EBITDA), compared to the target set for the individual years 2022, 2023 and 2024;
- Group sustainability index<sup>26</sup> (Group carbon footprint) at the end of the three-year period.

The LTIP objectives are designed to reward the Group’s financial and capital solidity, in line with the business plan and the results achieved over recent years in terms of stronger financial performance and productivity recovery.

In 2024, therefore, Brembo’s LTIP has completed its vesting period. The final results of the objectives associated with the LTIP are reported in this remuneration report, on the basis of the performances achieved by the beneficiaries. The bonuses accrued will be paid following the general meeting to be held on 29 April 2025.

The long-term incentive is paid, based on the Group’s consolidated results, in a single payment at the end of the LTIP.

**4.5.3.8 CLAWBACK/MALUS**

Since the cross-border conversion, effective on 24 April 2024, the clawback provisions set forth by Article 2:135, paragraph 8, of the Dutch Civil Code are applicable to the STIP and LTIP. In particular, the clause allows the Company to request the refund of part or all of the variable components of remuneration (or to withhold deferred components), the award of which was determined on the basis of data or information concerning the achievement of objectives or the circumstances upon which the variable remuneration was based that subsequently proves manifestly incorrect or determined in the presence of fraudulent behaviour or gross negligence on the part of the beneficiaries.

During 2024, Brembo applied neither the clawback clause nor the malus clause.

**4.5.3.9 TERMS OF AGREEMENT AND NON-COMPETITION AGREEMENTS**

The contract currently in effect for the CEO, Mr. Schillaci, with the Brembo Group, includes specific termination provisions. In the event of termination without just cause, resignation due to serious circumstances, or resignation following a change of control, the CEO is entitled to a lump-sum indemnity equivalent to 18 months’ salary, which includes fixed remuneration, non-compete agreement compensation, and the maximum short-term variable component (STIP). The total amount of the one-off indemnity allocated in the event that one of the aforementioned circumstances occurs may not in any case be less than €3,600,000 gross.

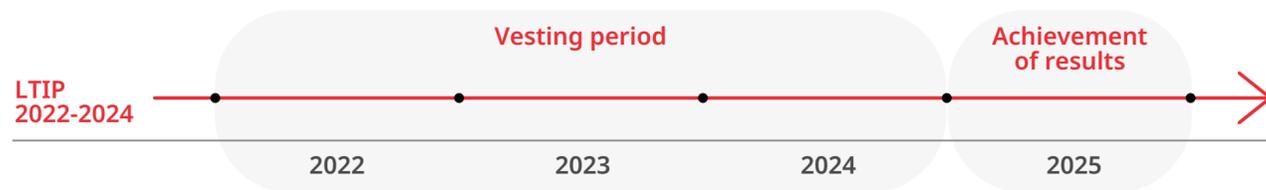
For other directors and executives with strategic responsibilities, the Brembo Group does not have agreements for termination benefits, except for legal obligations and those outlined in the applicable Italian Collective Agreement.

During 2024, the Company did not pay any severance-related compensation to any of the Executive Directors.

For more information, please refer to the Brembo’s Remuneration Policy.

**4.5.3.10 PENSION**

Only the CEO is entitled to an individual supplementary pension scheme. For all other Executive Directors, who are employees, the provisions of the Italian Collective Agreement of reference apply.



<sup>26</sup> Formula of the Group sustainability index (CDP: Group carbon footprint):  

$$\frac{\text{Total amount of CO}_2 \text{ emissions saved in the three years thanks to improvement actions (tonnes CO}_2\text{e)} \times 100}{\text{Base year's Scope 1 and 2 CO}_2 \text{ emissions (tonnes CO}_2\text{e)}}$$
 Base year: for the three-year period, it corresponds to 2021.

#### 4.5.3.11 REMUNERATION FOR NON-EXECUTIVE DIRECTORS

The Non-Executive Directors' remuneration was set by the Board of Directors on 20 April 2023 after the shareholders' meeting approved the Board's total remuneration on the same day. Moreover, on 5 March 2024 the Board of Directors resolved to grant a remuneration to Lead Non-Executive Director and to increase the remuneration of the chairwoman of the Audit, Risk and Sustainability Committee, as described in Remuneration Policy.

This remuneration is fixed and does not depend on the Company's financial performance. Non-Executive Directors are not eligible for variable compensation and do not participate in any incentive plans. The current annual remuneration for Non-Executive Directors is detailed in the table below:

Non-Executive Directors' Compensation	Euro
Annual cash fee	60,000
Additional fee for Audit, Risk and Sustainability Committee member	25,000
Additional fee for Audit, Risk and Sustainability Committee Chair	50,000
Additional fee for Remuneration and Appointment Committee member	15,000
Additional fee for Remuneration and Appointment Committee Chair	20,000
Additional fee for the Lead Non-Executive Director	30,000
Additional fee for Supervisory Committee member	10,000

#### 4.5.4 IMPLEMENTATION OF THE 2024 REMUNERATION POLICY

##### 4.5.4.1 INTRODUCTION

This section sets out the implementation of Brembo's Remuneration Policy for the year ended 31 December 2024. The remuneration granted in the year ended 31 December 2024 is in accordance with the substance and the procedures of the remuneration strategy (as set out above) and therefore Brembo believes it allows it to seek to attract and retain the most highly qualified executive talent and motivate such executives to achieve business and financial goals that create long-term value for shareholders in a manner consistent with Brembo's core business and leadership values and taking into account its social context around the Company.

##### 4.5.4.2 STIP 2024

The STIP for the 2024 performance year shall be paid in 2025. During a meeting held on 18 March 2025 the Board of Directors, based on the results for the 2024 financial year and on the proposal from the Remuneration and Appointment Committee, determined an overall performance scores at 140.94%. This evaluation is based on the achievement of the following key indicators: Group EBITDA (absolute value), Group EBIT %, Group ROI %, Group Net Sales, and Group sustainability index as illustrated beside:

KPIs	Target value	Final value	Weight (%)	Level of achievement (%)
Group EBITDA (€ thousand) <sup>27</sup>	579,776.00	612,283.00	30	38.41
Group EBIT % <sup>28</sup>	8.40	9.79	20	32.00
Group ROI % <sup>29</sup>	12.34	14.76	25	40.00
Group Net Sales (€ thousand) <sup>30</sup>	3,852,224.00	3,831,942.00	15	14.53
Group sustainability index <sup>31</sup>	20.00	25.2	10	16.00
<b>Total</b>			<b>100</b>	<b>140.94%</b>

According to the 2024 Remuneration Policy the amount to be paid out in 2025 to the Executive Chairman and the CEO is capped at 133.33% of the target value.

The score application resulted in the following pay-outs:

- for the Executive Chairman, a bonus of €1,300,000, equal to 100% of the annual fixed remuneration, taking into account the assigned target (100%) and maximum (133.33%) incentive levels.

- for the CEO, a bonus of €1,300,000, equal to 100% of the annual fixed remuneration, taking into account the assigned target (100%) and maximum (133.33%) incentive levels.
- for the Chief Legacy Officer, a bonus of € 102,423, equal to 56% of the gross annual remuneration, taking into account the assigned target (100%) and maximum (140.94%) incentive levels.
- for the Chief Public Affairs and Institutional Relations Officer, a bonus of € 163,490, equal to 56% of the gross annual remuneration, taking into account the assigned target (100%) and maximum (140.94%) incentive levels.

<sup>27</sup> The Group EBITDA final value reported in the table come from the segment reporting (IFRS 8) presented in the Annual Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report".

<sup>28</sup> The Group EBIT final value calculated on the Group Total Sales reported in the table come from the segment reporting (IFRS 8) presented in the Annual Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report". The reconciliation between Net Operating income (Consolidated Statement of Income) and Operating Income is given in the specific table included in the aforementioned section of the Annual Financial Report 2024.

<sup>29</sup> The Group ROI final value, calculated as Operating Result / Net Invested Operating Capital, reported in the table come from the segment reporting (IFRS 8) presented in the Annual Financial Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report".

<sup>30</sup> The Group Net Sales final value reported in the table come from the segment reporting (IFRS 8) presented in the Annual Financial Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report".

<sup>31</sup> Data used for calculation purposes include within the reporting boundary also Brembo SGL Carbon Ceramic Brakes S.p.A. (BSCCB S.p.A.), a joint venture between Brembo and SGL Group.

#### 4.5.4.3 LTIP 2022-2024

In 2025, the incentive related to the LTIP for the performance period 2022-2024 will also be paid out. During a meeting held on 18 March 2025, the Board of Directors, based on the results for the 2024 financial year and on a proposal from the Remuneration and Appointment Committee, determined a performance score for Executive Directors at 150% on the measurement scale used, which is the maximum level on that scale, despite exceeding the maximum performance levels set by the LTIP, as detailed in the table beside:

The application of the performance score has resulted in the following:

- for the Executive Chairman a bonus of € 5,775,000 will be awarded, taking into account the target (100%) and maximum (150%) incentive levels assigned on an annual basis;
- for the CEO, a bonus of € 5,850,000 will be awarded, taking into account the target (100%) and maximum (150%) incentive levels assigned on an annual basis;
- for the Chief Legacy Officer, a bonus of € 257,902 will be awarded, taking into account the target (100%) and maximum (150%) incentive levels assigned on an annual basis;
- for the Chief Public Affairs and Institutional Relations Officer, a bonus of € 619,616 will be awarded, taking into account the target (100%) and maximum (150%) incentive levels assigned on an annual basis.

The LTIP 2022-2024 includes a single grant and one-time payout. The figures above show the total LTIP bonus for the three-year period, which will be paid in 2025 after adoption of the 2024 financial statements by the general meeting.

#### LTIP 2022-2024 - EXECUTIVE CHAIRMAN AND CEO

KPIs	Target value	Final value	Weight (%)	Level of achievement (%)
Group Economic Value Added (EVA) <sup>32</sup> (€ thousand)	210,900	425,700	25	37.5
Group Free Operating Cash Flow <sup>33</sup> (€ thousand)	103,900	388,300	25	37.5
Group Net Financial Position/Group EBITDA 2022 <sup>34</sup>	1.33	0.81	10	15
Group Net Financial Position/Group EBITDA 2023	1.41	0.67	10	15
Group Net Financial Position/Group EBITDA 2024	1.30	0.90	10	15
Group sustainability index (Group carbon footprint) <sup>35</sup>	30	87.7	20	30
<b>Total</b>			<b>100%</b>	<b>150%</b>

#### LTIP 2022-2024 - CHIEF LEGACY OFFICER AND CHIEF PUBLIC AFFAIRS AND INSTITUTIONAL RELATIONS OFFICER

KPIs	Target value	Final value	Weight (%)	Level of achievement (%)
Group Economic Value Added (EVA) (€ thousand)	210,900	425,700	15	22.5
Group Free Operating Cash Flow (€ thousand)	103,900	388,300	35	52.5
Group Net Financial Position/Group EBITDA 2022	1.33	0.81	10	15
Group Net Financial Position/Group EBITDA 2023	1.41	0.67	10	15
Group Net Financial Position/Group EBITDA 2024	1.30	0.90	10	15
Group sustainability index (Group carbon footprint) <sup>35</sup>	30	87.7	20	30
<b>Total</b>			<b>100%</b>	<b>150%</b>

<sup>32</sup> The Group EVA final value for the three years reported in the table come from the segment reporting (IFRS 8) presented in the Annual Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report" and in those of the previous two years.

<sup>33</sup> The Group FOCF final value for the three years reported in the table come from the segment reporting (IFRS 8) presented in the Annual Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report" and in those of the previous two years.

<sup>34</sup> The Group NFP/Group EBITDA final ratio for the three years reported in the table come from the segment reporting (IFRS 8) presented in the Annual Report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report" and in those of the previous two years.

<sup>35</sup> Data used for calculation purposes include within the reporting boundary also Brembo SGL Carbon Ceramic Brakes S.p.A. (BSCCB S.p.A.), a joint venture between Brembo and SGL Group

#### 4.5.4.4 DIRECTORS' COMPENSATION

The following table summarizes the remuneration received by the members of the Board of Directors for the year ended 31 December, 2024 from Brembo N.V., in line with the total remuneration determined by the shareholders' meeting on 23 April 2024, and with the allocation defined by the Board of Directors. It is noted that none of the Executive Directors received additional compensation from subsidiaries of Brembo N.V. Furthermore, none of the Directors were granted personal loans or advanced payments.

Name	Office held	Fixed remuneration (€)		STIP (€)	Extraordinary items (€)	Pension benefits <sup>36</sup> (€)	LTIP <sup>37</sup> (€)	Total remuneration (€)
		Annual fee	Fringe benefits					
Matteo Tiraboschi	Executive Chairman	1,300,000.00	21,703.26	1,300,000.00		43,842.79 <sup>38</sup>	1,950,000.00	4,615,546.05
Daniele Schillaci	CEO	1,300,000.00	8,383.57	1,300,000.00	600,000.00 <sup>39</sup>	289,935.47	1,950,000.00	5,448,319.04
Cristina Bombassei	Executive Director	256,678.12	2,063.27	102,422.86		13,356.41 <sup>40</sup>	90,839.00	465,359.66
Roberto Vavassori	Executive Director	350,000.10	5,692.69	163,490.46		15,760.57 <sup>41</sup>	217,500.00	752,443.82
<b>Total</b>	<b>Executive directors</b>	<b>3,206,678.22</b>	<b>37,842.79</b>	<b>2,865,913.32</b>	<b>600,000.00</b>	<b>362,895.24</b>	<b>4,208,339.00</b>	<b>11,281,668.57</b>
Giancarlo Dallera	Non-Executive Director	80,000.00	-	-	-	-	-	80,000.00
Michela Schizzi	Non-Executive Director	85,000.00	-	-	-	-	-	85,000.00
Umberto Nicodano	Non-Executive Director	60,000.00	-	-	-	-	-	60,000.00
Elizabeth Marie Robinson	Non-Executive Director	75,000.00	-	-	-	-	-	75,000.00
Gianfelice Rocca	Non-Executive Director	60,000.00	-	-	-	-	-	60,000.00
Elisabetta Magistretti	Non-Executive Director	120,000.00	-	-	-	-	-	120,000.00
Manuela Soffientini	Lead Non-Executive Director	130,000.00	-	-	-	-	-	130,000.00
<b>Total</b>	<b>Non-Executive Directors</b>	<b>610,000.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610,000.00</b>
<b>Total</b>		<b>3,816,678.22</b>	<b>37,842.79</b>	<b>2,865,913.32</b>	<b>600,000.00</b>	<b>362,895.24</b>	<b>4,208,339.00</b>	<b>11,891,668.57</b>

#### 4.5.4.5 COMPARATIVE INFORMATION REGARDING THE REMUNERATION OF THE BOARD OF DIRECTORS, AND THE GROUP'S RESULTS

The table below shows a comparison between the remuneration paid to Directors who as at 31 December 2024 were members of Brembo's Board of Directors, the Group's financial performance in terms of EBITDA and value of Brembo's stock. Each figure is provided for a period of five years (2020-2024). The following elements were considered for Executive Directors' compensation: fixed remuneration, STIP, LTIP, pension, benefits, allowances, health insurance and supplementary pension. Consistent with what was represented for the year 2024, the values of LTIP (for the years 2020-2021-2022 and 2023) were represented according to IFRS accounting standards.

<sup>36</sup> The figures take into account the taxable value, after deducting charges.

<sup>37</sup> The LTIP 2022-2024 provides a single grant and one-time payout. This table shows the LTIP values for 2024 only, according to the accounting principle of provisioning.

<sup>38</sup> It represents the additional amount that the Company pays, as required by Italian law, to pension funds.

<sup>39</sup> In the Extraordinary items are included €500,000 related to strategic yearly bonus paid in 2024 and €100,000 as housing allowance.

<sup>40</sup> It represents the additional amount that the Company pays, as required by Italian law, to pension funds.

<sup>41</sup> It represents the additional amount that the Company pays, as required by Italian law, to pension funds.

Director (Role)	2024 (€)	2023 (€)	2022 (€)	2021 (€)	2020 (€)
Matteo Tiraboschi (Executive Chairman)	4,615,546	5,180,381	3,958,496	5,283,741	3,994,853
Daniele Schillaci (CEO)	5,448,319	5,967,822	5,127,227	5,451,124	4,233,983
Cristina Bombassei (Executive Director)	465,360	479,127	406,648	454,555	319,447
Roberto Vavassori (Executive Director)	752,444	802,416	661,463	741,440	-
Giancarlo Dallera (Non-Executive Director)	80,000	55,890	-	-	-
Michela Schizzi (Non-Executive Director)	85,000	59,384	-	-	-
Umberto Nicodano (Non-Executive Director)	60,000	58,493	55,000	55,000	60,000
Elizabeth Marie Robinson (Non-Executive Director)	75,000	73,493	70,000	70,000	46,667
Gianfelice Rocca (Non-Executive Director)	60,000	58,493	55,000	55,000	55,000
Elisabetta Magistretti (Non-Executive Director)	120,000	98,493	94,004	90,000	60,000
Manuela Soffientini (Lead Non-Executive Director)	130,000	98,493	76,086	-	-

Corporate performance	2024 (€)	2023 (€)	2022 (€)	2021 (€)	2020 (€)
Group EBITDA (€ thousand) <sup>42</sup>	612,283	635,034	586,034	467,217	361,835
Value of Brembo stock	9.09 <sup>43</sup>	11.10 <sup>44</sup>	10.45 <sup>45</sup>	12.53 <sup>46</sup>	10.80 <sup>47</sup>

#### 4.5.4.6 INTERNAL PAY RATIO

Pursuant to best practice provision 3.1.2 of the DCGC, the internal pay ratio should be taken into account when formulating the Remuneration Policy. The internal pay ratio is calculated as the ratio between (i) the total annual remuneration of the CEO and (ii) the average total annual remuneration of employees of the Company and the

Group companies of which the Company consolidates the financial data.

The following table presents the internal pay ratio for 2024, 2023, 2022, 2021 and 2020:

	2024	2023	2022	2021	2020
Total Annual Remuneration of CEO (€)	5,448,319	5,967,822	5,127,227	5,451,124	4,233,983
Average Total Annual Remuneration of Brembo N.V.'s FTEs (€)	79,736.17	77,470.15	73,492.68	71,742.72	62,848.26
Internal pay ratio <sup>48</sup>	68.33	77.03	69.77	75.98	67.37

In determining the ratio between the CEO's annual total remuneration and the average total annual remuneration of employees, Brembo uses the Dutch methodology with regard to the remuneration components included for the CEO and for the employees (all labor costs). The average total annual remuneration of employees corresponds to the total personnel costs reported in the annual report, which excludes CEO compensation, divided by the average number of full-time equivalents ("FTEs").

internal pay ratio would not accurately reflect, from a methodological perspective, the average pay and working conditions of its workforce. This is due to the fact that it would involve an excessively diverse set of incomparable elements as the denominator.

The footnote indicates the value of pay ratio calculated according to Dutch methodology provided by the DCGC.

The ratio was calculated taking into account only Brembo N.V.'s employees 2,998.43 FTEs for 2020, 2,964.58 FTEs at the end of 2021, 3,032.70 FTEs at the end of 2022, 3,170.80 FTEs at the end of 2023 and 3,287.74 FTEs at the end of 2024. Brembo has chosen to present the average total annual remuneration of employees based primarily on the number of employees at Brembo N.V. Brembo is a multinational company operating across three continents and multiple countries, each with varying cost of living standards, remuneration frameworks, and social contribution and taxation implications. Including all employees within the Brembo Group to represent the

In addition, it should be noted that the distribution of Brembo N.V.'s employee categories shows a significant proportion of blue-collar workers. Specifically, blue-collar employees (FTEs) accounted for approximately 54% in 2020, 52% in 2021, 49% in 2022, 47% in 2023 and 45% in 2024, of the total personnel within Brembo Group as of 31 December.

<sup>42</sup> The Group EBITDA actual value reported in the table comes from the segment reporting document (IFRS 8) presented in the annual report 2024 under section "5.2 Explanatory notes to the Consolidated Financial Statements at 31 December 2024 - Segment Report".

<sup>43</sup> Closing price of Brembo stock BRE:MI at 30 December 2024.

<sup>44</sup> Closing price of Brembo stock BRE:MI at 29 December 2023.

<sup>45</sup> Closing price of Brembo stock BRE:MI at 30 December 2022.

<sup>46</sup> Closing price of Brembo stock BRE:MI at 30 December 2021.

<sup>47</sup> Closing price of Brembo stock BRE:MI at 30 December 2020.

<sup>48</sup> The internal pay ratio, calculated by taking into account Brembo Group's employees (FTEs) as of 31 December is equal to: 117.81 in 2024, 132.74 in 2023, 120.52 in 2022, 136.48 in 2021 and 115.25 in 2020. It differs from the annual total remuneration ratio indicated in the "Sustainability Statement" section because of the different calculation method.