



Registered office: Amsterdam

Dutch trade registration number: 93710054

Business and Corporate Address: Bergamo, Via Stezzano 87 – Italy

Paid up share capital: € 8,823,229.15

E-mail: [ir@brembo.com](mailto:ir@brembo.com); [www.brembogroup.com](http://www.brembogroup.com)

VAT No. 00222620163

## **Notice of the Annual General Meeting of Brembo N.V.**

The Shareholders are convened to the Annual General Meeting (“**AGM**”) of Brembo N.V. (the “**Company**”), having its legal seat in Amsterdam, the Netherlands, to be held on **29<sup>th</sup> April 2026 at 11 a.m. CEST**, at Sheraton Hotel Schiphol Airport (with address Schiphol Boulevard 101, 1118 BG Amsterdam, the Netherlands), in order to resolve on the following:

### **AGENDA**

#### **1. Opening**

#### **2. 2025 Annual Report**

- 2.1. Presentation of the Annual Report (including the Sustainability Statement) for the financial year 2025  
*(discussion)*
- 2.2. Presentation of the Remuneration Report for the financial year 2025 *(discussion and advisory vote)*
- 2.3. Adoption of the Annual Accounts for the financial year 2025 *(voting item)*
- 2.4. Dividend policy *(discussion)*
- 2.5. Allocation of profit *(voting item)*

#### **3. Release from liability**

- 3.1. Release from liability of the Executive Directors for the performance of their duties in 2025 *(voting item)*
- 3.2. Release from liability of the Non-Executive Directors for the performance of their duties in 2025 *(voting item)*

#### **4. Binding nomination for re-appointment and appointment of executive and non-executive directors of the Company**

- 4.1. Re-appointment of Matteo Tiraboschi as executive director for a term ending immediately after the annual general meeting to be held in 2029 *(voting item)*
- 4.2. Re-appointment of Daniele Schillaci as executive director for a term ending immediately after the annual general meeting to be held in 2029 *(voting item)*
- 4.3. Re-appointment of Cristina Bombassei as executive director for a term ending immediately after the annual general meeting to be held in 2029 *(voting item)*
- 4.4. Re-appointment of Roberto Vavassori as executive director for a term ending immediately after the annual general meeting to be held in 2028 *(voting item)*
- 4.5. Re-appointment of Manuela Soffientini as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 *(voting item)*

- 4.6. Re-appointment of Elisabetta Magistretti as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)
- 4.7. Re-appointment of Gianfelice Rocca as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)
- 4.8. Re-appointment of Elizabeth Marie Robinson as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)
- 4.9. Re-appointment of Umberto Nicodano as non-executive director as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)
- 4.10. Appointment of Alessandra Cozzani as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)
- 4.11. Appointment of Andrea Pirondini as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 (*voting item*)

**5. Amendments to the 2025-2027 Remuneration Policy (*voting item*)**

**6. Amendment of the Articles of Associations of the Company and authorization of each employee, (candidate) civil law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the deed of amendment of the Articles of Association (*voting item*)**

**7. Authorization of the Board of Directors to repurchase shares in the Company (*voting item*)**

**8. Closing**

Bergamo, 18<sup>th</sup> March 2026.

On behalf of the Board of Directors

Executive Chairman

Matteo Tiraboschi

## AGM Documentation

The AGM documentation:

- the agenda and explanatory notes to the agenda with proposed resolutions;
- the Company's 2025 annual report in ESEF-format (including, *inter alia*, the 2025 remuneration report, the 2025 sustainability statement, the 2025 annual accounts and the independent auditor's report);
- the biographical details and curricula vitae of the proposed candidates for re-appointment and appointment as executive director and non-executive director;
- the draft of the amended 2025-2027 remuneration policy;
- the draft deed of amendment of the articles of association of the Company (in the official Dutch language and an English translation); and
- proxy forms for shareholders,

(the "**AGM Documentation**") is available for inspection at the Company's offices (Via Stezzano 87, Bergamo, Italy) and on the Company's website at the following link: [AGM | Brembo](#).

## Meeting

The AGM will be held through a physical meeting on 29<sup>th</sup> April 2026 at 11 a.m. CEST, at Sheraton Hotel Schiphol Airport with address Schiphol Boulevard 101, 1118 BG Amsterdam, the Netherlands.

The meeting will be held in English.

## Record Date

Shareholders can hold shares in the Company in two ways:

- Shareholders holding special voting shares and ordinary shares or shareholders holding ordinary shares electing to receive special voting shares upon completion of the required holding period (the "**Loyalty Shareholders**") as such registered in the Company's loyalty register (the "**Loyalty Register**"). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agent: Computershare S.p.A. (address: [brembo@computershare.it](mailto:brembo@computershare.it)) (the "**Agent**");
- Shareholders holding ordinary shares in a securities account with a bank or other account holder (each an "**Intermediary**") participating in the Monte Titoli system (the "**Monte Titoli Participant Account**").

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders must (i) be registered on 1<sup>st</sup> April 2026, after reflecting all debit and credit entries on that date, (the "**Record Date**") in the register described below (the "**AGM Register**"), regardless of whether the shares are still held by such holders at the date of the AGM, and (ii) request registration in the manner mentioned below. The AGM Register is: (i) in respect of Loyalty Shareholders, the Loyalty Register, and (ii) in respect of shareholders holding ordinary shares in a Monte Titoli Participant Account, the administration of an Intermediary.

## Attendance

### *Loyalty Shareholders*

The Agent will send the AGM Documentation to the Loyalty Shareholders at the addresses of such shareholders appearing from the records maintained by the Agent, including a proxy form that allows them to give the Agent the right to attend and vote their shares at the AGM in accordance with their instructions as well as the procedure to attend in person. Loyalty Shareholders will be entitled to attend the AGM (in person or by proxy) if they have notified the Agent by 5 p.m. CEST on 22<sup>nd</sup> April 2026, of their attendance in writing or electronically

(contact details at the end of this announcement), after which they will receive an attendance card issued by the Agent in their name (the “**Attendance Card**”). The Attendance Card will serve as an admission certificate and the shareholder (or its proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the AGM in accordance with their instructions. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), will need to be handed over at the registration desk.

#### *Shareholders holding ordinary shares in a Monte Titoli Participant Account*

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the AGM, in person or by proxy, should request their Intermediary to issue a statement (Notification of participation) confirming their shareholding (including the shareholder’s name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit the Notification of participation no later than 5 p.m. CEST on 22<sup>nd</sup> April 2026, to the Agent (contact details below). If these shareholders request to attend the AGM physically (in person or by proxy), they will receive an Attendance Card. This will serve as an admission certificate and the shareholder (or its proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the AGM in accordance with their instructions. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), will need to be handed over at the registration desk.

#### *Arrival at the AGM location and identification*

For shareholders attending the AGM, registration for admission to the AGM will take place on 29<sup>th</sup> April 2026 between 10 a.m. CEST and the start of the meeting at 11 a.m. CEST at the registration desk. Registration will no longer be possible after this time. An Attendance Card and a valid identity document (such as a passport or driving license) must be presented on arrival. Holders of a proxy must also show a copy of their proxy.

### **Voting**

Shareholders attending the physical meeting will be entitled to cast their votes during the meeting.

Alternatively, shareholders (both Loyalty Shareholders and shareholders holding ordinary shares in a Monte Titoli Participant Account) may give their voting instructions in advance to the Agent (Computershare S.p.A.) through the proxy form located on the Company’s website or via the web procedure made available on the Company’s website.

In order to give proxy and voting instructions, the shareholder (a) must have registered its shares in the AGM Register on the Record Date as set out above and (b) must ensure that (i) the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) in writing or electronically pursuant to instructions contained in the proxy forms by 5 p.m. CEST on 22<sup>nd</sup> April 2026 or (ii) the votes are cast through the web procedure made available on the Company’s website by 5 p.m. CEST on 22<sup>nd</sup> April 2026.

The results of the vote will be published on the website of the Company as soon as possible after the AGM.

### **Questions by Shareholders**

Shareholders can submit questions regarding the agenda items of the AGM by email to [ir@brembo.com](mailto:ir@brembo.com) until 5 p.m. CEST on 22<sup>nd</sup> April 2026. The email has to include the name, the surname, the number of shares held by

the shareholder and the AGM agenda item to which the question refers. A copy of the statement by the relevant Intermediary, that confirms their shareholding at the Record Date, shall be attached to the email.

The Company intends to address the questions during the AGM, to the extent appropriate with a view to the orderly conduct of the meeting.

Shareholders (or their proxies) physically attending the AGM will be rendered the opportunity to ask questions per separate agenda item during the AGM.

### **Issued Share Capital and Voting Rights**

As of the date of this notice, the Company:

- has an issued share capital of € 8,823,229.15 consisting of:
  - 333,922,250 ordinary shares, each with a nominal value of € 0.01 and the right to cast one vote per share;
  - 6,363,972 special voting shares A (“SVS A”), each with a nominal value of € 0.01 and the right to cast one vote per share;
  - 2,771,440 special voting shares B (“SVS B”), each with a nominal value of € 0.02 and the right to cast two votes per share;
  - 178,831,271 special voting shares C (“SVS C”), each with a nominal value of € 0.03 and the right to cast two votes per share;
- holds 15,809,350 ordinary shares and 6,363,972 SVS A in treasury, on which no votes may be cast.

Consequently, the total number of votes that can be exercised at the AGM amounts to 860,149,593.

### **Further Information**

For further information, please contact:

- Brembo N.V., Investor Relations, Via Stezzano 87, Bergamo, Italy, or via email: [ir@brembo.com](mailto:ir@brembo.com); or
- the Agent: Computershare S.p.A., Via Mascheroni n. 19, 20145 Milan, or via e-mail: [brembo@computershare.it](mailto:brembo@computershare.it).

Bergamo, Italy, 18<sup>th</sup> March 2026.