



**MINUTES**  
**of the**  
**ANNUAL GENERAL MEETING**  
**of**  
**Brembo N.V.**

**- DRAFT -**

**April 29<sup>th</sup>, 2026 at 11 a.m. CEST**

The agenda of the annual general meeting (the "**AGM**") of Brembo N.V. ("**Brembo**" or the "**Company**") included the following items:

**1. Opening**

**2. 2026 Annual Report**

- 2.1. Presentation of the Annual Report (including the Sustainability Statement) for the financial year 2026 (*discussion*)
- 2.2. Presentation of the Remuneration Report for the financial year 2026 (discussion and advisory vote)
- 2.3. Adoption of the Annual Accounts for the financial year 2026 (*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 2026 (*voting item*)
- 3.2. Release from liability of the non-executive directors for the performance of their duties in 2026 (*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 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 2026-2027 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**

## 1. Opening

Matteo Tiraboschi, the Executive Chair, opened the AGM at 11 a.m. CEST and informed the meeting that he will act as chair of the AGM (the "**Chairman**") in accordance with article 37.1 of the Company's articles of association dated May 14<sup>th</sup>, 2025 (the "**Articles of Association**"). The Chairman welcomed all attendees on behalf of the Company's board of directors (*bestuur*) (the "**Board**") and noted that the AGM was held only physically.

Before starting with the agenda items, the Chairman informed the AGM that:

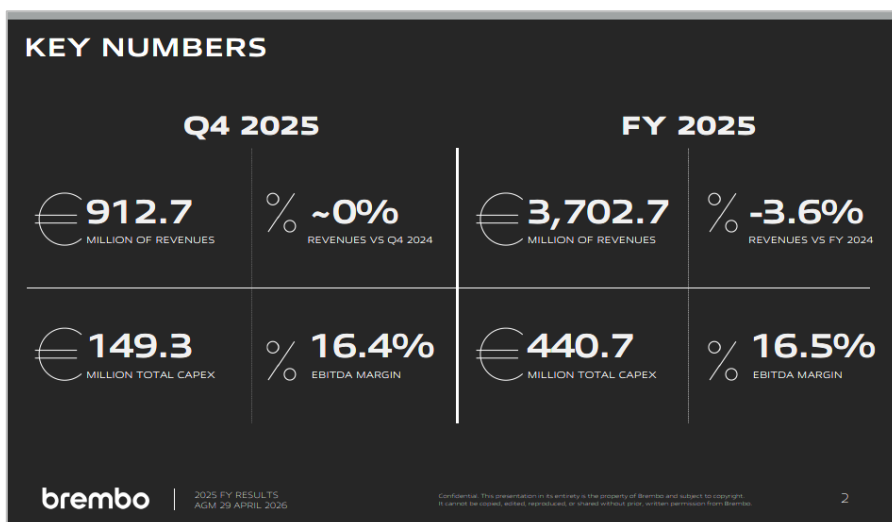
- a. Umberto Simonelli Silva, the Company Secretary, acts as secretary of the meeting (the "Secretary");
- b. the other executive and non-executive directors are not attending the meeting and have been given the opportunity to advise on the subjects raised in this meeting;
- c. the external auditor, Mr. Erik-Jan Scheffer of Deloitte Accountants B.V. is physically present;
- d. the meeting is held in English. All meeting documents have been published on the Company's website on March 18<sup>th</sup>, 2026;
- e. no shareholders are physically present. Shareholders not physically present had been given the opportunity to exercise their voting rights by proxy and via the web procedure made available by Computershare S.p.A. on the Company's website until the voting cut-off time of 5 p.m. CEST on April 22<sup>nd</sup>, 2026. Moreover, no questions have been submitted within the voting cut-off time;
- f. The total number of shares outstanding as at the record date of April 1<sup>st</sup>, 2026 amounted to 333,922,250 ordinary shares, 6,363,972 special voting shares A, 2,771,440 special voting shares B and 178,831,271 special voting share C. On the record date, the Company held 15,809,350 ordinary shares and 6,363,972 special voting shares A in treasury without the right for the Company to cast any vote. Therefore, the total number of voting rights for the AGM is 860,149,593;
- g. 246,690,722 votes related to ordinary shares, 0 special voting shares A, 271,680 votes related to special voting shares B and 536,171,295 votes related to special voting shares C were registered for the Annual General Meeting, representing 783,133,697 votes equal to 91.05%.
- h. the voting results received by proxy before the deadline will be displayed after the discussion of each agenda item. Votes abstained were not calculated as part of the votes cast. The official results will be published on the Company's website in compliance with the applicable laws and regulations.

## 2. Annual Report 2025

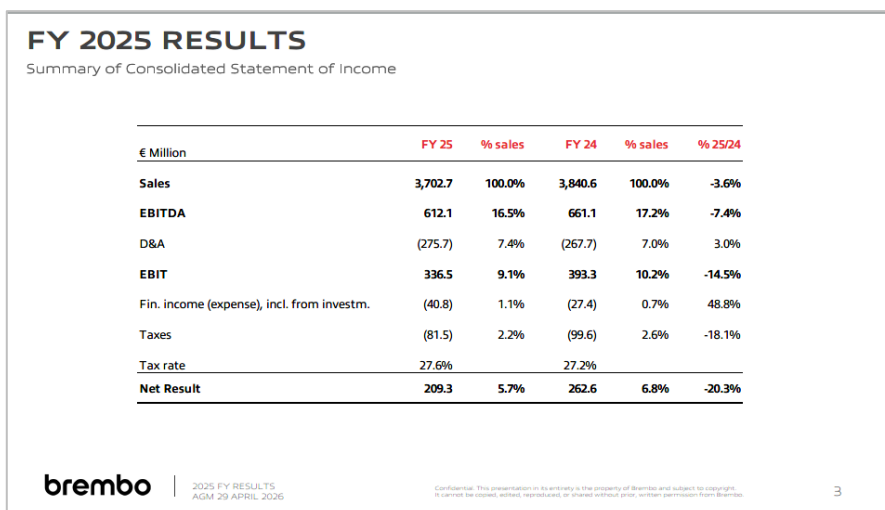
The Chairman referred to the annual report 2025 published on the Company's website after the approval by the Board of Directors on March 18th, 2026 (the "Annual Report 2025").

### 2.1. Presentation of the Annual Report (including the Sustainability Statement) for the financial year 2025 (discussion)

#### Slide 2



#### Slide 3



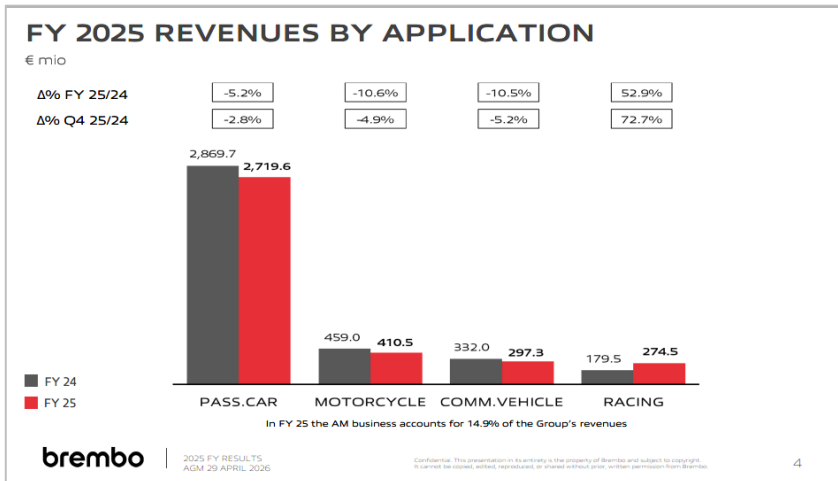
€ Million	FY 25	% sales	FY 24	% sales	% 25/24
<b>Sales</b>	<b>3,702.7</b>	<b>100.0%</b>	<b>3,840.6</b>	<b>100.0%</b>	<b>-3.6%</b>
<b>EBITDA</b>	<b>612.1</b>	<b>16.5%</b>	<b>661.1</b>	<b>17.2%</b>	<b>-7.4%</b>
D&A	(275.7)	7.4%	(267.7)	7.0%	3.0%
<b>EBIT</b>	<b>336.5</b>	<b>9.1%</b>	<b>393.3</b>	<b>10.2%</b>	<b>-14.5%</b>
Fin. income (expense), incl. from investm.	(40.8)	1.1%	(27.4)	0.7%	48.8%
Taxes	(81.5)	2.2%	(99.6)	2.6%	-18.1%
Tax rate	27.6%		27.2%		
<b>Net Result</b>	<b>209.3</b>	<b>5.7%</b>	<b>262.6</b>	<b>6.8%</b>	<b>-20.3%</b>

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AGM 29 APRIL 2026

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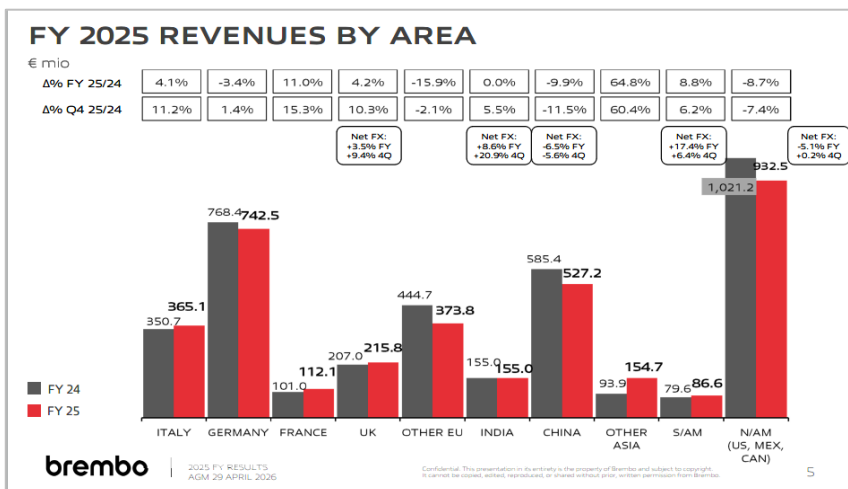
The Chairman noted that in 2025, despite a highly challenging geopolitical environment and a year that remained complex for the automotive industry, Brembo showed remarkable resilience and adaptability. We strengthened our competitive positioning through the acquisition of Öhlins, the launch of sustainable solutions ahead of the Euro 7 regulation, and the opening in Shanghai of a second Brembo Inspiration Lab, dedicated to AI solutions. Our revenues amounted to €3.7 billion, and we achieved an EBITDA of €612.1 million, or 16.5% of revenues. Net profit amounted to € 209.3 million. These results exceeded the market guidance, which was far from obvious given the conditions across the automotive sector.

Slide 4



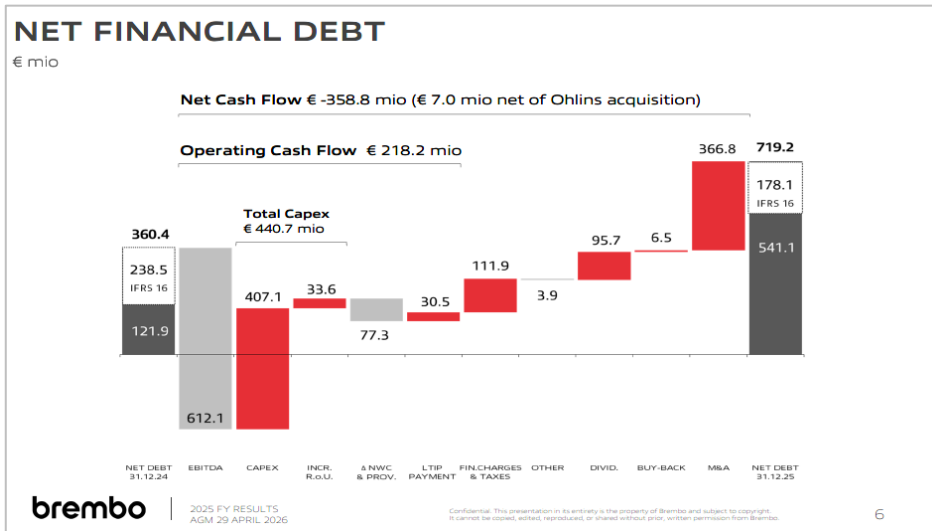
Regarding Brembo performance across different segments and regions, due to the tough industry environment, our car segment declined by 5.2%, motorcycle applications declined by 10.6% and commercial vehicles by 10.5%. Racing applications, which now includes Öhlins' revenues, grew by 52.9%.

Slide 5



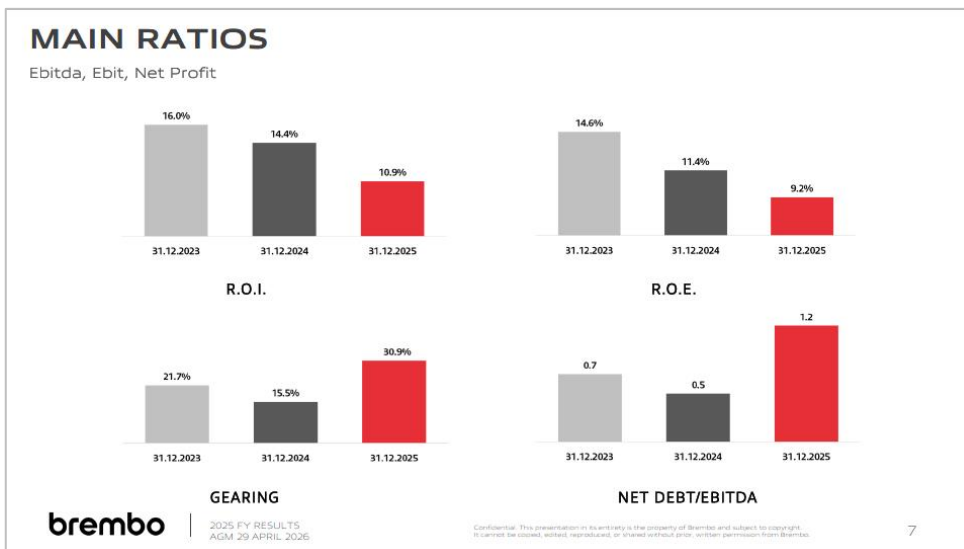
Geographically, Brembo sales experienced varied results. In Germany, sales dropped by 3.4%, while in Italy revenues grew by 4.1%. Sales declined in North America by 8.7% and in China by 9.9%, while India grew by 8.6% on a like-for-like exchange rate basis.

Slide 6



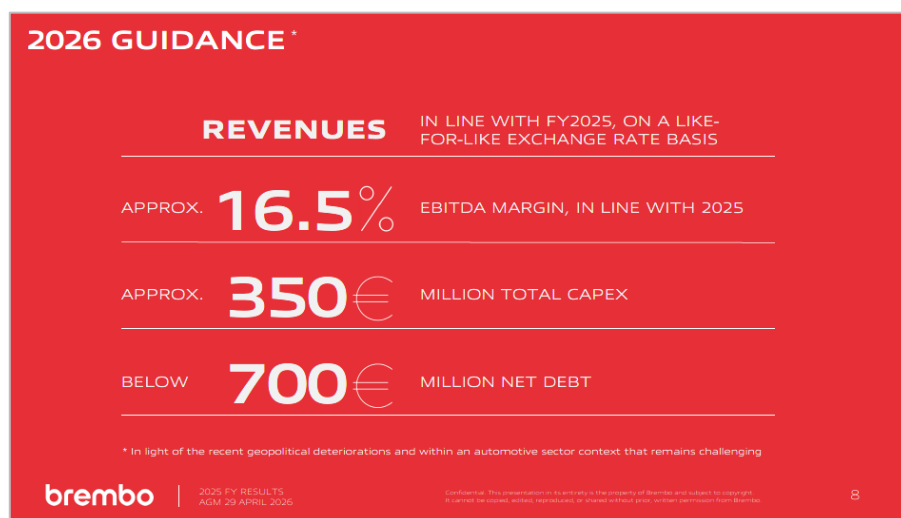
At the end of the year, the net debt was €719.2 million, increasing compared to the level of year-end 2024 largely driven by the €366 million acquisition of Ohlins. Operating cash flow for the year totaled €218.2 million. In 2025, Brembo invested €440.7 million, mainly to expand and strengthen its global industrial footprint.

Slide 7



The main financial ratios reflect the recent trends discussed, while underscoring the Group’s resilience and balance sheet solidity.

## Slide 8



The context remains challenging. In light of the current deteriorating geopolitical scenario, Brembo expects for 2026:

- revenues in line with FY 2025 on a like-for-like exchange-rate basis
- EBITDA margin at around 16.5%, in line with 2025.
- Investments of about €350 million.
- Net financial debt below €700 million.

Brembo will continue to monitor developments in the international context and the sector and will update its guidance accordingly.

In conclusion, in an environment that is more challenging than ever, we remain firmly committed to driving growth and innovation. Our strategic initiatives and investments combine software capabilities with our expertise in the vehicle's corner, enabling us to continue delivering value to our shareholders and customers. We are confident that Brembo, guided by its purpose "Shaping a Zero-Accident Future", is well positioned to navigate the challenges and seize the opportunities ahead.

## 2.2. Presentation of the Remuneration Report for the financial year 2025 (*discussion and advisory vote*)

The Chairman turned to the remuneration report for the financial year 2025 (the "**Remuneration Report 2025**"), which was a discussion and advisory vote item. The Chairman explained that pursuant to applicable legislation shareholders might render an advisory vote regarding the Remuneration Report 2025. Shareholders can either vote in favor of, or against, a positive advice with respect to the Remuneration Report for the financial year 2025. Any votes 'against' qualify as a negative advice. The results of the voting will be regarded as an advisory, non-binding-vote with respect to the Remuneration Report 2025, and in the remuneration report for 2026 the Company will explain how the voting by the shareholders in this AGM has been taken into account.

The Remuneration Report 2025 describes the implementation of the remuneration policy for the Board as approved by the general meeting of the Company in 2025 and includes an overview of the remuneration of each member of the Board of Directors. The Chairman closed the discussion and turned to the advisory vote on the 2025 remuneration report. The voting results were as follows:

In favor:	726,051,313	92.71%
Against:	57,082,384	7.29%
Abstain:	-	-

The Secretary hereby established that the meeting has expressed a positive advice to the 2025 Remuneration Report with 92.71% of the votes in favor and the Chairman proceeded with the next agenda item.

## 2.3 Adoption of the Annual Accounts for the financial year 2025 (*voting item*)

The Chairman moved on to the adoption of the annual accounts for 2025 published on the Company's website (the "**Annual Accounts 2025**"), which are included in the relevant section of the Annual Report 2025 and have been audited by the independent auditor Deloitte Accountants B.V.

The independent auditor, Mr. Erik-Jan Scheffer of Deloitte Accountants B.V., was present to answer any questions. Since there were no questions, the Chairman turned to the voting results in respect of item 2.3, the adoption of the Annual Accounts 2025. The voting results were as follows:

In favor:	778,808,583	100%
Against:	-	-
Abstain:	4,325,114	-

The Secretary established that the meeting has adopted the Company's Annual Accounts for 2025 with 100% of the votes in favor and the Chairman proceeded with the next agenda item.

#### 2.4. Dividend Policy (*discussion item*)

The next agenda item was the Company's dividend policy (the "**Dividend Policy**"), which was a discussion item. The Dividend Policy is determined by the Board and is available on the Company's website. The Company may only make distributions to its shareholders insofar its equity exceeds the amount of the paid in and called-up part of the issued capital plus the reserves, as required to be maintained by Dutch law.

Every year, the Board will determine which part of the profits will be added to reserves, taking into account the financial condition, earnings, cash needs, working capital developments, capital requirements (including requirements of its subsidiaries) and any other factors that the Board deems relevant in making such a determination. The remaining profit will be put at the disposal of the general meeting.

The Chairman proceeded with the next agenda item.

#### 2.5. Allocation of profit (*voting item*)

This agenda item concerned the allocation of profit. The Board proposed to allocate the profit for the year, amounting to Euro 102,634,286.87 (one hundred and two million, six hundred thirty-four thousand, two hundred eighty-six point eighty-seven) as follows:

- to add an amount of Euro 7,200,416.87 (seven million, two hundred thousand, four hundred sixteen point eighty-seven) to the reserves, in order to further fund capital requirements of the Company; and
- to distribute the remaining amount to holders of ordinary shares and pay an amount of dividend of Euro 0.30 (zero point thirty cents) in cash, gross of withholding taxes, on each ordinary share not held by the Company and to pay this dividend on **May 20<sup>th</sup>, 2026**.

Since there were no questions, the Chairman turned to the voting results in respect of item 2.5, the allocation of profit. The voting results were as follows:

In favor:	783,122,247	100%
Against:	11,450	0%
Abstain:	-	-

The Secretary established that the meeting has adopted the resolution to allocate the profit and distribute dividend as proposed with 100% of the votes in favor.

### 3. Release from liability

The Chairman moved on to the third agenda item, which was the release from liability of the executive directors of the Company (the "**Executive Directors**") and the non-executive directors of the Company (the "**Non-Executive Directors**"). Both sub-items are voting items.

This agenda item is standard in an annual general meeting in the Netherlands. According to Dutch law, the release from liability relates to facts which are apparent from the annual accounts or other information disclosed to the general meeting prior to the adoption of the annual accounts. The discharge therefore does not cover facts that were not disclosed to the general meeting prior to the adoption of the Annual Accounts 2025. In addition, the principles of reasonableness and fairness may prevent reliance on a discharge under certain circumstances.

#### 3.1 Release from liability of the Executive Directors (*voting item*)

Under agenda item 3.1, it was proposed to release each Executive Director from liability in respect of the exercise of his or her duties in 2025, to the extent that such exercise is apparent from the Annual Accounts 2025 or from information otherwise disclosed to the general meeting prior to the adoption of the Annual Accounts 2025.

Since there were no questions, the Chairman turned to the voting results in respect of item 3.1 on the agenda.

The voting results were as follows:

In favor:	772,600,115	99.20%
Against:	6,199,363	0.80%
Abstain:	4,334,219	-

The Secretary hereby established that the meeting has adopted the resolution to release the executive directors from liability with 99.20% of the votes in favor and the Chairman proceeded with the next agenda item.

#### 3.2 Release from liability of the Non-Executive Directors (*voting item*)

Under agenda item 3.2, it was proposed to release each Non-Executive Director from liability in respect of the exercise of his or her duties in 2025, to the extent that such exercise is apparent from the Annual Accounts 2025 or from information otherwise disclosed to the general meeting prior to the adoption of the Annual Accounts 2025.

Since there were no questions, the Chairman turned to the voting results in respect of item 3.2 on the agenda.

The voting results were as follows:

In favor:	772,611,565	99.21%
Against:	6,187,913	0.79%
Abstain:	4,334,219	-

The Secretary hereby established that the meeting has adopted the resolution to release the non-executive directors from liability with 99.21% of the votes in favor and the Chairman proceeded with the next agenda item.

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

With reference to agenda item 4 the Chairman noted that the terms of the eleven executive directors and non-executive directors of the Company will come to an end at the conclusion of this general meeting. Therefore, the Board of Directors proposes the re-appointment of nine of the current executive directors and non-executive directors and the appointment of two new non-executive directors, Ms. Alessandra Cozzani and Mr. Andrea Pirondini.

Based on the results of the 2025 Board Performance Evaluation and according to the instructions and recommendations provided by the Remuneration & Appointments Committee on March 12<sup>th</sup>, 2026, the Board of Directors believes that the directors to be re-appointed at this AGM contribute significantly to the Company and perform their duties effectively, demonstrating commitment to their role within the Company. Furthermore, the Board of Directors is confident that the newly proposed non-executive directors, given their expertise, cultural background, skillset and experience, will be valuable members of the Board of Directors. Considering the addition of Alessandra Cozzani and Andrea Pirondini, the Board of Directors will have the appropriate professional and diverse mix, independence and judgment to fulfill its responsibilities, execute its duties appropriately and have a good understanding of the current affairs and long-term risks and opportunities related to the Company's business.

The Chairman confirmed that:

- all proposed candidates are eligible and available for re-appointment and appointment.
- The relevant biographical details and curricula vitae of all candidates and the key terms of engagement of the executive directors to be re-appointed were posted on the Company's website.

- The Board of Directors composition complies with the Board Profile and the Company's DEI Targets for the Board of Directors.
- The remuneration of all directors will be in line with the Company's remuneration policy, as adopted by the general meeting on April 29th, 2025, for the years 2025, 2026 and 2027.

Accordingly, the Board of Directors recommends to the general meeting to appoint the candidates whose professional details are available on the Company's Website, as recommended by the Remuneration and Appointment Committee.

Therefore, the Chairman noted that there were no further questions asked the Secretary to move on each sub-item under this agenda item.

The Secretary invited the meeting to start to vote on agenda sub-item 4.1 for the re-appointment of Matteo Tiraboschi as executive director for a term ending immediately after the annual general meeting to be held in 2029. Since there were no questions, the voting results were as follows:

In favor:	756,970,612	96.66%
Against:	26,163,085	3.34%
Abstain:	-	-

The Secretary hereby established that Matteo Tiraboschi has been reappointed as executive director for a term ending immediately after the annual general meeting to be held in 2029 with 96.66% of the votes in favor and the Chairman proceeded with the next agenda item

The Secretary moved on to the other appointments, starting with the re-appointment of Daniele Schillaci as executive director for a term ending immediately after the annual general meeting to be held in 2029 sub-item 4.2. Since there were no questions, the voting results were as follows:

In favor:	782,212,136	99.88%
Against:	921,561	0.12%
Abstain:	-	-

The Secretary hereby established that Daniele Schillaci has been reappointed as executive director for a term ending immediately after the annual general meeting to be held in 2029 with 99.88% of the votes in favor and the Chairman proceeded with the next agenda item

The Secretary invited to vote for the proposal of the re-appointment of Cristina Bombassei as executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.3.

Since there were no questions, the voting results were as follows:

In favor:	757,345,612	96.71%
Against:	25,788,085	3.29%
Abstain:	-	-

The Secretary hereby established that Cristina Bombassei has been reappointed as executive director for a term ending immediately after the annual general meeting to be held in 2029 with 96.71% of the votes in favor and the Chairman proceeded with the next agenda item

The Secretary invited to vote for the proposal of the re-appointment of Roberto Vavassori as executive director for a term ending immediately after the annual general meeting to be held in 2028, sub-item 4.4.

Since there were no questions, the voting results were as follows:

In favor:	781,842,825	99.84%
Against:	1,290,872	0.16%
Abstain:	-	-

The Secretary hereby established that Roberto Vavassori has been reappointed as executive director for a term ending immediately after the annual general meeting to be held in 2028 with 99.84% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary then moved to the appointments of the non-executive directors and invited to vote for the proposal of the re-appointment of Manuela Soffientini as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.5. Manuela Soffientini will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code. Since there were no questions, the voting results were as follows:

In favor:	770,021,877	98.33%
Against:	13,111,820	1.67%
Abstain:	-	-

The Secretary hereby established that Manuela Soffientini has been reappointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 98.33% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the re-appointment of Elisabetta Magistretti as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.6. Elisabetta Magistretti will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code. Since there were no questions, the voting results were as follows:

In favor:	783,033,088	99.99%
Against:	100,609	0.01%
Abstain:	-	-

The Secretary hereby established that Elisabetta Magistretti has been reappointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 99.99% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the re-appointment of Gianfelice Rocca as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.7. Gianfelice Rocca will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code. Since there were no questions, the voting results were as follows:

In favor:	773,796,811	98.81%
Against:	9,336,886	1.19%
Abstain:	-	-

The Secretary hereby established that Gianfelice Rocca has been reappointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 98.81% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the 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, sub-item 4.8. Elizabeth Marie Robinson will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code.

Since there were no questions, the voting results were as follows:

In favor:	763,870,415	97.54%
Against:	19,263,282	2.46%
Abstain:	-	-

The Secretary hereby established that Elizabeth Marie Robinson has been reappointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 97.54% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the re-appointment of Umberto Nicodano as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.9. Umberto Nicodano will not be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code. Since there were no questions, the voting results were as follows:

In favor:	775,950,509	99.08%
Against:	7,183,188	0.92%
Abstain:	-	-

The Secretary hereby established that Umberto Nicodano has been reappointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 99.08% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the appointment of Alessandra Cozzani as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.10. Alessandra Cozzani will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code.

Since there were no questions, the voting results were as follows:

In favor:	783,096,493	100%
Against:	37,204	0 %
Abstain:	-	-

The Secretary hereby established that Alessandra Cozzani was appointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 100% of the votes in favor and the Chairman proceeded with the next agenda item.

The Secretary invited to vote for the proposal of the appointment of Andrea Pironcini as non-executive director for a term ending immediately after the annual general meeting to be held in 2029, sub-item 4.11. Andrea Pironcini will be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch corporate governance code. Since there were no questions, the voting results were as follows:

In favor:	783,096,493	100%
Against:	37,204	0 %
Abstain:	-	-

The Secretary hereby established that Andrea Pironcini was appointed as non-executive director for a term ending immediately after the annual general meeting to be held in 2029 with 100% of the votes in favor.

The Chairman and the Secretary congratulated all the candidates on their reappointment and appointment. The Secretary proceeded with the next agenda item.

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

The Secretary moved on to agenda item 5 under which it is proposed to amend the Company's remuneration policy, adopted by the general meeting on April 29<sup>th</sup>, 2025, for the years 2025, 2026 and 2027, to reflect certain developments of the Brembo Group during 2025.

The following amendments are proposed:

- For the years 2026-2027, the Short-Term Incentive Plan form bonus cap for the Executive Chairman and the Chief Executive Officer ("CEO") (currently 133.33%) will be aligned with the bonus cap applicable to all other beneficiaries and will consequently be set at 150%.
- The introduction of a Special Mid-Term Incentive Plan 2026-2027, exclusively addressed to the CEO.

These amendments are intended to ensure continuous alignment between the remuneration framework and the Company's strategic objectives, while supporting leadership stability and long-term value creation in an increasingly complex and evolving market environment. The Chairman requested the meeting to resolve to approve these amendments to the 2025-2027 Remuneration Policy in accordance with the draft as made available on the Company's website.

Since there were no questions, the Secretary turned to the voting results in respect of item 5 on the agenda. The voting results were as follows:

In favor:	722,364,733	92.24%
Against:	60,768,964	7.76%
Abstain:	-	-

The Secretary hereby established that the meeting has adopted the resolution to amend the Company's remuneration policy for the subsequent two years (2026-2027) as made available on the Company's Website with 92.24% of the votes in favor.

The Chairman proceeded with the next agenda 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)**

The Chairman moved on to agenda item 6 under which the Board of Directors proposes amending article 37.1 of the Articles of Association of the Company to simplify the procedure to designate the chair of the general meeting in accordance with the draft deed of amendment, as made available on Brembo's website.

The proposal to amend the Articles of Association also means granting authority to 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. The Board of Directors proposes to amend article 37.1 of the Articles of Association so that it will read as follows: "*The General Meeting shall be chaired by the Executive Chair or, in his absence, by the person chosen by the Board of Directors to act as chairperson for such meeting.*"

Since there were no questions, the Chairman turned to the voting results in respect of item 6 on the agenda.

The voting results were as follows:

In favor:	737,697,852	94.26%
Against:	44,930,605	5.74%
Abstain:	505,240	-

The Secretary hereby established that the meeting has adopted the resolution to amend the Articles of Associations of the Company at article 37.1 and to authorize 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 with 94.26% of the votes in favor.

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

The Chairman moved on to the item 7 on the agenda, which entailed the authorization of the Board to repurchase shares in the capital of the Company. This was a voting item.

On April 29<sup>th</sup>, 2025, the Board of Directors was authorized by the general meeting to purchase ordinary shares for a period of 18 months in accordance with Dutch law and therefore such authorization ends on October 29<sup>th</sup>, 2026.

The Board of Directors deems it useful and appropriate to submit the proposal to replace the existing authorization to buy back ordinary shares with a new authorization for a period of 18 months, which will replace the previous authorization granted by the general meeting on April 29<sup>th</sup>, 2025.

The proposed authorization is for the Board of Directors to decide upon the acquisition of the Company's own ordinary Shares through purchases, for a period of 18 months from the day of this general meeting to October 29<sup>th</sup>, 2027, in one or more transactions, subject to market and business conditions and in compliance with applicable rules and regulations.

The Board of Directors' authority shall be limited to a maximum of 10,000,000 ordinary shares (equal to approximately 3% of the Company's total issued ordinary share capital on the day this AGM is convened) for a total consideration not exceeding €180,000,000. Purchases will take place for a minimum price per share, excluding expenses, not lower than the closing price of ordinary shares on the day preceding each purchase reduced by 10% and a maximum price not higher than the closing price of the ordinary shares on the day preceding each repurchase increased by 10%, to be taken from unrestricted reserves.

Since there were no questions, the Chairman turned to the voting results in respect of item 7 on the agenda.

The voting results were as follows:

In favor:	782,909,508	99.97%
Against:	223,929	0.03%
Abstain:	260	-

The Secretary hereby established that the meeting has authorized the Board of Directors to repurchase shares in the Company as proposed with 99.97% of the votes in favor.

## 8. Closing

As there were no further items to discuss or resolve, the Chairman closed the meeting. The Chairman thanked everyone kindly for their attendance. The voting results will be published on the Company's website after the meeting.