



ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 125-TER OF THE CONSOLIDATED LAW ON FINANCE, AND CONCERNING THE FIRST ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF BREMBO S.P.A., CALLED ON 29 JULY 2019 (SINGLE CALL).

**1. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code to remain in office until the end of the current Board's term. Relevant and ensuing resolutions.**

Shareholders,

With reference to the first item on the Agenda, the Ordinary Shareholders' Meeting has been convened to discuss and decide on the appointment a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.

In this regard, it bears recalling that the General Shareholders' Meeting held on 20 April 2017 confirmed the number of Board of Directors' members at 11 and appointed the Board of Directors for the three-year period 2017-2019, i.e., until the General Shareholders' Meeting called to approve the Financial Statements for the year ending 31 December 2019, based on the list submitted by the majority shareholder Nuova FourB S.r.l. and the candidate proposed directly by a group of Shareholders (holding 0.515% of the share capital, overall) during the same General Shareholders' Meeting. In the same session and based on the list submitted by the main shareholder, the General Shareholders' Meeting appointed Director Andrea Abbati Marescotti. On that same date, the Board of Directors appointed him Chief Executive Officer, vesting him with all relevant powers.

As announced in the press release issued on 3 May 2019, following the resignation of Andrea Abbati Marescotti from his position as Chief Executive Officer and the ensuing waiver of all related powers as of 1 July 2019, the Board of Director of Brembo S.p.A. held on 28 June 2019, in compliance with the provisions set forth by Article 15-ter of the By-laws<sup>1</sup>, co-opted Daniele Schillaci and appointed him Chief Executive Officer, vesting him with all related powers.

Pursuant to Article 15-ter of the By-laws and Article 2386 of the Italian Civil Code, the Director was thus appointed until the subsequent Shareholders' Meeting, which will therefore be called upon to confirm or replace him in the manner and with the ordinary majorities according to the law and the By-laws, in departure from the list-based voting system which only applies to the election of the entire Board of Directors. Pursuant to the law, the said Director will remain in office through to the end of the term of the current Board of Directors, i.e., until the approval of the 2019 Financial Statements.

In light of the foregoing, the Board of Directors proposes to the General Shareholders' Meeting to confirm Daniele Schillaci as member of the Board of Directors.

It should be noted that, according to the documentation submitted by him and the relevant assessments by the Board of Directors upon his candidature, the said candidate meets the requirements established by applicable laws and regulations in force, the By-laws and the Corporate Governance Code of Brembo S.p.A. for the office of Director of Brembo S.p.A.

---

<sup>1</sup> In this regard, Article 15-ter of the Bay-laws reads: "Should, during any financial year, one or more Board members drawn from the list that obtained the highest number of votes (Majority Board members), cease to serve in office for any reason or cause whatsoever, without affecting the majority of the Board members appointed by the general meeting, the following procedure shall apply: - the Board shall replace the outgoing Majority Board members by cooptation pursuant to the provisions of article 2386 of the Italian Civil Code, in accordance with laws and regulations on gender balance (men and women) from time to time in force, it being understood that if the outgoing Majority Board member is an independent director, another independent director must be co-opted to replace him; - the directors thus co-opted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace them following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in Article 15-bis above."

The resume of the candidate proposed by the Board of Directors is attached hereto as Annex 1. The additional documentation required by the By-laws and the law is available from the registered office, located in Curno (Bergamo), Via Brembo 25, and on the corporate website.

Now therefore, in light of the foregoing, we submit for your approval the following:

**Motion**

“The Ordinary Shareholders’ Meeting of Brembo S.p.A.:

- having acknowledged the need to appoint a new member of the Board of Directors;
- having examined the option of confirming the candidate proposed by the Board of Directors;
- 

**resolves**

1. to appoint the candidate proposed by the Board of Directors, Daniele Schillaci, born in Piazza Armerina, on 18 December 1964, tax code SCH DNL 64T18 G580Q, as member of the Board, a position that he will hold through to the end of the term of the current Board of Directors, i.e., until the approval of the 2019 Financial Statements;
2. to grant the Chairman and Executive Deputy Chairman full powers, to be exercised severally and/or delegated to third parties, to implement the Resolution as per the point (1) above, even availing of attorneys-in-fact and intermediaries, in accordance with applicable laws and as requested by relevant authorities.

Stezzano, 28 June 2019

On behalf of the Board of Directors  
The Chairman  
Alberto Bombassei

# Daniele Schillaci

## Scheda di sintesi

## Daniele Schillaci

*Place & Date of birth:* Piazza -Armerina (Italy), 18<sup>th</sup> December, 1964

*Nationality:* Italian

### SUMMARY

---

A Visionary Global Automotive Leader with:

- Robust strategic long-term thinking
- Success in conceiving and implementing innovative electrification strategies
- Customer-driven holistic automotive background - Marketing and Sales-centered but with a solid experience in manufacturing, engineering and design
- Global footprint with an in-depth knowledge of Chinese, Asian and European markets
- Proven success in building confident, dynamic and motivated teams

### PROFESSIONAL EXPERIENCE

---

**2015 – Present NISSAN MOTOR CORPORATION**

**JAPAN**

**Executive Vice President, Member of the Executive Committee**

#### KEY RESPONSIBILITIES:

- Nissan and Alliance Executive Member responsible for the Global Marketing and Sales of all corporation's brand Nissan, Infiniti, Datsun. Focused on making each Brand more attractive and more customer-oriented. Nissan Group sold 5,75 Mil in FY 2017 generating a turnover of \$ 110bn.
- Chairman of the Management Committee for the Japan and Asia & Oceania regions, overseeing operation in these regions – including manufacturing, engineering, design, sales and marketing, administration and finance
- Head of Zero Emission Vehicle and Battery Business with strategic planning and business responsibilities
- Board member of Dongfeng-Nissan – Nissan Joint-Venture in People's Republic of China

#### MAIN ACHIEVEMENTS:

- Conceived "Nissan Intelligent Mobility", which is Nissan Vision to deliver more autonomy, more electrification and more connectivity to move people to a better world. Aligned all Regional and Global company functions to make it not only a Brand differentiator but a breakthrough-company strategy.
- First non-Japanese Head of Japan Operations in the whole Automotive Industry, has successfully launched e-Power series-hybrid technology in Japan and now deploying it in the rest of Asia and the world.
- Developed Nissan future EV product strategy until 2025. Second generation Leaf EV launched in Sept '17, reaching record sales and profit figures.
- Key role in leading Dongfeng-Nissan to be one of fast growing JV in China with 1,5 Mil vehicle sold in 2017 and a record brand image above Toyota.

**2012 – 2015 TOYOTA MOTOR EUROPE**

**BELGIUM**

**Senior Vice President, Sales and Marketing**

#### KEY RESPONSIBILITIES:

- Define segmented marketing strategy to strengthen Toyota product positioning across Europe
  - New brand communication vision to better highlight Toyota values of superior quality, durability, innovation
  - With 160-person HQ team manage 38 NMSCs (national marketing and sales companies) in Europe, Russia, CEI, Turkey and Israel in terms of sales, market representation (network development, CI), brand management.
  - Toyota sold 874,000 cars in 2015, generating turnover of € 20bn
  - Provide guidelines to all NMSCs for 3-year business plan on sales and brand performance and value chain strategy to maximise revenue per unit.
-

### MAIN ACHIEVEMENTS:

- U-turned Toyota Europe Strategy fully focusing on Hybrid Powertrain deployment in core models
- By involving all the national sales companies and dealers across Europe, Toyota sold more than 200k hybrid in 2015 while the brand overall opinion increase significantly for being today second in Europe, very close to VW.

### 2010 – 2011 TOYOTA MOTOR FRANCE

FRANCE

#### President and Chief Executive Officer

- Responsible for a company employing 190 people (including Lexus brand), managing 103 Toyota and 30 Lexus dealers generating turnover of € 1.5bn in 2011
- Communicate Toyota values to all directors of Toyota and Lexus France
- Strategic plan to fully exploit value chain to optimise revenue per unit
- Improve Lexus brand and selling power in France in terms of product positioning, fleet, and used car performance.
- Report and share with Toyota Motor Europe the main KPIs set in all business areas (customer satisfaction index, sales, brand performance index, P&L, etc.)

### 2006 – 2009 TOYOTA SPAIN

SPAIN

#### Vice President and Chief Operating Officer

- Responsible for a company employing 182 people, 82 Toyota, 20 Lexus dealers, turnover of € 1.2bn in 2009
- Motivate and involve all directors of Toyota and Lexus España in long-term company strategy encompassing customer satisfaction, brand positioning, and network development. Toyota 2009 market share increased by 1% (from 4.8 to 5.8%) versus 2008
- Strengthen Lexus brand through new marketing activities like sponsoring Madrid Open to launch the new RX 450h, completing Lexus network plan
- Report and share with Toyota Motor Europe the main KPIs like customer satisfaction index, sales, brand performance index, P&L, etc.

### 2005-2006 TOYOTA MOTOR EUROPE

BELGIUM

#### General Manager, Lexus Operations

- In charge of new Lexus sales organisation, co-ordinate 24 NSMCs supported by 6 country managers, budget process, pricing strategy, corporate sales and re-marketing plan and sales planning management
- Implement new network development strategy across Europe (260 outlets in 2005), including new Lexus standards and an innovative corporate identity fully in line with the new brand positioning
- Implement Lexus challenge plan at 24 national sales and marketing companies and the develop new markets (5 new countries in progress)

### 2002-2004 TOYOTA MOTOR MARKETING EUROPE

BELGIUM

#### General Manager, Market Development

- Develop new business model aimed at optimising value chain: new distribution strategy for Toyota network throughout Europe (24 countries)
- Implement corporate strategy of selling power and brand enhancement in new block exemption regulation in conjunction with field operations and brand communication divisions (new standards, retail experience program, corporate identity project, etc.)
- Develop new fleet policy (leasing/ corporate sales: 207,000 units in 2003) and re-marketing strategy for Europe with Toyota national marketing sales companies
- Closely liaising with various divisions within Toyota Motor Europe to implement corporate projects as CRM, business management system, product launching, etc.

### 2001-2002 FIAT AUTO

ITALY

#### Sales & Marketing Director of ALFA ROMEO, Italian Market

- Define and implement a sales and marketing strategy (three-year business plan, budget, pricing, product launch, brand communication policies)
- Develop team empowerment strategy to facilitate Fiat's break-through strategy: create business unit of 60 people in charge of marketing, sales and after-sales, generating sales turnover of € 2bn
- Develop corporate identity in line with the new premium brand vision in dealer network (200 dealers)

### 1993-2001 RENAULT GROUP

#### 2000-2001 RENAULT ITALIA, Sales Director

ITALY

- Manage new sales organisation to strengthen manufacturer's support of primary and secondary networks (5 regional offices, 240 dealers, annual volume of 190,000 units and sales turnover of € 2.6bn)
- Define leasing and corporate sales policies to achieve market leadership
- Plan and implement hub strategy with Nissan Italy in new block exemption regulation (5 common hubs completed)

#### 1998-2000 RENAULT BELGIQUE – LUXEMBOURG, Sales Director

BELGIUM

- Coordinate, manage sales team of 45 people, including 6 deputy general managers and managers. In 1999, Renault was 2nd-largest importer with 11,4% market share and 10% increase in sales turnover
- Provide sales and product training to support 145 dealers
- Implement distribution strategy via 3-year business plans and organise dealer network into 25 hubs

#### 1995-1998 RENAULT HEADQUARTERS, INTERNATIONAL OPERATIONS DIVISION

FRANCE-TURKEY

#### Sales & Marketing Coordinator for Turkish Market

- Negotiate commercial agreement with importer Renault MAIS (100,000 units; turnover of € 1.2bn)
- Renew brand image through successful transition plan from aging 70's product range to a modern range while generating profitable commercial performances
- Develop master plan in close cooperation with Renault MAIS' divisions aimed at adapting Renault Group's strategy to local market. Despite complex environment, Renault achieved market leadership in 1997.

### 1993-1995 RENAULT ITALIA

ITALY

#### Zone Manager

- Manage dealer network motivation and development in Catane regional office (9 dealers)

## EDUCATION

2008	WHARTON SCHOOL OF THE UNIVERSITY OF PENNSYLVANIA Executive Development program	USA
1996	INSEAD CEDEP General Management Program	FRANCE
1993	POLYTECHNIC UNIVERSITY OF MILAN Degree in Engineering, New Industrial Technologies and Business Management	ITALY

## LANGUAGES

Italian: Mother Language

French: Mother Language

English: Fluent

Spanish: Fluent

Dutch: Basic