



Registered offices: Curno (Bergamo), 25 Via Brembo - Italy  
Paid up share capital: € 34,727,914.00  
E-mail: [ir@brembo.it](mailto:ir@brembo.it) <http://www.brembo.com>  
Bergamo Register of Companies – Tax Code No. 00222620163

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – APRIL 21, 2016

### SUMMARY REPORT OF THE VOTES as of art. 125-quater, par. 2, Legislative Decree 24 febbraio 1998 n. 58

In accordance with art. 125-quater, par. 2, Legislative Decree 58/1998, please find hereinafter the Summary Report of the Votes expressed during the Ordinary and Extraordinary Shareholders' Meeting of Brembo S.p.A. held at the Company offices at Viale Europa 2, 24040 Stezzano (Bergamo) on April 23rd, 2015 at 10:30 a.m. CET (first call).

The Company's share capital of € 34,727,914.00 is represented by 66,784,450 ordinary shares with a par value of euro 0.52 each. Each ordinary share entitles the owner to one vote in ordinary and extraordinary shareholders' meetings.

At Shareholders' Meeting date, the Company holds 1,747,000 own shares representing 2,616% of the share capital. The voting rights associated with these shares have been suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code. Accordingly, the total number of votes that may be cast at the General Shareholders' Meeting amounts to 65,037,450.

\* \* \*

Shares represented at the beginning of the Shareholders' Meeting	in person and by proxy, n. 50.625.832 ordinary shares representing 75,804820% of the share capital
Shares represented at the first resolution and for all the duration of the Shareholders' Meeting – ordinary Section	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Shares represented at the first resolution and for all the duration of the Shareholders' Meeting – extraordinary Section	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

### **ITEM 1 OF THE AGENDA**

**Presentation of the Financial Statements of Brembo S.p.A. for the year ended 31 December 2015, with the Directors' Report on Operations, the Statutory Auditors' Report, the Independent Auditors' Report and the Attestation of the Manager in Charge of the Company's Financial Reports. Relevant and Ensuing resolutions.**

Shares represented at the resolution on item 1	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

<b>Resolution</b>	· to approve the Financial Statements of Brembo S.p.A. at 31 December 2015.
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Vote result	Number of shares	% of shares in attendance to the meeting	% Share capital
In favour	50.632.137	99,996573	75,814261
Against	0	0,000000	0,000000
Abstentions	1.735	0,003427	0,002598
<b>Total amount</b>	<b>50.633.872</b>	<b>100,000000</b>	<b>75,816859</b>

### **ITEM 2 OF THE AGENDA**

**Allocation of profit for the year. Relevant and Ensuing resolutions.**

Shares represented at the resolution on item 1	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

<b>Resolution</b>	<p>· to allocate the 2015 net income of Brembo S.p.A. amounting to 103.312.836,52 Euro, as follows:</p> <ul style="list-style-type: none"> <li>• to the Shareholders, an ordinary dividend of € 0,80 for each of outstanding shares;</li> <li>• €276.530,85 to the reserve as per Article 6, paragraph 2, of Legislative Decree No. 38/2005;</li> <li>• The remaining amount carried forward; and</li> </ul> <p>· to pay dividends as of 25 May 2016, ex coupon on 23 May 2016 (record date on 24 May 2016).</p>
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Vote result	Number of shares	% of shares in attendance to the meeting	% Share capital
In favour	50.633.355	99,998979	75,816084
Against	0	0,000000	0,000000
Abstentions	517	0,001021	0,000774
<b>Total amount</b>	<b>50.633.872</b>	<b>100,000000</b>	<b>75,816859</b>

**ITEM 3 OF THE AGENDA**

***Presentation of the Consolidated Financial Statements of the Brembo Group for the year ended 31 December 2015, with the Directors' Report on Operations, the Statutory Auditors' Report, the Independent Auditors' Report and the Attestation of the Manager in charge of Company's Financial Reports.***

*No resolution is needed according to Italian Civil Code which requires the approval of the Financial Statements of the year and only the view of the Consolidated Financial Statements.*

**ITEM 4 OF THE AGENDA**

**Authorisation for the buy-back and disposal of own shares. Relevant and Ensuing resolutions.**

Shares represented at the resolution on item 3	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

<b>Resolution</b>	<p>1) to authorise the buy back and the disposal, in one or more tranches, of a maximum of 1.600.000 own shares, after prior revocation the previous authorization passed on 23 April, 2015 and not implemented, for a term of 18 months, a purchase price ranging from 0,52 Euro to 60,00 Euro each, to be taken from unrestricted reserves and securing the amount by withdrawing from the extraordinary reserve and retained earnings of €96,000,000 (in addition to the restriction on Reserves for own shares already in portfolio of €13,475,897, for an overall amount of the own shares reserve of €109,475,897);</p> <p>2) to authorise for a term of 18 months the disposal of the acquired treasury shares, in one or more tranches, granting to the Board of Directors the power to define, from time to time, all the criteria to set the relevant consideration and/or methods, terms and conditions to use own shares in portfolio, taking due account of the operating methods applied and the price trend of the stock in the period before the transaction, acting in the best interest of the Company;</p> <p>3) to grant the Chairman and the Executive Deputy Chairman, full powers, to be exercised severally and/or delegated to third parties, to implement the resolutions as per points (1) and (2) above, even availing of attorneys-in-fact, in accordance with applicable laws and as requested by relevant authorities.</p>
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Vote result	Number of shares	% of shares in attendance to the meeting	% Share capital
In favour	50.293.963	99,328692	75,307894
Against	339.392	0,670286	0,508190
Abstentions	517	0,001021	0,000774
<b>Total amount</b>	<b>50.633.872</b>	<b>100,000000</b>	<b>75,816859</b>

**ITEM 5 OF THE AGENDA**

**Presentation of the Remuneration Report of Brembo S.p.A. Resolutions pursuant to Article 123-ter of TUF**

Shares represented at the resolution on item 1	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

<b>Resolution (1)</b>	to approve the Section1 of the Remuneration Report of Brembo S.p.A.
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Vote result	Number of shares	% of shares in attendance to the meeting	% Share capital
In favour	41.200.473	81,369390	61,691716
Against	8.138.281	16,072800	12,185892
Abstentions	1.295.118	2,557810	1,939251
<b>Total amount</b>	<b>50.633.872</b>	<b>100,000000</b>	<b>75,816859</b>

(1) Non-binding resolution. According to art. 123 ter, par. 6, of the Consolidated Law of Finance, and with respect to articles 2389 and 2409-terdecies, par. 1, letter a), of Italian Civil Code, and article 114-bis, the Shareholders' Meeting is required to resolve in favour or against the Remuneration Report (Section1 of the Remuneration Report).

**ITEM 1 OF THE AGENDA (EXTRAORDINARY SECTION)**

*Proposed amendments to the By-laws, with reference to Articles 4 (purpose), 5 (Share capital), 10 (Calling), 10-bis (Addition of items to the agenda), 11 (Participation in and representation at General Shareholders' Meetings), 13 (Quora and resolutions of the General Shareholders' Meeting), 15 (Composition of the Board of Directors), 15-bis (Appointment of the members of the Board of Directors), 18 (Board meetings), 22 (Composition and appointment of the Board of Statutory Auditors) and addition of the new Article 10-ter (Right to pose questions prior to the General Shareholders' Meeting). Relevant and ensuing resolutions.*

Shares represented at the resolution on item 1	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital
Total shares on which a vote was expressed	in person and by proxy, n. 50.633.872 ordinary shares representing 75,816859% of the share capital

<b>Resolution</b>	· To approve the proposed amendments to the By-laws.
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Vote result	Number of shares	% of shares in attendance to the meeting	% Share capital
In favour	50.259.846	99,261313	75,256809
Against	19.636	0,038780	0,029402
Abstentions	354.390	0,699907	0,530647
<b>Total amount</b>	50.633.872	100,000000	75,816859