



RELAZIONE ILLUSTRATIVA DEL CONSIGLIO DI AMMINISTRAZIONE, AI SENSI DELL'ART. 125-TER DEL TESTO UNICO DELLA FINANZA, SUL PRIMO PUNTO ALL'ORDINE DEL GIORNO DELL'ASSEMBLEA ORDINARIA DEGLI AZIONISTI DI BREMBO S.P.A., CONVOCATA PER IL GIORNO 29 LUGLIO 2019 (CONVOCAZIONE UNICA).

1. Nomina di un membro del Consiglio di Amministrazione ai sensi dell'Art. 2386 del Codice Civile sino al termine del mandato dell'attuale Consiglio di Amministrazione. Deliberazioni inerenti e conseguenti.

Signori Azionisti,

in relazione al primo punto all'ordine del giorno, siete chiamati per discutere e deliberare la nomina di un membro del Consiglio di Amministrazione ai sensi dell'art. 2386 del Codice Civile.

A tal riguardo si ricorda che l'Assemblea tenutasi il 20 Aprile 2017 ha confermato in 11 il numero dei componenti dell'Organo Amministrativo e nominato il Consiglio di Amministrazione per il triennio 2017 – 2019, ossia fino all'Assemblea di approvazione del Bilancio al 31 dicembre 2019, sulla base della lista depositata dal socio di maggioranza Nuova FourB S.r.l. e della proposta di candidatura di un consigliere presentata direttamente nel corso della riunione assembleare da un raggruppamento di Azionisti (titolari complessivamente dello 0,515% del capitale sociale). In occasione di tale Assemblea era stato nominato, tra gli altri e nell'ambito della lista presentata dal Socio di maggioranza, il Consigliere, Ing. Andrea Abbati Marescotti, a cui il Consiglio di Amministrazione, in pari data, ha conferito la carica di Amministratore Delegato e i correlati poteri.

Come annunciato nel comunicato stampa diffuso il 3 maggio 2019, a seguito delle dimissioni dell'Ing. A. Abbati Marescotti dalla carica di Amministratore Delegato con conseguente rinuncia a tutti i connessi poteri con decorrenza dal 1° luglio 2019, il Consiglio di Amministrazione di Brembo S.p.A. tenutosi il 28 giugno 2019, in virtù di quanto previsto dall'art. 15 ter dello Statuto¹, ha cooptato l'Ing. Daniele Schillaci nominandolo Amministratore Delegato e conferendogli i relativi poteri.

Sempre ai sensi dell'art. 15 ter dello Statuto e dell'art. 2386 cod. civ., il Consigliere è stato così nominato sino alla successiva Assemblea, che è quindi chiamata a procedere alla sua conferma o sostituzione con le modalità e maggioranze ordinarie di legge e di Statuto e, dunque, senza l'applicazione del meccanismo del voto di lista, non trattandosi di ipotesi di rinnovo integrale del Consiglio di Amministrazione. Tale consigliere rimarrà in carica, ai sensi di legge, sino alla scadenza del mandato dell'attuale Consiglio di Amministrazione ossia fino all'Assemblea di approvazione del bilancio dell'esercizio 2019.

Ciò detto il Consiglio di Amministrazione propone all'Assemblea di confermare quale membro del Consiglio di Amministrazione l'Ing. Daniele Schillaci.

Si precisa che il candidato, secondo quanto emerge dalla documentazione dal medesimo presentata e dalle valutazioni svolte in proposito dal Consiglio di Amministrazione all'atto della sua candidatura risulta in possesso dei requisiti che le disposizioni normative e regolamentari vigenti, lo Statuto Sociale ed il Codice di Autodisciplina di Brembo S.p.A., prescrivono per la carica di Amministratore di Brembo S.p.A.

¹ Al riguardo l'art. 15 ter dello Statuto stabilisce che: "Qualora nel corso dell'esercizio venga a mancare, per qualsiasi motivo, uno o più amministratori tratti dalla lista che abbia ottenuto il maggior numero di voti (gli "Amministratori di Maggioranza"), e sempreché tale cessazione non faccia venire meno la maggioranza degli amministratori eletti dall'Assemblea, si procede come segue: - il Consiglio di Amministrazione provvede alla sostituzione degli Amministratori di Maggioranza cessati mediante cooptazione, ai sensi dell'articolo 2386 del Codice Civile nel rispetto delle disposizioni di legge e regolamentari, di volta in volta vigenti, in materia di riparto tra generi (maschile e femminile), e fermo restando che, ove l'Amministratore di Maggioranza cessato sia un amministratore indipendente, deve essere cooptato altro amministratore indipendente; - gli amministratori così cooptati restano in carica sino alla successiva Assemblea, che procederà alla loro conferma o sostituzione con le modalità e maggioranze ordinarie, in deroga al sistema di voto di lista indicato nel precedente articolo 15-bis."

In Allegato 1 si riporta il Curriculum Vitae del candidato proposto dal Consiglio di Amministrazione. L'ulteriore documentazione richiesta da Statuto e dalla legge è a disposizione presso la sede sociale, sita in Curno (BG), Via Brembo 25 nonché sul sito internet della Società.

Ciò premesso, sottoponiamo alla Vostra approvazione la seguente

proposta di deliberazione

“L’Assemblea ordinaria degli Azionisti di Brembo S.p.A.:

- preso atto della necessità di procedere alla nomina di un nuovo membro del Consiglio di Amministrazione;
- ritenuta l’opportunità di confermare la candidatura proposta dal Consiglio di Amministrazione;

Delibera

1. di nominare quale membro del Consiglio di Amministrazione, il candidato proposto dal Consiglio Ing. Daniele Schillaci, nato /a Piazza Armerina, il 18.12.1964, Codice Fiscale SCH DNL 64T18 G580Q, il cui incarico si concluderà alla scadenza del mandato dell’attuale Consiglio di Amministrazione, ossia fino all’assemblea di approvazione del bilancio dell’esercizio 2019;
2. di conferire al Presidente ed al Vice Presidente Esecutivo, in via disgiunta fra loro, con facoltà di delega a terzi, ogni più ampio potere occorrente per dare attuazione alla deliberazione di cui al punto (1), anche a mezzo di terzi procuratori e intermediari, ottemperando a quanto richiesto ai sensi della normativa applicabile e dalle autorità competenti.

Stezzano, 28 Giugno 2019

Per il Consiglio di Amministrazione
Il Presidente
f.to Ing. Alberto Bombassei

Daniele Schillaci

Scheda di sintesi

Daniele Schillaci

Place & Date of birth: Piazza -Armerina (Italy), 18th 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.

Daniele Schillaci

Scheda di sintesi

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.

Daniele Schillaci

Scheda di sintesi

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*



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-laws¹, 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.

¹ 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), 18th December, 1964

Nationality: Italian

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- Customer-driven holistic automotive background - Marketing and Sales-centered but with a solid experience in manufacturing, engineering and design
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