

The present is the English translation of the Italian official report approved by the Board of Directors on March 15, 2017. For any difference between the two texts, the Italian text shall prevail.

**Directors' Report drawn up pursuant to Article 73 of the Issuers Regulations, approved by Consob resolution No. 11971 of May 14, 1999, paragraph 1, TUF on item 3 of the agenda of the Ordinary Meeting of the Shareholders of SAES Getters S.p.A., to be held at the registered office in Viale Italia, 77, Lainate, in single call on April 27, 2017 at 10.30 am.**

**Proposal to authorize the Board of Directors, pursuant to and by the effects of Articles 2357 *et seq.* of the Civil Code, and 132 of Italian Legislative Decree No. 58/1998, to purchase and dispose of a maximum of 2,000,000 treasury shares; related and consequent resolutions.**

Shareholders,

you have been called by the Board of Directors, in ordinary session, to resolve also this year with regard to the proposal to approve and regulate shares buy back.

**1. Reasons why approval is required for share buy backs operations.**

We would first like to remind you that the Shareholders, on their Meeting of April 28, 2016, had authorized shares buy back up to a maximum 2,000,000 shares for a period of 18 months starting on the day of approval.

During the course of the year 2016 the Board has not made use of the authorization granted by the Shareholders on April 28, 2016, nor has it used, in the months prior said Meeting, the authorization previously granted by the Shareholders on their Meeting of April 28, 2015. However, it is not to be excluded that circumstances may arise in the future which would call for an intervention by the Company, and thus we think it appropriate for the Board, after the revocation of the previous authorization granted by the Shareholders on April 28, 2016, to continue to exercise the faculty granted by the Shareholders for the purchase and disposal of shares in the Company's portfolio. It is the opinion of the Board that the purchase and sale of treasury shares constitutes a flexible instrument in terms of company management and strategy. From such perspective, the request for authorization is thus linked to the opportunity to be able to intervene on Company securities in relation to activities relating to investment and the efficient utilization of company liquidity and for purposes of stock titles in accordance with the terms and purposes defined by law and in particular EC Regulation 2273/2003 and market practices referred to in Article 180, paragraph 1, lett. c) of the Italian Legislative Decree no. 58/1998 ("Consolidated Financial Law"), approved by Consob resolution no. 16839 of March 19, 2009, to which it can be made reference.

Said authorization is also requested for additional purposes, such as the opportunity to use treasury shares as payment in extraordinary operations or acquisition operations, or to obtain the required

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financing for the realization of projects and/or the attainment of company goals, or, lastly, as part of share-incentive plans or stock options in favor of directors and/or employees and/or other collaborators of the Company.

**2) Maximum number, category and value of the buy back shares.**

We propose to pass a resolution, pursuant to Article 2357, second paragraph, of the Civil Code, on the authorization to purchase, either in one or several lots, up to a maximum number of 2,000,000 ordinary and/or saving shares of the Company, with no nominal value, keeping into account the shares already in the portfolio of the Company, and in any case within the limitations of Law.

**3) Compliance with the provisions of the third paragraph of Article 2357 of the Civil Code.**

After implementing, on May 26, 2010, the resolutions of the Extraordinary Meeting of the Shareholders held on April 27, 2010, ordering the annulment of 600,000 ordinary shares and 82,000 saving shares in the Company's portfolio, as of today the Company has no treasury shares.

As of today no subsidiary company owns any SAES Getters S.p.A. shares. In any case all the subsidiary companies shall be given specific dispositions to promptly inform us of any shares owned by them.

In no case whatsoever, in compliance with the provisions of Articles 2346, third paragraph, and 2357, third paragraph, of the Civil Code, may the number of treasury shares purchased – keeping into account also the shares owned by subsidiary companies – exceed the tenth part of the overall number of shares issued.

Share buy backs shall be kept within the limitations of distributable profits and available reserves as per the last duly approved Financial Statement. Where, and in the measure in which, the prospected buy backs shall be completed, the purchase of treasury shares will bring to a reduction of the same amount in the shareholders' equity, through the recognition in the liability side of the balance sheet of a specific item with negative sign; similarly, at the time of transfer of treasury shares, being ordinary or saving shares, the shareholders equity will be increased by a matching reduction of the liability side of the balance sheet.

**4) Duration of the authorization.**

The authorization to purchase shares is requested for a period of 18 months, starting on the date in which the Shareholders shall resolve accordingly. The authorization to dispose the treasury shares purchased is requested with no limitations of time.

**5) Minimum and maximum prices, and market valuations used to determine said prices.**

*5.1. Minimum and maximum purchase price.*

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The price of purchase, including accessory costs, shall not go above or below the quota of 5% of the reference stock price on the day before any such operation: said parameters are deemed adequate to identify the range of values where the purchase of shares is beneficial to the Company.

#### *5.2. Sale price.*

Treasury shares purchase operations may be effected at a minimum price equal to the weighted average of the registered price of the shares in the same category registered in the 20 trading days prior to such purchase.

Said limitation shall not be applied in case of any exchanges or transfer of treasury shares effected as part of acquisition of stock, or in case of extraordinary finance operation entailing the use of unassigned treasury shares. In the latter case price shall be applied using reference average prices in line with international best practice procedures.

Sales operations subject to stock option plans shall be effected at the conditions provided in the stock option plan to be approved by the Shareholders pursuant to Article 114-bis of Italian Consolidated Financial Law and to any applicable regulation.

#### **6) Procedures for the purchase and sale of shares.**

Purchase operations shall be effected on the stock exchange, in one or more operations, with the procedures agreed with the stock exchange operator, so as to assure full equality of treatment among Shareholders pursuant to Article 132 of Italian Consolidated Financial Law, and in any case in keeping with any procedure that may be allowed under any relevant and applicable Law applicable.

Furthermore, following the admission of the Company in the STAR Segment (High Performance Equities Segment), in keeping with the terms of the agreement entered into with the Market Specialist, the purchase and sale of ordinary treasury shares must be previously communicated to the Market Specialist, who may not unreasonably deny its consent to said operations.

Buy backs may be effected pursuant to Article 144-bis letters a) and b) of the Issuers Regulations:

- a) by means of public offer of purchase or exchange;
- b) on the stock exchange, regulated according to operational procedures established in the organization and administration of said market, not allowing any direct match of purchase proposals with predetermined sale proposals.

Among the procedures allowed under the Issuers Regulations, we consider preferable the purchase on the stock exchange, regulated for the purposes above indicated, particularly for the purposes of supporting the course of the stock, which purposes we consider most effectively reached through a simple, elastic and flexible mechanism such as the direct purchase on the stock exchange, as soon as an intervention is deemed appropriate. We don't exclude the possibility to use the public offer

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procedure for exchange or purchase, which shall have to be resolved upon by the Board of Directors with adequate motivation.

The Shareholders and the stock exchange market shall promptly be informed pursuant to the third, fourth, and fifth paragraph of Article 144-bis of the Issuers Regulations.

The treasury shares purchased may be utilized at any moment, in whole or in part, in one or several operations, even before having completed all purchases, in the manners deemed most propitious in the interest of the Company: i) by selling the ownership of said shares, or by transferring any of the real and/or personal rights of said shares (including, but not limited to, the lending of stock); ii) by selling on the stock exchange and/or outside of the stock exchange, on the block market, through institutional placement, or exchange, even through public offer, iii) by sale or assignment to directors and/or employees and/or collaborators of the Company as part of share incentive plans or stock options, iv) as payment for the purchase of company stock and/or companies and/or assets and/or businesses, v) in case of extraordinary finance operations entailing the availability of unassigned treasury stock (including, but not limited to, mergers, spinoffs, issue of convertible bonds or warrant, etc., vi) given, within the limitations of Law, as security in order to obtain, for the Company and/or the companies of the Group, any loan which may be necessary for the realization of projects or the pursuit of company objectives, and vii) under any form of utilization allowed by the applicable laws and regulations.

Sale/assignment operations aimed at share incentive plans shall be effected in keeping with the terms and conditions of the relative plans approved by the Shareholders pursuant to Article 114-bis of the Italian Consolidated Financial Law and the applicable Laws and regulations.

With regard to the above written report, we submit to your approval the following proposal of resolution

*“The Shareholders,*

- having acknowledged the Directors’ Report;*
- having also acknowledged the provisions of Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of Legislative Decree 58/1998;*

*resolves*

- 1) *to revoke, starting on this day, the resolution of approval for the purchase of treasury shares and utilization of the same, adopted by the Shareholders on April 28, 2016;*
- 2) *to authorize, pursuant to and by the effects of Article 2357 of the Civil Code, the purchase, in one or several operations and over a period of eighteen (18) months starting on the day of this*

*resolution, on the stock market and with the procedures agreed with the stock exchange operator pursuant to Article 132 of Legislative Decree no. 58/1998, up to a maximum of 2,000,000 ordinary and/or saving shares of the Company, and in any case within any limitation of law, for a price, inclusive of any accessory costs, not above nor under 5% of the official price registered by the stock on the day prior to every single operation, targeted to deliver any market intervention to support the liquidity of the stock and for any purpose of stock titles in the terms, the terms and purposes defined by law and in particular EC Regulation 2273/2003 and market practices referred to Article 180, paragraph 1, lett. c) of the Legislative Decree no. 58/1998, approved by Consob resolution no. 16839 of March 19, 2009, to which reference may usefully be given to possible or investment needs and the efficient use of corporate liquidity, as well as for any other purposes, such as the opportunity to use treasury shares as payment in extraordinary operations or acquisitions, or to obtain necessary funding to implement projects and / or the achievement of corporate objectives and, ultimately, for any stock option plans or stock options to directors and / or employees and / or collaborators of Company;*

- 3) to authorize the Board of Directors, and in representation thereof the Chairman, Deputy Chairman and Managing Director, each in their separate function, to purchase the shares subject to the conditions above defined, and in keeping with the terms of Article 144-bis letter a) and b) of Consob Regulations No. 11971 of May 14, 1999, and in the degree deemed opportune in the interest of the Company, without prejudice to the terms of the agreement entered into with the Market Specialist as concerns ordinary shares;*
- 4) to authorize the Board of Directors, and in representation thereof the Chairman, Deputy Chairman and Managing Director, each in their separate function, pursuant to and by the effects of Article 2357-ter of the Civil Code, so as they may dispose – at every moment, in whole or in part, on one or several operations, even before having completed purchasing, of the treasury shares purchased base on this resolution, in the manner deemed most favorable to the interests of the Company, provided that said disposal may include: i) the sale of the ownership of such shares, or the transfer of the real and/or personal rights attached to such shares (including, but not limited to, the lending of stock), ii) the sale on the stock exchange and/or outside the stock exchange market, on the block market, through institutional placement, or exchange, including through public offer, iii) the sale or assignment to directors and/or employees and/or collaborators of the Company as part of share incentive plans or stock options, iv) or as payment for the purchase of company stock and/or companies and/or assets and/or businesses, v) in case of extraordinary finance operations entailing the availability of unassigned treasury stock (including, but not limited to, mergers, spinoffs, issue of convertible bonds or warrant, etc., vi)*

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*given such shares, within the limitations of Law, as security in order to obtain, for the Company and/or the companies of the Group, any loan which may be necessary for the realization of projects or the pursuit of company objectives, and vii) any form of utilization allowed by the applicable laws and regulations, attributing to the same the faculty to establish, from time to time and in compliance with the provisions of Law and other regulations, the terms, manner, and conditions that they may deem most appropriate, provided that the sale of shares may only be effected against a minimum payment equal to the weighted average of the official prices of shares in the same category in the 20 trading days preceding such sale. The latter term shall not apply in case of any exchange or transfer of treasury shares effected as part of acquisitions of company stock and/or companies and/or assets and/or businesses, or in case of extraordinary finance operations;*

- 5) to dispose that purchases be effected within the limits of the distributable profit and available reserves as per the last duly approved Financial Statement, and that where, and in the measure in which, the prospected buy backs shall be completed, that the purchase of treasury shares will bring to a reduction of the same amount in the shareholders' equity, through the recognition in the liability side of the balance sheet of a specific item with negative sign; to dispose that, similarly, at the time of transfer of treasury shares, being ordinary or saving shares, the shareholders equity will be increased by a matching reduction of the liability side of the balance sheet;*
- 6) to grant the Chairman, Deputy Chairman and Managing Director, each in their separate functions, any power needed to execute this resolution, making any suitable entry in the balance sheet and records in the accounts, with the faculty also to purchase and dispose of treasury shares, within the limitations provided above, also through specialized intermediaries including by entering into liquidity agreements according to the provisions of the competent market authority."*

Lainate, March 15, 2017

For the Board of Directors

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Mr. Massimo della Porta

Chairman