

The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2022. For any difference between the two texts, the Italian text shall prevail.

Explanatory Report by the Directors drawn up in accordance with article 125-ter of the Consolidated Finance Act, on point 1 of the agenda for the single call of the ordinary General Shareholders' Meeting of SAES Getters S.p.A., at the registered office in Milan, Piazza Castello 13, on April 21, 2022 at 10.30 a.m.

1. Report of the Board of Directors on the financial year as at December 31, 2021; financial statements as at December 31, 2021. Presentation of the Consolidated Financial Statements as at December 31, 2021. Related resolutions:

1.1. Approval of the financial statements as at December 31, 2021:

1.2. Resolutions regarding allocation of the profit for the year;

1.3. Distribution of a portion of the "Retained earnings" available reserve.

Dear Shareholders,

Please note that all the information and comments relative to point 1 of the agenda are extensively included in the Financial Statements as at December 31, 2021, which include the draft Financial Statements and Consolidated Financial Statements as at December 31, 2021, the Directors' Report on Operations, and the declaration pursuant to article 154-bis, paragraph 5 of the Consolidated Finance Act (TUF), as well as the Report of the Board of Statutory Auditors and the Independent Auditors' Report, all documents which will be made available to the public in accordance with the law

at the registered office in Lainate, Viale Italia 77, as well as on the Company's website, www.saesgetters.com. For a precise illustration of the financial statements as at December 31, 2021, please refer to the above mentioned accompanying reports.

Now, therefore, at point 1.1 we submit the following resolution proposal for your approval:

"The Shareholders' Meeting,

- after examining the figures of the Annual financial statements of SAES Getters S.p.A., as at December 31, 2021, accompanied by the Directors' Report on operations, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and any other documentation envisaged by law;

- after acknowledging the results for the year ending December 31, 2021;

resolves

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- to approve the Financial statements of SAES Getters S.p.A. as at December 31, 2021, which closed with a loss for the year of €8,291,582.19;

- to award the Chairman, Deputy Chairman and Managing Director, jointly and severally, all powers necessary for the implementation of this resolution."

In relation to point 1.2, having acknowledged the results of the financial year as at December 31, 2021, which show a loss of €8,291,582.19, we submit the following resolution proposal for your approval:

"The Shareholders' Meeting,

- after examining the figures of the Annual financial statements of SAES Getters S.p.A., as at December 31, 2021, accompanied by the Directors' Report on operations, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and any other documentation envisaged by law;

- after acknowledging the results for the year ending December 31, 2021;

resolves

- to fully cover the loss for the financial year as at December 31, 2021, of €8,291,582.19 through the use of the corresponding amount from the "Retained earnings reserve", which will therefore be reduced;

- to award the Chairman, Deputy Chairman and Managing Director, jointly and severally, all powers necessary for the implementation of this resolution."

In relation to point 1.3, we propose to distribute a portion of the "Retained earnings" available reserve of €8,530,485.43 equally to ordinary and savings shares pursuant to article 26 of the Articles of Association, by assigning a dividend of €0.47 per savings share and per ordinary share;

These amounts will be paid, as determined above, in favour of entitled ordinary and savings shares, which will be in circulation as at April 26, 2022 (Record date) effective from April 27, 2022, with detachment of coupon no. 38; the security will be traded ex-dividend from April 25, 2022;

We also propose to assign any rounding off made at the time of payment to the reserve for "Retained earnings".

Please note that the legal reserve has reached 20% of share capital.

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Now, therefore, we submit the following resolution proposal for your approval:

"The Shareholders' Meeting,

- after examining the figures of the Annual financial statements of SAES Getters S.p.A., as at December 31, 2021, accompanied by the Directors' Report on operations, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and any other documentation envisaged by law;

- after acknowledging the results for the year ending December 31, 2021;

resolves

- to distribute a portion of the "Retained earnings" available reserve of €8,530,485.43 equally to ordinary and savings shares pursuant to article 26 of the Articles of Association, by assigning a dividend of €0.47 per savings share and per ordinary share, as shown in the following table;

To the Shareholders a dividend of :		euro
- Euro	0.470000 for each of	
n.	7.378.619 saving shares	3,467,950.93
- Euro	0.470000 for each of	
n.	10.771.350 ordinary shares	5,062,534.50
For a total amount of:		8,530,485.43

- the calculation of ordinary shares does not include the 3,900,000 treasury shares of the Company. The Company cannot sell them because, in compliance with article 2357-ter, the Shareholders' Meeting did not authorise their sale;

- to place the payment of these amounts in favour of entitled ordinary and savings shares, which will be in circulation as at April 26, 2022 (Record date) effective from April 27, 2022, with detachment of coupon no. 38; the security will be traded ex-dividend from April 25, 2022;

- to award the Chairman, Deputy Chairman and Managing Director, jointly and severally, all powers necessary for the implementation of this resolution."

Lainate, March 14, 2022

on behalf of the Board of Directors

Massimo della Porta
Chairman