

The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. 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 office in Milano, Piazza Castello 13, on April 28, 2023 at 2:30 p.m.

Report of the Board of Directors on the financial year as at December 31, 2022; financial statements as at December 31, 2022. Presentation of the Consolidated Financial Statements as at December 31, 2022. Related resolutions:

- 1.1. Approval of the financial statements as at December 31, 2022;
- 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, 2022, which include the draft Financial Statements and Consolidated Financial Statements as at December 31, 2022, 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](http://www.saesgetters.com). For a precise illustration of the financial statements as at December 31, 2022, 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, 2022, 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, 2022;

*resolves*

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*- to approve the Financial statements of SAES Getters S.p.A. as at December 31, 2022, which closed with a profit for the year of €2.935.743,55;*

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

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In relation to point 1.2, having acknowledged the results of the financial year as at December 31, 2022, which show a profit of €2.935.743,55, 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, 2022, 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, 2022;*

*- having acknowledged that the legal reserve has already reached one fifth of the share capital, pursuant to art. 2430 of the code civ.;*

#### **resolves**

*- to fully distribute the net profit for the year, net of unrealized net gains on exchange rates pursuant to the Civil Code art. 2426 par. 8-bis, for a total net amount of Euro 2,751,573.78, subject to rounding, and therefore attributing, in satisfaction of the rights due to the savings shares and ordinary shares, pursuant to art. 26 of the Articles of Association:*

*(i) a dividend of Euro 0.138549 per savings share, by way of full recognition of the preferential dividend for the 2021 financial year for a total of Euro 1,022,300.28*

*(ii) a dividend of Euro 0.138549 per savings share, by way of full recognition of the preferential dividend for the 2022 financial year for a total of Euro 1,022,300.28*

*(iii) a dividend of Euro 0.065634 per ordinary share;*

*- to pay these sums in favor of the entitled ordinary and savings shares that will be outstanding on 9 May 2023 (Record date) with effect from 10 May 2023, with coupon detachment, no. 39; the stock will trade ex-dividend starting from 8 May 2023;*

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

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In relation to point 1.3, we propose to distribute a portion of the available reserve "Retained earnings" equal to Euro 6,068,732.53, in equal measure to the ordinary and savings shares, attributing a dividend equal to Euro 0.334366 per savings share and ordinary share;

These sums will be paid in favor of the entitled ordinary and savings shares that will be outstanding on 9 May 2023 (Record date) with effect from 10 May 2023, with coupon detachment, no. 39; the stock will trade ex-dividend starting from 8 May 2023;  
We also suggest that you allocate any rounding off at the time of payment to the "Retained earnings" reserve.

It should be remembered that the legal reserve has already reached 20% of the share capital.

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, 2022, 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, 2022;*

### **Resolves**

*to distribute a portion of the available reserve "Retained earnings" equal to Euro 8,791,227.88, in equal measure to the ordinary and savings shares, attributing a dividend equal to Euro 0.484366 per savings share and per ordinary share ;*

To the Shareholders a dividend of :		euro
- Euro	0,761464 for each of	
n.	7.378.619 saving shares	5,618,552.74
- Euro	0.550000 for each of	
n.	10.771.350 ordinary shares	5,924,242.50
<b>For a total amount of:</b>		<b>11,542,795.23</b>

*Note: it is brought to the attention of the Shareholders that due to the determination of the preference to the Savings shares calculated according to the Articles of Association taking into consideration the values of the accounting parity up to the sixth decimal, rounding to the Euro cent may occur in the payment process.*

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- *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 pay these sums in favor of the entitled ordinary and savings shares that will be outstanding on 9 May 2023 (Record date) with effect from 10 May 2023, with coupon detachment, no. 39; the stock will trade ex-dividend starting May 8, 2023*
- *to award the Chairman, Deputy Chairman and Managing Director, jointly and severally, all powers necessary for the implementation of this resolution."*

Lainate, March 14, 2023

on behalf of the Board of Directors

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Massimo della Porta  
Chairman