

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.

Directors' report drawn up pursuant to art. 125-ter, of the TUF, on item 4 on the agenda of the ordinary and extraordinary shareholders' meeting of SAES Getters S.p.A. convened, at the Milan office, Piazza Castello 13, in a single call for 28 April 2023, at 2:30 pm.

Integration of the Board of Statutory Auditors (appointment of alternate auditor) pursuant to and by effect of art. 2401 civil code

Dear Shareholders,

The Board of Directors has convened you in ordinary session to discuss and resolve on the proposed integration of the Board of Statutory Auditors. In this regard, it is recalled that, pursuant to art. 22 of the Articles of Association, the Board of Statutory Auditors is made up of three Statutory Auditors and two Alternate Auditors and whom the Shareholders' Meeting of 21 April 2021 had appointed as members of the Board of Statutory Auditors all candidates from the single list presented:

- Avv. Vincenzo Donnamaria (Chairman of the Board of Statutory Auditors);
- Dr. Sara Anita Speranza (Statutory Auditor);
- Dott. Maurizio Civardi (Statutory Auditor);
- Avv. Massimo Gabelli (Alternate Auditor);
- Avv. Mara Luisa Sartori (Alternate Auditor).

Following the resignation of the Alternate Auditor, Avv. Mara Luisa Sartori, communicated to the Company on 31 May 2022, it is necessary for the Shareholders' Meeting to decide on the appointment of a new Alternate Auditor, necessary for the integration of the Board of Statutory Auditors.

The alternate auditor thus appointed will expire together with those currently in office, appointed by the Company's Shareholders' Meeting held on 21 April 2021 and therefore until the approval of the financial statements at 31 December 2023.

In relation to the above, it should be noted that the art. 22 of the Articles of Association provides, inter alia, that:

- the Board of Statutory Auditors of SAES Getters S.p.A. is composed of three statutory auditors and two alternate auditors, with a three-year term of office and expiry on the date of

the Shareholders' Meeting called to approve the financial statements relating to the last year of their office:

- the Statutory Auditors meet the eligibility, independence, professionalism and integrity requirements established by law and other applicable provisions;
- the composition of the Board ensures gender balance in accordance with the provisions of Law no. of 12 July 2011 120 and its subsequent amendments as well as by the regulatory legislation in force;
- the limits on the accumulation of administration and control positions established by Consob regulation are applied to the members of the Board of Statutory Auditors.

As indicated above, since there are no further candidates in the only list presented at the time, pursuant to art. 22 of the Articles of Association, the Shareholders' Meeting must proceed with the appointment or replacement with the ordinary majorities established by law, without resorting to the application of the list voting system and in compliance with the rules relating to the balance between genders in the bodies of listed companies.

In order to facilitate the conduct of the meeting and the exercise of voting by proxy through the Designated Representative of the Company as better described in the notice calling the meeting, the Shareholders are invited to submit proposals regarding the integration of the Board of Statutory Auditors well in advance and in any case by 11 April 2023, by: (i) filing at the registered office of SAES Getters S.p.A. (in Lainate, Viale Italia n. 77 - Milan); or (ii) electronic communication to the certified email address saes-ul@pec.it.

In the case of presentation of the members' proposals by certified e-mail, a copy of a valid identity document of the presenters must also be sent.

Applications may be presented by shareholders who own, alone or jointly with others, a stake of at least 2.5% (two point five percent) of the Company's capital.

Proposals regarding the integration of the Board of Statutory Auditors must indicate a candidate belonging to the same gender (i.e. female) as the substitute auditor out of office and be accompanied by: (i) information relating to the identity of the shareholders who presented the candidatures, with the indication of the overall percentage held; (ii) by exhaustive information on the personal and professional characteristics of the candidates accompanied by the list of administration and control positions they hold in other companies; (iii) by a declaration from the candidates certifying the absence of causes of ineligibility and

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incompatibility, as well as the possession of the requisites established by the law and by the pro tempore regulatory provisions in force, and their acceptance of the candidacy; (iv) from any other further or different declaration, information and/or document required by law and applicable regulations.

Lainate, March 14, 2023

For the Board of Directors

Dr Ing. Massimo della Porta
Chairman