

The present is the English translation of the Italian official report approved by the Board of Directors on March 29, 2023. For any difference between the two texts, the Italian text shall prevail.

Directors' Report drafted pursuant to art. 125-ter, TUF, on item 3 on the agenda of the Ordinary and Extraordinary Shareholders' Meeting of SAES Getters S.p.A. convened, at the Company's offices in Milan, Piazza Castello 13, on a single call for 28 April 2023, at 2:30 p.m.

Appointment of an (independent) director pursuant to Article 2386(1) of the Italian Civil Code and Article 14 of the Articles of Association; related and consequent resolutions.

Dear Shareholders,

the Board of Directors convened you, in ordinary session, together with the other persons entitled to vote, to resolve on the appointment of an independent director.

We would like to remind you that, as disclosed to the market on 6 March 2023, Ms. Luciana Rovelli resigned from her position as non-executive and independent director and therefore, the Board, which met on 29 March 2023, after receiving the favourable opinion of the Remuneration and Appointments Committee, appointed by co-optation Ms. Maria Pia Maspes as a new non-executive and independent director, until the next Shareholders' Meeting.

Therefore, pursuant to the law, Ms. Maria Pia Maspes will cease to hold her office as Director with the Shareholders' Meeting called for 28 April 2023. The Board of Directors proposes to confirm her in the office of Independent and Non-Executive Director of the Company until the expiration of the other Directors currently in office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2023, with emoluments equal to those resolved by the Shareholders' Meeting for the other members of the Board of Directors at the time of their appointment.

The Board of Directors therefore invites you to examine the *curriculum vitae* of this candidate and the declarations with which she has accepted her candidacy and attested the non-existence of causes of ineligibility or incompatibility, as well as the existence of the personal, professional and independence requirements, prescribed by the provisions of the Bylaws, laws and regulations, including the provisions on gender balance, for the office of member of the Independent Board of Directors. The curriculum vitae of Mrs. Maria Pia Maspes, non-executive

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and independent director, and the aforementioned declarations have been made available on the Company's website (Investor Relations section under Corporate Governance/Corporate Affairs).

We would also like to remind you that, as indicated in the notice of meeting, in consideration of the fact that no member of the Board of Directors in office was elected from a minority list, pursuant to Article 2386 of the Italian Civil Code and Article 14 of the Bylaws, the Shareholders' Meeting will make the appointment with the legal majorities, without list voting and in compliance with the rules on gender balance in the bodies of listed companies.

In order to facilitate the proceedings of the Shareholders' Meeting and the exercise of the vote by proxy through the Appointed Representative of the Company as better described in the notice of call of the Shareholders' Meeting, Shareholders are invited to submit any individual proposal regarding the appointment of a director well in advance and in any case by 11 April, by means of: (i) filing at the registered office of SAES Getters S.p.A. (in Lainate, Viale Italia no. 77 - Milan); or (ii) electronic communication to the certified e-mail address saes-ul@pec.it.

In the case of submissions by members by certified e-mail, a copy of a valid identity document of the submitters must also be transmitted.

Nominations may be submitted by shareholders owning, alone or together with others, a shareholding of at least 2.5 per cent (two point five per cent) of the Company's capital.

Proposals for the appointment of a director must indicate a candidate belonging to the same gender (i.e. female) as the outgoing director and in possession of the independence requirements pursuant to the combined provisions of Articles. 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance and Recommendation 7 of the Corporate Governance Code as supplemented by the provisions of the Regulation of the Board of Directors¹ and be accompanied by (i) by information on the identity of the shareholders

¹ With the approval of the CDA Regulation, the Board for the purpose of the provisions of Article 2, Recommendation 7, second paragraph, of the Corporate Governance Code, established that for:

- "significant commercial, financial or professional relationship" - referred to in point (c) of Recommendation no. 7 of the Code - means a commercial, financial or professional relationship the total value of which exceeds: (i) 20% of the turnover of the legal person, organisation or professional firm of which the Director has control or is a significant representative or partner, or (ii) 20% of the annual income of the Director as a natural person or of the annual turnover generated directly by the Director in the context of the activity carried out in the legal person, organisation or professional firm of which the Director has control or is a significant representative or partner.

submitting the candidacies, with an indication of the overall percentage held; (ii) by exhaustive information on the personal and professional characteristics of the candidates (iii) a declaration by the candidates attesting to the non-existence of causes of ineligibility and incompatibility, to their possession of the requisites set forth by law and the regulatory provisions in force at the time, as well as to their possession of the requisites to be qualified as "Independent Directors" and their acceptance of the candidacy; (iv) any other or different declaration, information and/or document required by law and the applicable regulatory provisions.

The nominations received by the Company by the deadline and in the manner described above will be published on the Company's website by 13 April 2023, so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-delegations, with the relevant voting instructions, to the Designated Representative.

For the purposes of the foregoing, the Company reserves the right to verify the adequacy of the candidature proposals, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

Accordingly, we submit the following motion for your approval

"The Ordinary Shareholders' Meeting of SAES Getters S.p.A.:

- *acknowledged the appointment by co-optation of Ms. Maria Pia Maspes pursuant to Article 2386, first paragraph, of the Italian Civil Code and Article 14 of the Articles of Association, in the Board of Directors' meeting of 29 March 2023 to replace the Independent Director Luciana Sara Rovelli;*
 - *examined and discussed the illustrative report prepared by the Board of Directors;*
 - *Taken note of the proposed resolutions and nominations submitted;*
- resolution*

1. to appoint, pursuant to and for the purposes of Article 2386, first paragraph, of the Italian Civil Code and Article 14 of the Articles of Association, Maria Pia Maspes as Independent Director of the Company, providing that she shall remain in office until the expiry of the term of office of the other

- "significant additional remuneration" - as referred to in letter d) of Recommendation No. 7 of the Code - means remuneration for professional or consulting assignments exceeding twice the fixed remuneration received in the reference financial year for holding the office of Director, subject to a case-by-case assessment based on the concrete circumstances. For the purpose of calculating the significant additional remuneration, remuneration for participation in committees is excluded and offices held in other companies of the SAES Group are considered to be included.

It should be noted that the fact of being a Close Family Member of a person in one of the aforementioned situations also constitutes a circumstance liable to compromise the independence of a Director.

directors currently in office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2023

2. to establish that the remuneration of Ms. Maria Pia Maspes as Director of the Company shall be the same as that resolved for the other directors currently in office;

3. to authorise the Chairman and the Deputy Chairman and Chief Executive Officer, severally, to carry out the formalities required by current regulations, as well as to perform all that is necessary for the complete execution of the above resolution, with any and all powers necessary and appropriate for this purpose, none excluded, and with the right to delegate to third parties within the limits of the law".

Lainate, 29 March 2023

for the Board of Directors

Dr Ing Massimo della Porta
President