

SAES GETTERS S.P.A.

Registered office in Lainate (Milano), Viale Italia no. 77

Share capital of Euro 12.220.000,00 fully paid up

Registration no. with the Companies Register of Milan – tax ID code - VAT no. 00774910152

NOTICE TO THE SAVING SHAREHOLDERS OF SAES GETTERS S.P.A.

Pursuant to Article 136 of Consob Regulation no. 11971/1999, as subsequently amended and supplemented

**SOLICITATION OF PROXIES PROMOTED BY:
SAES GETTERS S.P.A.****COMPANY IN CHARGE OF THE SOLICITATION AND COLLECTION OF PROXIES FOR THE SPECIAL MEETING OF
THE SAVING SHAREHOLDERS OF SAES GETTERS S.P.A.:
PROXITALIA S.R.L. – GRUPPO GEORGESON****Foreword**

This Notice (the “**Notice**”) contains the essential information relating to the solicitation of proxies that SAES Getters S.p.A. (“**SAES Getters**” or the “**Issuer**” or the “**Promoter**”), in its role as Promoter, pursuant to Articles 136 *et seq.* of Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (the “**TUF**”), as well as Articles 135 *et seq.* of Consob Regulation no. 11971 of 14 May 1999, as amended and supplemented (the “**Issuers’ Regulation**”), intends to make with reference to the special meeting of SAES Getters’ saving shareholders convened, in single call, for May 31, 2023 at 11:00 a.m. (and in any case at the end of the ordinary and extraordinary shareholders’ meeting scheduled, in single call, on the same date), to be held at SAES Getters’ offices in Milan, Piazza Castello no. 13 (the “**Special Meeting**”). The notice of call of the Special Meeting, containing, *inter alia*, the procedures and deadlines for participation, has been published on the Issuer’s website, www.saesgetters.com (in the section Investor Relations / Investors Area / Shareholders’ Meeting).

This notice is simultaneously (i) transmitted to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A. as well as (ii) published on SAES Getters’ website, www.saesgetters.com (in the section Investor Relations / Investors Area / Shareholders’ Meeting) and on the 1info storage mechanism at www.1info.it.

A. IDENTITY OF THE PROMOTER AND ISSUER

The entity promoting the solicitation of proxies covered by this Notice is SAES Getters, which also plays the role of issuer of the saving shares for which the proxies to vote in the Special Meeting are being requested.

SAES Getters is an Italian registered company limited by shares, with registered office in Lainate (MI), Viale Italia no. 77, tax ID code, registration no. with the Companies Register of Milan and VAT no. 00774910152.

For the collection of proxies and the casting of votes at the Special Meeting, SAES Getters has engaged the assistance of Proxitalia S.r.l. – Gruppo Georgeson, a company that specializes in proxy solicitation and shareholder representation at meetings, with registered office at Via Emilia no. 88, 00187 Rome (RM), registered with the Companies Register at no. 220134/97, tax ID code and VAT no. 05198231002 (the “**Delegated Person**”), with the specification that, as stated also in the notice of call of the Special Meeting, the participation and the exercise of voting rights in the Special Meeting shall be carried out exclusively through Computershare S.p.A., with registered office in Milan, Via Mascheroni no. 19, as the appointed

representative of the Company pursuant to Article 135-*undecies* of the TUF (the “**Appointed Representative**”).

The Promoter, through the Delegated Person, will then and in turn confer a sub-proxy and provide voting instructions to the Appointed Representative, based on the proxies received by the Proxy Deadline (as defined below).

B. DATE OF THE SPECIAL MEETING OF THE SAVING SHAREHOLDERS’ AND LIST OF ITEMS ON THE AGENDA

The Special Meeting has been convened, in single call, for May 31, 2023 at 11:00 a.m. (and in any case at the end of the ordinary and extraordinary shareholders’ meeting scheduled, in single call, on the same date), at SAES Getters’ offices in Milan, Piazza Castello no. 13, in accordance with the procedures and deadlines set forth in the notice of call published on the Issuer’s website on April 26, 2023 and, as an excerpt, in the daily newspaper MF on April 27, 2023, with the following agenda:

"1. Approval pursuant to Article 146, paragraph 1, letter b) of Legislative Decree No. 58/1998 of the resolutions of the extraordinary shareholders' meeting regarding the mandatory conversion of saving shares into ordinary shares and the related and/or subsequent amendments to the By-laws. Related and subsequent resolutions."

The subject of the solicitation of proxies promoted by the Promoter pursuant to this Notice is the only item on the agenda of the Special Meeting.

C. PUBLICATION OF PROSPECTUS AND PROXY FORM

The proxy solicitation prospectus (the “**Prospectus**”) and the proxy form (“**Proxy Form**”) will be prepared in advance in accordance with the provisions, respectively, of Schedules 5B and 5C of the Issuers’ Regulation, and the Prospectus and Proxy Form will both be published on May 18, 2023 by means of (i) transmission to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and (ii) publication on SAES Getters’ website, www.saesgetters.com (in the section Investor Relations / Investors Area / Shareholders’ Meeting) and on the 1info storage mechanism at www.1info.it as well as on the website <http://www.proxitalia.com/sollecitazione-saesgetters/>.

D. DATE STARTING FROM WHICH THE PARTY WITH VOTING RIGHTS MAY ASK THE PROMOTER FOR THE PROSPECTUS AND THE PROXY FORM, OR ASK THE STOCK EXCHANGE MANAGEMENT COMPANY TO PRODUCE A COPY FOR PERUSAL

Shareholders entitled to vote at the Special Meeting may obtain or request the Prospectus and the Proxy Form to the Promoter starting from May 18, 2023.

E. PROPOSED RESOLUTIONS FOR WHICH THE PROXIES ARE BEING SOLICITED

The Promoter intends to solicit proxies with reference to the only item on the agenda of the Special Meeting. In relation to this item on the agenda, the Promoter recommends to vote in favour of the resolution proposed by the Board of Directors of SAES Getters, as set out in the explanatory report of the Board of Directors of SAES Getters (available at the registered office of the Promoter at Viale Italia no. 77, Lainate (Milan), on the website www.saesgetters.com (in the section Investor Relations / Investors Area / Shareholders’ Meeting), and on the 1info storage mechanism at www.1info.it) and reported below.

ONLY ITEM ON THE AGENDA	
PROPOSED RESOLUTION	SOLICITED VOTE
<p><i>"The special meeting of the saving shareholders,</i></p> <ul style="list-style-type: none"> <i>- having read and approved the Report of the Board of Directors on the agenda;</i> <i>- acknowledging the resolutions of the ordinary and extraordinary sessions of the ordinary shareholders' meeting of the Company held today, which approved the resolutions submitted for its approval by the Board of Directors as described in the Report of the Board of Directors on the items on the agenda of the ordinary and extraordinary sessions of the ordinary shareholders' meeting of the Company convened for 31 May, 2023, at 11:00 a.m.;</i> <p style="text-align: center;"><i>resolves</i></p> <p><i>1. to approve, pursuant to Article 146, paragraph 1, letter b), of Legislative Decree 58/1998, as amended and integrated, to the extent of its competence, the following resolutions approved by the extraordinary shareholders' meeting of SAES Getters S.p.A. held today:</i></p> <p><i>"The extraordinary shareholders' meeting,</i></p> <ul style="list-style-type: none"> <i>- having read and approved the Report of the Board of Directors</i> <p style="text-align: center;"><i>resolves</i></p> <p><i>1) to cancel, keeping the amount of the share capital unchanged, all saving shares that will be purchased as a result of the voluntary tender offer to be promoted by the Company in order to implement the authorization to purchase saving treasury shares which is the subject of today's ordinary resolution ("VTO"), so that all no. 1,364,721 saving treasury shares that will be tendered into the VTO will be automatically cancelled and deleted starting from the exact moment of their transfer to the Company by the shareholders tendering into the VTO, under the terms and conditions of the VTO that shall be determined by the Board of Directors; all of it with the ensuing effects provided for by law;</i></p> <p><i>2) to approve the mandatory conversion of the saving shares in circulation at a ratio of 1 ordinary share for each 1 saving share, through the use, for the purposes of the conversion, of the ordinary treasury shares held by the Company up to the total number of ordinary treasury shares, and, for the rest, through the issuance, without increasing the share capital, of no. 2,113,898 new ordinary shares, with simultaneous cancellation of the saving shares subject to conversion, the foregoing being</i></p>	<p style="text-align: center;">IN FAVOUR</p>

conditioned upon the transfer of ownership and the payment of the price of the shares subject to the VTO (therefore meaning that the conversion will not take place if the transfer of ownership and the payment of the price of the shares subject to the VTO do not occur), empowering the Board of Directors and, on its behalf, the Chairman and the Deputy Chairman and CEO, to implement the approved conversion, substantially in the same context as the cancellation of the saving shares pursuant to item no. 1) above and the transfer of ownership and payment of the price of the shares subject to the VTO, setting the effective date in accordance with applicable provisions;

3) to amend Articles 4, 5, 6, 11, 26 and 30 of the Company's By-laws, effective as of the implementation of the resolution mentioned in item no. 2) above; in accordance with the indications set out in the Directors' Report;

4) to also establish that the mandatory conversion of saving shares referred to in item no. 2) of the extraordinary session and in item no. 3) of the extraordinary session (and therefore the effects of the withdrawals that may be exercised by eligible saving shareholders) are subject to the fulfillment of the following twofold condition precedent (i) that the same resolutions on the mandatory conversion of saving shares and related by-laws amendments be approved by the competent special meeting of saving shareholders pursuant to Article 146, paragraph 1, letter b) of Legislative Decree No. 58 / 1998 and (ii) that the amount to be paid by the Company to the saving shareholders who have exercised their right of withdrawal, by the end of the option right and right of first refusal period set forth by Article 2347-quater of the Italian Civil Code, does not exceed the amount of Euro 5 million, unless this condition (ii) is waived by the Company by means of a resolution of the Board of Directors; it being understood that, in the event that both conditions are met or the first condition is met and the second condition is waived, the above resolutions shall become effective in accordance with the provisions of item no. 2) of the extraordinary session;

5) to authorize the Board of Directors to sell any treasury shares acquired as a result of the exercise of the right of withdrawal, at the end of the liquidation process pursuant to Article 2437-quater of the Italian Civil Code, without limitations, at a price not lower than the market price of the shares at the time of the performance of each transaction reduced by up to 10%, with the specification that

the transactions may be carried out on the market or off the market;

6) to amend, effective starting from, and subject to, the implementation of the resolution under item no. 2), the resolution of the extraordinary shareholders' meeting of the Company to be held on April 28, 2023 in relation to the powers granted to the Board of Directors to increase the share capital, by deleting any references to saving shares, while maintaining the final deadline for the exercise of the powers and without amending the rest of its contents, as indicated in the amended wording below:

"The directors have the power for the period of five years starting from the date of the resolution of April 28, 2023, to increase the Share Capital in one or more tranches up to an amount of Euro 15,600,000 (fifteen million six hundred thousand/00); it is specifically provided that the powers may be exercised:

- by means of one or more gratuitous capital increases (i) without issuance of new shares (with a consequent increase in the implied book value of all shares already in circulation) or (ii) with allocation of ordinary shares, in proportion to the ordinary shares held, in compliance with the provisions of Article 2442 of the Italian Civil Code and with the specification that the increase may take place - within the limit of the delegated amount - by allocating the available reserves recorded in the financial statements for the financial year closed on December 31, 2022, without prejudice to the obligation of the Board of Directors to verify their existence and availability of use at the time of the capital increase

and/or

- by means of one or more divisible or indivisible paid capital increases, with the issuance of ordinary shares having the same characteristics (including entitlement) as the corresponding shares already in circulation, to be offered in option to those having pre-emptive rights, with the power for the Board of Directors to determine the subscription price as an amount equal to or greater than (but in no event lower than) the implied book value of the shares in circulation at the time of the board resolution(s) of issue and to set any share premium to be allocated to a specific reserve.";

7) to grant the Chairman and the Deputy Chairman and CEO, severally, any necessary powers to implement these resolutions, also in conjunction and coordination with the competent authorities

<i>and Borsa Italiana S.p.A., including the powers to determine the operational procedures and timings, to sub-delegate and to make, where necessary for the purposes of these resolutions, any additions, amendments and deletions of a non-substantial nature to these resolutions and to the related By-laws amendments.”</i>	
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Pursuant to Article 138, paragraph 2, of the Issuers’ Regulation, if the voting instructions given by the solicited person do not conform to the Promoter’s recommendation, the latter shall exercise the vote, through the Delegated Person, in accordance with the instructions received, even if they differ from the proposal indicated above.

F. OTHER INFORMATION

Please be advised that, for the proxies to be valid, the appropriate form must be filled out, signed and dated by the person entitled to vote at the Special Meeting. The form must be received from the Promoter, through the Delegated Person, no later than 18:00 on May 29, 2023 (the “**Proxy Deadline**”), and must be delivered using one of the following methods:

- by e-mail to: sollecitazione-saesgetters@proxitalia.com

or

- by fax to the following number: +39 06 99332795

or

- by registered letter, courier or hand-delivered at the address: Proxitalia S.r.l. at Georgeson, Via Emilia 88, 00187 Roma (RM), to the attn. of Ms. Roberta Armentano

Without prejudice to the need to send the proxy by e-mail or fax to the addresses set out above (and it being understood and agreed that the form transmitted in this manner shall be the authentic form), the original of the proxy may also be sent by mail service or hand delivered to the Promoter, through the Delegated Person, or a digitally signed electronic document may be transmitted pursuant to Article 20, paragraphs 1-*bis* and 1-*ter* of Legislative Decree no. 82 of 7 March 2005.

The Proxy Form must be accompanied (i) in case of a physical person, by a photocopy of the person’s identity document, or (ii) in case of a legal person or other entity, by a photocopy of the updated certificate issued by the Companies Register or of the special power of attorney, or of another document attesting to the delegate powers of the person signing the proxy in the name and on behalf of the legal person or other entity; and (iii) by a copy of the request to attend and vote at the shareholders’ meeting submitted to the intermediary of the person granting the proxy.

The Promoter shall not be liable for any failure to vote in relation to proxies received after the Proxy Deadline and/or proxies which, although received before the deadline, do not fully comply with the law. The proxy granted to the Promoter, through the Delegated Person, may be revoked at any time by means of a written declaration brought to the attention of the Promoter and of the Delegated Person by 18:00 on May 29, 2023, delivered in the same manner indicated above for the delivery of the Proxy Form.

Please note that, pursuant to Article 135-*novies*, paragraph 2, of the TUF, in the event that a shareholder holds saving shares deposited in several securities accounts, the shareholder may delegate a different representative for each securities account, or else may delegate a single representative for all securities accounts. Please also be advised that the persons entitled to vote who grant a proxy must ask the intermediary keeping the account on which their saving shares are registered to notify the Issuer, with the methods and within the deadlines provided by applicable laws, of their entitlement to attend the Special Meeting and exercise their voting rights.

With respect to participation and the exercise of voting rights, please bear in mind that, pursuant to Article 83-*sexies* of the TUF:

- a) the entitlement to attend the Special Meeting and exercise voting rights is certified by a statement made to the Issuer by an intermediary enrolled in the centralized system of Monte Titoli S.p.A. on behalf of the person with voting rights, on the basis of the evidence resulting from the end of the accounting day of the seventh market trading day prior to the scheduled date of the Special Meeting (coinciding with the date of Friday, May 22, 2023);
- b) only those persons holding voting rights on that date (Friday, May 22, 2023) shall be entitled to attend and vote at the Special Meeting.

It being understood that, in light of the state of emergency legislation introduced pursuant to Article 106, paragraph 4, of Decree law no. 18/2020, as also stated in the notice of call of the Special Meeting, the participation and exercise of voting rights at the Special Meeting may only be carried out through the Appointed Representative pursuant to Article 135-*undecies* of the TUF (i.e. Computershare S.p.A.), for the purposes of the solicitation, collection and exercise of the proxies which are the subject of this Notice, the Promoter shall be assisted by the Delegated Person, in the persons of, severally:

- Roberta Armentano, born in Castrovillari (CS), on March 12, 1982, tax ID code RMNRRT82C52C349Y;
- Silvia Penso, born in Rome (RM) on April 5, 1979, tax ID code PNSSLV79D45H501L;
- Luca Messina, born in Naples (NA), on April 6, 1985, tax ID code MSSLCU85D06F839W.

Lainate, May 12, 2023

SAES Getters S.p.A.