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PARTIAL VOLUNTARY PUBLIC TENDER OFFER PROMOTED BY SAES GETTERS SPA CONCERNING OWN SAVINGS SHARES

PRESS RELEASE PURSUANT TO ARTICLE 102 OF ITALIAN LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "TUF") AND ARTICLE 37 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "ISSUERS' REGULATION")

Milan, 31 May 2023

Following the press release of SAES Getters S.p.A. (the "**Offeror**" or the "**Issuer**" or the "**Company**" or "**SAES Getters**") issued on 26 April 2023 and the resolutions of the ordinary and extraordinary shareholders' meetings, of the special meeting of savings shareholders and of the Board of Directors today, the Company announces, pursuant to art. 102, paragraph 1, of the Consolidated Law on Finance and art. 37 of the Issuers' Regulation, its decision to promote a partial voluntary public tender offer pursuant to art. 102 of the Consolidated Law on Finance (the "**public tender offer**" or the "**Offer**") concerning 1,364,721 SAES Getters savings shares, with no nominal value, fully paid up (the "**Savings Shares**"), listed on Euronext Milan ("**EXM**"), Euronext STAR Milan segment, organised and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), at the price of Euro 29.31 per Savings Share.

The public tender offer is a component of a single transaction that also includes the mandatory conversion of 6,013,898 Savings Shares not purchased by the Company through the public tender offer in ordinary shares of SAES Getters based on the ratio of 1 ordinary share for each 1 Savings

Share (the “**Mandatory Conversion**” and, together with the related and/or consequent amendments to the Articles of Association and the Public Offer, the “**Transaction**”). The various components of the Transaction are inseparable and it is therefore expected, among other things, that the Offer and the Mandatory Conversion will be completed in the same context.

Today, the ordinary shareholders' meeting of SAES Getters, also with the favourable vote of S.G.G. Holding S.p.A., resolved, inter alia:

- 1) to authorise, pursuant to art. 2357 of the Italian Civil Code, the purchase of 1,364,721 Savings Shares, to be carried out through a public tender offer promoted by the Company pursuant to art. 102 of the Consolidated Law on Finance within the limits of distributable profits and available reserves resulting from the financial statements as at 31 December 2022;
- 2) to make the transfer of ownership and the payment of the consideration relating to the purchases of the Savings Shares referred to in the aforementioned authorisation subject to the following conditions precedent (in addition to those established by the Board of Directors): (i) to the approval of the resolution to cancel the Purchased own Savings Shares as per point no. 1) below of the extraordinary part; (ii) the approval of the resolution for the mandatory conversion of the Savings Shares pursuant to point 2) below of the extraordinary part and related amendments to the Articles of Association; and (iii) on verification of the conditions precedent indicated in point no. 4) of the extraordinary part;
- 3) to establish that the consideration for the own Savings Shares purchased is equal to Euro 29.31 per share and that the duration of the authorisation is 12 months following the date of the resolution;
- 4) to authorise the assignment to savings shareholders, in service of the conversion of the Savings Shares in accordance with the provisions of point 2) of the extraordinary part, of 3,900,000 ordinary treasury shares.

Today, the extraordinary shareholders' meeting of SAES Getters, also with the favourable vote of S.G.G. Holding S.p.A., resolved, inter alia:

- 1) to cancel, keeping the amount of the share capital unchanged, all the Savings Shares that will be purchased as a result of the public tender offer so that all 1,364,721 Savings Shares that will be contributed in a tender offer will be automatically cancelled and extinguished at the same time as they are transferred to the Company by the shareholders participating in the public tender offer, under the terms and conditions of the public tender offer; all with the consequent effects in accordance with the law;
- 2) to approve the mandatory conversion of the outstanding Savings Shares based on the ratio of 1 ordinary share for each 1 Savings Share, through the use, for the conversion, of the ordinary treasury shares owned by the Company up to the amount of the total ordinary treasury shares, and, for the difference, through the issue, without increase in share capital, of 2,113,898 new ordinary shares, with simultaneous cancellation of the Savings Shares subject to conversion, the above subject to the transfer of ownership and the payment of the

consideration for the shares subject to the public tender offer (therefore it is established that the conversion will not take place if the transfer of ownership and the payment of the consideration for the shares subject to the public tender offer do not occur), granting a mandate to the administrative body and on its behalf to the Chairman and the Deputy Chairman and Chief Executive Officer to execute the resolved conversion, substantially in the same context as the cancellation of the Savings Shares referred to in point 1) above and the transfer of ownership and payment of the consideration of the shares subject to the public tender offer, setting the effective date in compliance with the applicable provisions;

- 3) to amend, with effect from the execution of the resolution referred to in no. 2), Articles 4, 5, 6, 11, 26 and 30 of the Articles of Association; all in accordance with the terms of the Directors 'Report;
- 4) to also establish that the mandatory conversion of the Savings Shares referred to in point 2) of the extraordinary part and the amendments to the Articles of Association referred to in point 3) of the extraordinary part (and therefore also the effectiveness of any withdrawals exercised by the entitled savings shareholders) are subject to the occurrence of the following double condition precedent: (i) that the same mandatory conversion resolutions of the Savings Shares and the associated statutory amendments are approved by the competent special meeting of savings shareholders' pursuant to art. 146, paragraph 1, lett. B), of the Consolidated Law on Finance, and (ii) that the amount that the Company will have to pay, at the end of the period envisaged for the offer under option and pre-emption pursuant to art. 2437-quater of the Italian Civil Code, to the savings shareholders who have exercised the right of withdrawal, does not exceed the amount of Euro 5 million, unless the Company waives this condition under point (ii) by resolution of the Board of Directors in office; without prejudice to the fact that, if both conditions are met or the first condition is met and the second is waived, the resolutions referred to above will become effective as indicated in point 2) of the extraordinary part;
- 5) to authorise the Board of Directors to dispose of 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 any limit, at a consideration not lower than the market price of the shares at the time of execution of each transaction decreased by up to 10%, specifying that the transactions may be carried out on the market or off-market.

Also today, the special meeting of savings shareholders of SAES Getters resolved to approve, pursuant to art. 146, paragraph 1, lett. B), of the Consolidated Law on Finance, to the extent of its competence, the resolutions passed by the Extraordinary Shareholders' Meeting of the Company.

The public tender offer is addressed without distinction and on equal terms to all holders of Savings Shares and does not concern the ordinary shares of the Company.

The public tender offer is subject to the achievement of a minimum quantity of subscriptions equal to the Savings Shares subject to the public tender offer, i.e. 1,364,721 Savings Shares, corresponding

to approximately 18.5% of the total outstanding Savings Shares and approximately 6.2% of the share capital.

The 1,364,721 Savings Shares purchased by SAES Getters through a public tender offer will be cancelled, while the additional Savings Shares outstanding will be subject to the Mandatory Conversion based on the ratio of 1 ordinary share for each 1 Savings Share of the Company.

If the number of Savings Shares subscribed to the public tender offer is higher than the number of Savings Shares subject to the public tender offer (as indicated above), the allocation according to the “*pro-rata*” method will be applied to the Savings Shares tendered, according to which the Company will purchase from all savings shareholders the same proportion of the Savings Shares contributed by them to the public tender offer.

If the number of Savings Shares tendered as part of the public tender offer is lower than the number of Savings Shares subject to the public tender offer (as indicated above), the public tender offer will be ineffective.

Pursuant to art. 102, paragraph 3, of the Consolidated Law on Finance, the Offeror will, within the legal terms, send to Consob a copy of the offer document (the “**Offer Document**”) intended for publication, to which reference is made for further details on the Offer.

1. OFFEROR - ISSUER AND PARENT COMPANY

OFFEROR - ISSUER

Since the public tender offer is promoted by SAES Getters, the issuer of the securities subject to the public tender offer, the Offeror and the Issuer coincide.

SAES Getters SpA is an Italian joint-stock company with registered office in Lainate (MI), Viale Italia no. 77, tax code, VAT number and registration number with the Register of Companies of Milan - Monza Brianza - Lodi: 00774910152, REA (economic and administrative index) number MI-317232, active, together with its subsidiaries, in a variety of scientific and industrial applications also in high vacuum conditions.

The duration of the Company is set until 31 December 2050.

At the date of this press release, the share capital of the Company amounts to Euro 12,220,000, fully subscribed and paid up, divided into 14,671,350 ordinary shares and 7,378,619 Savings Shares, with no expressed nominal value. The Company holds 3,900,000 ordinary treasury shares.

The public tender offer concerns 1,364,721 Savings Shares, listed on the EXM - Euronext STAR Milan segment, equal to approximately 6.2% of the share capital of SAES Getters and approximately 18.5% of the total Savings Shares outstanding.

The Savings Shares are admitted to trading on the EXM - Euronext STAR Milan segment.

The data relating to the main ordinary shareholders of SAES Getters (with equity investments equal to or greater than 5% of the ordinary capital represented by shares with voting rights) are provided below on the basis of the information available to the Issuer as resulting from the register of shareholders, supplemented by the filing by the shareholders' meetings, of communications pursuant to art. 120 of the Consolidated Law on Finance received and the additional information available to the Company at the date of this press release:

Declarant or party at the top of the investment chain	Direct shareholder	Number of ordinary shares of SAES Getters	% share capital consisting of ordinary shares	% share capital consisting of ordinary shares net of treasury shares	Exercisable voting rights	% exercisable voting rights ¹
S.G.G. Holding S.p.A.	S.G.G. Holding S.p.A.	5,053,486	34.4%	46.9%	10,071,972	63.8%
SAES Getters S.p.A.	SAES Getters S.p.A.	3,900,000	26.6%	-	-	-

Note: 1) Please note that the Company's Articles of Association provide for an increase in voting rights pursuant to art. 127-quinquies of the Consolidated Law on Finance. At the date of this press release, the total number of voting rights that can be exercised, as resulting from the last communication made by the Company pursuant to art. 85-bis, paragraph 4-bis, of the Issuers' Regulation, is equal to 15,789,836 (i.e. 19,689,836 total voting rights net of 3,900,000 non-exercisable voting rights relating to ordinary treasury shares).

There are no parties acting in concert with the Offeror in relation to the Offer.

PARENT COMPANY

At the date of this press release, SGG Holding SpA ("SGGH") holds 5,053,486 ordinary shares representing approximately 46.9% of the share capital consisting of ordinary shares (net of ordinary treasury shares) of the Company and approximately 63.8% of the voting rights that can be exercised at the shareholders' meeting, according to what is known to the Company on the basis of the communications received pursuant to art. 120 of the Consolidated Law on Finance and art. 152-sexies and 152-octies of the Issuers' Regulation.

Assuming that the current equity investments of SGGH and the voting rights due to it (also by virtue of the increased voting rights envisaged by the Articles of Association) do not undergo changes during the period, after the completion of the Offer and the effectiveness of the Mandatory Conversion (in the absence of withdrawals), pursuant to the combined provisions of Articles 2357-ter, paragraph 2, last sentence, and 2368, paragraph 3, of the Italian Civil Code, the holding in the ordinary share capital of the controlling shareholder will go from 46.9% (net of ordinary treasury shares) to approximately 30.1% of the share capital and the voting rights of the controlling shareholder will fall from 63.8% (net of ordinary treasury shares) to approximately 46.2% of the

voting rights that can be exercised at the shareholders' meeting.

SGGH would therefore continue to be the relative majority shareholder of SAES Getters. Today, at the ordinary and extraordinary shareholders' meeting of SAES Getters, SGGH expressed its favourable vote on the Transaction.

SGGH does not hold any Savings Shares of the Company.

As of today's date, to the best of the Company's knowledge, there are no significant shareholders' agreements pursuant to art. 122 of the Consolidated Law on Finance, concerning the shares of SAES Getters.

2. CATEGORIES AND QUANTITY OF THE SECURITIES SUBJECT TO THE OFFER

The public tender offer is addressed, without distinction and based on equal terms, to all holders of Savings Shares and concerns 1,364,721 Savings Shares, listed on the EXM - Euronext STAR Milan segment, equal to approximately 6.2% of the share capital of SAES Getters and 18.5% of the Savings Shares. The public tender offer does not concern the ordinary shares of the Company.

The Savings Shares tendered as part of the public tender offer must be freely transferable to the Offeror and free from any real, mandatory and personal constraints and encumbrances of any kind and nature.

At the date of publication of this press release, SAES Getters holds 3,900,000 ordinary treasury shares.

Art. 2357, third paragraph, of the Italian Civil Code states that the nominal value of the treasury shares purchased cannot exceed one fifth of the share capital, also taking into account the shares held by the subsidiaries. This limit will be respected by the Company also at the end of the public tender offer in consideration of the provisions of art. 2357-bis, paragraph 1, no. 1, of the Italian Civil Code. and of the fact that, at the end of the public tender offer, the completion of the purchases of Savings Shares will take place at the same time as the cancellation of the Savings Shares purchased, which is why the completion of the purchases of Savings Shares was conditional on approval by the extraordinary shareholders' meeting of the resolution to cancel the purchased Savings Shares, without reducing the amount of the share capital (approval received today). In addition, all 3,900,000 ordinary treasury shares of the Company will be allocated to the savings shareholders to service the Mandatory Conversion, up to their total amount. For the difference, for the purposes of the Mandatory Conversion, the Company will issue, without share capital increase, 2,113,898 new ordinary shares (equal to approximately 14.41% of the total ordinary shares already admitted to market trading). The quantity of ordinary shares that will be used to service the Mandatory Conversion is equal to 6,013,898 ordinary shares. Therefore, following the Transaction, the Company's share capital will be represented by 16,785,248 ordinary shares.

3. UNIT CONSIDERATION OFFERED AND TOTAL VALUE OF THE SAES GETTERS PUBLIC TENDER OFFER

The Offeror will pay, on the Payment Date (as defined *below*), a cash consideration equal to Euro 29.31 for each of the 1,364,721 Savings Share tendered as part of the public tender offer and purchased by the Company (the “**Consideration**”).

The Consideration per Savings Share is net of stamp duty, registration tax and tax on Italian financial transactions, where due, and the fees, commissions and expenses that will be borne by the Offeror. On the contrary, any income tax, withholding tax or substitute tax, where due, on the income potentially realised, will be borne by the participants in the Offer on the Savings Shares.

It should also be noted that, on 28 April 2023, the Shareholders' Meeting called to approve the financial statements as at 31 December 2022 approved, inter alia, a dividend of Euro 0.55 per ordinary share and Euro 0.761464 per Savings Share (including both the preferred dividend for the financial year 2022 and the recovery of the preferred dividend for the financial year 2021), which was paid on 10 May 2023.

The Consideration incorporates a premium of 17.3% with respect to the official price of the Savings Shares of the Company recorded on 25 April 2023 (trading day prior to the date of announcement to the market of the Transaction), as well as a premium of 21.2% , 13.0%, 24.8% and 34.4% compared to the weighted average for the traded volumes of the official prices of the Savings Shares in the 1-month, 3-month, 6-month and 12-month periods prior to 25 April 2023, respectively, as better illustrated in the table below.

Time period prior to the date of announcement of the Transaction	Weighted average of official prices of Savings Shares ¹ (EU)	Premium implicit in the Consideration (%)
25 April 2023	24.99	17.3%
1 month	24.18	21.2%
3 months	25.93	13.0%
6 months	23.48	24.8%
12 months	21.80	34.4%

Source: Bloomberg. Note: 1) Weighted average for the volumes traded on EXM of the official prices of the Savings Shares.

The total value of the Offer, if the Saving Shares tendered allow the Offeror to acquire all 1,364,721 Savings Shares subject to the Offer, is equal to € 39,999,972.51 (the “**Maximum Disbursement**”).

The payment of the Consideration in favour of the parties that will participate in the public tender offer, against the simultaneous transfer of the ownership of the Savings Shares tendered in favour of the Offeror, will take place on the fifth trading day (the “**Payment Date**”) subsequent to the closing date of the acceptance period agreed with Borsa Italiana (the “**Acceptance Period**”), without prejudice to any extensions or amendments to the public tender offer that may occur in compliance with current legal or regulatory provisions.

4. METHOD OF FINANCING THE OFFER

Payment of the Consideration for the Savings Shares tendered to the Offer and purchased by the Offeror will be made in cash on the Payment Date.

The Company is in a position to cover the Maximum Disbursement of Euro 39,999,972.51 through its own financial resources.

The Offeror declares, pursuant to Article 37-*bis* of the Issuers' Regulation, that it has placed itself in a position to be able to fully meet any commitment to pay the Consideration.

5. ACCEPTANCE PERIOD

The Offer Acceptance Period will be agreed with Borsa Italiana between a minimum of 15 and a maximum of 40 trading days pursuant to art. 40, paragraph 2, lett. b) of the Issuers' Regulation, unless extended by the Offeror pursuant to the laws and regulations in force.

6. REASONS FOR THE OFFER AND THE TRANSACTION AS A WHOLE

The Transaction, as a whole, is aimed at improving and simplifying the structure of the share capital of SAES Getters, the rationalisation of the financial instruments issued by the Company, the increase in liquidity and the free float of ordinary shares, as well as standardisation of the rights of all shareholders.

The Transaction also allows holders of Savings Shares who participate in the Offer to benefit from the opportunity to liquidate - at least in part - their investment at a price that incorporates a premium with respect to the average price of the Savings Shares of the last few months.

Following the Mandatory Conversion, the holders of Savings Shares will benefit from:

- i. a value in kind consisting of 1 SAES Getters ordinary share for each 1 Savings Share (the “**Conversion Ratio**”); and
- ii. the rights due to holders of ordinary shares, such as, by way of example, the right to vote in the ordinary and extraordinary shareholders' meetings.

The table below shows the premiums implicit in the Conversion Ratio with respect to the conversion ratios implicit in the official prices as at 25 April 2023 and in the average official prices of Savings Shares and ordinary shares over different time-frames.

Time period prior to the announcement date	Simple average official prices (EU)		Conversion ratio implicit in official price averages (x) [C = B/A]	Mandatory Conversion Ratio (x) [D]	Premium implicit in the Conversion Ratio offered (%) [D / C -1]
	Ordinary shares [A]	Savings shares [B]			
25 April 2023	29.31	24.99	0.853x	1.000x	17.3%

1 month	29.96	23.99	0.801x	1.000x	24.9%
3 months	31.65	25.56	0.808x	1.000x	23.8%
6 months	28.12	21.46	0.763x	1.000x	31.0%
12 months	24.91	17.99	0.722x	1.000x	38.4%

Source: Bloomberg.

As a result of the Transaction, the equity privileges recognised to savings shareholders will cease to exist and, as a direct consequence of the increase in the number of ordinary shares outstanding, all shareholders will benefit from the increase in the share's liquidity.

Lastly, since the Transaction involves a reduction in the total number of shares without changing the share capital, it allows for an improvement in the economic and financial ratios per share. The reduction of the number of ordinary shares in circulation, will actually determine, for the benefit of all shareholders: (i) an increase in the *earning per share*, with the same annual profit, and (ii) an increase of the *dividend per share*, with the same dividends.

7. INTENTION TO WITHDRAW FROM TRADING THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER, OBLIGATION TO PURCHASE AND RIGHT TO PURCHASE

The public tender offer consists of a partial voluntary public tender offer promoted pursuant to articles 102 et seq. of the TUF and is not aimed at, nor will it be able to determine, the delisting of the Issuer's shares from the EXM. Moreover, as a result of the Mandatory Conversion, the Savings Shares not purchased by the Company through the public tender offer will be converted into ordinary shares (and as a result the converted Savings Shares will be cancelled).

In consideration of the nature and purpose of the public tender offer, the prerequisites do not exist for the application of the purchase obligation pursuant to art. 108 of the Consolidated Law on Finance, nor the right to purchase pursuant to art. 111 of the Consolidated Law on Finance.

8. CONDITIONS OF EFFECTIVENESS OF THE OFFER

The effectiveness of the public tender offer - and consequently also the effectiveness of the Mandatory Conversion - is subject to:

- (A) upon reaching a threshold of subscriptions to the public tender offer such as to allow the Offeror to purchase all the Savings Shares subject to the public tender offer, i.e. 1,364,721 Savings Shares;
- (B) the non-adoption and/or publication, by the second trading day prior to the Payment Date, by competent institutions, entities or authorities, of legislative or administrative acts or measures (including therein public tender offer obligations pursuant to articles 106 et seq. of the Consolidated Law on Finance) or judicial decisions such as to preclude, limit or make more onerous, in whole or in part, even only temporarily, the completion of the public tender offer; and

(C) the non-occurrence, by the second trading day prior to the Payment Date, of (i) events or situations, not known at this date to the Offeror and/or the market, which entail significant changes in the national and/or international political, financial, economic, currency or market situation, which have or could reasonably have substantially prejudicial effects on the conditions of the assets and/or on the equity, economic and/or financial conditions of SAES Getters and/or the relative group - as resulting from the separate and consolidated financial statements of SAES Getters as at 31 December 2022 and the periodic financial information as at 31 March 2023 - and/or on the public tender offer; and/or (ii) events or situations, not known as of today to the Offeror and/or the market, concerning SAES Getters and/or the relative group that cause or could reasonably cause substantially prejudicial effects on the conditions of the assets and/or on the equity, economic and/or financial conditions of SAES Getters and/or the relative group - as resulting from the separate and consolidated financial statements of SAES Getters as at 31 December 2022 and the periodic financial information as at 31 March 2023 - and/or on the public tender offer. It is understood that this condition also includes, inter alia, all the circumstances listed in the previous points (i) and (ii) that may occur as a result of, or in relation to, the conflict between Russia and Ukraine and political tensions between China and the USA (which, although they are known phenomena and in the public domain, may entail consequences that are not currently foreseeable for the conditions of the assets and/or the equity, economic and/or financial conditions of SAES Getters and/or the related group and/or for the public tender offer); and

(D) the fact that on the second trading day prior to the Payment Date, the official price of the Company's ordinary shares is not lower than Euro 23.49 and the official price of the Company's Savings Shares is not lower than Euro 15.78.

The Offeror may waive, or modify within the terms, at any time and at its sole discretion, in whole or in part, the conditions set out under (B), (C) and (D) of this paragraph within the limits and according to the methods envisaged by Article 43 of the Issuers' Regulation, while the condition indicated under (A) cannot be waived by the Offeror.

With regard to the condition reported under (D), it should be noted that the prices indicated therein were identified by referring to the weighted average official prices for the volumes traded on the EXM of the ordinary shares and of the Savings Shares in the period of time between 7 December 2022 and 6 January 2023 (inclusive).

Also in consideration of the unitary nature of the Transaction and the link between the public tender offer and the Mandatory Conversion, the completion of the purchases of Savings Shares subject to the public tender offer was submitted by the ordinary shareholders' meeting to the following conditions precedent:

(E) approval of the resolution of the extraordinary shareholders' meeting to cancel the purchased Savings Shares,

(F) approval of the resolutions of the Extraordinary Shareholders' Meeting relating to the Mandatory Conversion and the related amendments to the Articles of Association and

(G) verification of the conditions precedent relating to the resolutions of the extraordinary shareholders' meeting relating to the Mandatory Conversion (described in more detail below). The execution of the Mandatory Conversion will also take place subject to the completion of the public tender offer.

The conditions precedent under (E) and (F) above occurred today.

With reference to the condition precedent under (G) above, the effectiveness of the Mandatory Conversion and the related amendments to the Articles of Association (and therefore also the effectiveness of any withdrawals exercised by the entitled savings shareholders) was in turn subject to suspension (1) the approval of the same resolutions by the special meeting of savings shareholders pursuant to art. 146, paragraph 1, lett. b), of the Consolidated Law on Finance (approval received today), and (2) the fact that the amount that the Company will have to recognise, at the end of the period envisaged for the offer under option and pre-emption pursuant to art. 2437-quater of the Italian Civil Code, to the savings shareholders who have exercised the right of withdrawal, does not exceed the amount of Euro 5 million, unless the Company waives this condition under point (2) by resolution of the Board of Directors in office. It is understood, for the sake of clarity, that if the liquidation value of the Savings Shares for which the withdrawal is exercised is equal to or less than Euro 5 million, the Company may ascertain the occurrence of the condition precedent under point (2) starting from the expiry date of the deadline for exercising the right of withdrawal, while where the liquidation value of the Savings Shares for which the withdrawal was exercised was greater than Euro 5 million, the Company will ascertain whether or not the condition precedent under point (2) (if not waived) was verified only at the conclusion of the offer under option and pre-emption pursuant to art. 2437-quater of the Italian Civil Code.

In this regard, it should be noted that - since the Mandatory Conversion involves amendments to the Articles of Association of the Company regarding the participation and voting rights of the savings shareholders - the savings shareholders who did not contribute to the approval of the relative resolution of the special meeting of savings shareholders, are entitled to exercise the right of withdrawal pursuant to art. 2437, paragraph 1, lett. g) of the Italian Civil Code. The liquidation value of each Savings Share was calculated in accordance with Article 2437-ter of the Italian Civil Code and established by the Board of Directors at Euro 21.46, with reference to the arithmetic mean of the closing prices of the Savings Shares on the stock market in the six months preceding the publication of the notice of call of the shareholders' meeting whose resolutions give the legitimate entitlement to the withdrawal (rounded up to the second decimal place).

The savings shareholders who exercised the right of withdrawal may not participate in the public tender offer. Furthermore, since the effects of the withdrawals are conditional upon the Mandatory Conversion becoming effective, which – itself – is conditional upon, among other things, the transfer

of ownership and payment of the consideration of the shares subject to the public tender offer (transfer and payment which shall take place after the end of the acceptance period of the public tender offer), the Savings Shares of the withdrawing parties, even if acquired in the context of the liquidation procedure enacted by the Company, may not be tendered into the public tender offer.

9. COMMUNICATIONS OR APPLICATIONS FOR AUTHORISATION REQUIRED BY THE APPLICABLE LAW

The public tender offer is not subject to authorisations.

10. WEBSITE FOR THE PUBLICATION OF PRESS RELEASES AND DOCUMENTS RELATING TO THE PUBLIC TENDER OFFER

The press releases and documents relating to the public tender offer will be available for consultation on the Issuer's *website* at the address www.saesgetters.com in the dedicated area:

<https://www.saesgetters.com/investor-relations/area-investors/extra-ordinary-operations/opa-2023>

The press releases and documents relating to the public tender offer will also be available for consultation at the registered office of SAES Getters, in Lainate (MI), Viale Italia no. 77.

11. APPLICABILITY OF THE EXEMPTIONS REFERRED TO IN ARTICLE 101-BIS, PARAGRAPH 3, OF THE TUF

According to the provisions of art. 101-*bis*, paragraph 3, lett. d) of the Consolidated Law on Finance, art. 102, paragraphs 2 and 5, art. 103, paragraph 3-*bis*, as well as articles 104, 104-*bis* and 104-*ter* of the Consolidated Law on Finance and any other provision of the Consolidated Law on Finance that imposes on the Offeror or the Issuer specific disclosure obligations vis-à-vis employees or their representatives.

12. OFFERING MARKET

The public tender offer is promoted exclusively in Italy, as the Savings Shares are listed exclusively on the EXM - Euronext STAR segment, and is addressed, under equal conditions, to all shareholders holding Savings Shares.

The public tender offer has not been and will not be promoted or disseminated, directly or indirectly, in the United States of America, Canada, Japan and Australia, as well as in any other State in which the public tender offer is not permitted in the absence of authorisation by the competent authorities or other obligations by the Offeror or is in violation of local rules or regulations (the "**Other Countries**"), or by using means of communication or international trade (including, by way of example, the postal network, *fax*, *telex*, e-mail, telephone and *internet*) of the United States of America, Canada, Japan, Australia or of the Other Countries, or through any structure of any of the financial intermediaries of the United States of America, Canada, Japan, Australia or the Other Countries, or in any other way. A copy of this press release, of the Offer Document, or portions

thereof, as well as a copy of any document relating to the public tender offer, are not and must not be sent, nor in any way transmitted, or in any case distributed, directly or indirectly, in the United States of America, Canada, Japan, Australia or other countries. Anyone who receives the aforementioned documents must not distribute or send them (either by post or by any other means or instrument of communication or international trade) in the United States of America, Canada, Japan, Australia or other countries.

Any acceptance of the public tender offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

This press release, the Offer Document, as well as any other document relating to the public tender offer, do not constitute and may not be interpreted as an offer of financial instruments addressed to parties domiciled and/or resident in the United States of America, Canada, Japan, Australia or other countries. No instrument may be offered or sold in the United States of America, Canada, Japan, Australia or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local law of those states or of the Other Countries or in derogation from the same provisions.

Participation in the public tender offer by parties residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the public tender offer to comply with these rules and, therefore, before joining the public tender offer, to verify their existence and applicability, by contacting their advisors.

13. GLOBAL INFORMATION AGENT

Georgeson Srl, with registered office in Rome, Via Emilia no. 88 was appointed by the Company as *Global Information Agent*, in order to provide information relating to the public tender offer to all holders of Savings Shares.

To this end, the Global Information Agent provided the e-mail address opa-saesgetters@georgeson.com and the free-phone number 800 125 548, active on weekdays from 9.00 to 18.00 Italian time.

14. ADVISORS OF THE TRANSACTION AND INTERMEDIARY IN CHARGE OF COORDINATING THE COLLECTION OF SUBSCRIPTIONS

SAES Getters is assisted for the purposes of the Transaction by Intermonte, as financial *advisor*, by De Lorenzi Miccichè Scalera Spada - Avvocati Associati, as legal advisor, and by the notary firm ZNR notai, in the person of Filippo Zabban. Intermonte is the intermediary in charge of coordinating the collection of subscriptions to the public tender offer.

This press release does not constitute nor is it intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of SAES Getters S.p.A. will be carried out in any country in violation of the applicable regulations. The public tender offer will be carried out by means of the publication of the relative offer document, subject to CONSOB approval. The offer document will contain the full description of the terms and conditions of the public tender offer, including the acceptance procedures.

The publication or dissemination of this communication in countries other than Italy may be subject to restrictions based on the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information on any restrictions envisaged by the applicable laws and regulations and ensure compliance with them. Any failure to comply with these restrictions could constitute a violation of the applicable legislation of the relevant country. Within the maximum limits permitted by applicable legislation, the parties involved in the public tender offer must be considered exempt from any liability or prejudicial consequence that may arise from the violation of the aforementioned restrictions by the aforementioned persons concerned. This communication has been prepared in accordance with Italian legislation and the information disclosed herein may be different from that which would have been disclosed if the communication had been prepared in accordance with the regulations of countries other than Italy.

No copy of this press release or any other document relating to the public tender offer shall be, nor may it be, sent by post or otherwise transmitted or distributed in any or from any country in which the provisions of local regulations may give rise to risks of a civil, criminal or regulatory nature where information concerning the public tender offer is transmitted or made available to shareholders of SAES Getters S.p.A. in that country or in other countries where such conduct would constitute a violation of the laws of that country and any person who receives such documents (including as custodian, fiduciary or trustee) is required not to send by post or otherwise transmit or distribute them to or from that country.

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