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PRESS RELEASE

Milan, 2 October 2023

THE BOARD OF DIRECTORS APPROVED THE GUIDELINES ON THE USE OF PROCEEDS FROM THE SALE OF THE NITINOL BUSINESS FOR MEDICAL APPLICATIONS.

THESE GUIDELINES PROVIDE, *INTER ALIA*, FOR THE SUBMISSION TO THE SHAREHOLDERS' APPROVAL OF:

- **THE DISTRIBUTION OF A DIVIDEND FOR THE FINANCIAL YEAR ENDING ON 31 DECEMBER 2023 OF EURO 12.51 PER SHARE, AND**
- **THE PURCHASE OF UP TO A MAXIMUM OF NO. 5,700,325 TREASURY SHARES THROUGH A PARTIAL VOLUNTARY PUBLIC TENDER OFFER FOR A TOTAL DISBURSEMENT OF APPROXIMATELY EURO 140 MILLION ON THE BASIS OF AN OFFER PRICE OF EURO 24.56 PER SHARE (EX 2023 DIVIDEND, EQUAL TO EURO 12.51 PER SHARE).**

IT IS ENVISAGED THAT THE REMAINING PROCEEDS, OF APPROXIMATELY EURO 350 MILLION, WILL BE USED IN INDUSTRIAL FIELDS TO IMPLEMENT AN ORGANIC AND INORGANIC GROWTH PLAN.

The Board of Directors of SAES Getters S.p.A. ("**SAES Getters**" or the "**Company**"), which met today, approved the guidelines on the use of proceeds from the sale of the Nitinol business for medical applications to the US company Resonetics, LLC, as illustrated in a separate press release issued today.

The aforementioned guidelines provide, *inter alia*, for the submission to the shareholders' approval of (i) the distribution of a dividend, for the financial year 2023, equal to Euro 12.51 per share, for a total amount of dividends, relating to the financial year 2023, equal to approximately Euro 210 million (the "**2023 Dividend**") and (ii) the promotion by SAES Getters of a partial voluntary public tender offer on a maximum number of 5,700,325 ordinary treasury shares at a price of Euro 24.56 per share (ex 2023 Dividend) for a maximum total disbursement of Euro 139,999,982 (the "**Offer**").

As already stated in the press release issued on 9 January 2023, the sale of the Nitinol business for medical applications provides the Company with a substantial cash injection, which will allow it to ensure adequate remuneration for its shareholders. In addition, the remaining proceeds, estimated based on the provisional closing price, net of the above disbursements related to the 2023 Dividend and the Offer, amounting to approximately Euro 350 million[1], will be used to implement a new

[1] Net of USD 15 million, which will be held in escrow.

industrial plan for organic and inorganic growth, consistent with the technical and scientific skills of the SAES Group.

1. Structure of the Transaction for the Remuneration of the Shareholders

The distribution of the 2023 Dividend is planned to be submitted to the shareholders for approval, at the meeting which will be convened to approve the financial statements as of 31 December 2023. The payment of the 2023 Dividend - if its distribution is approved at the shareholders' meeting - will be made prior to the commencement of the Offer.

The Company also intends to submit to the approval of the shareholders the authorization, pursuant to art. 2357 of the Italian Civil Code, for the purchase by the Company of a maximum number of 5,700,325 treasury shares (equal to approximately 34.0% of the Company's share capital), at a cash price of Euro 24.56 per share (ex 2023 Dividend) (the "**Offer Price**"), to be carried out through a partial voluntary public tender offer that would be promoted by the Company within the limits of the distributable profits and available reserves resulting from the financial statements as of 31 December 2023. The shareholders' meeting would also be called upon to approve the cancellation of the purchased treasury shares. Following these shareholders' meeting resolutions, the Board of Directors of SAES Getters will approve the necessary resolutions for the promotion of the Offer.

The Offer Price incorporates a premium of 20.0% compared to the official price of the Company's shares, adjusted for the 2023 Dividend, recorded on 29 September 2023, the last stock market trading day prior to the date of this press release, as well as a premium of 22.3%, 31.7%, 37.8% and 36.9% compared to the volume-weighted averages of the official prices of the Company's shares, adjusted for the 2023 Dividend, during, respectively, the 1-month, 3-months, 6-months and 12-months periods prior to 29 September 2023, as further illustrated in the table below.

Time period prior to the date of announcement	**Weighted average of the official prices "ex 2023 Dividend"[1] (Eu)**	**Implied premium in the Offer Price (ex 2023 Dividend) (%)**
29 September 2023	20.47	20.0%
Last month	20.08	22.3%
Last 3 months	18.65	31.7%
Last 6 months	17.83	37.8%
Last 12 months	17.94	36.9%

Source: elaborated on Bloomberg data. Note: 1) Calculated for each period by subtracting the amount of Euro 12.51 (equal to the 2023 Dividend per share proposed by the Company's Board of Directors) from the volume-weighted averages of the official prices of the Company's ordinary shares traded on Euronext Milan.

Note that the first paragraph of art. 2357 of the Italian Civil Code permits the purchase of treasury shares within the limits of the distributable profits and available reserves resulting from the last duly approved financial statements. In this respect, taking into account, among other things, the preliminary estimate of the consolidated net[2] capital gain of approximately Euro 578 million resulting from the sale of the Nitinol business for medical applications to the US company Resonetics, LLC, finalized on 2 October 2023, the Board of Directors deemed it reasonable to foresee that the amount of distributable profits and/or available reserves that will result from the Company's financial statements as of 31 December 2023 will be substantially higher than the maximum total disbursement of the Offer and of the 2023 Dividend.

The Offer will therefore be subject, in addition to the aforementioned approval of the purchase and cancellation by the shareholders' meeting of SAES Getters, also to the approval by the shareholders' meeting of SAES Getters, which will be convened in accordance with the law, of the Company's financial statements as of 31 December 2023 showing distributable profits and/or available reserves sufficient to cover the maximum total disbursement of the Offer (net of the 2023 Dividend).

Pursuant to art. 2357, third paragraph, of the Italian Civil Code, the par value of the treasury shares purchased may not exceed the fifth part of the share capital. The Company will comply with such threshold also after the Offer in light of the provisions of art. 2357-*bis*, first paragraph, no. 1 of the Italian Civil Code and of the fact that the completion of the purchases of treasury shares will occur in the same context of the cancellation of the treasury shares purchased; for this reason, the purchase of treasury shares will be subject to the approval, by the extraordinary shareholders' meeting, of the cancellation of the treasury shares purchased, with no reduction of the share capital.

In addition, the Board of Directors envisages that the Offer will also be subject, *inter alia*, to the fact that (i) no measures or provisions that restrict or hinder the execution of the Offer are adopted and (ii) no extraordinary events or situations arise that entail significant changes in the political, financial, economic, foreign exchange or market situation, at the national and/or international level, and/or relate to SAES Getters and/or its Group and may have detrimental effects on the Offer and/or on the conditions of the activities and/or on the capital, economic and/or financial circumstances of SAES Getters and/or its Group.

The Offer is not subject to a minimum number of shares tendered. Should the number of shares tendered into the Offer exceed the maximum no. of 5,700,325 shares subject to the Offer, the *pro-rata* method will be applied, by virtue of which the Company will purchase from all shareholders the same proportion of shares tendered by them into the Offer.

2. RATIONALE OF THE REMUNERATION OF THE SHAREHOLDERS

Also taking into consideration the characteristics of the current financial year, the significant resources deriving from the sale of the Nitinol business and the Company's development prospects, the Board of Directors deems it reasonable to allocate a portion of these resources to the shareholders through the distribution of the 2023 Dividend and the Offer. The Board of Directors believes, also

[2] Preliminary estimate of the consolidated net capital gain generated from the sale of the Nitinol business, net of the costs related to the transaction.

considering the trend of stock market prices, that the use of available resources partly for the direct remuneration of the shareholders and partly for the purchase of treasury ordinary shares represents a beneficial investment opportunity for the Company and its shareholders.

Furthermore, as a result of the Offer, all shareholders would benefit from improved economic-financial ratios per share, in terms of an increase in (i) earning per share and (ii) dividend per share, with the same, respectively, earnings and dividends distributed, per year.

The transaction also enables the Company to improve the efficiency of its financial structure, while preserving a solid capital structure to support its growth through internal and external lines and maintaining a high free float, in line with the listing requirements on the STAR segment.

3. ESTIMATED TIMEFRAME

It is expected that, once the necessary approvals and authorizations have been obtained, the 2023 Dividend may be paid indicatively by the first ten days of May 2024 and the Offer may be completed in the first half of 2024 and, in any event, after the payment of the 2023 Dividend.

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SAES Getters S.p.A. is assisted by Intermonte, as financial advisor in relation to the offer and tender offer coordinator, and by De Lorenzi Micciché Scalera Spada - Avvocati Associati, as legal counsel.

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This press release may contain forward-looking statements. These statements are based on current expectations and forecasts of the group relating to future events and, due to their nature, are subject to an intrinsic component of risk and uncertainty. They are statements that refer to events and depend on circumstances that may, or may not, happen or occur in the future and, as such, undue reliance should not be placed on them. Actual results could differ materially from those indicated in such statements due to a number of factors, including repeated market volatility and further deterioration of capital and financial markets, changes in foreign exchange markets and in commodity prices, changes in macroeconomic conditions and in economic growth and other changes in business conditions, changes in legislation and in the institutional sphere (both in Italy and abroad), and many other factors, the majority of which are beyond the group's control].

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SAES Group

A pioneer in the development of getter technology, the company SAES Getters S.p.A., together with its subsidiaries, is a world leader in a variety of scientific and industrial applications that require high vacuum conditions. In more than 80 years of activity, the Group's getter solutions have been supporting technological innovation in the information display and lamp industries, in sophisticated high vacuum systems and in vacuum thermal insulation, in technologies spanning from large vacuum power tubes to miniaturized devices such as silicon-based microelectronic and micromechanical systems (MEMS).

Starting from 2004, by leveraging the core competencies in special metallurgy and in the materials science, the SAES Group has expanded its business into the advanced material markets, in particular the market of shape memory alloys, a family of materials characterized by super elasticity and by the property of assuming predefined forms when subjected to heat treatment. These special alloys, which today are mainly applied in the biomedical sector, are also perfectly suited to the realization of actuator devices for the industrial sector (domotics, white goods industry, consumer electronics, healthcare, automotive and luxury sector).

More recently, SAES has expanded its business by developing a technology platform that integrates getter materials into a polymeric matrix. These products, initially developed for OLED displays*, are now being used in new application areas, including optoelectronics, advanced photonics, telecommunications (5G) and mobile phones above all.*

Among the most recent applications of the Group, the advanced packaging is a significantly strategic one, in which SAES is offering a range of new products for sustainable food packaging and competes with recyclable and compostable solutions.

Finally, please note the recent establishment of a new unit dedicated to consumer innovation, called B!POD, created with the aim of developing and marketing sustainable products and solutions and combating food waste.

A total production capacity distributed in eleven facilities, a worldwide-based sale & technical service network, more than 1,200 employees allow the Group to combine multi-cultural skills and experiences and to be a truly global enterprise.

SAES Group's headquarters are based in Milan.

SAES Getters S.p.A. is listed on the Italian Stock Exchange Market, Euronext STAR segment, since 1986.

More information on the SAES Group is available in the website: **www.saesgroup.com**.

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