

The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2024. For any difference between the two texts, the Italian text shall prevail.

**Explanatory Report by the Directors drawn up in accordance with article 125-ter of the Consolidated Finance Act, on point 1 of the agenda for the single call of the ordinary and extraordinary General Shareholders' Meeting of SAES Getters S.p.A., at the office in Milano, Piazza Castello 13, on April 23, 2024 at 10:30 a.m.**

— . — . — . — . — . — . —

**Report of the Board of Directors on the financial year as at December 31, 2023; financial statements as at December 31, 2023. Presentation of the Consolidated Financial Statements as at December 31, 2023. Related resolutions:**

**1.1. Approval of the financial statements as at December 31, 2023:**

**1.2. Resolutions regarding allocation of the profit for the year e distribution of dividend.**

Dear Shareholders,

Please note that all the information and comments relative to point 1 of the agenda are extensively included in the Financial Statements as at December 31, 2023, which include the draft Financial Statements and Consolidated Financial Statements as at December 31, 2023, the Directors' Report on Operations, and the declaration pursuant to article 154-bis, paragraph 5 of the Consolidated Finance Act (TUF), as well as the Report of the Board of Statutory Auditors and the Independent Auditors' Report, all documents which will be made available to the public in accordance with the law at the registered office in Lainate, Viale Italia 77, as well as on the Company's website, [www.saesgetters.com](http://www.saesgetters.com). For a precise illustration of the financial statements as at December 31, 2023, please refer to the above mentioned accompanying reports.

Now, therefore, at point 1.1 we submit the following resolution proposal for your approval:

*"The Shareholders' Meeting,*

*- after examining the figures of the Annual financial statements of SAES Getters S.p.A., as at December 31, 2023, accompanied by the Directors' Report on operations, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and any other documentation envisaged by law;*

*- after acknowledging the results for the year ending December 31, 2023;*

***resolves***

The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2024. For any difference between the two texts, the Italian text shall prevail.

- to approve the Financial statements of SAES Getters S.p.A. as at December 31, 2023, which closed with a profit for the year of Euro 686,982,953.57;

- to award the Chairman, Deputy Chairman and Managing Director, jointly and severally, all powers necessary for the implementation of this resolution."

\*\*\*\*\*

In relation to point 1.2, having acknowledged the results of the financial year as at December 31, 2023, which show a profit of Euro 686,982,953.57, we submit the following resolution proposal for your approval:

"The Shareholders' Meeting,

- after examining the figures of the Annual financial statements of SAES Getters S.p.A., as at December 31, 2023, accompanied by the Directors' Report on operations, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and any other documentation envisaged by law;

- after acknowledging the results for the year ending December 31, 2023;

- having acknowledged that the legal reserve has already reached one fifth of the share capital, pursuant to art. 2430 of the code civ.;

#### **resolves**

- to fully distribute the net profit for the year, net of unrealized net gains on exchange rates pursuant to the Civil Code art. 2426 par. 8-bis, for a total net amount of Euro 209,983,452.48, subject to rounding, and therefore attributing  
(i) a dividend of Euro 12,51 per ordinary share;

- to pay these sums in favor of the entitled ordinary shares that will be outstanding on 30 April 2024 (Record date) with effect from 2 May 2024, with coupon detachment, no. 40; the stock will trade ex-dividend starting from 29 April 2024;

- to award the Chairman and Managing Director all powers necessary for the implementation of this resolution."

It should be remembered that the legal reserve has already reached 20% of the share capital.

Lainate, March 14, 2024

on behalf of the Board of Directors

---

Massimo della Porta  
Chairman