

Proxy Form

SAES Getters S.p.A. (the "**Promoter**" or the "**Issuer**"), through Proxitalia S.r.l. - Georgeson Group (the "**Delegated Person**"), intends to solicit proxies (the "**Solicitation**") with reference to the Special Meeting of the Saving Shareholders, convened, in single call, on May 31, 2023, at 11:00 a.m. (or, if subsequent, at the end of the ordinary and extraordinary shareholders' meeting scheduled, in single call, in the same place and on the same day), at the Issuer's offices in Milan, Piazza Castello no. 13, in accordance with the procedures and deadlines set forth in the notice of call published on April 26, 2023, *inter alia*, on the Issuer's website, www.saesgetters.com, in the section Investor Relations / Investors Area / Shareholders' Meeting.

The proxy is revocable at any time by means of a written declaration brought to the attention of the Promoter, through the Delegated Person, by no later than 18:00 on May 29, 2023, in one of the following ways:

- by e-mail to: sollecitazione-saesgettersers@proxitalia.com
- by fax to the following number: +39 06 99332795
- by registered letter, courier or hand-delivered at the address: Proxitalia S.r.l. c/o Georgeson, Via Emilia 88, 00187 Rome (RM), C to the attn. of Ms. Roberta Armentano

Signing this form does not entail any cost to the person granting the proxy

Physical person granting the proxy

I, the undersigned, (first name and surname of the person entitled to vote)
Born in on the date of, resident in(city)
at..... (address) tax ID code
telephone.....Email.....

Legal person or other entity granting the proxy

..... (name of the legal person or other entity entitled to vote), with
registered office in(city) at.....(address), Tax ID Code / VAT no.
..... Telephone.....Email.....
in the person of its *pro tempore* legal representative or duly authorized special attorney (**attach documentation attesting the ownership of rights and powers**)

holder of voting rights as of **May 22, 2023 (the record date)** as:.....

[owner of the shares, secured creditor, pledgee, beneficial owner, custodian, administrator, legal representative or attorney with power of sub-delegation, or other (specify)]

Other information to be filled in at the discretion of the person granting the proxy:

- communication no.(reference of the communication provided by the intermediary)
 - identification codes, if any
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NOTING that, pursuant to Article 138, paragraph 2, of CONSOB Regulation No. 11971/1999 (the "**Issuers' Regulation**"), the Promoter, as the issuer of the shares for which the proxies have been solicited, is required to exercise all votes, also including those dissimilar to its proposal;

HAVING CONSIDERED the explanatory report of the Board of Directors of SAES Getters S.p.A.;

HAVE CONSIDERED the Prospectus for the Solicitation of proxies, with particular regard to the potential existence of any conflicts of interest;

DELEGATES

Proxitalia S.r.l. - Georgeson Group in its capacity as the Promoter's Delegated Person, with registered office in Rome, Via Emilia no. 88, 00187 Rome (RM), represented by one of the following persons, in relation to whom none of the situations pursuant to Article 135-decies of the TUF apply:

- 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.

to attend and vote at the Special Meeting of the Saving Shareholders of SAES Getters S.p.A. indicated above as per the instructions set out below with reference to no. saving shares (☐ ISIN code IT0001037081; ☐ ISIN code IT0001040788) registered in the securities account/s no. held at (name of the intermediary depositary bank)

..... ABI CAB

(Please note that pursuant to Article 135-novies 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)

A) RESOLUTIONS FOR WHICH PROXIES ARE BEING SOLICITED

PROPOSED RESOLUTION		
<i>The special meeting of the saving shareholders,</i> <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>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE IN FAVOUR OF THE PROMOTER'S PROPOSED RESOLUTION
	<input type="checkbox"/>	GRANTS THE PROXY FOR AN ABSTENTION FROM THE VOTE
	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE AGAINST THE PROMOTER'S PROPOSED RESOLUTION
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p style="text-align: center;">resolves</p> <p>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:</p> <p>"The extraordinary shareholders' meeting,</p> <p>- having read and approved the Report of the Board of Directors</p> <p style="text-align: center;">resolves</p> <p>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;</p> <p>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 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;</p> <p>3) to amend Articles 4, 5, 6, 11, 26 and</p>		
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<p>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;</p> <p>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;</p> <p>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;</p> <p>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:</p> <p>"The directors have the power for the period</p>		
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<p>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:</p> <ul style="list-style-type: none"> - 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 <p>and/or</p> <ul style="list-style-type: none"> - 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."; <p>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 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."</p>		
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If circumstances emerge that were unknown at the time the proxy was granted, the undersigned, with reference to the proposed resolution:

☐ CONFIRMS THE INSTRUCTIONS ISSUED WITH REFERENCE TO THE RESOLUTION BEING SOLICITED

☐ REVOKES THE INSTRUCTIONS ISSUED WITH RESPECT TO THE RESOLUTION BEING SOLICITED

☐ AMENDS THE INSTRUCTIONS ISSUED WITH REFERENCE TO THE RESOLUTION BEING SOLICITED TO: ☐ IN FAVOUR ☐ AGAINST ☐ ABSTAINED

If the Special Meeting is called to vote on amendments of or additions to the proposed resolution submitted to its approval, the undersigned¹:

☐ CONFIRMS THE INSTRUCTIONS ISSUED WITH REFERENCE TO THE RESOLUTION BEING SOLICITED

☐ REVOKES THE INSTRUCTIONS ISSUED WITH REFERENCE TO THE RESOLUTION BEING SOLICITED

☐ AMENDS THE INSTRUCTIONS ISSUED WITH REFERENCE TO THE RESOLUTION BEING SOLICITED TO:

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAINED

Section C) of the Consob form provided for under Attachment 5C of the Issuers' Regulation is **omitted** as there are no resolutions to vote on other than that for which the proxies are being solicited by the Promoter.

Section to be completed only if the person signing is different from the holder of the shares

I, the undersigned (last name and first name of the signatory only if different from the holder of the shares)

..... sign this Proxy Form in my capacity as
(please tick the relevant box)

☐ secured creditor

☐ pledgee

☐ beneficial owner

☐ custodian

☐ administrator

☐ legal representative or attorney with power of sub-delegation

☐ other (please specify)

DATE

.....

.....SIGNATURE

¹ Insofar as applicable to the present case, also considering that (i) no amendments or additions to the resolution submitted to the shareholders' meeting have been submitted at this time, and (ii) participation in the shareholders' meeting is permitted only through the Appointed Representative.

REGULATORY APPENDIX

Provisions of Legislative Decree no. 58 of 24 February 1998

Article 135-*novies*

(Representation at shareholders' meetings)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more substitutes .
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As an exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties designated by such customers.
4. If the proxy form envisages such an option, the proxy recipient may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies, paragraph 3, and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with Article 21, paragraph 2 of the Italian Legislative Decree no. 82 of 7 March 2005. The companies specify in the by-laws at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of transfers of shares by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to Article 2372, paragraph 2, of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meetings.

Article 135-*decies*

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are given for each resolution in which the representative is expected to vote on behalf of the shareholder. It is up to the representative to demonstrate that it has disclosed the circumstances giving rise to the conflict of interest to the shareholder. Article 1711, paragraph 2, of the Italian Civil Code does not apply.
2. In any event, for the purposes of this section, a conflict of interest is deemed to exist where the representative or the substitute:
 - a) has sole or joint control of the company, or is controlled by or subject to common control with that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or controlling body of the company or of the persons referred to in paragraphs a) and b);

- d) is an employee or auditor of the company or of the persons referred to in paragraph (a);
 - e) is the spouse, relative or kin up to four times removed of the persons indicated in paragraphs (a) to (c);
 - f) is bound to the company or to the persons indicated in paragraphs a), b), c) and e) by self-employment or employment relationships or other relationships of a financial nature that compromise their independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related burdens of proof remain in any event borne by the representative.
4. This Article shall also apply to cases of transfers of shares by proxy.

Article 136

(Definitions)

1. For the purposes of this section, the following definitions shall apply:
- a) "proxy" means the representation powers conferred for the exercise of voting rights at shareholders' meetings;
 - b) "solicitation" means a request to more than two hundred shareholders for proxies to be conferred in relation to specific voting proposals, or accompanied by recommendations, statements or other indications capable of influencing the vote;
 - c) "promoter" means the person or persons, including the issuer, acting jointly to promote the solicitation.

Article 137

(General provisions)

1. For the purposes of this section, Articles 135-*novies* and 135-*decies* shall apply to proxies.
2. The provisions of the by-laws restricting the representation at shareholders' meetings in any way shall not apply to proxies granted in accordance with the provisions of this section.
3. The by-laws may contain provisions to facilitate proxy voting by shareholders who are also employees.
4. The provisions of this section do not apply to co-operative entities [*società cooperativa*].
- 4-*bis*. The provisions of this section also apply to Italian companies with financial instruments other than shares admitted with the consent of the issuer to trading on regulated markets in Italy or other European Union Member States, with regards to granting representation powers to exercise voting rights in shareholders' meetings by the owners of such financial instruments.

Article 138

(Solicitation)

1. Solicitation is performed by the promoter through dissemination of a prospectus and a proxy form.
2. Votes relating to shares for which proxies have been granted are exercised by the promoter. The promoter may be replaced only by a person expressly indicated in the proxy form and in the solicitation prospectus.

Article 139

(Requirements of the promoter)

...article repealed by Legislative Decree no 27/2010...

Article 140

(Persons entitled to engage in solicitation)

... article repealed by Legislative Decree no 27/2010 ...

Article 142

(Proxies)

1. Proxies shall be signed by the givers, may be revoked and may be given only for one shareholders' meeting that has already been called, remaining effective for subsequent calls where applicable; they may not be given blank and they shall show the date, the name of the representative and the voting instructions.
2. A proxy may also be granted only for some of the proposed resolutions to vote on indicated in the proxy form or only for some of the items on the agenda. The representative must vote on behalf of the person granting the proxy also on items on the agenda, on which the representative has received instructions, that are not the subject of the solicitation. The shares for which the proxy has been given, even if partially, shall be counted for the purpose of determining whether the due quorum to form the shareholders' meeting has been reached.

Article 143

(Liability)

1. The information contained in the prospectus or proxy form and any information disseminated in the course of the solicitation shall be adequate to enable shareholders to make an informed decision; the promoter shall be liable for the adequacy of the information provided.
2. The promoter is liable for the completeness of the information disseminated in the course of the solicitation.
3. In claims for damages arising from a breach of the provisions of this Section and the relevant regulations, the burden of proof of having acted with due care lies with the promoter.

Article 144

(Solicitation and collection of proxies)

1. Consob shall issue a regulation on the transparency and correctness of solicitations and collections of proxies. In particular, the regulation shall lay down rules for:
 - a) the content of the prospectus and the proxy form, as well as the manner in which they are distributed;
 - b) suspending the solicitation and collection of proxies, as well as the conditions and procedures for casting proxy votes and revoking proxies;
 - c) the forms of cooperation between the promoter and the persons possessing information on the identity of the shareholders in order to enable the solicitation to be carried out.
2. Consob may:
 - a) require that the prospectus and the proxy form contain supplementary information and establish particular means for their distribution;
 - b) suspend solicitation activities in the event of a grounded suspicion of a breach of the provisions of this section or prohibit it in the event of a breach of those provisions that has been ascertained;
 - c) exercise the powers provided for in Articles 114, paragraph 5 and 115, paragraph 1 vis-à-vis the promoters.
3. *...paragraph repealed by Legislative Decree no. 27/2010*
4. In cases in which the law envisages forms of control over investments in company share capital, a copy of

the prospectus and proxy form must be sent to the competent supervisory authority prior to solicitation. The authorities shall prohibit any solicitation that compromises the purpose of the controls on capital investments.

Provisions of Consob Regulation no. 11971/1999

Article 136

(Solicitation procedure)

1. Anyone intending to promote a proxy solicitation shall send a notice to the issuing company, which shall promptly publish on its website, to Consob, to the market operator and to the central depository of the shares.

2. The notice shall include:

- a) the identity of the promoter and the company issuing the shares for which the proxies are sought;
- b) the date of the shareholders' meeting and the list of items at the agenda;
- c) the manner of publication of the prospectus and proxy form and the website on which these documents are published;
- d) the date starting from which the person entitled to vote may request the prospectus and the proxy form from the promoter or inspect them at the premises of the stock exchange operator;
- e) the proposed resolutions for which the solicitation is to be carried out.

3. The proxy statement and the proxy form, containing at least the information provided under the schedules in Annexes 5B and 5C, will be published through the simultaneous transmission to the issuing company, Consob, the stock exchange operator and the central depository, and made promptly available on the website indicated by the promoter in accordance with paragraph 2, letter c). This website may be the issuer's website if the issuer so agrees. The central depository will promptly inform the intermediaries of the availability of the prospectus and proxy form.

4. *...paragraph repealed by Resolution no. 17730/2011*

5. The promoter shall deliver the form along with the prospectus to whomever requests it.

6. Any amendments to the prospectus and the form made necessary by intervening circumstances shall be promptly disclosed in the manner indicated in paragraph 3.

7. Upon request of the promoter:

a) the central depository shall disclose in computerized form, within one business day of receiving the request, the identification details of the participating intermediaries on whose accounts the issuer's shares are registered, as well as the relevant number of shares;

b) the intermediaries shall report in computerized form, within three working days of receiving the request:

- the identification details of the persons, entitled to vote, who have not expressly prohibited the disclosure of their details, in relation to whom they operate as ultimate intermediaries as well as the number of shares of the issuing company registered on their respective accounts;
- the identification details of the persons that have opened accounts as intermediaries and the quantity of shares of the issuing company respectively registered on those accounts;

c) the issuing company shall make available in computerized form, within three working days of receiving the request, the identification details of the shareholders and the other entries in the shareholders' register and other notifications received pursuant to legal or regulatory provisions.

8. Starting from publication of the notice provided under paragraph 1, any person disseminating information relating to the solicitation shall simultaneously notify the stock exchange operator and Consob, which may request the dissemination of specifications and clarifications.

9. Expenses related to the solicitation shall be borne by the promoter.

10. The mere decision, taken by several persons, to jointly promote a solicitation is not relevant for the purposes of the requirements of Article 122 of the TUF.

Article 137

(Behavioural obligations)

1. The promoter shall conduct himself with diligence, fairness and transparency.
2. In its contacts with the solicited persons, the promoter shall refrain from conducting business with those who have declared themselves to be uninterested, shall provide the requested clarifications in a comprehensible manner and shall explain the reasons for the solicitation, emphasizing in every case the implications resulting from any business or shareholding relationships of its own or of the entities belonging to its group, with the issuer or with the entities belonging to the issuer's group.
3. If the promoter is different from the issuing company, it shall inform that, where expressly authorized by the person solicited, in the event of significant circumstances, unknown at the time of granting the proxy, which cannot be communicated to the solicited person and which could reasonably lead to believe that had the solicited person known of them, it would have given its approval, the vote may be exercised in a manner different from that proposed.
4. The promoter shall keep the results of the solicitation confidential.
5. The promoter shall give notice by means of a press release, disseminated promptly in the manner specified in Article 136, paragraph 3, of the votes cast, of the reasons for any votes not cast in accordance with the resolution proposed pursuant to paragraph 3, and of the result of the vote.
6. Pursuant to Article 142, paragraph 2 of the TUF, the person exercising a vote in the shareholders' meeting must vote on behalf of the person granting the proxy also on items on the agenda for which the promoter has not made any proposals, in accordance with the wishes expressed by the person granting the proxy in the proxy form pursuant to Article 138, paragraph 3.
7. The promoter may not acquire voting proxies pursuant to Article 2372 of the Italian Civil Code.

Article 138

(Granting and revoking proxies)

1. In order to grant the proxy, the person entitled to vote shall transmit the proxy form to the promoter, also as an electronically signed document, pursuant to Article 20, paragraphs 1-bis and 1-ter, of Legislative Decree no. 82 of 7 March 2005.
2. The promoter will decide whether to exercise the vote also in a manner that does not reflect its proposal and indicate this choice in the prospectus. Where the solicitation of proxies is promoted by the issuing company, the latter must exercise the vote, even if it does not reflect its proposal.
3. The person entitled to vote who has granted a full or partial proxy, may use the same proxy form to cast his vote for items on the agenda for which the promoter has not requested proxies to be granted. As to these items, the promoter is prohibited from making recommendations, statements, or other indications likely to influence the vote.
4. In the cases provided under paragraphs 2 and 3, the promoter, if different from the issuing company, may cast a vote other than that indicated in the instructions if expressly authorized by the person solicited, in the event of significant circumstances, unknown at the time of granting the proxy, which cannot be communicated to the solicited person and which could reasonably lead to believe that had the solicited person known of them, it would have given its approval, or in the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting.
5. In the cases provided under paragraph 4, the promoter shall indicate at the meeting:
 - a) the number of votes expressed which differ from the instructions received or, in the event of additions to the proposed resolutions submitted to the shareholders' meeting, expressed in the absence of instructions, with respect to the total number of votes cast, distinguishing between abstentions, votes against and votes in favour;
 - b) the reasons behind the vote expressed differently from the instructions received or in the absence of instructions.
6. In the cases provided under paragraphs 3 and 4, with respect to proposed resolutions for which no voting instructions have been given and no authorization to cast a vote other than that indicated in the instructions

has been granted, the shares shall nevertheless be counted for the purpose of determining whether the due quorum to form the shareholders' meeting has been reached; however, these shares shall not be counted for the purpose of calculating the majorities and the capital quota required to approve resolutions.

7. The proxy shall be revoked by means of a written statement made in the manner provided under paragraph 1 and brought to the attention of the promoter at least one day prior to the shareholders' meeting.

Article 139

(Interruption of the solicitation)

1. If the solicitation is interrupted for any reason, the promoter shall give notice thereof in the manner provided pursuant to Article 136, paragraph 3.

2. Unless otherwise provided for in the prospectus, the promoter shall in any event exercise the votes pertaining to the shares for which the proxy was granted prior to publication of the notice provided under paragraph 1. This provision does not apply if the interruption of the solicitation is ordered pursuant to Article 144, paragraph 2, letter b) of the TUF.