

SAES Getters S.p.A.

Registered office in Lainate (Milan), Viale Italia, 77

Fully paid-up share capital Euro 12,220,000.00

Companies Registry of Milan, T.C. and VAT No. 00774910152

Website of the Company: www.saesgetters.com

Call of shareholders' ordinary meeting

The shareholders are convened to the ordinary meeting in single call at the offices of Lainate, Viale Italia 77, on 27 April 2017, at 10:30 a.m., to resolve upon the following

Agenda:

1. Report of the Board of Directors for the year ended 31 December 2016; financial statements as at 31 December 2016; relevant resolutions; presentation of the consolidated financial statements as at 31 December 2016; dividends distribution;
2. Remuneration Report pursuant to Article 123-ter, subsection 6 of Italian Legislative Decree no. 58/1998 and Article 84-*quater* of CONSOB resolution no. 11971 of 14/5/1999 concerning the rules for issuers;
3. Proposal to authorise the Board of Directors pursuant to and for the purposes of Articles 2357 *et seq.* of the Italian Civil Code and 132 of Italian Legislative Decree no. 58/1998, to purchase and dispose up to a maximum of no. 2,000,000 treasury shares; pertinent and consequent resolutions;
4. Appointment of the Chairman of the Board of Statutory Auditors and reconstitution of the Board of the Statutory Auditors (appointment of alternate auditor) pursuant to and for the purposes of Article 2401 of the Italian Civil Code;
5. Amendment to Directors' termination indemnity.

Presentation of draft resolutions/additions to the agenda

The Shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. no later than 7 April 2017), to add points to the agen-

da, specifying in the request the additional points proposed, or submit draft resolutions on points already on the agenda of the Meeting.

The request, together with the notification establishing the ownership of the aforesaid stake requested issued by the intermediaries who keep the accounts on which the shares are recorded, must be submitted and signed in the original, within the above term, at the registered office of the Company (Viale Italia, 77, Lainate (Milan) – for the attention of the Legal Department) or sent to the certified electronic mail address: saes-ul@pec.it, together with information that allows to identify the proposing Shareholders (in this regard, please also provide a telephone number of reference). Within the above deadline and with the same procedures, a report must be sent by the proposing Shareholders, stating the reasons of the draft resolutions on the new points whose discussion is proposed as an addition to the agenda or the reason related to further draft resolutions submitted on points already on the agenda. Any addition to the list of points on the agenda of the Meeting or to the presentation of further draft resolutions on points already on the agenda of this Meeting is reported by the Company, in the same form prescribed for the publication of this notice of call, at least fifteen days prior to the date set for the Meeting in single call. Together with the publication of the notice of additions to the agenda or of the presentation of further draft resolutions on the points already on the agenda, the above draft resolutions/additions, as well as their reports prepared by the Shareholders, accompanied by any assessment of the Board of Directors, will be made available to the public as indicated in Article 125-ter, subsection 1, of Italian Legislative Decree no. 58/1998.

The addition to the agenda is not allowed for the points on which the Shareholders' meeting deliberates, in accordance with the law, on a proposal by the directors or on the basis of a project or report prepared by them (different from that on the points on the agenda provided by Article 125-ter of Italian Legislative Decree no. 58/1998).

Right to ask questions on the points on the agenda

Those entitled to vote can ask questions on the points on the agenda at least three days in advance from the date of the meeting in single call (i.e. no later than 24 April 2017), by sending a registered letter with return receipt to the registered office (Viale Italia, 77, Lainate (Milan) – for the attention of the Le-

gal Department) or by certified electronic mail to the following address: saes-ul@pec.it.

The questions must allow the identification of the Shareholder and must be accompanied by certifications establishing the right to vote; if the Shareholder requested his/her intermediary for the notice to attend the shareholders' meeting, the request must indicate the references of the notice or at least the name of the intermediary.

The requests received before the Shareholders' Meeting are answered at the latest, during the Shareholders' Meeting, specifying that the answers printed on paper and made available to vote holders at the beginning of the meeting are deemed to be provided during the meeting.

The right to speak and to vote in the Shareholders' Meeting

Those holding voting rights at the end of the accounting day of the seventh day of open market before the date scheduled for the Shareholders' Meeting in single call, i.e. 18 April 2017 (the so-called "record date"), and for which the Company received the related notification by the intermediary, have the right to speak and to vote in the Shareholders' Meeting. Therefore, those who will be the holders of the shares subsequent to 18 April 2017 will not have the right to attend and vote at the Shareholders' Meeting.

The notification of the intermediary above must be received by the Company by the end of the third day of open market before the date scheduled for the Shareholders' Meeting in single call (24 April 2017). If the notification is received by the Company after the deadline above, the party will have the right to speak and to vote in the meeting provided that the notification arrives by the beginning of the meeting in single call. It should be recalled that the notification to the Company is carried out by the intermediary on request of the subject who has the right to vote.

Attendance and proxy voting

Each person who has the right to speak during the Shareholders' Meeting can be represented by written proxy in accordance with applicable law provisions, with the right to use for this purpose the proxy form available on the website: www.saesgetters.com or at the registered office of the Company. The proxy can be notified to the Company by sending to the certified electronic mail address saes-ul@pec.it. Any prior notification does not exempt the proxy holder,

in the accreditation for the attendance to the shareholders' meeting, from the obligation to certify the conformity of the original notified copy and the identity of the appointor.

Appointed Representative

The proxy can be granted, with voting instructions on the proposals concerning the points on the agenda, to Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19, 20145 Milan, appointed if necessary by the Company pursuant to Article 135-*undecies* of Italian Legislative Law no. 58/1998, by signing the specific proxy form available, in printer-friendly version, on the website www.saesgetters.com (in the section Shareholders' Meetings) or at the registered office of the Company or at the registered office above of Computershare S.p.A.. The original proxy with voting instructions must be received by Computershare S.p.A. via Lorenzo Mascheroni no. 19, 20145 Milan, by the end of the second day of open market before the date scheduled for the Shareholders' Meeting in single call (i.e. no later than 25 April 2017). A copy of the proxy, accompanied by a statement that certifies its conformity with the original, may be sent in advance to the Appointed Representative, within the above deadline, by fax to no. +39 02 46776850 or as an attachment to an electronic mail message to be sent to ufficiomilano@pecserviziotitoli.it. The proxy is effective only if voting instructions are given. The proxy and voting instructions can be revoked within the same deadline as above. The notification made to the Company by the intermediary, certifying the right to speak and to vote in the Shareholders' Meeting, is required even if the proxy is granted to the Appointed Representative. Pursuant to the law, the shares for which the proxy was granted, partial or otherwise, are calculated for the regular forming of the Meeting and, if no voting instructions have been given, the shares are not counted in the calculation of the majority and of the capital share required for the approval of the resolutions. Information concerning the granting of the proxy to Computershare S.p.A. (which may be contacted for any further explanation at no. +39 02 46776811) is made available within the specific proxy form above.

Share capital and shares with voting rights

The share capital amounts to Euro 12,220,000.00 divided in 14,671,350 ordinary shares, and 7,378,619 saving shares all without par value. Each ordinary share gives one voting right in the Meeting.

Shareholders' Meeting documents

At the registered office of the Company (Viale Italia, 77 – Lainate (Milano) as well as at the website www.saesgetters.com and in the IINFO storage system on the website www.iinfo.it, the following will be made available to the public:

I. from 28 March 2017:

- i) the Board of Director's report on the appointment of members to the Board of Statutory Auditors;

II. from 31 March 2017:

- i) the annual financial report and the other documents set forth in Article 154-ter of Italian Legislative Decree 58/1998 and therefore, the draft financial statements and the consolidated financial statements as at 31 December 2016, accompanied by the reports of the Board of Directors, of the Statutory Board of Auditors and of the Auditing firm Deloitte &Touche S.p.A.;
- ii) the annual Report on Corporate Governance and Ownership Structure;
- iii) the Remuneration Report;
- iv) the Report of the Board of Directors related to the authorisation of the Board of Directors to purchase and dispose up to a maximum of 2,000,000 treasury shares;
- v) the Report of the Board of Directors on the amendment to Directors' termination indemnity.

III. from 12 April 2017 the following will be filed only at the registered office of the Company:

- i) documentation related to the financial statements of subsidiary companies as per Article 77, subsection 2-bis of the CONSOB Regulations.

Lainate, 15 March 2017

Chairman of the Board of Directors



Mr. Massimo della Porta