



The present is the English translation of the Italian official report approved by the Board of Directors on April 26, 2023. For any difference between the two texts, the Italian text shall prevail.

### **SAES GETTERS S.p.A.**

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

**Share capital Euro 12,220,000.00 fully paid-in**

**Registered with the Milan Companies Register,**

**Tax code and VAT reg. no. 00774910152**

**Website of the Company [www.saesgetters.com](http://www.saesgetters.com)**

### **Call of the ordinary and extraordinary Ordinary and Extraordinary meeting**

The shareholders are convened to the ordinary and extraordinary Ordinary and Extraordinary meeting in single call at the offices in Milan, Piazza Castello 13, scheduled for 31 May 2023, at 10:00 a.m., to pass resolutions on the following

#### **Agenda:**

##### **Ordinary session:**

1. Authorization to purchase saving shares through a voluntary partial tender offer to be promoted by the Company. Related and subsequent resolutions;
2. Authorization to dispose of ordinary treasury shares to be used for the conversion of saving shares. Related and subsequent resolutions

##### **Extraordinary session:**

1. Cancellation of the saving shares purchased by the Company. Related and subsequent resolutions.
2. Mandatory conversion of saving shares into ordinary shares. Related and/or subsequent amendments to the by-laws. Related and subsequent resolutions, including the authorization to dispose of treasury shares purchased further to the exercise of the withdrawal right.



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3. Amendment of the resolution to grant the Board of Directors the power to increase, in one or more tranches, gratuitously and/or for a consideration, the share capital pursuant to Article 2443 of the Italian Civil Code, if approved by the Company on April 28, 2023. Related and subsequent resolutions.

It should be noted that - in application of art. 106 of Legislative Decree no. 18 of 17 March 2020, converted with amendments into law no. 27 of 24 April 2020 and its subsequent amendments and additions, extended until 31 July 2023 with law no. 14 of 24 February 2023, which converted, integrating it, the Legislative Decree 198/22 - the meeting will take place with the participation in the meeting, for the persons admitted, also by means of telecommunication and that the share capital may intervene exclusively through the designated representative pursuant to art. 135-undecies Legislative Decree no. 58 of 24 February 1998 ("TUF") in the manner described below, with the exclusion of access to the meeting rooms by shareholders or delegates other than the aforementioned appointed representative.

#### **Right to attend the Ordinary and Extraordinary Meeting**

Anyone who has the right to vote at the end of the accounting day of the seventh trading day prior to the date scheduled for the sole call of the Ordinary and Extraordinary Meeting will have the right to attend and vote at the Ordinary and Extraordinary Meeting, i.e. 22 May 2023 (the *record date*) and for whom the related communication by the intermediary has been sent to the Company. Anyone found to own shares after 22 May 2023 will not have the right to attend or vote at the Ordinary and Extraordinary Meeting.

The communication of the intermediary pursuant to the above will have to reach the Company by the end of the third trading day (26 May 2023) prior to the date scheduled for the sole call of the Ordinary and Extraordinary Meeting. However, there will still be the right to attend and vote if the communication reaches the Company after said



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deadline provided that it arrives before the Ordinary and Extraordinary Meeting starts. The communication to the Company will be made by the intermediary at the request of the party who has the right to vote.

### **Participation in the Ordinary and Extraordinary Meeting and granting of power of attorney to the Designated Representative**

As specified above, participation in the Shareholders' Meeting by those who have the right to vote is only permitted through the designated representative.

Therefore, the Company has engaged Computershare S.p.A. – with registered office in Milan, Via Mascheroni 19, 20145 – to represent the shareholders in accordance with article 135-*undecies* of Italian Legislative Decree no. 58/98 and the above-mentioned Law Decree (the "Exclusive Designated Representative"). The Shareholders who wish to participate in the Ordinary and Extraordinary Meeting will therefore have to give the Exclusive Designated Representative the proxy – with the voting instructions – on all or some of the proposals for resolution regarding the topics on the agenda, using the specific proxy form, also electronic, prepared by the Exclusive Designated Representative in agreement with the Company, available on the website of the Company at the address [www.saesgetters.com](http://www.saesgetters.com) where the connection to a procedure is shown for sending the proxy via electronic means.

The proxy form with the voting instructions must be sent by following the instructions on the form and on the website of the Company within the second trading day before the Ordinary and Extraordinary Meeting, i.e. 29 May 2023, and the proxy may be revoked within the same deadline.

The proxy given this way will only be valid for the proposals in relation to which the voting instructions were given.

The shares for which the proxy was given, even in part, are calculated in order to determine whether the Ordinary and Extraordinary Meeting is quorate. In relation to



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the proposals for which no voting instructions are given, the shares are not calculated in order to calculate the majority and the capital percentage required to approve the resolutions.

The Exclusive Designated Representative may also be given proxies or sub-proxies in accordance with article 135-*novies* of Italian Legislative Decree no. 58/98, as an exception to article 135-*undecies*, paragraph 4 of Italian Legislative Decree no. 58/98 with the mechanisms and within the deadline indicated in the above-mentioned website of the Company.

The Exclusive Designated Representative will be available for clarifications or information at the number +39 02-46776833 -18-14 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

#### **Submission of proposals for decisions/additions to the agenda**

Shareholders that, even jointly, represent at least a fortieth of the share capital with voting rights may request, within ten days from publication of this notice (i.e. by 6 May 2023), to add to the list of matters to be discussed at the Ordinary and Extraordinary Meeting, indicating any further topics proposed in the request, or submitting proposals for decision on matters already on the agenda of the Ordinary and Extraordinary Meeting.

Such request, along with the communication proving the ownership of said percentage of shares, issued by the intermediaries who hold the accounts on which the shares are registered, must be submitted signed in original within the above-mentioned deadline, to the registered office of the Company (Viale Italia, 77 Lainate (Milan) - to the Legal Department), or a communication must be sent by certified email to the address [saes-ul@pec.it](mailto:saes-ul@pec.it), along with information that allows the submitting Shareholders to be identified (to that end, please also provide a reference telephone number for contact). Within said deadline, and using the same methods, any proposing Shareholders must



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also send a report showing the reasons behind the proposals for decisions on the new matters that they propose to be dealt with as an addition to the agenda, or the reasons for the further proposals for decision submitted on matters already on the agenda. With respect to any additions of the list of matters on the agenda of the Ordinary and Extraordinary Meeting or the submission of further proposals to be decided upon on the matters already on the agenda, notice will be given by the Company, in the same form provided for publication of this notice calling the meeting, at least fifteen days prior to the date scheduled for the sole call of the Ordinary and Extraordinary Meeting (16 May 2023). At the same time as publication of the notice adding to the agenda or presenting further proposals for decision to the matters already on the agenda, the above-mentioned proposals to add to/decide, and the reports prepared by the Shareholders, accompanied by any evaluations by the Board of Directors, will be made available to the public using the same methods as set out under article 125-ter, paragraph 1 of Italian Legislative Decree no. 58/1998.

It will not be permitted to add topics to the agenda for which the Ordinary and Extraordinary Meeting will decide, in accordance with the law, on proposals of the directors or on the basis of a project or a report prepared by the directors (as opposed to the matters on the agenda provided for under article 125-ter of Italian Legislative Decree no. 58/1998).

#### **Right to ask questions on the items on the agenda**

Anyone who has the right to vote may ask questions on the items on the agenda by the end of the seventh trading day prior to the date of the sole call of the Ordinary and Extraordinary meeting (i.e. by 22 May 2023) by sending a registered letter with notice of receipt to the registered office of the Company (Viale Italia 77, Lainate (Milan) - to the Legal Department), or by communication sent by certified email to the address [saes-ul@pec.it](mailto:saes-ul@pec.it)



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Documentation will have to be attached to the questions that allows for identification of the Shareholder and the certifications confirming the right to exercise the right; if the Shareholder has asked his or her intermediary for the communication to attend the Ordinary and Extraordinary Meeting, it will be enough to state the communication references or at least the name of the intermediary in the request.

Questions received before the Shareholders' Meeting will be answered no later than 12 noon two days before the Shareholders' Meeting, by means of publication on the Company's website.

The Company may provide a single answer to questions with the same content. It should be noted that no reply will be given if the requested information is already available in the "frequently asked questions" in the appropriate section of the Company website or if the response is already published in that section.

### **Share Capital and Shares with voting rights**

The share capital is Euro 12,220,000.00 divided into 14,671,350 ordinary shares and 7,378,619 savings shares, all without any nominal value. Each ordinary share is assigned one vote, or two votes, as provided by article 11 of the Articles of Association in relation to the "increased vote", where the person with the right to vote is found to fulfil all the legal assumptions and the provisions of said article 11.

At the date of publication of this notice calling the meeting, the total voting rights that can be exercised amount to 19,689,836.

As of the date of publication of this call notice, the Company owns 3,900,000 treasury shares.

### **Ordinary and Extraordinary meeting documentation**

The explanatory report of the Board of Directors relating to the items on the agenda of the Ordinary and Extraordinary session, drawn up pursuant to art. 125-ter of the TUF and articles 72 and 73 of the Regulation adopted by Consob with resolution no. 11971 of



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May 14, 1999 (as subsequently amended and supplemented) is available to the public at the registered office of the Company (Viale Italia 77, Lainate (Milan)) and at the web address [www.saesgetters.com](http://www.saesgetters.com) and at the storage mechanism 1Info at the address [www.1info.it](http://www.1info.it).

Lainate, 26 April 2023

The Chairman of the Board of Directors

Mr Massimo della Porta