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## **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 general meeting**

Shareholders are called to the sole call of the ordinary general meeting at the offices in Milan, Piazza Castello 13, scheduled for 20 April 2021, at 10:30 a.m., to pass resolutions on the following

#### Agenda:

1. Report by the Board of Directors for the year ended 31 December 2020; financial statements as at 31 December 2020; related resolutions; presentation of the consolidated financial statements as at 31 December 2020;
2. Decisions on how to allocate the profit for the year;
3. Appointment of the Board of Directors:
  - 3.1. determination of the number of members;
  - 3.2. appointment of the members;
  - 3.3. decision on their remuneration;
4. Appointment of the Board of Statutory Auditors:
  - 4.1. Appointment of the Board of Statutory Auditors for the 2021-2023 financial years and the Chairman;
  - 4.2. Determination of remuneration of the Standing Auditors;

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5. Report on the remuneration policy and the payments made:
  - 5.1. approval of the remuneration policy in accordance with article 123-*ter*, paragraph 3-*bis*, of Italian Legislative Decree no. 58/1998;
  - 5.2. decisions on the second section of the report in accordance with article 123-*ter*, paragraph 6 of Italian Legislative Decree no. 58/1998;
6. Addition to the fees paid to Deloitte & Touche S.p.A. in relation to its appointment as the audit firm for the 2020 financial year; Addition to the fees paid to Deloitte & Touche S.p.A. relating to the limited examination of the consolidated declaration of a non-financial nature for the 2020 financial year; consequent and related resolutions.

In view of the Covid-19 emergency, and therefore in accordance with the basic principles of protecting the health of the shareholders, the employees, the representatives and the consultants of the Company, and finally, in accordance with Italian Law Decree no. 18 of 17 March 2020 (converted, with amendments, by Italian Law no. 27 of 24 April 2020), as modified most recently by article 3, par. 6 of Italian Law Decree no. 183 of 31 December 2020, **the share capital can participate in the general meeting exclusively through the designated representative pursuant to article 135 *undecies* of Italian Legislative Decree no. 58/1998 (Consolidated Law on Finance) with the procedures described below, with attendance not permitted to the place where the general meeting is held by other shareholders or delegated representatives besides said designated representative.**

The participation in the General Meeting of Directors, Auditors, the Designated Representative and representatives of the audit firm, as well as the remaining eligible parties, other than shareholders and those with voting rights, may also (or exclusively) take place using the telecommunications methods specified to them individually, in accordance with the applicable regulatory provisions for such cases.

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### **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 21 March 2021), to add to the list of matters to be discussed at the General Meeting, indicating any further topics proposed in the request, or submitting proposals for decision on matters already on the agenda of the General 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 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 General 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 General Meeting. 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.

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It will not be permitted to add topics to the agenda for which the General 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).

### **Appointment of the Directors and the Statutory Auditors**

With regard to renewing the corporate offices, a slate voting system will be used. Shareholders who, with regard to the shares registered to the shares on the day on which the lists are filed with the Company, by themselves or along with other Shareholders, represent at least 4.5% of the shares with voting rights at the General Meeting, shall have the right to submit the lists, as established by Consob with Executive Order no. 44 of 29.01.2021.

Each Shareholder may submit or join in the submission of one list only. Shareholders that are part of the same group and Shareholders who enter a shareholders' agreement, pursuant to article 122 of Italian Legislative Decree no. 58/1998 cannot submit or vote for more than one list, even through intermediaries or trust companies. A candidate may appear on one list only, under penalty of ineligibility.

The lists, in which the candidates have to be listed with a progressive number, signed by the Shareholders who submit them, must be filed with the registered office, at least 25 days before the date scheduled for the sole call of the General Meeting (i.e. by 26 March 2021), or sent to the certified email address [saes-ul@pec.it](mailto:saes-ul@pec.it) or by fax to no. +39 02 93178250, with the documentation provided for by prevailing law and the provisions of article 14 of the Articles of Association attached, with regard to the appointment of the Board of Directors, and the provisions of article 22 of the Articles of Association with regard to the appointment of the Board of Statutory Auditors. Reference should be therefore made to the Articles of Association. The text of the Articles of Association is available at the registered office and on the Internet site [www.saesgetters.com](http://www.saesgetters.com) - "Investor Relations - Corporate Governance - Articles of Association". The lists, with the above-mentioned information attached, will be

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published on the website of the Company [www.saesgetters.com](http://www.saesgetters.com), made available at the registered office of the company (Viale Italia, 77, Lainate (Milan), at the storage mechanism 1Info at the address [www.1info.it](http://www.1info.it), at least 21 days before the date scheduled for the General Meeting called to decide on the appointments (and therefore by 30 March 2021).

Lists submitted without complying with the legal and regulatory provisions and the articles of association will be deemed not to have been submitted.

In accordance with article 147-ter, paragraph 3 of Italian Legislative Decree no. 58/1998, at least one of the members of the Board of Directors will be taken from the minority list that obtains the highest number of votes and that is not connected in any way, including indirectly, with the shareholders that submitted or voted for the list that comes first in terms of numbers of votes.

With regard to the appointment of the Board of Statutory Auditors, the lists will have to be divided into two sections, one for candidates for the position of Standing Auditor and the other for candidates for the position of Alternate Auditor. Ineligible candidates or candidates whose qualifications are incompatible with the requirements or who do not meet the requirements established by applicable law cannot be put onto the lists of candidates, pursuant to article 22 of the Articles of Association, or who exceed the cumulative number of positions permitted as established by the prevailing provisions of the laws and regulations.

Since, in accordance with article 2400, final paragraph of the Italian Civil Code, upon appointment and before acceptance of the position, the positions of administration and control held by the Statutory Auditors at other companies will have to be made known to the General Meeting, the candidates are asked to provide that information making a declaration to attach to the information provided with the lists, ensuring they are updated to the date the General Meeting in which the elections will be held is actually held, during which any updates with respect to the information provided will have to be communicated.

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In accordance with article 148, paragraph 2 of Italian Legislative Decree no. 58/1998, the standing member of the Board of Statutory Auditors appointed by the minority on the basis of the provisions of article 22 of the Articles of Association will be elected by the minority shareholders that are not connected in any way, including indirectly, with the shareholders that submitted or voted for the list that comes first in terms of number of votes. To that end, in accordance with article 144-*sexies* of the Issuers Regulation approved by Consob decision no. 11971 of 14.5.1999 as amended ("Issuers' Regulation"), the other shareholders besides the Majority Shareholder who intend to submit a list for the appointment of the Board of Statutory Auditors will have to file, at the same time, a declaration confirming that there are no relationships involving significant influence with said Shareholder, in accordance with article 144-*quinquies* of the Issuers' Regulation.

We would like to note that in accordance with article 144-*sexies*, paragraph 5 of the Issuers' Regulation, if, by the deadline of 25 days before the date scheduled for the sole call of the General Meeting (and therefore by 26 March 2021), only one list has been submitted for the appointment of the Board of Statutory Auditors, or lists were only submitted by shareholders that have connections in accordance with prevailing laws, other lists can be submitted up to the third day following the date of expiry of said deadline (i.e. by 29 March 2021). In that case, the minimum threshold of 4.5% for submission of the lists, as indicated above, will be reduced by a half.

Finally, under the laws in force on gender balance, the Board of Directors and the Board of Statutory Auditors must be made up in such a way that the less represented gender represents at least two-fifths of the members of the Board of Directors and Board of Statutory Auditors, with rounding in the case of a fractional number, in compliance with the laws and regulations in force *pro-tempore*.

### **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 general

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meeting (i.e. by 9 April 2021) 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)

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 General Meeting, it will be enough to state the communication references or at least the name of the intermediary in the request. Questions received prior to the General Meeting will be answered at least two trading days prior to the date of the General Meeting at the latest, by 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.

### **Right to attend the General 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 General Meeting will have the right to attend and vote at the General Meeting, i.e. 9 April 2021 (the *record date*) and for whom the related communication by the intermediary has been sent to the Company. Anyone found to own shares after 9 April 2021 will not have the right to attend or vote at the General Meeting.

The communication of the intermediary pursuant to the above will have to reach the Company by the end of the third trading day (15 April 2021) prior to the date scheduled for the sole call of the General Meeting. However, there will still be the right to attend and vote if the communication reaches the Company after said deadline provided that it arrives before the General Meeting starts. The

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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 General Meeting and granting of power of attorney to the Designated Representative**

In accordance with article 106 of the Italian Law Decree no. 18 of 17 March 2020 (known as the "*Cura Italia*" Decree, converted, with amendments, by Italian Law no. 27 of 24 April 2020), as modified most recently by article 3, paragraph 6 of Italian Law Decree no 183 of 31 December 2020, participation in the General Meeting by anyone who has 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 General 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. Please be informed that the link will be activated starting from 30 March 2021, day on which the list for the appointment of the corporate bodies will be made available.

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 General Meeting, i.e. 16 April 2021, 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.



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The shares for which the proxy was given, even in part, are calculated in order to determine whether the General Meeting is quorate. In relation to 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 02-46776826 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Shareholders are hereby informed that the Company reserves the right to add to and/or amend the above instructions in accordance with the actions needed to be taken following the current epidemiological emergency situation regarding Covid-19 and its developments which cannot be predicted at the moment.

### **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 17,491,919.

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

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### **General meeting documentation**

The following shall be 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) :

I. from today's date:

the reports of the Board of Directors on the appointment of the Board of Directors and the Board of Statutory Auditors;

II. from 19 March 2021:

the report by the Board of Directors regarding adding to the fees paid to Deloitte & Touche S.p.A. in relation to its appointment as the audit firm for the 2020 financial year; addition to the fees paid to Deloitte & Touche S.p.A. relating to the limited examination of the consolidated declaration of a non-financial nature for the 2020 financial year;

III. from 29 March 2021:

- i) the annual financial report and other documents pursuant to article 154-ter of Italian Legislative Decree no. 58/1998 and therefore, the draft financial statements for the year and the consolidated financial statements as at 31 December 2020, attached to the reports by the Board of Directors, the Board of Statutory Auditors and the Audit Firm Deloitte & Touche S.p.A.;
- ii) the annual report on corporate governance and ownership structures;
- iii) the report on the remuneration policy and the payments made;
- iv) the report on non-financial information;

IV. from 30 March 2021:

- lists of the candidates for the position as directors
- lists of the candidates for the position as statutory auditors

V. from 5 April 2021 the documentation relating to the financial statements of the subsidiaries pursuant to article 77, paragraph 2-bis of the Consob Regulation will be filed at the registered office of the Company only.

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Lainate, 11 March 2021

The Chairman of the Board of Directors

Mr Massimo della Porta