



SAES GETTERS S.p.A.

Capital Stock Euro 12,220,000 fully paid-in
Address of Principal Executive Offices:
Viale Italia, 77 – 20020 Lainate (Milan), Italy
Registered with the Milan Court Companies Register no. 00774910152

Additional periodic financial information as at March 31, 2019

HIGHLIGHTS AS AT MARCH 31, 2019

In the first quarter of 2019 the SAES® Group achieved **consolidated net revenues** equal to €43.1 million, up by 14.7% compared to the first quarter of 2018, equal to €37.6 million. Net of the **positive exchange rate effect** (+6.5%), the Group recorded an **organic growth** equal to +8.2%.

The organic growth was driven by both the security and defense sector, still showing a progressive growth, and by sectors very different from each other, like the medical one and the consumer electronics one, showing similar two-digit organic growth rates.

By including within the Group's revenues also the revenues of the joint ventures¹, the **total revenues of the Group** were equal to €46 million, up by 13.5% compared to €40.5 million in the first quarter of 2018, thanks exclusively to the increased consolidated revenues, while the revenues of the joint ventures were substantially in line with those of the corresponding period of 2018.

The growth of consolidated revenues enabled the increase of the **consolidated gross profit**² (equal to €18.2 million compared to €16.1 million in the corresponding period of 2018), against a slight decrease in the **gross margin**³ (42.2% in the first quarter of 2019, compared to 42.8% in the corresponding quarter of 2018), mainly due to the Medical operational segment following some temporary manufacturing inefficiencies occurred in Memry Corporation.

Consolidated operating income amounted to €4.6 million in the first quarter of 2019, increased (+11.1%) when compared to an operating income of €4.2 million in the first quarter of the previous year: such growth was mainly attributable to the increase in the gross profit. Furthermore, please note that the figure of the first quarter of 2018 was favored by the non-repayable grant provided by the State of Connecticut (CT) to Memry Corporation, equal to €1.1 million⁴.

In percentage terms, the **operating margin** was equal to 10.8%, slightly down compared to 11.1% in the first quarter of 2018, only because of the already mentioned extraordinary grant recorded by Memry (the operating margin of 2018 would have been equal to 8.1% net of such grant).

¹ Actuator Solutions (50%), SAES RIAL Vacuum S.r.l. (49%) and Flexterra (46.73%).

² Calculated as the difference between net sales and industrial costs directly and indirectly attributable to the products sold.

³ Calculated as the ratio between gross profit and consolidated revenues.

⁴ The amount was recorded under the item "Other net income (losses)".

Consolidated EBITDA⁵ was equal to €6.6 million, compared to €6.1 million in the corresponding quarter of 2018. The growth was mainly driven by higher sales in the medical, security and defense and consumer electronics sectors. The EBITDA margin was equal to 15.3% in the first quarter of 2019, compared to a margin equal to 13.2% as at March 31, 2018, net of the already mentioned extraordinary grant to Memry Corporation (the EBITDA margin was 16.2% as at March 31, 2018 including also the positive effect of such grant).

Consolidated net income from continued operations amounted to €3.2 million (7.4% of revenues), strongly increased (+70.4%) compared to €1.9 million (5% of consolidated revenues) in the corresponding quarter of the previous year, thanks also to the financial income on the securities purchased for investment purposes of the liquidity deriving from the extraordinary transaction related to the sale of the purification business (total financial income equal to +€1.7 million, of which +€14 million deriving from the valuation of those securities at fair value and +€0.3 million from coupons)

Please note that the result for the first quarter of 2018 included a **net income deriving from discontinued operations** equal to €7 million attributable to the purification business, sold in June 2018. Adding this amount to the net income from continued operations, the **consolidated net income** amounted to €8.9 million (23.6% of revenues) in the first quarter of 2018. In the first quarter of 2019 the net income deriving from discontinued operations was equal to zero.

The **consolidated net financial position** was equal to €224.1 million as at March 31, 2019, compared to a positive consolidated net financial position equal to € 223.3 million as at December 31, 2018. The increase was mainly due to the aforementioned revaluation of the financial securities in portfolio, in addition to coupons cashed on the same securities (revaluation equal to +€1.4 million and coupons for an amount of +€0.3 million).

The quarter was up compared to last year, but lower than expectations. However, the quarterly results confirm the solidity of the Group even after the sale of the purification business. The financial strength allows us to continue our efforts on growth in the packaging sector and on development of the medical business, which are the reference sectors for the SAES Group.

⁵ EBITDA is not deemed as an accounting measure under International Financial Reporting Standards (IFRSs); however, we believe that EBITDA is an important parameter for measuring the Group's performance and therefore it is presented as an alternative indicator. Since its calculation is not regulated by applicable accounting standards, the method applied by the Group may not be homogeneous with the ones adopted by other Groups. EBITDA is calculated as "Earnings before interests, taxes, depreciation and amortization".

CONSOLIDATED FINANCIAL STATEMENTS**Consolidated statement of profit or loss**

Thousands of euro

	1st quarter 2019	1st quarter 2018 reclassified (*)
Total net sales	43,099	37,575
Cost of sales	(24,911)	(21,508)
Gross profit	18,188	16,067
	R&D expenses	(2,665)
	Selling expenses	(3,131)
	G&A expenses	(7,740)
Total operating expenses	(13,536)	(12,934)
Other income (expenses), net	(12)	1,043
Operating income (loss)	4,640	4,176
Interest and other financial income, net	1,651	(133)
Write-down of financial receivables and other financial assets	(118)	0
Income (loss) from equity method evaluated companies	(615)	(246)
Foreign exchange gains (losses), net	47	(210)
Income (loss) before taxes	5,605	3,587
Income taxes	(2,427)	(1,722)
Net income (loss) from continued operations	3,178	1,865
Income (loss) from discontinued operations	0	7,018
Net income (loss) before minority interest	3,178	8,883
Net income (loss) pertaining to minority interest	0	0
Net income (loss) pertaining to the Group	3,178	8,883

Consolidated statement of other comprehensive income

Thousands of euro

	1st quarter 2019	1st quarter 2018 reclassified (*)
Net income (loss) for the period	3,178	8,883
Exchange differences on translation of foreign operations	2,238	(2,691)
Exchange differences on equity method evaluated companies	185	0
Total exchange differences	2,423	(2,691)
Total components that will be reclassified to the profit (loss) in the future	2,423	(2,691)
Other comprehensive income (loss), net of taxes	2,423	(2,691)
Total comprehensive income (loss), net of taxes	5,601	6,192
<i>attributable to:</i>		
- Equity holders of the Parent Company	5,601	6,192
- Minority interests	0	0

(*) Some amounts shown in the column do not correspond to the Additional periodic financial information as at March 31, 2018 because they reflect the reclassifications related to the sale of the gas purification business (finalized on 25 June 2018 and identified as "major line of business").

Consolidated Statement of Financial Position

Thousands of euro

	March 31, 2019	December 31, 2018
Property, plant and equipment, net	56,029	53,832
Intangible assets	45,756	45,290
Securities	101,225	99,843
Other non current assets	17,538	17,401
Current assets	218,662	218,394
Total Assets	439,210	434,760
Shareholders' equity	346,821	341,220
Minority interest in consolidated subsidiaries	0	0
Total Shareholders' Equity	346,821	341,220
Non current liabilities	28,232	28,187
Current liabilities	64,157	65,353
Total Liabilities and Shareholders' Equity	439,210	434,760

Consolidated Cash Flows Statement

Thousands of euro

	1 st quarter 2019	1 st quarter 2018
Net income (loss) from continued operations	3,178	1,865
Net income (loss) from discontinued operations	0	7,018
Current income taxes	2,754	2,343
Change in deferred income taxes	(327)	(483)
Depreciation, amortization and write down of non current assets	1,938	2,075
Net loss (gain) on disposal of assets	0	0
Ancillary charges for the purification business disposal	0	532
Interests and other financial income, net	(918)	398
Other non-monetary costs	(1,205)	(2,339)
	5,420	11,409
Change in operating assets and liabilities	(3,083)	(8,376)
Payments of termination indemnities and similar obligations	(64)	(38)
Financial income received, net of payment of interests	(50)	(82)
Payment of income taxes	(416)	(613)
Net cash provided by (used by) operating activities	1,807	2,300
Purchase of tangible and intangible assets, net of proceeds from sales	(3,510)	(1,675)
Adjustment on consideration for the purification business disposal	(1,095)	0
Adjustment on price paid for the acquisition of shareholding in subsidiaries	0	(75)
Price paid for the acquisition of businesses	0	(21)
Ancillary monetary charges for the purification business disposal	0	(532)
Cash flows provided by (used by) investing activities	(4,605)	(2,303)
Proceeds from debts, net of repayments	(587)	(5,942)
Financing receivables from related parties	0	(325)
Dividends paid	0	0
Purchase of securities, net of disinvestments	(95,845)	0
Income from securities, net of commissions	278	0
Interests and other expenses paid on loans	(36)	(167)
Other financial liabilities/assets	46	0
Cash flows provided by (used by) financing activities	(96,144)	(6,434)
Effect of exchange rate differences	913	(332)
Increase (decrease) in cash and cash equivalents	(98,029)	(6,769)
Cash and cash equivalents at the beginning of the period	170,394	27,312
Cash and cash equivalents at the end of the period	72,365	20,543

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Accounting Principles, Methods and Structure of the Group

This document has been prepared applying the international accounting standards (IFRS) and in accordance with article 2.2.3, paragraph 3, of the Regulation of the Markets organized and managed by Borsa Italiana S.p.A. Concerning the content, please make reference to the pre-existing article 154-ter, paragraph 5, of “Financial Consolidation Act”, also in the light of what clarified by ESMA in the Q&A on the Directive 2004/109/CE.

The Additional periodic information is consistent with the accounting principles that govern the preparation of the annual and consolidated financial statements, insofar as they are applicable. Evaluation procedures adopted in the Additional periodic information are substantially similar to those usually applied to prepare the annual and consolidated financial statements.

With reference to the scope of consolidation, please note that in March the liquidation process of the subsidiary Actuator Solutions (Shenzhen) Co., Ltd. (company wholly owned by the 50% joint venture Actuator Solutions GmbH) was started. The completion of the liquidation is expected by the end of the year and no material adverse effect is expected on the consolidated income statement of the joint venture.

Relevant events occurred in the first quarter of 2019

On January 15, 2019, SAES Nitinol S.r.l. irrevocably waived the guarantee granted jointly by Alfmeier S.E. and SMA Holding GmbH, by means of a letter of patronage, on 50% of the loan which, on July 28, 2016 SAES Nitinol S.r.l. had granted to Actuator Solutions GmbH (total value of the loan was 3 million euro).

In January 2019, the duration of all outstanding loans (principal of 8 million euro) granted by SAES Nitinol S.r.l. to Actuator Solutions GmbH was extended by five years, delaying the expiry from April 30, 2019 to April 30, 2024.

On March 7, 2019, following the loss recorded in 2018, the Board of Directors of SAES Coated Films S.p.A. decided to propose to the Shareholders’ Meeting, convened for April 4, 2019, to resolve on the establishment of an available reserve of 5 million euro to cover any future losses, by means of a payment to the capital account, by the Sole Shareholder SAES Getters S.p.A.

On March 13, 2019 SAES Getters S.p.A. approved the full waiver of the financial receivables held by the same at the end of 2018 towards SAES Nitinol S.r.l. for an amount of 8,905 thousand euro. At the same time, the Parent Company approved an additional payment to the capital account of SAES Nitinol S.r.l. of 100 thousand euro, 65 thousand euro of which to cover the difference between the total loss recorded by the subsidiary in 2018 (-8,969 thousand euro) and the above-mentioned waiver of the financial receivable (8,905 thousand euro), and 35 thousand euro of which to set up an available capital reserve.

On March 18, 2019, the Ordinary Shareholders’ Meeting of SAES Getters S.p.A., following the proposal made by the Board of Directors on February 14, 2019, authorized a voluntary partial tender offer on a maximum of 3,900,000 ordinary shares of SAES Getters S.p.A. (corresponding to 17.7% of the total shares and to 26.6% of the ordinary shares), at a price of €23 per share (ex 2018 dividend), for a maximum total counter value of €89.7 million.

If the number of ordinary shares put up for subscription for the tender offer exceeds the maximum number 3,900,000 of the offer, an allotment will be carried out based on the “pro-rata” method, according to which the Company will purchase the same proportion of ordinary shares from all

ordinary shareholders as that put up for subscription to the offer. The offer is not conditioned upon reaching a minimum number of subscriptions.

It is believed that, also given the trend of stock market prices, the use of part of the available resources for the purchase of ordinary treasury shares represents an advantageous investment opportunity for the Company and its Shareholders. The transaction leads to an improved profitability per unit of capital employed. The reduction of the number of ordinary shares in circulation will actually benefit all shareholders, as it will lead to the increase in the earning per share, with the same annual profit, and the increase of the dividend per share, with the same dividends distributed. The transaction will also increase the efficiency of the Company's financial structure, at the same time maintaining a solid capital structure to sustain growth by internal and external means as well as maintaining a high percentage float, which is also a requirement for listing on the STAR segment.

Finally, following the offer, the Company will obtain an appropriate number of ordinary treasury shares that represent a medium to long term investment in the Company, which can also be used to guarantee loans, at the time of any extraordinary operations and/or to develop alliances consistent with the Group's strategic direction. Nevertheless, until these opportunities to use the resources arise, the Company intends to keep the treasury shares purchased following the offer in its portfolio, also to consolidate the positive effects resulting from the purchase in terms of increasing the earning per share and the dividend per share.

In the first quarter of 2019, the sum of €100 million in cash, in addition to the €100 million already allocated as at December 31, 2018, have been invested in the construction of a portfolio with a conservative investment profile and mainly with high flexibility and liquidability, in order to be able to promptly face any future need of the Group.

As at March 31, 2019 the Group has no forward sale contracts in place.

Reclassifications on the figures as at March 31, 2018

To better reflect the internal organizational structure of the Group, starting from January 1, 2019, the revenues and costs of the shape memory alloys for industrial applications segment, together with those of the Functional Chemical Systems (formerly Organic Electronics) sector, have been classified within the Industrial Business Unit.

Furthermore, please note the new name of all the operating sectors, for a better information clarity.

The figures as at 31 March 2018 have been reclassified to allow a homogeneous comparison with 2019.

Finally, following the completion of the sale of the gas purification business at the end of June 2018, the revenues and costs of the first quarter of 2018 relating to the business being sold, together with the consultancy costs related to this extraordinary transaction, have been reclassified under the specific income statement item "Income from discontinued operations". The residual business of the gas purification sector, that included only the sales of the Parent Company of raw materials and getter components for the use in the manufacturing of the purifiers, being by now immaterial, has been merged with the Electronic Devices Business in 2019. In this case too, the figures of the first quarter of 2018 have been reclassified to allow a homogeneous comparison with 2019.

Reclassifications of the income statement figures of the first quarter of 2018

Thousands of euro

	1 st quarter 2018	Reclassifications for the sale of the gas purification	1 st quarter 2018 reclassified
Total net sales	63,236	(25,661)	37,575
Cost of sales	(36,701)	15,193	(21,508)
Gross profit	26,535	(10,468)	16,067
R&D expenses	(3,703)	991	(2,712)
Selling expenses	(4,249)	1,231	(3,018)
G&A expenses	(8,250)	1,046 (*)	(7,204)
Total operating expenses	(16,202)	3,268	(12,934)
Other income (expenses), net	1,043	0	1,043
Operating income (loss)	11,376	(7,200)	4,176
Interest and other financial income, net	(152)	19	(133)
Income (loss) from equity method evaluated companies	(246)	0	(246)
Foreign exchange gains (losses), net	(235)	25	(210)
Income (loss) before taxes	10,743	(7,156)	3,587
Income taxes	(1,860)	138	(1,722)
Net income (loss) from continued operations	8,883	(7,018)	1,865
Income (loss) from discontinued operations	0	7,018	7,018
Net income (loss) before minority interest	8,883	0	8,883
Net income (loss) pertaining to minority interest	0	0	0
Net income (loss) pertaining to the Group	8,883	0	8,883

(*) The item includes the consultant fees related to the sale of the purification business (equal to 532 thousand euro).

Reclassifications of the income statement figures of the first quarter of 2018

	Industrial			Medical			Packaging			Net Allocated Costs			TOTAL				
	1 st quarter 2018	Reclassifications of operating business	Reclassifications for the sale of the gas purification business	1 st quarter 2018 reclassified	1 st quarter 2018	Reclassifications of operating business	Reclassifications for the sale of the gas purification business	1 st quarter 2018 reclassified	1 st quarter 2018	Reclassifications of operating business	Reclassifications for the sale of the gas purification business	1 st quarter 2018 reclassified	1 st quarter 2018	Reclassifications of operating business	Reclassifications for the sale of the gas purification business	1 st quarter 2018 reclassified	
Total net sales	40,254	3,176	(25,661)	17,769	19,166	(2,838)	16,328	3,478	0	3,478	338	(338)	0	63,236	0	(25,661)	37,575
Cost of sales	(22,071)	(1,914)	15,193	(8,792)	(11,349)	1,758	(9,591)	(3,034)	0	(3,034)	(247)	169	(186)	(36,701)	0	15,193	(21,508)
Gross profit (loss)	18,183	1,262	(10,468)	8,977	7,817	(1,080)	6,737	444	0	444	585	(169)	(186)	26,535	0	(10,468)	16,067
Operating expenses and other income	(6,312)	(1,352)	3,368	(4,396)	(1,675)	638	(1,037)	(953)	0	(953)	(6,219)	714	(5,505)	(15,189)	0	3,368	(11,891)
Operating income (loss)	11,871	(90)	(7,200)	4,581	6,142	(444)	5,698	(509)	0	(509)	(6,128)	554	(5,574)	11,376	0	(7,200)	4,176

Net Sales by Business and by Geographic Location of Customers

Industrial Business Unit	
Security & Defense	Getters and metal dispensers for electronic vacuum devices
Electronic Devices	Getters for microelectronic, micromechanical systems (MEMS) and sensors
Healthcare Diagnostics	Getters for X-ray tubes used in image diagnostic systems
Thermal Insulated Devices	Products for thermal insulation
Lamps	Getters and metal dispensers used in discharge lamps and fluorescent lamps
Solutions for Vacuum Systems	Pumps for vacuum systems
Sintered Components for Electronic Devices and Lasers	Cathodes and materials for thermal dissipation in electronic tubes and lasers
Functional Chemical Systems	Getter materials integrated in polymeric matrices for organic and hybrid electronics, photonics and implantable medical devices
SMA Industrial	Shape memory alloys actuator devices for the industrial sector (domotics, white goods industry, consumer electronics and automotive sector)
Medical Business Unit	
Nitinol for Medical Devices	Nitinol raw material and components for the biomedical sector
Packaging Business Unit	
Solutions for Advanced Packaging	Advanced plastic films for the active packaging sector

Consolidated Net Sales by Business

Thousands of euro (except %)

Business	1 st quarter 2019	1 st quarter 2018	Total difference (%)	Organic change (%)	Exchange rate effect (%)
Security & Defense	3,633	2,974	22.2%	14.6%	7.6%
Electronic Devices	4,275	3,317	28.9%	24.9%	4.0%
Healthcare Diagnostics	1,202	1,023	17.5%	13.0%	4.5%
Lamps	1,070	1,430	-25.2%	-28.2%	3.0%
Thermal Insulated Devices	945	916	3.2%	-3.6%	6.8%
Solutions for Vacuum Systems	3,069	3,174	-3.3%	-6.9%	3.6%
Sintered Components for Electronic Devices & Lasers	2,393	1,759	36.0%	25.7%	10.3%
SMA Industrial	3,655	2,838	28.8%	24.3%	4.5%
Functional Chemical Systems	182	338	-46.2%	-49.9%	3.7%
Industrial	20,424	17,769	14.9%	9.6%	5.3%
Nitinol for Medical Devices	20,052	16,328	22.8%	13.7%	9.1%
Medical	20,052	16,328	22.8%	13.7%	9.1%
Solutions for Advanced Packaging	2,623	3,478	-24.6%	-24.6%	0.0%
Packaging	2,623	3,478	-24.6%	-24.6%	0.0%
Total Net Sales	43,099	37,575	14.7%	8.2%	6.5%

Consolidated Net Sales by Geographic Location of Customer

Thousands of euro

Geographic Area	1 st quarter 2019	1 st quarter 2018
Italy	902	1,224
European countries	8,675	10,488
North America	26,012	19,447
Japan	1,310	1,617
South Korea	235	425
China	4,613	2,535
Rest of Asia	929	1,384
Rest of the World	423	455
Total Net Sales	43,099	37,575

In the first quarter of 2019 the SAES[®] Group achieved **consolidated net revenues** equal to €43.1 million, up by 14.7% compared to the first quarter of 2018, equal to €37.6 million. Net of the **positive exchange rate effect** (+6.5%), the Group recorded an **organic growth** equal to +8.2%.

The organic growth was driven by both the security and defense sector, still showing a progressive growth, and by sectors very different from each other, like the medical one and the consumer electronics one, showing similar two-digit organic growth rates.

By including within the Group's revenues also the revenues of the joint ventures⁶, the **total revenues of the Group** were equal to €46 million, up by 13.5% compared to €40.5 million in the first quarter of 2018, thanks exclusively to the increased consolidated revenues, while the revenues of the joint ventures were substantially in line with those of the corresponding period of 2018.

⁶ Actuator Solutions (50%), SAES RIAL Vacuum S.r.l. (49%) and Flexterra (46.73%).

Total revenues of the Group

Thousands of euro

	1 st quarter 2019	1 st quarter 2018	Difference
Consolidated sales	43,099	37,575	5,524
50% sales of the joint venture Actuator Solutions	2,753	2,813	(60)
49% sales of the joint venture SAES RIAL Vacuum S.r.l.	276	280	(4)
Pro-quota sales of the <i>joint venture</i> Flexterra	3	2	1
Intercompany eliminations	(147)	(160)	13
Other adjustments	(12)	(10)	(2)
Total revenues of the Group	45,972	40,500	5,472

Information by operating segment

Consolidated statement of profit or loss by Business Unit

Thousands of euro

	Industrial		Medical		Packaging		Not Allocated Costs		TOTAL	
	1 st quarter 2019	1 st quarter 2018	1 st quarter 2019	1 st quarter 2018	1 st quarter 2019	1 st quarter 2018	1 st quarter 2019	1 st quarter 2018	1 st quarter 2019	1 st quarter 2018
Total net sales	20,424	17,769	20,052	16,328	2,623	3,478	0	0	43,099	37,575
Cost of sales	(10,040)	(8,792)	(12,563)	(9,613)	(2,309)	(3,034)	1	(69)	(24,911)	(21,508)
Gross profit (loss)	10,384	8,977	7,489	6,715	314	444	1	(69)	18,188	16,067
Operating expenses and other income (expenses)	(4,269)	(4,396)	(2,132)	(1,037)	(930)	(953)	(6,217)	(5,505)	(13,548)	(11,891)
Operating income (loss)	6,115	4,581	5,357	5,678	(616)	(509)	(6,216)	(5,574)	4,640	4,176

Industrial Business Unit

Consolidated revenues of the Industrial Business Unit amounted to €20.4million in the first quarter of 2019, up by 14.9% compared to €17.8 million in the corresponding quarter of 2018. The currency trend recorded a positive exchange rate effect equal to +5.3%, net of which revenues organically grew by 9.6%.

The organic growth was mainly driven by:

- the electronic devices sector (Electronic Devices Business, +24.9%), thanks to higher sales of getter components for infrared sensors for surveillance and building maintenance applications;
- the sector of shape memory alloys (SMAs) for industrial applications (SMA Industrial Business, +24.3%), mainly driven by the sales of educated wires for consumer electronics applications;
- the Sintered Components for Electronic Devices & Lasers Business (+25.7%), thanks to the growth of the sector of devices for thermal dissipation in semiconductor-based lasers (applications for the defense sector), as well as to higher sales of electron emitters for medical applications (devices dedicated to cancer treatments);
- the security and defense sector (Security & Defense Business, +14.6%), thanks to higher military investments, mainly in the US.

The sector of getters for healthcare applications (Healthcare Diagnostics Business) showed an organic growth (+13%) as well, thanks to the expansion of medical diagnostic systems in markets with a lower development rate (Asia and Africa).

On the other end, the following businesses showed an organic decrease:

- the vacuum pumps one (Solutions for Vacuum Systems Business, -6.9%), where the increased sales to analytical instrumentation manufacturers were not enough to offset the reduction in sales in the field of particle accelerators, due to the postponement of some projects;
- the Functional Chemicals Systems Business (-49.9%), due to the time required for the introduction of the new SAES dispensable products for passive matrix OLED displays of the next generation, currently in the qualification phase with some Asian customers.

Finally, in line with the full year 2018, the thermal insulation (Thermal Insulated Devices Business) and lamps (Lamps Business) segments recorded an organic decrease. In the former, the contraction was mainly due to the discount policy adopted in the vacuum bottles segment. In the latter, the structural decline continued due to the persistence of the technological competition of LEDs on fluorescent and discharge intensity lamps.

The table below shows the revenues in the first quarter of 2019 related to the various business areas, with evidence of the exchange rate effect and of the organic change compared to the corresponding period of 2018.

Thousands of euro (except %)

Business	1 st quarter 2019	1 st quarter 2018	Total difference (%)	Organic change (%)	Exchange rate effect (%)
Security & Defense	3,633	2,974	22.2%	14.6%	7.6%
Electronic Devices	4,275	3,317	28.9%	24.9%	4.0%
Healthcare Diagnostics	1,202	1,023	17.5%	13.0%	4.5%
Lamps	1,070	1,430	-25.2%	-28.2%	3.0%
Thermal Insulated Devices	945	916	3.2%	-3.6%	6.8%
Solutions for Vacuum Systems	3,069	3,174	-3.3%	-6.9%	3.6%
Sintered Components for Electronic Devices & Lasers	2,393	1,759	36.0%	25.7%	10.3%
SMA Industrial	3,655	2,838	28.8%	24.3%	4.5%
Functional Chemical Systems	182	338	-46.2%	-49.9%	3.7%
Industrial	20,424	17,769	14.9%	9.6%	5.3%

Gross profit of the Industrial Business Unit was equal to €10.4million in the first quarter of 2019, up by 15.7% compared to €9 million in the first quarter of 2018, mainly thanks to the significant performance of the sales in the electronic devices sector, in the security and defense sector, as well as in the SMA sector for industrial applications.

As a percentage of revenues, the **gross margin** increased from 50.5% to 50.8%: the strong increase in the profitability of the SMA industrial sector, related to the sales of educated wire for consumer electronics applications, was partially offset by a different and less favorable sales mix in almost all the other segments of this business unit.

Operating income of the Industrial Business Unit was equal to €6.1 million, significantly up (+33.5%) compared to €4.6 million in the first quarter of 2018, thanks to the increase in gross profit and to unchanged operating expenses. The **operating margin** increased from 25.8% to 29.9%.

Medical Business Unit

Consolidated revenues of the Medical Business Unit were equal to €20.1 million in the first quarter of 2019, showing an increase (+22.8%) compared to €16.3 million in the corresponding period of 2018. The exchange rate effect was positive and equal to +9.1%, net of which the organic growth was equal to +13.7%, in line with the average growth rates of the latest periods and thanks to the increase in the sales volumes of the various product lines.

The table below shows the revenues in the first quarter of 2019, with evidence of the exchange rate effect and of the organic change compared to the corresponding period of 2018.

Thousands of euro (except %)

Business	1 st quarter 2019	1 st quarter 2018	Total difference (%)	Organic change (%)	Exchange rate effect (%)
Nitinol for Medical Devices	20,052	16,328	22.8%	13.7%	9.1%
Medical	20,052	16,328	22.8%	13.7%	9.1%

Gross profit of the Medical Business Unit was equal to €7.5 million in the first quarter of 2019, up by 11.5% compared to €6.7 million in the corresponding period of 2018, thanks to higher sales volumes. The **gross margin** decreased from 41.1% to 37.3% due to temporary manufacturing inefficiencies in Memry Corporation.

Operating income of the Medical Business Unit amounted to €5.4 million (26.7% of revenues), compared to €5.7 million (34.8% of revenues) in the first quarter of 2018. Please note that the previous year benefited from the extraordinary contribution equal to €1.1 million provided to Memry Corporation by the State of Connecticut (CT), net of which the quarter would have ended with an operating income equal to €4.6 million (27.9% of revenues): the slight decrease of the operating margin, compared to the pro-forma figure related to 2018, was a consequence of the decrease in the gross margin, against unchanged operating expenses.

Packaging Business Unit

Consolidated revenues of the Packaging Business Unit were equal to €2.6 million, down by 24.6% compared to €3.5 million in the first quarter of 2019.

Sales are exclusively denominated in euro.

The decrease was due to the products portfolio revision and the related phase-out of non-strategic lower-contribution products, started in the second half of 2018.

The table below shows the revenues in the first quarter of 2019, with evidence of the exchange rate effect and of the organic change compared to the corresponding period of 2018.

Thousands of euro (except %)

Business	1 st quarter 2019	1 st quarter 2018	Total difference (%)	Organic change (%)	Exchange rate effect (%)
Solutions for Advanced Packaging	2,623	3,478	-24.6%	-24.6%	0.0%
Packaging	2,623	3,478	-24.6%	-24.6%	0.0%

Gross profit of the Packaging Business Unit was equal to €0.3 million (12% of revenues) in the first quarter of 2019, substantially in line with the amount of €0.4 million (12.8% of revenues) recorded in the corresponding period of 2018, despite the decrease in revenues.

Likewise, in the first quarter of 2019 **operating loss** was in line with that of the corresponding period of 2018, (-€0.6 million, compared to -€0.5 million in the previous year).

Please note that SAES Coated Films S.p.A. is working with some leading companies specialized in converting for the development and subsequent distribution of high barrier, recyclable and compostable innovative flexible packaging solutions, to support the circular economy.

Not allocated Costs

It includes the costs related to basic research projects, as well as corporate costs (costs that cannot be directly attributed or reasonably allocated to any business sector, but that refer to the Group as a whole).

Costs were equal to €6.2 million in the first quarter of 2019, up by €0.6 million compared to the first quarter of 2018, when they were equal to -€5.6 million, mainly due to higher general and administrative expenses of the Parent Company (namely, higher remunerations to the Executive Directors and severance costs⁷).

Economic results of the first quarter of 2019

The growth of consolidated revenues enabled the increase of the **consolidated gross profit** (equal to €18.2 million compared to €16.1 million in the corresponding period of 2018), against a slight decrease in the **gross margin** (42.2% in the first quarter of 2019, compared to 42.8% in the corresponding quarter of 2018), mainly due to the Medical operational segment following some temporary manufacturing inefficiencies occurred in Memry Corporation.

Consolidated operating income amounted to €4.6 million in the first quarter of 2019, increased (+11.1%) when compared to an operating income of €4.2 million in the first quarter of the previous year: such growth was mainly attributable to the increase in the gross profit. Furthermore, please note that the figure of the first quarter of 2018 was favored by the non-repayable grant provided by the State of Connecticut (CT) to Memry Corporation, equal to €1.1 million⁸.

In percentage terms, the **operating margin** was equal to 10.8%, slightly down compared to 11.1% in the first quarter of 2018, only because of the already mentioned extraordinary grant recorded by Memry (the operating margin of 2018 would have been equal to 8.1% net of such grant).

Consolidated EBITDA was equal to €6.6 million, compared to €6.1 million in the corresponding quarter of 2018. The growth was mainly driven by higher sales in the medical, security and defense and consumer electronics sectors. The EBITDA margin was equal to 15.3% in the first quarter of 2019, compared to a margin equal to 13.2% as at March 31, 2018, net of the already mentioned extraordinary grant to Memry Corporation (the EBITDA margin was 16.2% as at March 31, 2018 including also the positive effect of such grant).

EBITDA

Thousands of euro

	1st quarter 2019	1st quarter 2018
Operating income (loss)	4,640	4,176
Depreciation & amortization	1,939	1,805
Write-down of assets	1	80
Bad debt provision accrual (release)	(3)	12
EBITDA	6,577	6,073
<i>% on sales</i>	<i>15.3%</i>	<i>16.2%</i>

Consolidated operating expenses were equal to €13.5 million (31.4% of revenues) in the first quarter of 2019, compared to €12.9 million (34.4% of revenues) in the corresponding period of the previous year.

The increase was mainly concentrated in the General & Administrative expenses and included higher compensation for Executive Directors, in addition to severance costs of the Parent Company equal to

⁷ Severance costs were equal to €0.3 million in the first quarter of 2019.

⁸ The amount was recorded under the item "Other net income (losses)".

€0.3 million. Also the selling expenses slightly increased, due to commissions paid on the sales of SMA educated wire for consumer electronics applications.

The net balance of the **other income (expenses)** was substantially nil (-€12 thousand), compared to a positive balance equal to €1 million in the first quarter of 2018. The difference was mainly attributable to the income recorded by the US subsidiary Memry Corporation in the last year, equal to €1.1 million, following the transformation in a non-repayable grant of 50% of loan granted at the end of 2014 by the State of Connecticut (CT).

The net balance of **financial income and expenses** was positive for €1.5 million, compared to a negative balance of -€0.1 million in the first quarter of 2018. The positive change was mainly due to the financial income on the securities purchased for investment purposes of the liquidity deriving from the extraordinary transaction related to the sale of the purification business (total financial income equal to +€1.7 million, of which +€1.4 million for the valuation of the securities at fair value and + €0.3 million from coupons).

The loss deriving from the **valuation with the equity method** of the joint ventures amounted to a total of -€0.6 million, almost exclusively attributable to the joint venture Flexterra, compared to a cost of -€0.2 million in the previous year, still attributable to the same company.

For further details, please refer to the specific section dedicated to the joint ventures.

The sum of the **exchange rate differences** recorded a slightly positive balance equal to +€47 thousand in the first quarter of 2019, compared to a negative balance equal to -€0.2 million in the first quarter of the previous year. Both balances are mainly attributable to the effect of the fluctuation of the dollar against the euro on commercial transactions, including also those within the Group.

Consolidated income before taxes amounted to €5.6 million in the first quarter of 2019, increased by 56.3% when compared to an income before taxes of €36 million in the first quarter of 2018.

Income taxes amounted to €2.4 million in the first quarter of 2019, compared to €1.7 million in the first quarter of the previous year.

The Group **tax rate** was equal to 43.3% in the first quarter of the current year, still high since both the Parent Company and SAES Coated Films S.p.A., in line with the year 2018, ended the current period with a negative taxable income that was not valued as a deferred tax asset.

Income from discontinued operations was equal to zero in the first quarter of 2019, compared with an income from discontinued operations equal to €7 million in the first quarter of the previous year, coinciding with the net income generated by the gas purification business from January 1 until March 31, 2018 (being this business sold to Entegris, Inc. on June 25, 2018).

Consolidated net income was equal to €3.2 million in the first quarter of 2019 (7.4% of consolidated revenues) compared to a consolidated net income from continued operations equal to €1.9 million (5% of consolidated revenues) in the first quarter of the previous year. This figure, if added to the aforementioned net income from discontinued operations (€7 million), led to a consolidated net income equal to €8.9 million (23.6% of revenues) in the first quarter of 2018.

The **net income per ordinary share and per savings share** amounted respectively to €0.1386 and €0.1552 in the first quarter of 2019; these figures compare with a net income per ordinary share equal to €0.3973 and a net income per savings share equal to €0.4139 in the first quarter of 2018.

Consolidated income (loss) per share

Euro

	1 st quarter 2019	1 st quarter 2018
Net income (loss) per ordinary share	0.1386	0.3973
Net income (loss) per savings share	0.1552	0.4139

Net financial position

Consolidated net financial position as at March 31, 2019 was positive and equal to €224.1 million compared to a positive consolidated net financial position equal to €223.3 million as at December 31, 2018. The increase was mainly due to the aforementioned revaluation of the securities in portfolio, in addition to the coupons cashed on the same securities (+€1.4 million for the valuation of the securities and +€0.3 million from coupons).

The self-financing of the quarter was mostly absorbed by the increase in net working capital (increase in trade receivables mainly in the Nitinol and security and defense businesses, in addition to the reduction in the debts of the Parent Company which at the end of last year included debts for investments in a new pilot production line for the advanced packaging sector) and, therefore, the operating cash-flows only partially covered the disbursements for investment activities. In this regard, please note that the capex of the current quarter, equal to €3.5 million, was higher than the usual average of the Group, due to investments aimed at strengthening the production capacity of Memry Corporation.

The exchange rates effect was positive for about €08 million, mainly attributable to the effect of the revaluation of both the US dollar and the Chinese renminbi, compared to the end of 2018, on the liquidity held in these currencies at March 31, 2019.

Consolidated Net Financial Position

Thousands of euro

	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018 reclassified (*)
Cash on hands	7	9	8	11	11
Cash equivalents	72,669	170,592	275,039	302,633	24,080
Cash and cash equivalents	72,676	170,601	275,047	302,644	24,091
Related parties financial assets	1	1	1,019	897	877
Securities	95,849	0	0	0	0
Other current financial assets	575	0	0	0	0
Current financial assets	96,425	1	1,019	897	877
Bank overdraft	(27,458)	(27,353)	(27,508)	(28,381)	(11,549)
Current portion of long term debt	(5,464)	(5,438)	(5,477)	(10,358)	(10,458)
Other current financial liabilities (*)	(838)	(1,049)	(1,253)	(1,882)	(1,739)
Current financial liabilities	(33,760)	(33,840)	(34,238)	(40,621)	(23,746)
Current net financial position	135,341	136,762	241,828	262,920	1,222
Related parties non current financial assets	49	49	8,049	8,049	8,049
Securities	101,225	99,843	0	0	0
Non current financial assets	101,274	99,892	8,049	8,049	8,049
Long term debt, net of current portion	(12,520)	(13,344)	(15,231)	(21,981)	(24,808)
Other non current financial liabilities (*)	0	0	0	0	0
Non current liabilities	(12,520)	(13,344)	(15,231)	(21,981)	(24,808)
Non current net financial position	88,754	86,548	(7,182)	(13,932)	(16,759)
Net financial position	224,095	223,310	234,646	248,988	(15,537)

(*) The "Other financial liabilities" of SAES Pure Gas, Inc. open as of March 31, 2018 were not included, as if they had been reclassified in accordance with IFRS 5 under the item "Liabilities held for sale and discontinued".

Performance of the joint ventures***Actuator Solutions***

Actuator Solutions GmbH is based in Gunzenhausen (Germany) and is 50% jointly owned by SAES and Alfmeier Präzision, a German group operating in the fields of electronics and advanced plastic materials. This joint venture, which consolidates its wholly owned subsidiaries Actuator Solutions Taiwan Co., Ltd. and Actuator Solutions (Schenzen) Co., Ltd., is focused on the development, production and commercialization of actuators using shape memory alloys in place of the engine. Please, note that in March the liquidation process of the subsidiary Actuator Solutions (Shenzhen) Co., Ltd. was started, whose completion is expected by the end of the year. No material adverse effect is expected on the consolidated income statement of the joint venture.

Actuator Solutions recorded net revenues equal to €5.5 million in the first quarter of 2019, substantially in line with €5.6 million in the first quarter of 2018 and mostly attributable to the business of the seat comfort.

The quarter ended with a net result substantially at break-even (-€93 thousand) in line with that of the first quarter of 2018 (-€61 thousand).

Thousands of euro

Actuator Solutions (100%)	1st quarter 2019	1st quarter 2018
Total net sales	5,506	5,626
Cost of sales	(4,410)	(4,412)
Gross profit	1,096	1,214
Total operating expenses	(1,054)	(1,100)
Other income (expenses), net	28	215
Operating income (loss)	70	329
Interests and other financial income, net	(144)	(129)
Foreign exchange gains (losses), net	27	(92)
Income taxes	(46)	(169)
Net income (loss)	(93)	(61)

The share of the SAES Group in the result of this joint venture in the first quarter of 2019 amounted to -€47 thousand (-€31 thousand in the first quarter of 2018). However, being the investment of SAES in Actuator Solutions already fully reduced to zero and since there is today no legal or implied obligation of recapitalization by the Group, in accordance with IAS 28, the share pertaining to SAES in the net loss of Actuator Solution as at March 31, 2019 was not recognized by the Group as a liability, as already done with regards to the result as at March 31, 2018.

Actuator Solutions - SAES Group interest (50%)

Thousands of euro

Statement of financial position	March 31, 2019	December 31, 2018
Non current assets	3,488	3,510
Current assets	1,683	1,297
Total Assets	5,171	4,807
Non current liabilities	4,000	4,000
Current liabilities	2,779	2,360
Total Liabilities	6,779	6,360
Capital Stock, Reserves and Retained Earnings	(1,553)	(992)
Net income (loss) for the period	(47)	(537)
Other comprehensive income (loss) for the period	(9)	(24)
Total Equity	(1,609)	(1,553)

Statement of profit or loss	1st quarter 2019	1st quarter 2018
Total net sales	2,753	2,813
Cost of sales	(2,205)	(2,206)
Gross profit	548	607
Total operating expenses	(527)	(550)
Other income (expenses), net	14	108
Operating income (loss)	35	165
Interests and other financial income, net	(72)	(65)
Foreign exchange gains (losses), net	14	(46)
Income taxes	(23)	(85)
Net income (loss)	(47)	(31)
Exchange differences	(9)	45
Total comprehensive income (loss) for the period	(56)	14

Flexterra

Flexterra, Inc., based in Skokie (close to Chicago, Illinois, USA), was established at the end of 2016 as a development start-up, with the objective of designing, manufacturing and commercializing materials and components for truly flexible displays. Flexterra, Inc. fully controls Flexterra Taiwan Co., Ltd.

During the year 2018 the Flexterra project made a significant progress.

At the end of May 2018, Flexterra, in cooperation with E Ink, an important manufacturer of electrophoretic screens, presented at SID in Los Angeles the first fully flexible electrophoretic display, which uses the technology and the materials developed by Flexterra. In the following months Flexterra signed a Joint Development Agreement with a leading operator in the electrophoretic screen sector. The partner with whom Flexterra is developing the product innovation has already invested in production facilities and is continuing the industrialization phase of the product, with the start of production expected in the second half of 2019.

SAES currently holds 46.73% of the share capital of the joint venture Flexterra, Inc.

Flexterra, qualified as a joint venture, ended the first quarter of 2019 with a net loss equal to -€13 million, compared to -€0.8 million in the corresponding period of 2018 (mainly, costs for personnel employed in research activities and in general and administrative activities, consultancy fees, costs related to the management of patents and amortization of intangible assets, including intellectual property).

Thousands of euro

Flexterra (100%)	1st quarter 2019	1st quarter 2018
Total net sales	7	7
Cost of sales	(1)	(1)
Gross profit	6	6
Total operating expenses	(1,130)	(844)
Other income (expenses), net	0	0
Operating income (loss)	(1,124)	(838)
Interests and other financial income, net	1	(12)
Foreign exchange gains (losses), net	(24)	27
Income taxes	(175)	0
Net income (loss)	(1,322)	(823)

The share of the SAES Group in the result of this joint venture in the first quarter of 2019 amounted to -€0.6 million (compared to -€0.3 million in the first quarter of the previous year⁹).

Flexterra - SAES Group interest

Thousands of euro

Statement of financial position	March 31, 2019	December 31, 2018
Non current assets	7,093	6,140
Current assets	2,303	3,732
Total Assets	9,396	9,872
Non current liabilities	48	47
Current liabilities	174	227
Total Liabilities	222	274
Capital Stock, Reserves and Retained Earnings	9,455	10,628
Reserve for stock options plan	150	143
Net income (loss) for the period	(617)	(1,498)
Other comprehensive income (loss) for the period	186	325
Total Equity	9,174	9,598

Statement of profit or loss	1st quarter 2019 (46.73%)	1st quarter 2018 (33.79%)
Total net sales	3	2
Cost of sales	0	0
Gross profit	3	2
Total operating expenses	(528)	(285)
Other income (expenses), net	0	0
Operating income (loss)	(525)	(283)
Interests and other financial income, net	0	(4)
Foreign exchange gains (losses), net	(10)	9
Income taxes	(82)	0
Net income (loss)	(617)	(278)

SAES RIAL Vacuum S.r.l.

SAES RIAL Vacuum S.r.l., established at the end of 2015, is jointly controlled by SAES Getters S.p.A (49%) and Rodofil S.r.l. (51%). The company is specialized in the design and manufacturing of vacuum chambers for accelerators, synchrotrons and colliders and combines at the highest level the competences of SAES in the field of materials, vacuum applications and innovation, with the experience of Rodofil in the design, assembling and fine mechanical productions, with the aim of

⁹ Please note that SAES owned 33.79% of the share capital of Flexterra, Inc. as at March 31, 2018.

offering absolutely excellent quality products and of successfully competing in the international markets.

SAES RIAL Vacuum S.r.l. ended the first quarter of 2019 with sales equal to €0.6 million, in line with the corresponding period of 2018. The decrease in the gross margin, due to the different sales mix, led to a net result at break-even in the first quarter of 2019 (€3 thousand), compared to a net profit of €64 thousand as at March 31, 2018.

Thousands of euro

SAES RIAL Vacuum S.r.l. (100%)	1 st quarter 2019	1 st quarter 2018
Total net sales	563	572
Cost of sales	(468)	(394)
Gross profit	95	178
Total operating expenses	(96)	(78)
Other income (expenses), net	4	(2)
Operating income (loss)	3	98
Interests and other financial income, net	(7)	(7)
Foreign exchange gains (losses), net	0	0
Income taxes	7	(27)
Net income (loss)	3	64

The share of the SAES Group in the net income of this joint venture amounted to +€2 thousand in the first quarter of 2019 (compared to +€32 thousand in the previous year).

SAES RIAL Vacuum S.r.l. - SAES Group interest (49%)

Thousands of euro

Statement of financial position	March 31, 2019	December 31, 2018
Non current assets	163	161
Current assets	732	813
Total Assets	895	974
Non current liabilities	163	151
Current liabilities	481	574
Total Liabilities	644	725
Capital Stock, Reserves and Retained Earnings	249	232
Net income (loss) for the period	2	25
Other comprehensive income (loss) for the period	0	(8)
Total Equity	251	249

Statement of profit or loss	1 st quarter 2019	1 st quarter 2018
Total net sales	276	280
Cost of sales	(229)	(193)
Gross profit	47	87
Total operating expenses	(47)	(38)
Other income (expenses), net	2	(0)
Operating income (loss)	2	49
Interests and other financial income, net	(3)	(3)
Foreign exchange gains (losses), net	0	0
Income taxes	3	(13)
Net income (loss)	2	32
Actuarial gain (loss) on defined benefit plans, net of taxes	0	0
Totale comprehensive income (loss) for the period	2	32

The following table shows the **Total Group's statement of profit or loss** as of March 31, 2019, achieved by incorporating with the proportional method, instead of the equity method, the joint ventures of the Group (Actuator Solutions [50%], SAES RIAL Vacuum S.r.l. [49%] and Flexterra [46.73%]).

Total statement of profit or loss of the Group

Thousands of euro

	1 st quarter 2019							
	Consolidated profit or loss	50% Actuator Solutions	Intercy eliminations & other adjustments	49% SAES RIAL Vacuum S.r.l.	Intercy eliminations & other adjustments	46.73% Flexterra	Intercy eliminations & other adjustments	Total profit or loss of the Group
Total net sales	43,099	2,753	(137)	276	(22)	3		45,972
Cost of sales	(24,911)	(2,205)	137	(229)	22	0		(27,186)
Gross profit	18,188	548	0	47	0	3	0	18,786
Total operating expenses	(13,536)	(527)		(47)		(528)		(14,638)
Other income (expenses), net	(12)	14		2		0		4
Operating income (loss)	4,640	35	0	2	0	(525)	0	4,152
Interest and other financial income, net	1,533	(72)	59	(3)		0		1,517
Income (loss) from equity method evaluated companies	(615)		0		(2)		617	0
Foreign exchange gains (losses), net	47	14		0		(10)		49
Income (loss) before taxes	5,605	(24)	59	(1)	(2)	(535)	617	5,718
Income taxes	(2,427)	(23)		3		(82)		(2,529)
Net income (loss) from continued operations	3,178	(47)	59	2	(2)	(617)	617	3,190
Income (loss) from assets held for sale and discontinued operations	0							0
Net income (loss) before minority interest	3,178	(47)	59	2	(2)	(617)	617	3,190
Net income (loss) pertaining to minority interest	0							0
Net income (loss) pertaining to the Group	3,178	(47)	59	2	(2)	(617)	617	3,190

Significant events occurred after the end of the quarter

On May 1, 2019, following the successful completion of the due diligence and of the environmental assessment, Memry Corporation finalized the purchase of the property located in Bethel (CT) for \$5.8 million. Please note that Memry Corporation had already paid an advance of \$0.3 million at the end of 2018.

On May 2, 2019, the Offer Document of the voluntary partial tender offer promoted by SAES Getters S.p.A. was published, regarding up to a maximum of no. 3,900,000 ordinary treasury shares of the same company (the same document had been approved by Consob on April 30, 2019).

The acceptance period of the tender offer, agreed with Borsa Italiana S.p.A., began on May 6, 2019 and will end on May 24, 2019, unless extended. The payment date of the tender offer price, equal to €23 for each ordinary share tendered and transferred, is May 31, 2019.

On April 17, 2019, for the purposes of issuing the cash confirmation letter of and to cover the maximum cash outlay, as well as the fees and expenses connected with the tender offer, the Parent Company signed a medium-long term loan for a total maximum amount of €95 million with *Mediobanca - Banca di Credito Finanziario S.p.A.* The loan has a maximum duration of five years and provides for the quarterly payment of interests at a fixed annual rate of 1.2%. The payback is possible in a single solution at the final date, or it is allowed at any time through partial voluntary repayments for a minimum amount of €5 million and multiples of €1 million. In the event of early repayments, the Parent Company must pay Mediobanca, in addition to the amount subject to repayment, also any mark-to-market value - if negative - of the IRS derivative underwritten by the lender to cover the risk of interest rate fluctuations; in the case of a positive mark-to-market, the latter will be paid to SAES by Mediobanca.

There is a single financial covenant (a positive consolidated net financial position) subject to a six-monthly review. The loan is secured by pledges on the Group's financial assets.

Business outlook

We maintain a positive outlook for the year, with a constant attention to the recent increase in uncertainties and pressures at international level.

It should be noted that the Additional periodic financial information on 1st quarter 2019 is unaudited.

Consob regulatory simplification process

Please note that, on November 13, 2012, the Board of Directors has approved, pursuant to article no. 3 of Consob resolution no.18079/2012, to adhere to the opt-out provisions as envisaged by article no.70, paragraph 8, and no. 71, paragraph 1-*bis* of the Consob Regulation related to Issuer Companies, and it therefore avails itself of the right of making exceptions to the obligations to publish information documents required in connection with significant mergers, spin-offs and capital increases by contributions in kind, acquisitions and disposals.

The Officer Responsible for the preparation of corporate financial reports of SAES Getters S.p.A. certifies that, in accordance with the second subsection of article 154-*bis*, part IV, title III, second paragraph, section V-*bis*, of Legislative Decree February 24, 1998, no. 58, the financial information included in the present document corresponds to book of account and book-keeping entries.

The Officer Responsible for the preparation of corporate financial reports
Giulio Canale

Lainate, Milan - Italy, May 14, 2019

On behalf of the Board of Directors
Dr Ing. Massimo della Porta
President