

SAES GETTERS S.p.A.

Shareholders Meeting of 27 April 2004 – 28 April 2004 – ORDINARY PART

Directors' report on the proposal for purchase and disposal of shares in the company

Issued pursuant to Consob Regulation no. 11971 of 14/5/1999

Shareholders,

The Board of Directors has called an ordinary meeting of the Shareholders to consider the proposed authorization for purchase and disposal of shares in the company.

1) Grounds for requesting authorization for purchase and disposal of shares in the company.

It should first of all be pointed out that the Shareholder's meeting held on 23 April 2003 authorized the purchase of shares in the Company up to a maximum of 2,000,000 shares for a period of 18 months from the date of authorization. In the light of the upcoming expiry of the authorization, and the trend in stock market prices over the period, it is deemed advisable to revoke the said authorization, carrying the entire amount of €10,500,000 over to the "Share premium account", and therefore renewing the authorization for purchase and disposal of shares in the company.

During the course of 2003, the Board has not availed itself of the authorization granted by the Shareholders' meeting of 23 April 2003. Future intervention cannot, however, be excluded in circumstances where the Company considers it appropriate. From this standpoint, the application for authorization provides the opportunity of intervening in Company stocks in the light of contingent market situations, favouring liquidity and the regular course of trading, or favouring investment requirements themselves.

2) Maximum number, category, and nominal value of shares covered by the authorization.

We propose to grant the authorization to purchase, pursuant to Article 2357 of the Civil Code, on one or more occasions, up to a maximum of 2,000,000 ordinary and/or savings shares in the Company of a nominal value of 0.52 each, taking account of shares already held in the Company's own portfolio, and in all cases within the legal limits.

The Company shall establish a restricted reserve, pursuant to Article 2357-ter of the Civil Code, of € 10,500,000, thus equal to the amount of own shares which it proposes to authorize, by means of the withdrawal of an equal amount from the "Share premium account".

In the event of transfer to third parties of ordinary and/or savings shares in the company either held in portfolio or purchased on the basis of the present resolution, the amount of the "Reserve for own

shares in portfolio” will be reallocated to the “Reserve for purchase of own shares” in an amount equal to the value of the transferred shares.

Amounts relating to any write-down of own shares in portfolio will be credited to the “Share premium account”, while the amounts necessary to reconstitute the “Reserve for own shares in portfolio” will be debited from the “Share premium account” in cases of revaluation of own shares following any devaluation of the said shares.

3) Compliance with the provisions of the third paragraph of Article 2357 of the Civil Code.

As of today, the Company holds 191,128 ordinary shares and 173,306 savings shares, corresponding respectively to 1.4% of ordinary shares and 1.8% of savings shares issued by the Company, with a respective nominal value of €99,386.56 and €90,119.12.

Currently, no subsidiary holds shares in Saes Getters S.p.A. Should this situation change, subsidiaries will be provided with specific instructions for prompt reporting of the relevant holdings.

In no case will the sum of the nominal value of purchased shares, in addition to those already possessed as of today, and taking account of any shares possessed by subsidiaries, exceed one tenth of the company’s share capital.

4) Duration of the authorization.

The authorization to purchase is requested for a period of 18 months from the date on which the Shareholders’ meeting adopts the relevant resolution. The authorization to dispose of any own shares purchased, and of those held in portfolio, is requested for an indefinite period.

5) Minimum and maximum fees and market valuations on the basis of which the limits have been determined.

The purchase price for shares including ancillary charges shall be between a minimum of €0.52 – equal to the nominal value, and a maximum of €30.

Shares in the company may be sold for a minimum fee equal to the weighted average of official share prices for the relevant category in the six months preceding the sale, and in any case not less than the lowest the purchase price, in order to avoid producing negative economic effects for the company.

The said limit shall also apply in the event of any exchanges or assignments of own shares made in the context of the purchase of shareholdings, or in the case of extraordinary finance operations that entail the availability of own shares for assignment. In the latter case, suitable reference averages may be used, in line with international best practice.

6) Methods for processing purchases and disposals.

Purchase operations shall be executed on the market, on one or more occasions, according to the methods agreed with the market management company, in such a manner as to ensure equal treatment of Shareholders, pursuant to Article 132 of Legislative Decree no. 58/1998.

Moreover, following the Company becoming a member of the “STAR” (High Requirement Securities Segment), in observance of the contractual terms existing with the Market Specialist, the latter must be provided with prior notice of purchases or sales of ordinary shares, consent for which it cannot unreasonably deny.

The disposal of shares may take place even before purchases have been exhausted. Shares may be disposed of on one or more occasions by stock market transactions, public offers, to shareholders and employees, or as payment for the purchase of shareholdings, including in the event of extraordinary finance transactions that entail the availability of own shares for assignment (by way of example but not limited to mergers, separations, issues of convertible bonds or warrants etc..)

Lainate, 25 March 2004

for the Board of Directors

Dr. Paolo della Porta
Chairman