

*The present is an English translation of the Italian official call of SAES Getters S.p.A. Shareholders' Meeting.*

*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

Fully paid up share capital Euro 12,220,000.00

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

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

### **Call of shareholders' ordinary meeting**

The shareholders are convened to the ordinary meeting in single call at the offices of Lainate, Viale Italia 77, on 29 April 2014, at 10:30 a.m., to resolve upon the following

#### **Agenda:**

##### **Ordinary session**

1. Report of the Board of Directors for the year ended 31 December 2013; financial statements as at 31 December 2013; relevant resolutions; presentation of the consolidated financial statements as at 31 December 2013; dividends distribution;
2. Remuneration report pursuant to Article 123-ter of Italian Legislative Decree no. 58/1998 and Article 84-quarter of Consob resolution no. 11971 of 14/5/1999 concerning the rules for issuers;
3. Proposal to authorise the Board of Directors pursuant to and for the purposes of Articles 2357 et sequitur of the Italian Civil Code and 132 of Italian Legislative Decree no. 58/1998, to purchase and dispose up to a maximum of no. 2,000,000 treasury shares; pertinent and consequent resolutions;
4. Appointment of a director.

#### **Presentation of draft resolutions/additions to the agenda**

The Shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. no later than 7 April 2014), to add points to the agenda, specifying in the request the additional points proposed, or submit draft resolutions on points already on the agenda of the Meeting.

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

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

#### **Appointment of a Director**

With reference to the fourth item on the Agenda, it is to be noted that the administrative body currently in office was appointed by the ordinary meeting of shareholders held on 24 April 2012, based on the sole list submitted, as the minority failed to submit a list.

As a result of the resignation of the non-independent Director, Ms. Carola Rita della Porta, the Board of Directors, in compliance with article 14 of the Company By-laws that refers to art.2386 of the Italian Civil Code, co-opted Ms. Alessandra della Porta on 9 May 2013, whose office expires with this meeting.

The aforesaid meeting, therefore, shall pass resolution on the appointment of the Director to supplement the Board of Directors in office with the majorities required by law and without the application of the slate system.

The shareholders are to note – if they intend to submit any candidatures – that pursuant to article 14 of the Company By-laws, all Directors must satisfy the eligibility, experience and integrity requirements set forth by law and other applicable regulations.

**Right to ask questions on the points on the agenda**

Those who have the right to vote can ask questions on the points on the agenda within three days from the date of the meeting in single call (i.e., no later than 26 April 2014), by sending a registered letter with return receipt to the registered office (Viale Italia, 77, Lainate (Milan) – for the attention of the Legal Department), or by sending a registered letter with return receipt to the registered office by certified e-mail to the following address [saes-ul@pec.it](mailto:saes-ul@pec.it).

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

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

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

Those who are holders of voting rights at the end of the accounting day of the seventh day of open market before the date fixed for the Shareholders' Meeting in single call, i.e. 16 April 2014 (the so-called “record date”), and for which the Company received the related notification by the intermediary, have the right to speak and to vote in the Shareholders' Meeting. Therefore, those who will be the holders of the shares only after the record date mentioned above will not have the right to attend and vote at the Shareholders' Meeting.

The notification of the intermediary above must be received by the Company by the end of the third day of open market before the date fixed for the Shareholders' Meeting in single call. If the notification is received by the Company

after the deadline above, the party will have the right to speak and to vote in the meeting provided that the notification arrives by the beginning of the meeting works in single call. It should be recalled that the notification to the Company is carried out by the intermediary on request of the subject who has the right to vote.

**Attendance and proxy voting**

Each person who has the right to speak during the shareholders' meeting can be represented by written proxy in accordance with applicable law provisions, with the right to use for this purpose the proxy form available on the website: [www.saesgetters.com](http://www.saesgetters.com) or at the registered office. The proxy can be notified to the Company by sending to the certified e-mail address [saes-ul@pec.it](mailto:saes-ul@pec.it). Any prior notification does not exempt the proxy holder, in the accreditation for the attendance to the shareholders' meeting works, from the obligation to certify the conformity of the original notified copy and the identity of the appointor.

**Appointed representative**

The proxy can be granted, with voting instructions on the proposals concerning the points on the agenda, to Computershare S.p.A., with registered office in via Lorenzo Mascheroni n. 19, 20145 Milan, appointed if necessary by the Company pursuant to Article 135-undecies of Italian Legislative Law no. 58/1998, by signing the specific proxy form available, in printer-friendly version, on the website [www.saesgetters.com](http://www.saesgetters.com) or at the registered office of the Company or at the registered office above of Computershare S.p.A. The original proxy with voting instructions must be received by Computershare S.p.A. via Lorenzo Mascheroni n. 19, 20145 Milan, by the end of the second day of open market before the date fixed for the Shareholders' Meeting, (i.e. no later than 25 April 2014). A copy of the proxy, accompanied by a statement that certifies its conformity with the original, may be sent in advance to the Appointed representative, within the above deadline, by telefax to no. +39 02 46776850 or as an attachment to an e-mail message to be sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). The proxy is effective only if voting instructions are given. The proxy and voting instructions can be revoked within the same deadline as above. The notification made to the Company by the intermediary, certifying the right to speak and to vote in the Shareholders' Meeting, is required even if the proxy is granted to the Appointed representative. Pursuant to the law, the shares for which the proxy was granted, partial or otherwise, are cal-

culated for the regular forming of the Meeting and, if no voting instructions have been given, the shares are not counted in the calculation of the majority and of the capital share required for the approval of the resolutions. Information concerning the granting of the proxy to Computeshare S.p.A. (that you can call for any further explanation at no. +39 02 46776811) is made available within the specific proxy form above.

**Share capital and shares with voting rights**

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

**Shareholders' Meeting documents**

At the registered office of the Company as well as at the website [www.saesgetters.com](http://www.saesgetters.com), the following will be made available to the public:

I. 28 March 2014:

the report of the Board of Directors related to the item 4 on the Agenda,

II. 8 April 2014:

the annual financial report and the other documents set forth in Article 154-ter of Italian Legislative Decree 58/1998 and therefore, the draft financial statements and the consolidated financial statements as at 31 December 2013, accompanied by the reports of the Board of Directors, of the Statutory Board of Auditors and of the Auditing firms Deloitte & Touche S.p.A.; ii) the annual Report on Corporate Governance and Ownership Structure, iii) the Remuneration report, as well as iv) the Report of the Board of Directors related to the authorisation of the Board of Directors to purchase and dispose up to a maximum of 2,000,000 treasury shares;

III. 14 April 2014:

i) the documents concerning the financial statements of the subsidiaries companies will be made available to the public at the registered office.

Chairman of the Board of Directors

Massimo della Porta

