

The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2005. For any difference between the two texts, the Italian text shall prevail.

SAES GETTERS S.p.A.

Ordinary Shareholders Meeting of April 27, 2005 – April 28, 2005

Directors' report on the proposal for purchase and disposal of treasury shares.

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

Shareholders,

The Board of Directors has convened this Ordinary Shareholders' Meeting to resolve on the proposal for purchase and disposal treasury shares.

1) Grounds for requesting authorization for purchase and disposal of treasury shares.

It should first of all be pointed out that the Shareholder's Meeting held on April 27, 2004 authorized the purchase of treasury shares 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 said authorization, carrying the entire amount of € 10,481,154.32 – and previously allocated to the “Reserve for treasury shares in portfolio” - over to the “Share premium reserve”, and therefore renewing the authorization for purchase and disposal of treasury shares.

During the course of 2004, the Board has not availed itself of the authorization granted by the Shareholders' Meeting of April 27, 2004. In the month of January 2005, the Board availed itself of the authorization to sell no. 19 savings shares remaining after the sale of no. 1,392 savings shares, effected pursuant the Shareholders' Meeting resolution dated November 29, 2004 in order to allow the savings shares holders willing to adhere to the Conversion to have an entire multiple based on the conversion ratio, and remaining after the conversion of no. 171,895 treasury savings shares by the Company.

During the month of March 2005, the Board availed itself of the authorization to buy no. 2,187 savings shares.

Thus, further future intervention cannot 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, or employing the treasury shares as mean for payment in extraordinary transaction or to gain financing needed to implementation of projects and/or carrying out business purposes.

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

The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2005. For any difference between the two texts, the Italian text shall prevail.

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 treasury shares, with no face value, taking account of shares already held in the Company's own portfolio, and in all cases within the legal limits.

Further to the Shareholders' Meeting resolution, the Company shall establish a restricted reserve "Reserve for purchase of treasury shares" of € 10,500,000, by means of the withdrawal of an equal amount from the "Share premium reserve"; in the event and subject to the completion of the prospect purchases, pursuant to Article 2357-ter of the Civil Code, third section, the Company shall establish the restricted reserve "Reserve for treasury shares in portfolio" in an amount equal to the value of the purchased shares, by using the "Reserve for purchase of treasury shares".

In the event of transfer to third parties of ordinary and/or savings treasury shares, either held in the company portfolio or purchased on the basis of the present resolution, the amount of the "Reserve for treasury shares in portfolio" equal to the value of the transferred shares will become unrestricted and reallocated to the "Reserve for purchase of treasury shares".

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

It has to be pointed out that, as set forth by the International Accounting Standard Principle no. 32, paragraphs 33 and 34, the company treasury shares in portfolio will be deducted directly from equity starting from January 1, 2005

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

Following the voluntary conversion of savings shares into ordinary shares that took place from January 3 to January 14, 2005, the new stock capital of Saes Getters S.p.A. (equal to € 12,220,000.00), results to be of total no. 22,731,969 shares, with no face value, so divided:

- No. 15,271,350 ordinary shares;
- No. 7,460,619 non convertible savings shares.

As of today, the Company holds no. 302,028 ordinary shares (corresponding to 1.978% of ordinary shares issued by the Company) and no. 2,187 savings shares, (corresponding to 0.029% of non convertible savings shares issued by the Company), each having an implied book value of € 0.537569.

The Company after selling no. 1,392 savings shares to ensure the holders of savings shares to hold an entire multiple to be submitted for conversion, as resolved by the Shareholders Meeting, submitted for conversion all its no. 171,895 treasury savings shares, getting no. 110,900 ordinary shares. Subsequently, pursuant to the authorization granted by the Shareholders' Meeting of April 27, 2004, on January 24, 2005, the remaining no. 19 savings shares were sold.

The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2005. For any difference between the two texts, the Italian text shall prevail.

During the month of March 2005, the Board availed itself of the authorization to buy no. 2,187 savings shares.

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, pursuant to articles 2346, third paragraph, and 2357, third paragraph, of the Civil Code, the quantity of purchased shares, in addition to those already possessed as of today, and taking account of any shares possessed by subsidiaries, will exceed one tenth of the overall number of shares issued by the Company.

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 treasury 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 including ancillary charges shall be between a minimum of € 0.537569 – equal to the current implied book value - and a maximum of € 30, for each share.

Treasury shares 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 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 treasury shares made in the context of the purchase of shareholdings, or in the case of extraordinary finance operations that entail the availability of treasury shares for assignment. In the latter case, suitable reference averages may be used, in line with international best practice.

The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2005. For any difference between the two texts, the Italian text shall prevail.

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. 58/98 and however according to any other technicality allowed by the then enforceable regulation.

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 cannot unreasonably deny.

The treasury shares already owned or the ones subsequently purchased, can be disposed in any moment, in whole or in part, on one or more occasions, even before purchases have been exhausted: i) by stock market transactions, block trades, even following private negotiations, ii) by mean of sale or exchange, even through public offers, iii) by sale or assignment to shareholders or directors, or employees, within stock options plans, iv) as payment for the purchase of shareholdings or going concerns, in the framework of the Company investment policy, v) in the event of extraordinary finance transactions that entail the availability of treasury shares for assignment (by way of example but not limited to mergers, de-mergers, issues of convertible bonds or warrants etc.), vi) by pledging them, to the extent permitted by law, in order to get financing for the Company or other Group companies, required to implement projects or to fulfill the business purposes, and vii) according to any other disposal way permitted by law.

Lainate, March 24, 2005

for the Board of Directors

Dr. Paolo della Porta
Chairman