

*The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2006. For any difference between the two texts, the Italian text shall prevail.*

**SAES GETTERS S.p.A.**

**Ordinary Shareholders Meeting of April 27, 2006 – April 28, 2006**

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

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.**

We wish to remind you that the Shareholders' Meeting held on April 27, 2005 authorized the purchase of Saes Getters S.p.A. 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 € 10,405,116.76 previously allocated to the "Reserve for purchase of treasury shares" - over to the "Share premium reserve", and therefore renewing the authorization for purchase and disposal of treasury shares.

During the year 2005, the Board availed itself of the authorization granted by the Shareholders' Meeting of April 27, 2005 to buy, in the month of May 2005, no. 7.826 savings shares.

We remind that, before the Shareholders' Meeting, the Board availed itself of the authorization granted by the Shareholders' Meeting of April 27, 2004 to sell, during the month of January 2005, 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 of savings shares into ordinary shares (held from January 3 to January 14, 2005) 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.

Since further future intervention cannot be excluded in circumstances where the Company considers it appropriate, it is deemed advisable for the Board to continue to avail itself of the authorization for purchase and disposal of treasury shares. It is opinion of the Board that the purchase and disposal of treasury shares provides a flexible managerial and strategical tool. In this view, the application for authorization is based on having the opportunity to intervene in Company stocks depending upon contingent market situations, favouring liquidity and the regular course of trading, or to meet investment requirements or for an efficient use of Company liquidity. The authorization is required as well to meet further targets, such as the opportunity to use treasury shares as mean for payment in extraordinary transaction or within stock options plan or in acquisitions or even to get financing needed to implement specific projects and/or carrying out business purposes.

*The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2006. For any difference between the two texts, the Italian text shall prevail.*

**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, with no face value, taking account of treasury shares already held by the Company, and in all cases within the law thresholds.

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 are 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.**

As of today, the Company holds no. 302,028 ordinary shares (corresponding to 1.978% of ordinary shares issued by the Company) and no. 10,013 savings shares, (corresponding to 0.13% of non convertible savings shares issued by the Company), each having an implied book value of € 0.537569.

Currently, no subsidiary holds shares in Saes Getters S.p.A. Should this situation change, subsidiaries will be given 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 held as of today, and taking account of any shares owned by subsidiaries, will exceed one tenth of the overall number of shares issued by the Company.

Purchase of shares shall take place within the limit of distributable profits and of disposable reserve as resulting from last Financial Statements regularly approved.

In the event and subject to the completion of the prospect purchases, pursuant to Article 2357-ter of the Civil Code, 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 distributable profits and by the disposal reserves.

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 purchase of treasury shares” will be reconstituted for an amount equal to the value of transferred shares.

**4) Duration of the authorization.**

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

*The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2006. For any difference between the two texts, the Italian text shall prevail.*

**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 in the range of +/- 5% of the official share price registered before each single operation: these parameters are deemed adequate to identify the range of values within which the purchase can be of interest for the Company.

Treasury shares may be sold for a minimum fee equal to the weighted average of official share prices for the relevant category in the ten days preceding the sale, and in any case not less than the lowest purchase price, in order to prevent the Company from incurring in negative economic effects.

Said limit shall also apply in the event of any exchanges or assignments of treasury shares made in the framework of the purchase of shareholdings, or in the case of extraordinary finance operations that entail the availability of treasury shares. 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 regulatory body that manages the Italian regulatory financial markets, 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, being the Company a “STAR” (High Requirement Securities Segment) company, in compliance with 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 the Market Specialist cannot unreasonably deny.

Purchase of shares shall be executed pursuant to article 144 bis letters a) and b) of Consob Regulation no. 11971 of 14/5/1999:

- by mean of public offerings of purchase or exchange,
- on the market, according to the methods agreed with the regulatory body that manages the Italian regulatory financial markets, that do not allow the direct coupling of purchasing negotiation proposals with disposing negotiation proposals.

Among the methods allowed by the Consob Regulation no. 11971 of 14/5/1999 we deem preferable to perform the purchase operations on the market for the purposes aforementioned, especially to the extent of stabilizing the price of the shares, since such targets are more efficiently met through a simple, flexible and not rigid mechanism such as the direct purchase on the market, promptly effected as soon as we deem opportune to intervene. The recourse to public offering cannot be excluded, albeit it will have to be authorized by the Board of Directors with adequate motives.

Pursuant to third, fourth, fifth paragraphs of article 144bis of Consob Regulation no. 11971 of 14/5/1999 shareholders and market will be promptly informed.

*The present is the English translation of the Italian official report approved by the Board of Directors on March 24, 2006. For any difference between the two texts, the Italian text shall prevail.*

The treasury shares already owned or the shares subsequently purchased, can be disposed in any moment, in whole or in part, on one or more occasions, even before purchases have been completed: 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