

SAES GETTERS S.p.A.

BOARD OF STATUTORY AUDITORS' REPORT TO THE

SHAREHOLDERS' MEETING

PURSUANT TO ARTICLE 153 OF LEGISLATIVE DECREE 58/1998

AND ARTICLE 2429, PARAGRAPH 3, OF THE ITALIAN CIVIL

CODE

To the Shareholders' Meeting of SAES Getters S.p.A.

Dear Shareholders,

During the year ended on December 31, 2009, our supervisory activity was conducted in accordance with the Consolidated Financial Intermediation Act enacted by Legislative Decree 58/1998 and the applicable provisions of the Italian Civil Code. We also referred to the Principles of Conduct recommended by Italy's National Councils of Accountants and Auditors, as well as Consob communications pertaining to corporate controls and the activities of the Board of Statutory Auditors, particularly notice DEM/1025564 of April 6, 2001, as amended.

In detail:

- we certify that we have verified compliance with the law and with the articles of association and observance of the principles of proper administration. During the year, the Board of Statutory Auditors held five meetings, as well as additional informal sessions;
- at meetings of the Board of Statutory Auditors and the Board of Directors, and at least once per quarter, we obtained information from the Directors concerning general business performance, the Company's

business outlook, and the most significant transactions in terms of size and characteristics undertaken by the Company, including with respect to its subsidiaries;

- in calendar year 2009, we took part in one Shareholders' Meeting and ten meetings of the Board of Directors, which were held in accordance with the Articles of Association and the legislative provisions that govern the functions of such meetings. We can state with a reasonable degree of certainty that the actions decided upon at such meetings were compliant with the law and the Articles of Association, were always taken in the company's best interests, including infra-group interests, were not manifestly imprudent, hazardous, atypical or unusual, and did not represent potential conflicts of interest with the capacity to compromise the integrity of the Company's assets. At these meetings, all participants were free to express comments, opinions and views;
- we assessed and verified the adequacy of the organizational, administrative and accounting system and the reliability of said system in correctly representing operating circumstances by obtaining information from the respective department managers and examining Company documents. In this respect, we have no particular remarks to report. Furthermore, having followed the work done by the Internal Audit Department, the head of which was appointed Head of Internal Controls effective April 21, 2009, and by the Audit Committee, we may confirm that the internal control system adopted by the Company is fully adequate;
- we also verified the adequacy of the instructions provided to subsidiaries

in accordance with article 114, paragraph 2, of Legislative Decree 58/1998.

Having acknowledged the foregoing, we would like to draw the attention of the Shareholders' Meeting to the following.

International market crisis and the Group's restructuring plan

As appropriately illustrated by the Directors in the 2009 Financial Statements, the results for the year were influenced to a significant extent by the effects of the market crisis and, most markedly, the recession that affected many business segments, including some of the SAES Getters Group's target markets. In particular, there was a dramatic decline in the net sales of the Information Displays segment, which previously had represented the largest share of the Group's positive results. Nonetheless, the action taken in order to react to the effects of the crisis allowed the Group to preserve strong sales and margins. We are referring in particular to the initiatives aimed at diversifying the business into the medical industry through acquisitions in the Shape Memory Alloys (SMA) segment closed in 2008, which allowed the Group to absorb the negative results of the Information Displays segment, an attentive policy of containing operating expenses and the implementation of a rationalization plan aimed chiefly at ensuring the recovery of future profitability through the reorganization of the business in Europe and Asia and the rationalization of the production structure to render it more consistent with changed market needs. In particular, this plan calls for measures aimed at consolidating and rationalizing industrial activities, disposing of several non-strategic production lines and reducing all structural costs. In view of this aim, it was

decided to abandon the optoelectronics business, no longer considered strategic, and to proceed with the liquidation of the subsidiaries SAES Getters (GB), Ltd. and SAES Getters (Deutschland) GmbH while continuing to serve these local markets in another form. In a like manner, the Group initiated the process of liquidating SAES Getters Singapore PTE, Ltd. and SAES Getters Japan Co., Ltd. This process should be concluded in 2010. As part of this restructuring plan, SAES Getters America, Inc. will also discontinue its manufacturing operations in the first half of 2010, after which it will engage solely in sales and marketing. In Italy, it was decided to concentrate most production activities in Avezzano and maintain the Lainate facility chiefly for research and innovation activities, with the addition of prototyping and pilot-line activities. As part of this process, on September 28, 2009 a transfer agreement was signed for three business units engaged in the manufacture of screen-printing HPTFs and porous disks, barium getters for receiver applications and monochrome applications, and alkaline metal dispensers from SAES Getters S.p.A. to SAES Advanced Technologies S.p.A. for total consideration of 3,050 thousand of euro. The transfer of the assets was completed in December 2009. The process also included the signature by SAES Getters S.p.A. and SAES Advanced Technologies S.p.A. of ordinary redundancy fund and job mobility agreements with labor unions. Due to the foregoing, the 2009 consolidated results were heavily penalized by non-recurring costs associated with the restructuring process, which came to a total of 16,200 thousand of euro. The benefits of reorganization will naturally become clear in the coming years as markets gradually recover.

Most significant transactions undertaken during the year

As part of business development transactions in the Shape Memory Alloys (SMA) sector, the sale of the assets of Putnam Plastics, the polymer division of the indirect subsidiary Memry Corporation, was closed on February 9, 2009 for consideration of USD 25 million. This sale, which was part of SAES Getters' strategy of focusing investments and resources on its strategic core business of shape memory alloys (SMA) for medical and industrial applications, allowed the generation of positive cash flow and an improvement of the Group's net financial position.

The sale of Opto Materials S.r.l. (previously SAES Opto Materials S.r.l.) for consideration of 880 thousand of euro was finalized on December 18, 2009. The direct parent company, SAES Opto S.r.l., which engaged primarily in the selling of the optical crystals manufactured by its former subsidiary, will be liquidated in 2010 as a consequence of the decision to exit the unprofitable optoelectronics business.

Accordingly, as stated in the description of subsequent events after the end of the year in the Financial Statements, on February 18, 2010 the Board of Directors of SAES Getters S.p.A. approved the placement of SAES Opto S.r.l. in liquidation.

In addition, the process of liquidating SAES Getters Technical Service (Shanghai) Co., Ltd. was completed on May 21, 2009 and the Parent Company incorporated a branch in Japan on August 28, 2009. This branch's function is to provide technical support to Group companies that sell on the Japanese market, no longer to be served by SAES Getters Japan Co., Ltd., which is to be liquidated.

Lastly, on April 21, 2009 the Shareholders' Meeting resolved to grant to Paolo della Porta, as career bonus, 100,000 ordinary shares of SAES Getters S.p.A. stock held in the Company's portfolio, in addition to a lump sum adequate to permit him to pay the required withholding taxes.

Turning to significant transactions after the end of 2009, E.T.C. S.r.l., a subsidiary 85% owned by SAES Getters S.p.A., was incorporated on February 12, 2010 as a spin-off supported by Italy's National Research Counsel. The company is based in Bologna and its object is the development of materials to be used in organic electronics and organic photonics applications, as well as integrated organic photonics devices for niche applications.

Lastly, in order to protect the Group's results from the effects of the exchange rate between the euro and the major currencies, after December 31, 2009 the Group entered into hedging transactions on the U.S. dollar in the amount of USD 8.35 million and additional hedging transactions on the Japanese yen, bringing the amount of the latter up to JPY 280 million (figures updated as of March 15, 2010).

The Board of Statutory Auditors, after being duly and punctually informed by the Directors, assessed the compliance of the foregoing transactions with the law, the Articles of Association, and the principles of proper administration, ensuring that said transactions were not manifestly imprudent, hazardous, in conflict with resolutions passed by the Shareholders' Meeting, or such as to compromise the integrity of the Company's assets.

Atypical and/or unusual transactions, including infra-group and Related-

Party transactions

There were no atypical or unusual transactions to report; transactions with Group companies were part of the Company's ordinary operations.

Related-party transactions consist essentially of intra-group transactions with subsidiaries, associates and joint ventures, predominantly of a commercial nature. In particular, these include the purchase and sale of raw materials, semi-finished products, finished products, and various types of equipment and services. Interest-bearing cash-pooling agreements are in force with several Group companies. All agreements entered into were at arm's length conditions.

In their Report, the Directors stated the following with regard to transactions with related parties other than subsidiaries, associates and joint ventures:

- dealings with S.G.G. Holding S.p.A., the parent company, essentially owned by former parties to the SAES Getters Shareholders' Agreement, which holds 7,958,920 ordinary shares, representing 52.12% of ordinary capital stock. An agreement concerning the participation in Italy's national tax consolidation program has been in force with said company since May 12, 2005, and was renewed on June 12, 2008 for a further three years. By virtue of said agreement, on December 31, 2009 SAES Getters S.p.A. transferred a total of 4,668 thousand of euro in tax credits to the consolidating company;
- dealings with KStudio Associato, the founding partners of which include Vincenzo Donnamaria, Chairman of the Board of Statutory Auditors of SAES Getters, pertaining to legal and tax consulting services provided during the year for consideration of 23 thousand of euro.

The Directors also identified the following additional related parties:

- members of the Board of Directors, including non-executive directors, as well as managers with strategic responsibilities, namely the Group Human Resources Manager, Corporate Strategic Marketing Manager, Corporate Operations Manager, SMA Medical Business Unit Manager, Group Legal General Counsel and Group Business Development Manager;
- the Board of Statutory Auditors.

The above remarks on transactions with related parties comply with the provisions of article 2391-*bis* of the Italian Civil Code and with the Consob Notices of February 20, 1997 and February 28, 1998, as well as IAS 24. In addition, as required by Consob resolution 15519 of July 27, 2006, the Explanatory notes to the Financial Statements contain an account of the amounts of positions or transactions with related parties shown separately from the applicable items.

The information disclosed by the Directors in their Report on Operations in the Financial Statements for the year ended on December 31, 2009 is complete and adequate with respect to transactions undertaken with all Group entities and related parties.

Lastly, we report that the Corporate Governance expressly indicates the principles of conduct to be observed in monitoring significant transactions or transactions with related parties, as well as the terms and conditions of disclosure to the Board of Directors and the Board of Statutory Auditors.

Independent auditors

Reconta Ernst & Young S.p.A., engaged to audit the Financial Statements,

issued audit reports on April 6, 2010, in which they expressed a judgment containing no remarks on either the Consolidated or Parent Company accounts for 2009.

We also held meetings, including informal sessions, with representatives of Reconta Ernst & Young S.p.A., the auditing firm engaged to review the Consolidated and SAES Getters S.p.A. Financial Statements and provide accounting control pursuant to article 150, paragraph 3, of Legislative Decree 58/1998. No data or information that should be detailed in this Report came to light at such meetings.

Indication of the conferral of additional engagements to the auditing firm and/or parties in long-term relationships therewith

For information on additional engagements conferred on the auditing firm and/or parties in long-term relationships therewith, the reader is referred to the information provided by the Company in the Notes to the Consolidated Financial Statements, pursuant to article 149-*duodecies* of the Issuer Regulations, which governs the disclosure of consideration.

Indication of the existence of opinions issued in accordance with the law during the year

In 2009, the Board of Statutory Auditors was not called upon to issue any opinions in accordance with the law (except for the opinion of the appointment of the Officer Responsible for the preparation of the corporate financial reports pursuant to article 154-*bis* of the Consolidated Finance Act, which was provided orally to the Board of Directors at its meeting on April 21, 2009).

Filing of complaints pursuant to article 2408 of the Italian Civil Code and

petitions

By registered letter dated May 18, 2009, addressed to the Board of Statutory Auditors and the Board of Directors, the minority-interest shareholder Carlo Fabris alleged pursuant to article 2408 of the Italian Civil Code that there had been a breach of the provisions of article 2357-ter of the Italian Civil Code, which govern the conditions of the distribution of profits when there are treasury shares in a company's portfolio. In particular, the article cited above provides that “... *for such time as the shares remain owned by the company, the right to profits and the right to options shall be attributed proportionally to the other shares...*” In the shareholder's opinion, this rule was not complied with in the resolution by the Shareholders’ Meeting of SAES Getters S.p.A. of April 21, 2009, which ordered the distribution of a dividend of 0.816 euro per each of the 7,460,619 savings shares and 0.800 euro per each of the 15,271,350 ordinary shares representing the Company’s capital stock, of which the Company held 700,000 ordinary shares and 82,000 savings shares.

On this issue, the Board of Directors, acting in concert with the Board of Statutory Auditors, requested two legal opinions of the proper interpretation of article 2357-ter from KStudio Associato and from Cleary Gottlieb Steen & Hamilton LLP. On the basis of the inquiries conducted and the foregoing opinions provided to the Board of Statutory Auditors, it appears that the Company’s conduct may be viewed as legitimate, in that its Shareholders’ Meeting resolved to distribute a total dividend of 18,304,945 euro, already including the increase for the share due to treasury shares in portfolio, and to

carry forward the remaining amount of 8,092,610 euro, while also allocating to the retained earnings the rounding carried out before paying the dividend resulting from the non-payment thereof to the treasury shares in portfolio.

In other words, the total maximum dividend was paid in the amount of 0.800 euro to the holders of 14,571,350 outstanding ordinary shares, for a total of 11,657,080 euro, and 0.816 euro to the 7,378,619 holders of outstanding savings shares, for a total of 6,020,953 euro. The dividend attributable to treasury shares (700,000 ordinary shares and 82,000 savings shares), in the total amount of 626,912 euro, was allocated to the retained earnings. As held by authoritative legal scholarship, the allocation of this amount to increase the Company's equity, and thus to benefit shareholders, does not in any way harm the interest of minority-interest shareholders in the proportional increase of the dividend calculated on their own interest, and thus represents conduct in compliance with the spirit of the cited article 2357-ter of the Italian Civil Code.

Proper administration – Organizational structure

The Company is competently administered in accordance with the law and the Articles of Association. We participated in Shareholders' Meetings and meetings of the Board of Directors as well as those meetings of other committees at which our presence is required. These meetings were held in accordance with the Articles of Association and provisions of law that govern the functioning of such meetings.

The delegations and powers conferred were appropriate to the Company's needs and adequate for the evolution of Company operations.

The Board of Statutory Auditors believes that the Company's overall organizational structure is appropriate to the Group's size.

Lastly, the Statutory Auditors, in the course of the periodic reviews conducted during the year, were able to observe the accuracy and promptness with which all obligations were fulfilled and communications dispatched in connection with the listing of the Parent Company on the STAR segment of the *Mercato Telematico Azionario* under the supervision of Borsa Italiana and Consob.

Internal control – Administrative and accounting system

Internal control activity, the purpose of which is to manage Company risks, is entrusted to the Board of Directors and is conducted with the assistance of the Audit Committee, the Officer Responsible for the preparation of the corporate financial reports, and the Internal Audit Department.

During the year, the Officer Responsible for the preparation of the corporate financial reports did not report to us any particular critical issues or anomalies requiring mention in this Report.

We inquired into and supervised the adequacy of both the Company's organizational structure and administrative and accounting system, as well as the reliability of said system to accurately represent operating events, by obtaining information from the heads of the respective offices, reviewing Company documents directly, and exchanging information with the auditing firm Reconta Ernst & Young S.p.A., in accordance with article 150 of Legislative Decree 58/1998. We have no particular remarks to report in this regard.

The Company has adopted appropriate procedures for governing and

monitoring disclosure to the market of data and transactions pertaining to Group companies. In this regard, it should be recalled that the Company has a complex Administrative and Accounting Control Model, approved by the Board of Directors on May 14, 2007. This Model was adopted in part to reflect obligations concerning the drafting of corporate accounting documents and all documents and communications of a financial nature intended for the market. This Model formally establishes a system of company rules and procedures adopted by the Group in order to identify and manage the principal risks associated with the preparation and dissemination of financial information and thereby to achieve the Company's objectives in the areas of the truthfulness and accuracy of such information.

Subsidiaries

As required by the Internal Control Model adopted by the Company, the Manager in Charge of Preparing the Company's Financial Reports, with the support of the Group Consolidation and Reporting Manager, ensures that the rules for the control of subsidiaries are updated and in line with the Group's principles. On this issue, the Board of Statutory Auditors refers to the detailed description provided to the specific paragraph of the Corporate Governance and Ownership Report, approved by the Board of Directors on March 15, 2010 and made available on the Company's website.

Corporate Governance Code for Listed Companies

The Company has passed all of the resolutions required for compliance with the March 2006 version of the "Corporate Governance Code for Listed Companies", and the Board of Directors has approved the 2009 Annual Corporate Governance Report. The full text of this Report, to which the

reader is referred for further information, is available to the public according to the methods required by applicable laws and regulations.

In this regard, the Board of Statutory Auditors attests that it has verified the propriety of the criteria adopted by the Board of Directors for assessing the independence of its members and has acknowledged the statements issued by individual Directors.

The Board of Statutory Auditors also oversees the conditions for the independence and autonomy of its own members and informs the Board of Directors thereof in a timely manner with respect to the drafting of the Corporate Governance Report. During the year, the Board of Statutory Auditors verified the continuing satisfaction of independence requirements on February 3, 2010.

Lastly, by the established deadline, each member of the Board of Statutory Auditors disclosed to Consob the management and control positions filled at the companies indicated in Book V, Title V, Chapters V, VI and VII of the Italian Civil Code, pursuant to article 148-*bis* of Legislative Decree 58/1998 and article 144-*quaterdecies* of the Issuer Regulations. In the interest of the fulfillment of public disclosure obligations pursuant to article 114-*quinquiesdecies* of said Regulations, a list of positions filled by each member of the Board of Statutory Auditors of SAES Getters S.p.A. is annexed to this Report.

CONSOLIDATED AND SAES GETTERS S.p.A FINANCIAL STATEMENTS OF FOR THE YEAR ENDED ON DECEMBER 31, 2009

As we are not responsible for an analytical review of the contents of the Financial Statements, we certify that we have verified the general layout of both the Consolidated and SAES Getters S.p.A. Financial Statements and the general compliance thereof with the law in terms of formation and structure. We further certify that the information contained therein corresponds to the facts and information in our possession.

As in previous years, we report that both the Consolidated Financial Statements, following the entry into force of EC Regulation no. 1606/2002, and the Financial Statements of the Parent Company, were drafted in accordance with IAS/IFRS, which have been applied since January 1, 2005.

The Financial Statements of the Parent Company and the Consolidated Financial Statements consist of the statement of financial position, income statement, statement of comprehensive income, cash flow statement, statement of changes in shareholders' equity and the explanatory notes. The presentation adopted is compliant with the provisions of IAS 1 as revised.

Financial position was prepared by distinguishing between current and non-current assets and liabilities according to whether the assets are likely to be realized and the liabilities discharged within or beyond twelve months from the reporting date and stating them under two separate items, “*Discontinued operations/Non-current assets held for sale*” and “*Liabilities associated with discontinued operations/assets held for sale*” as required by IFRS 5.

In the income statement, costs are disclosed on the basis of their allocation.

The Statement of Cash Flows has been prepared according to the indirect method, as allowed under IAS 7.

In addition, as required by Consob resolution 15519 of July 27, 2006, in the income statement by allocation, revenue and income derived from non-recurring transactions or events that do not occur frequently in the habitual course of business have been specifically identified.

In accordance with this resolution, the amounts of positions or transactions with related parties have also been presented separately from the applicable items in the Notes.

We provide the following financial highlights from the Financial Statements submitted for your consideration:

(amounts in thousands of euro)

<u>Income statement</u>	Parent Company	Consolidated financial statements
Net revenues	16,394	128,805
Operating income (loss)	(27,391)	(11,646)
Sundry income and expenses	25,931	(8,718)
Income (loss) before taxes	(1,460)	(20,364)
Net income (loss)	(1,383)	(26,297)
	=====	=====
<u>Balance Sheet</u>		
Non-current assets	93,894	116,873
Current assets	<u>26,805</u>	<u>68,265</u>
Total assets	120,699	185,138
Non-current liabilities	4,743	33,299
Current liabilities	32,353	52,988

Shareholders' equity	83,603	98,851
Total liabilities	120,699	185,138
	=====	=====

As of December 31, 2009, the Parent Company's cash flow statement showed net cash and cash equivalents of 3,659 thousand of euro. As of the same date, the Consolidated cash flow statement showed net cash and cash equivalents of 22,291 thousand of euro.

Intangible assets have been recognized in accordance with IAS 38 as it is likely that future economic benefits will flow from their use. They are amortized on the basis of their estimated useful lives. In the Consolidated Financial Statements, goodwill is not amortized, but rather tested for impairment at least annually.

Long-term equity investments came to 73,320 thousand of euro at year-end. The item has been stated in detail and divided into directly and indirectly held investments in subsidiaries and joint ventures. All equity investments are measured at cost and adjusted as necessary to account for impairment on the Parent Company's financial statements. In the consolidated financial statements, investee companies have been included in the scope of consolidation according to the line-by-line method, with the exception of joint ventures, to which the proportional method has been applied.

The dividends collected by the Parent Company in 2009 totalled 31,215 thousand of euro, compared to 49,189 thousand of euro in 2008.

Financial debt came to 18,904 thousand of euro on the Parent Company's Financial Statements as of December 31, 2009, marking an increase of 753 thousand of euro compared to December 31, 2008.

Capital stock

As of December 31, 2009, capital stock, fully subscribed and paid-up, amounted to 12,220 thousand of euro and consisted of 15,271,350 ordinary shares and 7,460,619 savings shares, for a total of 22,731,969 shares.

The composition of capital stock was unchanged compared to December 31, 2008.

Treasury shares

As of December 31, 2009, the Company held a total of 600,000 ordinary treasury shares and 82,000 savings treasury shares. The decrease in ordinary treasury shares was due to the grant, without consideration, of a total of 100,000 ordinary treasury shares held by the Company to Paolo della Porta as career bonus, in accordance with the resolution passed by the Shareholders' Meeting on April 21, 2009.

The total cost of purchasing treasury shares is classified as a direct deduction from shareholders' equity in application of IAS 32.

The shareholders' equity of the Parent Company totalled 83,603 thousand of euro and included, inter alia, the reserve for treasury shares in portfolio (10,177 thousand of euro, equal to the carrying amount of the ordinary and savings shares of SAES Getters in portfolio at year-end), the reserve of positive currency revaluation balances ensuing from the application of law 72/1993 and law 342/2000 (1,727 thousand of euro), the retained earnings reserve (22,926 thousand of euro), the IAS conversion reserve (2,712 thousand of euro), the reserve for capital gains on the sale of treasury shares in portfolio (a negative 589 thousand of euro), and the reserve representing the capital gain on the sale of the three business units to SAES Advanced

Technologies S.p.A. (2,426 thousand of euro).

Research, development and innovation costs were 11,678 thousand of euro in the Parent Company's Financial Statements and 15,642 thousand of euro in the Consolidated Financial Statements. These costs were charged to income because they did not meet the requirements laid down in IAS 38 for compulsory capitalization.

Current and deferred income taxes were recognized with a positive balance of 3,390 thousand of euro for the Parent Company, consisting of 3,022 thousand of euro in current taxes and 368 thousand of euro in deferred taxes. The positive balance of current taxes was primarily due to the tax consolidation program in which the Company participates with its Controlling Company S.G.G. Holding S.p.A.. Current and deferred income taxes came to 2,838 thousand of euro on the Consolidated Financial Statements. For information concerning the recognition of deferred tax assets and liabilities and the tax effects thereof, the reader is referred to the remarks made by the Directors and the statements of temporary differences and associated tax effects.

For information on the performance of subsidiaries, research, development and innovation activities, significant events occurring after the end of the financial year and business outlook, the reader is referred to the Report on Operations of the SAES Getters Group.

The Board of Statutory Auditors acknowledges the proposal by the Board of Directors to cover the loss for the year of 1,382,994.94 euro through the use of the "retained earnings", which will stand at 21,542,934.84 euro following said use.

The Board of Statutory Auditors also acknowledges that 2009 was the second consecutive year in which the Company satisfied the requirements for being considered to engage primarily, although not in relation to the public, in the activities detailed in article 106, paragraph 1, of Legislative Decree 385 of September 1, 1983 (the Consolidated Banking Act). Accordingly, the Company is required to register in the special section of the general list as specified in article 113 of the Consolidated Banking Act. Registration shall be completed within 60 days of the date of approval of the 2009 Financial Statements, as required by article 2, paragraph 3, of the Ministerial Decree of July 6, 2004.

On the basis of the foregoing, and in consideration of the results of our activity, we propose that the Shareholders' Meeting approve the Consolidated Financial Statements and Financial Statements of the Parent Company for the year ended December 31, 2009, as prepared by the Directors.

April 6, 2010

Vincenzo Donnamaria

Alessandro Martinelli

Maurizio Civardi

Assignment list pursuant to Article 144-quinquiesdecies (obligation of public disclosure) of Legislative Decree no. 58 of February 24, 1998

DONNAMARIA VINCENZO

Born in Rome on October 4, 1995
Resident in Rome, Viale Regina Margherita 158
Companies Register no. DNN VCN 55R04 H501E

Independent auditors' register pursuant to Ministerial Decree of April 12, 1995 published on Gazette no.31 bis of April 21, 1995; reference 20906

Total offices: 22

Offices in listed companies: 2

Offices:

Company name: Allergan S.p.A.
Domicile: Via S. Quasimodo, 134/138
Companies Register no.:00431030584
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2010 Financial Statements

Company name: Astrolink Italia S.r.l. in Special Management
Domicile: Via Eleonora Duse 35 – 00197 Rome
Companies Register no.:95754071008
Office: Statutory Auditor
Duration: Approval of 2010 Financial Statements

Company name: Balverda S.r.l.
Domicile: Via Valbondione 113 – 00188 Rome
Companies Register no.:00798570156
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2009 Financial Statements

Company name: Cephalon S.r.l.
Domicile: Piazza Marconi, 25 – 00144 Rome
Companies Register no.:04936501008
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2011 Financial Statements

Company name: Chefaro Pharma Italia S.p.A.
Domicile: Via Castello della Magliana 18 – 00100 Rome
Companies Register no.:08923130010
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2009 Financial Statements

Company name: Ciessea S.p.A.
Domicile: Via Vittor Pisani, 25 – 20124 Milan

Companies Register no.:05090740969
 Office: President of the Board of Directors
 Duration: Approval of 2011 Financial Statements

Company name: EEMS Italia S.p.A.
 Domicile: Via delle Scienze, 5 – Cittaducale (RI)
 Companies Register no.:00822980579
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2010 Financial Statements

Company name: KPMG Advisory S.p.A.
 Domicile: Via Vittor Pisani 27 – 20124 Milan
 Companies Register no.:04662680158
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2010 Financial Statements

Company name: KPMG Fides Servizi di Amministrazione S.p.A.
 Domicile: Via Vittor Pisani, 25 – 20124 Milan
 Companies Register no.: 00731410155
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2011 Financial Statements

Company name: Mylan S.p.A.
 Domicile: Via Vittor Pisani 20 – 20124 Milan
 Companies Register no.:13179250157
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2011 Financial Statements

Company name: LB Italia Holdings S.r.l.
 Domicile: Piazza Virgilio 3 – 20123 Milan
 Companies Register no.:06673621006
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2009 Financial Statements

Company name: Pfizer Holding Italy S.p.A.
 Domicile: Via Valbondione 113 – 00188 Rome
 Companies Register no.:09810140153
 Office: Statutory Auditor
 Duration: Approval of 2009 Financial Statements

Company name: Pharmacia & Upjohn S.p.A. in Special Administration
 Domicile: Via Lorenteggio 257 – 20152 Milan
 Companies Register no.:07089990159
 Office: Chairman of Board of Statutory Auditors
 Duration: Approval of 2011 Financial Statements

Company name: Presse Italia S.p.A. in Special Administration
 Domicile: Via Ettore Petrolini 2 – 00197 Rome
 Companies Register no.:02851101218
 Office: Statutory Auditor
 Duration: Approval of 2011 Financial Statements

Company name: SAES Getters S.p.A.
Domicile: Viale Italia 77 – 20020 Lainate (MI)
Companies Register no.:00774910152
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2011 Financial Statements

Company name: SAES Advanced Technologies S.p.A.
Domicile: Casella Postale 93 - 67051 Avezzano (AQ)
Companies Register no.:01277610661
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2011 Financial Statements

Company name: Sefarma S.r.l.
Domicile: Via Valbondione 113 – 00188 Rome
Companies Register no.:12121530153
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2010 Financial Statements

Company name: SGG Holding S.p.A.
Domicile: Via Vittor Pisani 27 – 20124 Milan
Companies Register no.:06705891007
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2009 Financial Statements

Company name: Sprintlink Italy S.r.l.
Domicile: Via della Camilluccia 693 – 00135 Rome
Companies Register no.:06501361007
Office: Statutory Auditor
Duration: Approval of 2010 Financial Statements

Company name: Vicuron Pharmaceuticals Italy S.r.l.
Domicile: Via Montenapoleone 18 – 20100 Milan
Companies Register no.:03842850962
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2011 Financial Statements

Company name: Warner Chilcott Italy S.r.l.
Domicile: Via XX Settembre 1 – 00187 Rome
Companies Register no.:10633241004
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2012 Financial Statements

MAURIZIO CIVARDI

Born in Genoa on July 30, 1959
Chartered Accountant
Associated in STUDIO ROSINA and Associates

Office in GENOA - Piazza Verdi 4/8
Tel. 010 - 542966 r.a.
Fax 010 - 593110

Office in MILAN - Via Podgora 16
Tel. 02 - 5469494
Fax 02 -54107805

e-mail: m.civardi@studiorosina.it

Qualified as Chartered Accountant and entered into the Order of Chartered Accountants and Accountants for the District Court of Genoa since March 13, 1985.

Entered in the Auditors' register (D.M. 12/4/1995 G.U. 31-bis - IV special series as of April 21, 1995)

Total offices: 47

Offices in listed companies: 1 (SAES Getters S.p.A.)

Offices:

Company name: B-INVEST S.p.A.
Office: Chairman of Board of Statutory Auditors
Duration: December 31, 2012

Company name: BOAT BOERO ATTIVA S.p.A.
Office: Chairman of Board of Statutory Auditors
Duration: December 31, 2009

Company name: BOMBARDIER TRANSPORTATION (HOLDINGS S.p.A.)
Office: Chairman of Board of Statutory Auditors
Duration: December 31, 2011

Company name: BOMBARDIER TRANSPORTATION ITALY S.p.A.
Office: Chairman of Board of Statutory Auditors
Duration: December 31, 2011

Company name: FEDERAZIONE ITALIANA DI CARDIOLOGIA
Office: Chairman of Auditors
Duration: December 31, 2010

Company name: FERROMETAL S.p.A.
Office: Chairman of Board of Statutory Auditors
Duration: December 31, 2010

Company name: FINSEA S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: GIANFRANCO GABRIEL & C. Soc. acc. p. azioni
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2010

Company name: IGINO MAZZOLA S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2009

Company name: IMM.RE DELLE FABBRICHE S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: KERFIN S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: MIGLIA 104 S.r.l. con Unico Socio
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: O.T.S. – Omnia Trasporti Speciali S.r.l.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2010

Company name: R.G.M. S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: RIMORCHIATORI RIUNITI PANFIDO & C. S.r.l.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2010

Company name: SERVIZI PORTUALI ISMAR S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: TRACOSIN S.p.A.
 Office: Chairman of Board of Statutory Auditors
 Duration: December 31, 2011

Company name: A.B.C. Costruzioni S.p.A.
 Office: Statutory Auditor
 Duration: December 31, 2012

Company name: AEROPORTO DI GENOVA S.p.A.
 Office: Statutory Auditor

Duration: December 31, 2011

Company name: ARRED S.p.A.
Office: Statutory Auditor
Duration: December 31, 2009

Company name: CAPITALIMPRESA S.p.A.
Office: Statutory Auditor
Duration: June 30, 2010

Company name: CONCORDIA S.r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: EUROPEAN CRUISE MANAGEMENT S.r.l.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: FIDICOM LIGURIA Soc. Coop. A r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: GARAVENTA S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: GENOVA INDUSTRIE NAVALI S.r.l.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: IL PROMONTORIO S.c.a.r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: INDEMAR S.p.A.
Office: Statutory Auditor
Duration: December 31, 2009

Company name: INTERMARE S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: ISTITUTO LIGURE MOBILIARE S.p.A.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: LIGURCAPITAL S.p.A.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: MARITIME LOGISTICS AGENCY S.r.l.

Office: Statutory Auditor
Duration: December 31, 2010

Company name: METALLART S.r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: MULTI TRANSPORT OPERATOR S.r.l.
Office: Statutory Auditor
Duration: December 31, 2009

Company name: NAVAL CHARTER MILANO S.r.l.
Office: Statutory Auditor
Duration: December 31, 2009

Company name: SAES GETTERS S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: SAN GIORGIO SEIGEN S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: SECH TERMINAL CONTENITORI S.p.A.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: SOLUX S.p.A.
Office: Statutory Auditor
Duration: December 31, 2010

Company name: SO.PA.FI. S.p.A. con Socio Unico
Office: Statutory Auditor
Duration: December 31, 2011

Company name: TERMINAL RUBIERA S.r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: TERMINAL SAN GIORGIO S.r.l.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: TONO S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Company name: ZEUS S.p.A.
Office: Statutory Auditor
Duration: December 31, 2011

Other offices:

Company name: TENDER TO S.r.l.
Office: Sole Director

Company name: AGES S.p.A. in Special Management
Office: Extraordinary Commissioner

Company name: TRUST PLASTRON S.r.l. in Special Management
Office: Extraordinary Commissioner

MARTINELLI ALESSANDRO

Born in Milan on July 5, 1960

Resident in Milan, Via della Moscova no. 46/9

Companies Register no. MRTLSN60L05F205K

Independent auditors' register pursuant to Ministerial Decree of April 12, 1995 published on Gazette no.31 bis of April 21, 1995 ; reference 2234

Total offices: 22

Offices in listed companies: 1

Offices:

Company name: Mondadori Educations S.p.A.
Domicile: Via Bianca di Savoia 12 – 20122 Milan
Companies Register no.: 03261490969
Office: Statutory Auditor
Duration: Approval of 2009 Financial Statements

Company name: Mondadori Retail S.r.l.
Domicile: Via Bianca di Savoia 12 – 20122 Milan
Companies Register no.: 00212560239
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2010 Financial Statements

Company name: Cemit Interactive Media S.p.A.
Domicile: Via toscana , 9 -10099 S. Mauro Torinese
Companies Register no.: 04742700018
Office: Statutory Auditor
Duration: Approval of 2010 Financial Statements

Company name: Mach 2 Libri S.p.A.
Domicile: Via Galileo Galilei 1 – 20068 Peschiera Borromeo
Companies Register no.: 03782990158
Office: Statutory Auditor
Duration: Approval of 2009 Financial Statements

Company name: Acitour Lombardia S.r.l.
Domicile: Corso Venezia, 43 – 20121 Milan
Companies Register no.: 04109900151
Office: Statutory Auditor
Duration: until next Shareholders' meeting

Company name: Automobile Club Milano Servizi Assicurativi S.p.A.
Domicile: Corso Venezia , 43 – 20121 Milan
Companies Register no.: 09620360157
Office: Statutory Auditor

Duration: Approval of 2009 Financial Statements

 Company name: Immobiliare Automobile Club di Milano S.p.A.
 Domicile: Corso Venezia , 43 – 20121 Milan
 Companies Register no.: 01046390157
 Office: Statutory Auditor
 Duration: Approval of 2011 Financial Statements

Company name: Quanta S.p.A.
 Domicile: Corso Porta Ticinese, 12 – 20123 Milan
 Companies Register no.: 10990660150
 Office: Statutory Auditor
 Duration: Approval of 2010 Financial Statements

Company name: Terra S.p.A
 Domicile: Via Fontana , 11 – 20122 Milan
 Companies Register no.: 04264890965
 Office: Statutory Auditor
 Duration: Approval of 2009 Financial Statements

Company name: Diamante S.p.A.
 Domicile: Via Fontana, 11 Milan
 Companies Register no.: 05039820968
 Office: Statutory Auditor
 Duration: Approval of 2010 Financial Statements

Company name: Realty Investments S.p.A.
 Domicile: Piazza Diaz ,1 -20123 Milan
 Companies Register no.: 13032580154
 Office: Statutory Auditor
 Duration: Approval of 2011 Financial Statements

Company name: Tenimenrto di Luvinate S.r.l.
 Domicile: Corso Porta Vittoria ,18 -20122 Milan
 Companies Register no.: 06785950152
 Office: Statutory Auditor
 Duration: Approval of 2009 Financial Statements

Company name: SAES Getters S.p.A.
 Domicile: Viale Italia , 77 – 20020 Lainate (MI)
 Companies Register no.: 00774910152
 Office: Statutory Auditor
 Duration: Approval of 2011 Financial Statements

Company name: SAES Advanced Technologies S.p.A.
 Domicile: Casella postale 93 -67051 Avezzano
 Companies Register no.: 01277610661
 Office: Statutory Auditor
 Duration: Approval of 2011 Financial Statements

Company name: Gruner + Jahr Mondadori S.p.A.
Domicile: Corso Monforte . 54- 20121 Milan
Companies Register no.: 09440000157
Office: Chairman of Board of Statutory Auditors
Duration: Approval of 2010 Financial Statements

Company name: IN-FI Industriale Finanziara S.p.A
Domicile: Via Stradivari 4 – 20131 Milan
Companies Register no.: 04243520154
Office: Statutory Auditor
Duration: Approval of 2010 Financial Statements

Company name: S. Angelo Romano S.r.l.
Domicile: Via Stradivari , 4 – 20131 Milan
Companies Register no.: 03287650158
Office: Statutory Auditor
Duration: Approval of 2010 Financial Statements

Company name: Immobiliare Firmitas S.r.l.
Domicile: Via Turati n. 7 – 20121 Milan
Companies Register no.: 03488010152
Office: Sole Director
Duration: until revoked

Company name: Acinnova S.r.l.
Domicile: Corso Venezia , 43 – 20121 Milan
Companies Register no.: 08126680159
Office: Statutory Auditor
Duration: until next Shareholders' meeting

Company name: MISHMASH S.r.l.
Domicile: Via A. Stradivari , 4 – 20131 Milan
Companies Register no.: 13008430152
Office: Statutory Auditor
Duration: three years

Company name: G.P.I. Gruppo Progettazioni Integrali S.r.l. in liquidazione
Domicile: Via Turati, 7 – 20121 Milan
Companies Register no.: 02085400154
Office: Liquidator
Duration: until revoked

Company name: Tartana di Alessandro Martinelli & C.
Domicile: Via Turati, 7 – 20121 Milan
Companies Register no.: 01751160159
Office: Liquidator
Duration: until revoked