Board of Statutory Auditors' report to the Shareholders' Meeting

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pursuant to article no. 153 of Legislative Decree 58/1998 and article no. 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, 2011, 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 the Italian 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 subsequently amended.
Moreover, the Board of Statutory Auditors, acting as Internal Control and Audit Committee, pursuant to article 19, of Italian Legislative Decree no. 39/2010, carried out, during the financial year, the verification activities entrusted to it by law.
Having acknowledged the foregoing, we report on our supervisory activity provided by the law during financial year ended December 31, 2011 and, in detail:

- we certify that we have verified compliance with the law and with the Company By-laws and observance of the principles of proper administration. During the year, the Board of Statutory Auditors held six meetings, without considering 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 2011, we took part in one Shareholders' Meeting and ten meetings of the Board of Directors, which were held in accordance with the Company By-laws 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 Company By-laws, 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, and by the Audit Committee, we can confirm that the internal control system adopted by the Company is fully adequate;
- we supervised, pursuant to article 19, paragraph 1, of Italian Legislative Decree no. 39/2010, the financial reporting process; the effectiveness of the internal auditing system and risk management; the statutory audit of the annual accounts and consolidated accounts; the independence of the legal auditing firm, in particular as regards the provision of non-auditing services to the Company;
- we also verified the adequacy of the instructions provided to subsidiaries in accordance with article 114, paragraph 2, of Legislative Decree 58/1998;
- we read and obtained information on organizational and procedural activities carried out pursuant to Italian Legislative Decree 231/2001 and subsequent additions, on the administrative responsibility of the entities for the crimes established by this regulation. The report of the Supervisory Body on the activities carried out during 2011 and the meetings of this Committee with the Board of Statutory Auditors did not point out any significant critical state such as to be reported herein.

With reference to the provisions set forth in article 36 of the Market Regulation, issued by Consob, concerning significant controlled companies, setup and governed by the law of non-EU Countries, the companies to which such provisions refer were identified and the related administrative and accounting system appears fit for submitting on a regular basis to the Company and to the auditing firm economic and financial data required for preparing the financial statements.

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

Performance of the period

As appropriately illustrated by the Directors in the 2011 Financial statements, the results for the year seem satisfactory both in terms of results and future growth prospects of the Group. In particular, albeit in a context characterized by the protraction of the international global economic crisis, an increase in turnover equal to 5.7% compared to the previous financial year was reported. This increase derives from the substantial stability of all major business areas and at the same time, from the volume growth of the semiconductor business, whose positive trend, already begun in the previous financial year, was further boosted by new investments in semiconductor factories and by the growth of LED and OLED businesses. The policy of cost containment, already started for some years now, has also made it possible to improve the operating result compared to last year, despite a slight decline in gross profit. For what concerns growth prospects, it should be noted that during the financial year the new products developed by research over the last years were introduced onto the market and other products will be marketed as from 2012, with important forecasts in terms of increase in net sales. In the sector of shape memory alloys, the new important entrepreneurial initiative aims to the development and production, in joint venture with the German partner, Alfmeier Prazision AG, of SMA technology-based actuators. This initiative has involved the Company both as a shareholder of the joint venture company and as a supplier of strategic materials.

Most significant transactions undertaken during the year

As mentioned above, in connection with investments in the SMA field for industrial applications, which represent a major development opportunity for the Group's future, in the second half of 2011, and in particular, on July 5, 2011, the German company, Actuator Solutions GmbH, was set up, whose share capital is held by 50% by the 100% subsidiary of SAES Getters S.p.A. SAES Nitinol S.r.l., set up on May 12, 2011 and by 50% by the company of the group, Alfmeier SMA Holding GmbH. The joint venture, whose mission is to become a world leader in the field of actuators based on shape memory alloys, is the holder of a license for the use of the technology developed by Cambridge Mechatronics Limited for the implementation and marketing of autofocus systems and image stabilizer, based on SMA components, to be applied in cameras, mobile phones and smartphones.
Within the rationalization plan of non-strategic equity investments, it should be noted that on April 11, 2011, after having obtained the necessary administrative authorizations by the competent Chinese authorities, the SAES Getters International Luxembourg S.A. subsidiary executed the transfer to the Chinese minority-interest shareholders of its equity investment, equal to 51%, in the Chinese joint venture Nanjing SAES Huadong Vacuum Material Co., Ltd. The agreement contemplates, in addition to the transfer of the equity investment at a symbolic price of 2 Chinese renminbi, the payment, by SAES Getters International Luxembourg S.A., of an amount totaling 30 million of Chinese renminbi (3.4 million of euro), to be distributed to the minority shareholders in proportion to their equity investments, as a settlement of the contractual obligation already recorded in the 2009 financial statements. Always as part of the Group's restructuring plan, during the 2011 financial year, the closing of the factory was dedicated to the LCD production of the subsidiary SAES Getters Korea Corporation, which continues to work in the local market as distributor of products manufactured by other Group companies. The buildings and part of the manufacturing plants were sold to local third parties. The net economic effects resulting from this operation are essentially very minor (net capital gains of 97 thousand of euro).
As for the subsequent events after the end of the year, on February 21, 2012, the Parent Company took out with an important bank a new stand-by loan for a total of 15 million of euro with maturity date in August 2013, to be used to meet temporary financial requirements of working capital that may arise

during the completion of new acquisitions. On February 23, 2012, in order to give the subsidiary E.T.C. S.r.l. greater financial resources, the Company decided a capital contribution of 1,985 thousand of euro (equal to the loss of E.T.C. S.r.l. in 2011). This increase was carried out by waiving a financial credit of 1,666 thousand of euro, by waiving a trade receivable of 297 thousand of euro and the remaining part, of 22 thousand of euro, by paying in cash. Always on February 23, 2012, to restore the share capital as a result of the losses recorded during the 2011 financial period, the Company approved a capital contribution in favour of the subsidiary SAES Nitinol S.r.l. of 13 thousand of euro.
For what concerns the other companies of the Group, it should be pointed out that, following the failure of a financial covenant on the loan by the subsidiary Memry Corporation, in the first months of 2012 the value of this covenant was renegotiated with the lending bank; at the same time, the charge of a trading fee was defined (0.25% of the outstanding amount of the loan, already included among the financial charges for the year 2011) for the waiver of the withdrawal of the debt from the bank lender. The contractual formalization of these changes and the redefinition of the covenants to be applied in future years are currently underway and expected to be completed in a reasonably short time. It should be noted, moreover, that the Group has cash and cash equivalents and available lines of credit to cope with a possible request for redemption.
On January 1, 2012, the merger of SAES Getters America, Inc. in SAES Getters USA, Inc. (the former, already 100% controlled by the latter) was finalized. This transaction will enable the achievement of economies of scale and the pursuit of operational efficiency between the two companies, which, however, were already using the same production structure.
Finally, on February 15, 2012, the share capital of the joint venture Actuator Solutions GmbH, equal to 1,012 thousand of euro, was increased to 2,000 thousand of euro, through the payment of 494 thousand of euro by each of the two shareholders, SAES Nitinol S.r.l. (SAES Getters) and SMA Holding GmbH (Alfmeier).
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 Company By-laws, 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, predominantly of a commercial nature. In particular, these include the purchase and sale of raw materials, semi-finished products, finished products, tangible assets and various types of services. Interest-bearing cash-pooling agreements are in force with several Group companies. Agreements for the provision of commercial, technical, information technology, administrative, legal, and financial services are also in force with some subsidiaries. All agreements entered into were at arm's length conditions.
With reference to the transactions with related parties other than subsidiaries, the Directors indicated in their Report:

- the relations with S.G.G. Holding S.p.A., parent company, which holds 7,958,920 ordinary shares, representing 54.25% of ordinary capital with voting rights. 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 finally on June 14, 2011 for a further three years. By virtue of said Agreement, as at December 31, 2011, SAES Getters S.p.A. claimed a total of 2,485 thousand of euro in receivables from S.G.G. Holding S.p.A.;
- relations with Actuator Solutions GmbH, joint venture jointly controlled with equal shares by the two Groups, SAES Getters and Alfmeier Präzision, aiming to the development, production and marketing of SMA technology-based actuators.

The Directors also identified the following additional related parties, among Managers with strategic responsibilities:

- the members of the Board of Directors, including non-executive directors and close family members;
- the members of the Board of Statutory Auditors and close family members;
- the Corporate Human Resources Manager, the Corporate Operations Manager, the Group Legal General Counsel, the Corporate Research Manager and the Group Administration, Finance and Control Manager.

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 revised. 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, 2011 is complete and adequate with respect to transactions undertaken with all Group entities and related parties.

In this regard, the Board of Statutory Auditors acknowledges that, as appropriately indicated in the report on corporate governance, the Company adopted the procedures for related-party transactions, in compliance with article 2391- bis Italian Civil Code, as carried out by Consob Regulation no. 17221 of March 12, 2010, and to the Consob Regulation of September 24, 2010.

Audit firm

Reconta Ernst & Young S.p.A., engaged to audit the Financial statements, issued audit reports on March 20, 2012, in which they expressed a judgment containing no remarks on either the Consolidated or Parent Company accounts for 2011.

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 statutory audit pursuant to article 150, paragraph 3, of Italian Legislative Decree 58/1998. No data or information that should be detailed in this Report came to light at such meetings.

The Board of Statutory Auditors acknowledges formally that it has received, pursuant to article 19, paragraph 3, of Italian Legislative Decree no. 39/2010, the report of the legal auditing firm explaining the basic issues emerged during the legal audit and any significant failure recorded in the internal audit system in relation to the process of financial statements, on which no specific failure was recognized.

The Board also acknowledges formally that it has received from the auditing firm, pursuant to article 17, paragraph 9 letter a), of Italian Legislative Decree no. 39/2010, the confirmation of its independence, that also entities belonging to its own network have indicated the services other than the statutory audit provided to the Company and that it has finally discussed, pursuant to the mentioned article 17, paragraph 9, letter b), with the legal auditing firm the risks related to its independence as well as the measures taken to limit such risks.

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 2011, the Board of Statutory Auditors was not called upon to issue any opinion in accordance with the law.

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

The Board of Statutory Auditors did not receive complaints *ex* article 2408 of the Italian Civil Code and statements of any kind.

Proper administration - Organisational structure

The Company is competently administered in accordance with the law and the Company By-laws. 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 Company By-laws 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 Italian 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 Officer Responsible for the preparation of the corporate financial reports 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 13, 2012 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 2011 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.
Moreover, the Company, on February 23, 2012, decided to comply with the new recommendations contained in the 2011 Code of Corporate Governance and to gradually implement the recommendations contained therein during 2012, in compliance with the set deadlines.

Report on remuneration draw up in accordance with article 123 - *ter* of the Consolidated Finance Act and article 84 – *quarter* of the Consob Issuers Regulation

The Board of Statutory Auditors states that it has previously examined and expressed its favorable opinion, together with the Compensation Committee, also in accordance with the provisions set forth in article 2389, paragraph 2 Italian Civil Code, regarding the policies and general guidelines on remuneration of administrative bodies and managers with strategic responsibilities of the Company and in particular on the Report on remuneration, drawn up pursuant to article 123 - *ter* of the Consolidated Finance Act and 89-*quarter* of the Consob Issuers Regulation as well as with reference to the annual and three-year instruments of monetary incentive targeted to the strategic resources of the Company and of the SAES Group.
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 23, 2012.
Finally, each member of the Board of Statutory Auditors fulfilled the requirements to notify Consob, ex article 144 *quaterdecies,* of the Issuer Regulations, with regard to the regulation that governs the plurality of offices.

CONSOLIDATED AND SAES GETTERS S.P.A FINANCIAL STATEMENTS for the year ended on December 31, 2011

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- *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, "Assets held for sale" and "Liabilities held for sale" as required by IFRS 5.
In the Income statement, operating costs are disclosed on the basis of their allocation.
The Cash flows statement 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)

Income Statement

	Separate Financial Statements	**Consolidated Financial Statements**
Net revenues	3,852	148,644
Operating income (loss)	(17,640)	12,809
Other income and expenses	9,852	(1,808)
Income (loss) before taxes	(7,788)	11,001
Net income (loss)	1,972	15,584
	=======	=======

Statement of financial position

Non-current assets	96,820	119,359
Current assets	15,977	78,141
Total assets	112,797	197,500
Non-current liabilities	5,074	22,404
Current liabilities	30,324	52,065
Shareholders' equity	77,399	123,031
Total liabilities	112,797	197,500
	=======	=======

As of December 31, 2011, the Parent Company's cash flow statement showed net cash and cash equivalents of 2,387 thousand of euro. As of the same date, the Consolidated cash flow statement showed net cash and cash equivalents of 20,291 thousand of euro.

Intangible assets have been reported under assets 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. Goodwill is not amortized, but rather tested for impairment at least annually.

Long-term equity investments came to 72,871 thousand of euro at year-end. They 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 venture Actuator Solutions GmbH, to which the equity method has been applied.

The dividends collected by the Parent Company in 2011 totaled 12,302 thousand of euro, compared to 15,420 thousand of euro in 2010.

Financial debts came to 23,507 thousand of euro on the Parent Company's financial statements as of December 31, 2011, marking an increase of 5,615 thousand of euro compared to December 31, 2010.

Share Capital

As of December 31, 2011, capital stock, fully subscribed and paid-up, amounted to 12,220 thousand of euro and consisted, as for the previous 2010 financial year, of 14,671,350 ordinary shares and 7,378,619 savings shares, for a total of 22,049,969.

The shareholders' equity of the Parent Company totaled 77,399 thousand of euro and included, inter alia, the reserve of positive currency revaluation balances ensuing from the application of Laws 72/1983 and no. 342/2000 (1,727 thousand of euro), the retained earnings reserve (13,367 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 7,758 thousand of euro in the Parent Company's financial statements and 13,881 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 9,760 thousand of euro for the Parent Company, consisting of 3,524 thousand of euro in current taxes and a negative 6,236 thousand of euro in deferred taxes. The positive balance of current taxes was primarily due to the national tax consolidation program in which the Company participates with its Controlling Company S.G.G. Holding S.p.A. and, in particular, the remuneration of tax loss for the period transferred to the Consolidated financial statements. The reversal of the provision created in the previous financial year of 1,643 thousand of euro was also recorded in this item in connection with the IRES tax deriving from the taxation of the Company of the income of the SAES Getters Export, Corp. subsidiary, following the acceptance, on January 31, 2012, of the request for a ruling for the non-application of the so-called regulation CFC, set forth in article 167, paragraphs 8 - *bis* and 8 - *ter*, of Italian Presidential Decree no. 917/1986, submitted in March 2011.
Current and deferred income taxes came to 4,291 thousand of euro on the Consolidated financial statements. For information concerning the recognition of deferred tax assets and liabilities, the reader is referred to the remarks made by the Directors in the explanatory notes and the statements of temporary differences and associated tax effects, noting, also, the positive effect resulting in the recognition of deferred tax assets on tax losses as a result of regulatory changes that allow their carry-forward without time limits indefinitely.
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 takes note of the proposal of the Board of Directors to fully distribute the net income for the period of 1,971,693.36 of euro, subject to rounding, in favor of savings shares in full recognition of the preferred dividend with reference to the 2011 financial period and partial recovery of the preferred dividend with reference to the 2009 financial period and, distribute part of the available "Retained earnings" reserve of 8,819,987.60 of euro, assigning a dividend of 0.400000 of euro per share, in equal measure to the ordinary and savings shares pursuant to article 26 of the Company By-laws.
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, 2011, as prepared by the Directors. With the approval of these Financial statements, the Board of Directors and the Board of Statutory Auditors fall from their office; we therefore thank you for the trust you have placed in us and invite you to approve the Financial statements as presented.

March 27, 2012

Vincenzo Donnamaria

Alessandro Martinelli

Maurizio Civardi