

The present is the English translation of the Italian official report approved by the Board of Directors on March 13, 2012. For any difference between the two texts, the Italian text shall prevail.

Report of the Board of Directors drafted pursuant to Art. 125-ter, first paragraph, of the TUF, on the agenda of the Ordinary Meeting of the Shareholders of SAES Getters S.p.A., to be held at the company's offices in Viale Italia, 77, Lainate, on first call on April 24, 2012 at 10.30 am, and, if necessary, on second call on April 26, 2012, at the same time and place

ORDINARY PART

3rd Item of the Agenda

Appointment of the Statutory Auditors, Chairman of the Statutory Auditors, and determination of their remuneration

Shareholders,

with the approval of the Financial Statements for the year closed on December 31, 2011, the term of office of the Statutory Auditors, conferred on April 21, 2009, has expired.

You are therefore called to appoint three Regular Auditors and two Alternate Auditors for the triennium 2012-2014, who shall hold their office until the Shareholders assemble to approve the Financial Statements for the year closing on December 31, 2014, and to determine their remuneration.

Please keep in mind that the members of the Statutory Auditors shall meet the requirements provided by Article 22 of the Bylaws, and the requirements of respectability and professionalism provided by Art. 148, paragraph 4 of Legislative Decree No. 58 of February 24, 1998 (hereafter "TUF"), relating to the members of the Statutory Auditors, and particularly as provided by Ministerial Decree No. 162 of March 30, 2000 ("Regulations containing rules on the selection of requirements of respectability and professional standards for the members of the Audit Committee of Listed Companies, issued based on Art. 148 of Legislative Decree No. 58 of February 24, 1998")

As regards the requirements of professionalism, please note that, pursuant to Art. 22 of the Bylaws, by "activities relevant to the activity carried out by the Company" are meant any activity that may be pertinent with the company's objective, as defined in Art. 7 of the Bylaws, and any activity connected with metal working and mechanical engineering, and the production and marketing of the equipment, products, and materials listed in Art. 7 of the Bylaws, in addition to any activity of industrial and scientific research. Any

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activity relating to commercial and fiscal law, business economics and finance are also considered to be relevant to the activities carried out by the Company.

Any candidate with any incompatibility, as defined by the Law, with the office of Auditor, shall be deemed ineligible for such office, including for any incompatibility as defined in any applicable rule or regulation, or due to having exceeded the maximum number of positions held in company administration or control, as established by the Consob.

The Statutory Auditors must be appointed in the manner and in keeping with the conditions and terms provided by Art. 22 of the Bylaws. The full text of the Bylaws is available at the Company's headquarters and on the Company's website at www.saesgetters.com, "Investor Relations/Corporate Governance/Company By-laws".

The minority – not being a party to any affiliation, including indirect, contemplated in Art. 148, paragraph 2 of the TUF, and Art. 144-quinquies of the Issuers Regulations – shall elect one Regular Auditor, who shall also hold the office as Chairman of the Statutory Auditors, and one Alternate Auditor.

The election of minority Auditors shall take place at the same place and time of the election of the other members of the controlling body, with the exception of any substitution as provided in Art. 22 of the Bylaws.

Shareholders may submit a list for the appointment of the Statutory Auditors if, on the day the list is submitted, either independently or collectively with other Shareholders submitting the same lists, they are holders of at least 2.5% of the voting shares, as established by the Consob with Resolution No. 18083 of January 25, 2012.

A Shareholder may neither submit nor vote for more than one list, including through a proxy or Trust.

Shareholders belonging to the same group, and Shareholders who enter into a voting pact in relation to shares of the Company (the existence of which pact is not, as of today, in the knowledge of the Company) may not submit nor vote for more one list, including through a proxy or Trust. Any candidate included in only one list shall be deemed ineligible.

The lists, undersigned by the submitting Shareholders, must be conveyed to the Company's headquarters at least twenty-five days prior to the day of the Meeting called to resolve on Auditors' appointment (that is, Friday March 30, 2012).

The lists, properly submitted, shall be available to the public at the Company's Registered Offices in Lainate Viale Italia 77, at Borsa Italiana S.p.A. and online on the corporate website www.saesgetters.com by April 3,

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2012. Please note that, pursuant to Art. 144-*sexies*, paragraph 5 of the Issuers Regulations, if, within the term of 25 days prior to the day set for the Meeting on first call, there should be only one list submitted for the appointment of the Statutory Auditors, or should there only be lists submitted by Shareholders mutually connected, pursuant to the applicable Laws, additional lists may be submitted up to the third day following the initial list submission expiration term. In such case, the minimum threshold of 2.5% shares owned by the Shareholders submitting the list shall be reduced to a half.

The lists must contain the name or names of one or several candidates to the office of Regular Auditor, and one or more candidates to the office of Alternate Auditor. Each candidate name shall be identified, in each section (Regular Auditor section, Alternate Auditor section), by a progressive number, and shall in no case list more candidate auditors than number of members to be elected.

The lists shall also contain, including as attachments:

- a) the name of the shareholders that have submitted the lists and the percentage of shares collectively owned; such ownership shall have to be proven by a certificate issued by an intermediary, which may be presented even after having submitted the list, but no later than the term provided for the publication of the lists;
- b) a declaration by the Shareholder not detaining, including collectively, a controlling or relative majority share of the Company, attesting the absence of affiliations, as detailed in Art. 144-quinquies of the Issuers Regulations, with the controlling or relative-majority Shareholders;
- c) comprehensive information on the personal and professional characteristics of the candidates, including a list of all the administration and control positions held by the candidates in other companies;
- d) a declaration by the candidates attesting the absence of any ineligibility or incompatibility grounds that may prevent them from holding office, and their possession of the requirements provided by Law and by any interim regulation applicable, and their acceptance of the candidacy;
- e) any additional or different declaration, information, and/or document required by the Law or any applicable regulation.

Particular care must be given to point c), which provides for a list of all the administration or control positions held by the candidates in other companies, keeping said information updated to the date of the

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Meeting, in order to facilitate communication, as per Art. 2400 of the Civil Code, upon being appointed to their office by the Shareholders, and before their acceptance of said office.

While Shareholders are required to submit the declaration defined in letter b) above, to guarantee the transparency in the dealings between Shareholders submitting the “minority list” and controlling and relative majority Shareholders, we highly recommend Shareholders submitting a “minority list” for the Statutory Auditors election, to also supply the following information:

- description of the relationship existing, if significant, with any Shareholders owning, including collectively, a controlling or relative majority share, where the latter may be identified based on the communication of the relevant shares as per Art. 120 of the TUF or based on the publication of voting pacts pursuant to Art. 122 of the TUF (which pacts are, as of today, not in the knowledge of the Company). Alternatively, Shareholders should indicate the absence of any such relationships;
- the motivations for which such relationships have been deemed to be determining in assessing the presence of the affiliations provided in Art. 148, paragraph 2, of the TUF, and in Art. 144-*quinquies* of the Issuers Regulations.

The election of the Auditors shall proceed as follows: (i) from the list that has obtained the most votes (“Majority List”) are selected, based on the progressive order with which they are numbered in the list, two Regular Auditors and one Alternate Auditor; (ii) from the list that has obtained the second highest number of votes, and is not connected, including indirectly, with any of the Shareholders who have submitted or voted for the Majority List, pursuant to the regulations applicable (“Minority List”), are selected, based on the progressive order with which they are numbered in the list, one Regular Auditor, who shall also be appointed as chairman of the Statutory Auditors (“Minority Auditor”), and one Alternate Auditor (“Minority Alternate Auditor”).

Should the top two lists receive an equal number of votes, the prevailing list shall be the one submitted by the Shareholders who own the largest share at the moment of submission of the list, or, subordinately, the one submitted by the most number of Shareholders.

In case only one list is submitted, the Shareholders shall express their vote on such list, and should said list obtain the relative majority of the voting Shareholders, not taking into account any abstentions, all the candidates in the list shall be elected Auditors. The first candidate listed shall thus be appointed Chairman of the Statutory Auditors.

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Should there be no list being submitted, the Statutory Auditors and the Chairman shall be appointed by the Shareholders applying legal majority standards.

With regard to the remuneration for the Statutory Auditors, we remind you that the Shareholders, in the Meeting held on April 21, 2009, had resolved to apply the minimum yearly wages as provided by the Chartered Accountants Professional Fee regulations (not in effect anymore).

We invite you, on this matter, to resolve in keeping with Art. 22 of the Bylaws.

We inform the Shareholders that each item of the Agenda of the following proposals of resolution, as well as any additional proposal that may be submitted to the approval of the Shareholders, shall be resolved through separate voting, so as to enable each Shareholder with the right to vote, and the persons who shall act in their proxy, to vote each item of the Agenda or proposal separately, based, where needed, on voting indications on each order of business, if acting in proxy.

“Now therefore, the Board of Directors having acknowledged the provision of law and Company’s ByLaws on composition, duration, mode of appointment and remuneration of the Statutory Auditors, invites the Shareholders of SAES Getters S.p.A., :

- to appoint the Statutory Auditors by vote of the lists of candidates for the position of Regular Auditor and Alternate Auditor of the Company presented and published in the manner and under the terms of Article 22 of the Bylaws and in compliance with current legislation
- to determine the annual remuneration of the Statutory Auditors appointed
- to appoint the Chairman, Deputy Chairman, and Chief Executive Officer, each in their separate function, to do anything which may be needed to fully execute said resolutions, through and by any power which may be deemed necessary or opportune to such end, none excluded, including through any third party, upon their discretion.”

Lainate, March 13, 2012

for the Board of Directors

Mr. Massimo della Porta

Chairman