

*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 BUSINESS**

### **4th Item of the Agenda**

**Report on remuneration pursuant to Art. 123-ter of Legislative Decree No. 58/1988 and Art. 84-quater of Consob resolution No. 11971 of May 14, 1999 on issuer regulations**

Shareholders,

you have been called by the Board of Directors, in ordinary session, to resolve also with regard to the first section of the compensation report, drafted pursuant to Art. 123-ter of Legislative Decree No. 58/1998 (TUF) and Art. 84-quater and related Annex 3A, Schedule 7-bis of Consob resolution No. 11971 of May 14, 1999, relating to issuer regulations.

We inform you that the above mentioned report was approved by the Board of Directors on March 13, 2012, upon proposal by the Compensation Committee, and having heard the opinion of the Audit Committee, who have met on March 8, 2012.

The compensation report was made available to the public at the Company's headquarters in Lainate, Viale Italia 77, at Borsa Italiana S.p.A. and online on the Company's website at [www.saesgetters.com](http://www.saesgetters.com), by April 3, 2012.

The report was drafted in compliance with the above mentioned Laws and regulations issued by the Consob, as well as in keeping with the recommendations contained in the amended application principles and criteria of the Self-Regulatory Code of public companies, issued by the Corporate Governance Committee of Borsa Italiana S.p.A. in December 2011.

We remind you that, pursuant to Art. 123-ter of the TUF, the Shareholders are called to resolve, either granting or denying their approval, on the first section of the compensation report, with a non-binding vote.

Now, therefore, we submit to your approval the following proposal of resolution:

“The Shareholders of SAES Getters S.p.A., in ordinary session:

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- having acknowledged the information received;
- having acknowledged the results of the vote;

resolves

1. to approve the first section of the compensation report, drafted pursuant to Art. 123-ter of Legislative Decree No. 58/1998 and Art. 84-*quater* and related Annex 3A, Schedule 7-*bis* of Consob resolution No. 11971 of May 14, 1999, relating to issuers regulations;
2. 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

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Mr. Massimo della Porta  
Chairman