

The present is the English translation of the Italian official report approved by the Board of Directors on March 13, 2013. For any difference between the two texts, the Italian text shall prevail.

Directors' Report prepared pursuant to Article 125-ter, first subsection of the Consolidated Financial Act, on each point on the agenda of the ordinary and extraordinary Shareholders' meeting of SAES Getters S.p.A. convened, at the registered office of Lainate, Viale Italia 77, in single call on 23 April 2013 at 10:30 a.m.

ORDINARY SESSION

5th Item of the agenda

Amendment to Article 4, subsection 7 of the Rules and procedures for shareholders' meetings

Dear Shareholders,

You were convened by the Board of Directors in ordinary session to deliberate also on the proposal to amend Article 4, subsection 7 of the Rules and procedures for shareholders' meetings in order to implement the regulatory provisions contained in Italian Legislative Decree no. 91 of 18 June 2012, concerning amendments and supplements to Italian Legislative Decree no. 27 of 27 January 2010 (implementing the so-called Shareholders' Rights directive), which made, among other things, some amendments to the regulations concerning the meetings of the listed companies.

In particular, some provisions concerning the call of shareholders' meeting were amended: this led the Board of Directors of the Company to amend on 22 January 2013 Article 8 of the Bylaws, requiring that the call of shareholders' meeting occur in a single session.

As a result of the adaptation of the Bylaws to such new regulatory provisions, it becomes necessary to propose to the next shareholders' meeting the amendment to Article 4, subsection 7 of the Rules and procedures for shareholders' meetings.

This being stated, we submit the following draft resolution to your approval

“The Ordinary Shareholders' Meeting of SAES Getters S.p.A.:

- after taking note of the information received;

resolve

1. to approve the amendment to Article 4, subsection 7 of the Rules and procedures for shareholders' meetings of SAES Getters S.p.A., by making the change showed in detail in the text below, compared with that of the Bylaws currently in force.

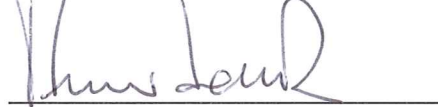
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<i>Article 4, subsection 7 - Current text</i>	<i>Article 4, subsection 7 - New proposed text</i>
<i>If the quorum for the establishment of the Meeting is not reached, the Chairman will give notice of it and postpone the discussion of the points on the agenda to the next meeting.</i>	<i>If the quorum for the establishment of the Meeting is not reached, the Chairman will give notice of it and postpone the discussion of the points on the agenda to the next meeting. provides the obligations required for a new call of the Shareholders' Meeting pursuant to the current regulations.</i>

2. to grant the Chairman and the Deputy Chairman and Managing Directors, severally, full powers to carry out the formalities required by the current regulations, as well as to do everything necessary for the complete implementation of the above resolution, with any and all powers necessary and appropriate for that purpose, excluding none and with the right to give proxies to third parties.”

Lainate, 13 March 2013

For the Board of Directors



Massimo della Porta

Chairman