

*The present is the English translation of the Italian official report approved by the Board of Directors on March 15, 2017. For any difference between the two texts, the Italian text shall prevail.*

**Directors' Report on item 5 of the agenda of the Ordinary Meeting of the Shareholders of SAES Getters S.p.A. convened on first call for 27 April 2017 at 10.30 at the registered office of the Company in Lainate, Viale Italia 77.**

**Amendment to Directors' Termination Indemnity**

Dear Shareholders,

The Board of Directors has summoned you to meet in ordinary session to discuss the proposal to amend Directors' Termination Indemnity, instituted by the meeting of shareholders of 27 April 2006.

The Chairman and the Managing Directors are entitled to such Termination Indemnity ("TFM" in Italian), as well as the other directors with operative/executive appointments, as indicated by the Board of Directors, after having examined the remuneration and social contribution status of each Director.

It is proposed to the meeting that the accrual of the fixed and variable remuneration paid to the entitled Directors, as resolved by the Board of Directors pursuant to Article 2389 of the Italian Civil Code, is increased from 18% to 20%. Taking into account the financial position of the Company, the activities carried out by the entitled Directors and the increasing responsibilities associated with this role into consideration, this adequate and reasonable accrual aims to better guarantee a sufficient end-of-career retirement fund - in line with Italian and international standards, which is conventionally fixed at 50% of the last salary received.

The Termination Indemnity will continue to be implemented through the stipulation and purchasing of a Directors' Termination Indemnity insurance policy in compliance with the requirements of law, funded by an annual premium of an amount equal to the accrual for severance indemnity, in order to reach company objectives.

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

*"The Ordinary Meeting of the Shareholders of SAES Getters S.p.A.:*

*- having acknowledged the information received;*

*resolves*

*1. With reference to the termination indemnity to which the Chairman and the Managing Directors, as well as other directors with operative/executive appointments as indicated by the Board of Directors, are entitled, to increase, starting from the current mandate, the accrual of fixed and variable remuneration paid to the entitled Directors, as resolved by the Board of Directors pursuant to Article 2389*

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*of the Italian Civil Code, from 18% to 20%, henceforth approving the action taken up to now by the Board of Directors in anticipation of this resolution;*

*2. to authorise the Chairman and the Vice-Chairman and Managing Director, jointly and severally, to take all the necessary action to fully implement the resolution stated above, granting them all the powers necessary and appropriate for this purpose, none excluded, as well as the powers to delegate tasks to third parties”.*

Lainate, 15 March 2017

for the Board of Directors

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Mr. Massimo della Porta  
Chairman