

*The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2018. For any difference between the two texts, the Italian text shall prevail.*

SAES GETTERS S.p.A.

Registered office in Lainate (Milan), Viale Italia, 77

Fully paid-up share capital Euro 12,220,000.00

Companies Registry of Milan, T.C. and VAT No. 00774910152

Website of the Company: [www.saesgetters.com](http://www.saesgetters.com)

### **Call of ordinary and extraordinary meeting of shareholders**

The Shareholders are convened to the ordinary and extraordinary meeting in single call at the offices of Lainate, Viale Italia 77, on 24 April 2018, at 10:30 a.m., to resolve upon the following

Agenda:

#### Ordinary part:

1. Report of the Board of Directors for the year ended 31 December 2017; financial statements as at 31 December 2017; related resolutions; presentation of the consolidated financial statements as at 31 December 2017; partial use of reserves in distributing dividends to Shareholders; related resolutions;
2. Appointment of the Board of Directors:
  - 2.1 Determination of the number of members of the board and their remuneration under art. 2389, paragraph 1, Italian Civil Code;
  - 2.2. Appointment of the members;
3. Appointment of the Board of Statutory Auditors:
  - 3.1. Appointment of the Board of Statutory Auditors for the 2018-2020 financial years and its Chairman;
  - 3.2. Determination of the remuneration of Regular Auditors;
4. Remuneration Report pursuant to art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998 and art. 84-quater of CONSOB resolution no. 11971 of 14/05/1999 concerning the regulations for issuers.
5. Proposal to authorise the Board of Directors pursuant to and for the purposes of articles 2357 *et seq.* of the Italian Civil Code and 132 of Italian Legislative Decree no. 58/1998 to purchase and

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dispose of a maximum of 2,000,000 treasury shares; consequent and related resolutions;

6. Supplement to the remuneration paid to Deloitte & Touche S.p.A. in relation to the appointment as audit firm for the 2017-2021 financial years; proposal of Deloitte & Touche S.p.A. to perform the limited examination of the non-financial consolidated statement; consequent and related resolutions;
7. Amendment to Directors' Severance Indemnity.

#### Extraordinary part

1. Proposal to grant the Board of Directors the power to increase the share capital, under art. 2443 of the Italian Civil Code, in one or more occasions, free of charge and/or for payment, up a maximum amount of Euro 15,600,000.00 for a period of five years; consequent and related resolutions, plus the amendment of the Company By-laws (article 4).

#### **Presentation of draft resolutions/additions to the agenda**

The Shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. no later than 25 March 2018), to add points to the agenda, specifying in the request the additional points proposed, or submit draft resolutions on points already on the agenda of the Meeting.

The request, together with the notification establishing the ownership of the aforesaid stake requested issued by the intermediaries who keep the accounts on which the shares are recorded, must be submitted and signed in the original, within the above term, at the registered office of the Company (Viale Italia, 77, Lainate (Milan) – for the attention of the Legal Department) or sent to the certified electronic mail address: [saes-ul@pec.it](mailto:saes-ul@pec.it), together with information that allows the proposing Shareholders to be identified (in this regard, please also provide a telephone number of reference). Within the above deadline and with the same procedures, a report must be sent by the proposing Shareholders, stating the reasons of the draft resolutions on the new points whose discussion is proposed as an addition to the agenda or the reason related to further draft resolutions submitted on points already on the agenda. Any addition to

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the list of points on the agenda of the Meeting or to the presentation of further draft resolutions on points already on the agenda of this Meeting is reported by the Company, in the same form prescribed for the publication of this notice of call, at least fifteen days prior to the date set for the Meeting in single call. Together with the publication of the notice of additions to the agenda or of the presentation of further draft resolutions on the points already on the agenda, the above draft resolutions/additions, as well as their reports prepared by the Shareholders, accompanied by any assessment of the Board of Directors, will be made available to the public as indicated in Article 125-ter, para 1, of Italian Legislative Decree no. 58/1998.

The addition to the agenda is not allowed for the points on which the Meeting of Shareholders deliberates, in accordance with the law, on a proposal by the directors or on the basis of a project or report prepared by them (different from that on the points on the agenda provided by article 125-ter of Italian Legislative Decree no. 58/1998).

#### **Appointment of Directors and Statutory Auditors**

Company positions are renewed using voting lists. The Shareholders that, with regard to the shares that are registered in the name of the shareholder on the date on which the lists have been submitted with the Company, either alone or together with other Shareholders, represent at least 4.5% of the shares with voting rights in the Meeting of Shareholders, as established by CONSOB with resolution no. 20273 of 24.01.2018, can submit lists.

Each shareholder may submit or contribute to the submission of only one list. Shareholders belonging to the same group and the Shareholders that are part of a shareholders' agreement, as defined in art. 122 of Italian Legislative Decree no.58/1998 cannot submit or vote for more than one list, even through a third party or through trust companies. Each candidate may enrol in only one list, or shall be disqualified.

The lists, on which the candidates must be listed with a progressive number and signed by all the Shareholders that support them, must be filed at the head offices of the Company (addressed to the Legal Department) within twenty-five days prior to the Meeting in single call (i.e. by 30 March 2018), or sent to the certified email address saes-ul@perc.it or via fax to the no. +39 02 93178250, together with the documentation provided for by the laws in force

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and the provisions referred to in art. 14 of the Company By-laws on the appointment of the Board of Directors and art. 22 of the Company By-laws on the appointment of the Board of Statutory Auditors, which are to be referred to. The text of the Company By-Laws can be found at the registered office and on the website [www.saesgetters.com](http://www.saesgetters.com) - "Investor Relations - Corporate Governance - Company By-laws". The lists, complete with the aforesaid information will be published on the Company website [www.saesgetters.com](http://www.saesgetters.com), made available at the registered office (Viale Italia, 77, Lainate, Milan), on the Info storage system at the address [www.linfo.it](http://www.linfo.it) at least 21 days prior to the date planned for the Meeting of Shareholders called to pass resolution on the appointments (and therefore by 3 April 2018).

The submitted lists that do not comply with the provisions of law, regulations and the Company By-laws shall be disregarded.

It is to be noted that under art.147-ter, paragraph 3 of Italian Legislative Decree no.58/1998, at least one of the members of the Board of Directors is elected from the minority list that has obtained the highest number of votes and that has no relevant connection, either indirectly, with the shareholders that have submitted or voted for the list that has come first due to the number of votes.

With regard to the appointment of the Board of Statutory Auditors, it is to be noted that the lists must be divided into two sections, one for the candidates for the office of Statutory Auditor and the other for the candidates for the office of Substitute Auditor. Any candidates who have met ineligibility or incompatibility causes or that do not meet the requirements established by the applicable laws, as referred to in art. 22 of the Company By-laws, or any candidates that exceed the limits on the maximum number of positions that can be held as established by the laws and regulations in force, cannot be entered on the lists.

Having taken into account that, under art. 2400, last paragraph, of the Italian Civil Code, at the time of appointment and prior to the acceptance of the office, the Meeting must be informed of the management and control positions held by the Auditors in other companies, the latter information is to be provided using the special declaration to be added to the information accompanying the lists, and must be updated up to the date of the actual Meeting held to ap-

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point them, during the course of which any further updates to the information provided must be announced.

Under art.148, paragraph 2, of Italian Legislative Decree no.58/1998, one statutory member of the Board of Statutory Auditors appointed by the minority on the basis of the provisions of art. 22 of the Company By-laws shall be elected by the minority shareholders that have no relevant connection, even indirectly, with the shareholders that have submitted or voted for the list that has come first due to the number of votes. To this end, under art. 144-*sexies* of the Regulations for Issuers approved with CONSOB no.11971 of 14.5.1999 and subsequent amendments ("Regulations for Issuers"), the shareholders other than the Majority Shareholder that intend to submit a list for the appointment of the Board of Statutory Auditors are obliged to file a statement declaring the absence of any relationships of affiliation with the aforesaid Shareholder, under art. 144-*quinquies* of the Regulations for Issuers.

It is to be noted that, under art. 144-*sexies*, paragraph 5, of the Regulations for Issuers, if only one list has been submitted for the appointment of the Board of Statutory Auditors within the time limit of 25 days prior to the date fixed for the Meeting in single call (and therefore by 30 March 2018), or only lists have been submitted by shareholders that are connected to one another under the laws in force, other lists can be submitted up to the third day following the expiry date of the aforesaid deadline (i.e. 2 April 2018 - however, since this date is a public holiday, the Company has decided to extend the deadline for the submission of the lists to Tuesday, 3 April 2018, in order to enable the Shareholders to exercise this right more easily). In this case, the minimum threshold of 4.5% for the submission of lists, as stated above, shall be reduced by half.

Finally, it is to be noted that, under the laws in force on gender balance, the members of the Board of Directors and the Board of Statutory Auditors must be divided up in such a way that the less-represented gender represents at least one third of the members of the Board of Directors and of the Board of Statutory Auditors, with a rounding up to the higher number in the case of a fractional number.

#### **Right to ask questions on the items on the agenda**

Those entitled to vote can ask questions on the points on the agenda at least three days in advance from the date of the Meeting in single call (i.e. no later

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than 21 April 2018), by sending a registered letter with return receipt to the registered office (Viale Italia, 77, Lainate (Milan) – for the attention of the Legal Department) or by certified electronic mail to the following address: saes-ul@pec.it.

The questions must allow the identification of the Shareholder and must be accompanied by certifications establishing the right to vote; if the Shareholder requested his/her intermediary for the notice to attend the Meeting of Shareholders, the request must indicate the references of the notice or at least the name of the intermediary.

The requests received before the Meeting of Shareholders are answered at the latest, during the Meeting of Shareholders, specifying that the answers printed on paper and made available to vote holders at the beginning of the Meeting are deemed to be provided during the Meeting.

#### **The right to speak and to vote in the Meeting of Shareholders**

Those holding voting rights at the end of the accounting day of the seventh day of open market before the date scheduled for the Meeting of Shareholders in single call, i.e. 13 April 2018 (the so-called “record date”), and for which the Company received the related notification by the intermediary, have the right to speak and to vote in the Meeting of Shareholders. Therefore, those who will be the holders of the shares subsequent to 13 April 2018 will not have the right to attend and vote at the Meeting of Shareholders.

The notification of the intermediary above must be received by the Company by the end of the third day of open market before the date scheduled for the Meeting of Shareholders in single call (19 April 2018). If the notification is received by the Company after the deadline above, the party will have the right to speak and to vote in the Meeting provided that the notification arrives by the beginning of the Meeting in single call. It is to be noted that the notification to the Company is carried out by the intermediary on request of the subject who has the right to vote.

#### **Attendance and proxy voting**

Each person who has the right to speak during the Meeting of Shareholders can be represented by written proxy in accordance with applicable law provisions, with the right to use for this purpose the proxy form available on the website:

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www.saesgetters.com or at the registered office of the Company. The proxy can be notified to the Company by sending to the certified electronic mail address [saes-ul@pec.it](mailto:saes-ul@pec.it). Any prior notification does not exempt the proxy holder, in the accreditation for the attendance to the Meeting of Shareholders, from the obligation to certify the conformity of the original notified copy and the identity of the appointing party.

#### **Appointed Representative**

The proxy can be granted, with voting instructions on the proposals concerning the points on the agenda, to Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19, 20145 Milan, appointed if necessary by the Company pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58/1998, by signing the specific proxy form available, in printer-friendly version, on the website [www.saesgetters.com](http://www.saesgetters.com) (in the section Investor Relations-area-investors - Meeting of Shareholders) or at the registered office of the Company or at the registered office above of Computershare S.p.A.. The original proxy with voting instructions must be received by Computershare S.p.A., via Lorenzo Mascheroni no. 19, 20145 Milan, by the end of the second day of open market before the date scheduled for the Meeting of Shareholders in single call (i.e. no later than 20 April 2018). A copy of the proxy, accompanied by a statement that certifies its conformity with the original, may be sent in advance to the Appointed Representative, within the above deadline, by fax to no. +39 02 46776850 or as an attachment to an electronic mail message to be sent to [ufficiomilano@pecserviziolitoli.it](mailto:ufficiomilano@pecserviziolitoli.it). The proxy is effective only if voting instructions are given. The proxy and voting instructions may be revoked within the same deadline above. The notification made to the Company by the intermediary, certifying the right to speak and to vote in the Meeting of Shareholders, is required

even if the proxy is granted to the Appointed Representative. Pursuant to the law, the shares for which the proxy was granted, partial or otherwise, are calculated for the regular forming of the Meeting and, if no voting instructions have been given, the shares are not counted in the calculation of the majority and of the capital share required for the approval of the resolutions. Information concerning the granting of the proxy to Computershare S.p.A. (which

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may be contacted for any further explanation at the no. +39 02 46776811) is made available within the specific proxy form above.

#### **Share capital and shares with voting rights**

The share capital amounts to Euro 12,220,000.00 divided into 14,671,350 ordinary shares, and 7,378,619 saving shares all without par value. Each ordinary share is assigned one vote, or two votes, as provided for in Article 11 of the Company By-laws in relation to the "increased vote", where all the conditions of law and of the same Article 11 are ascertained to the right holder.

#### **Meeting of Shareholders documents**

At the registered office of the Company (Viale Italia, 77 – Lainate, Milano) as well as at the website [www.saesgetters.com](http://www.saesgetters.com), and in the 1Info storage system at the address [www.1info.it](http://www.1info.it) the following will be made available to the public:

- I. from the present date:
  - i) the Board of Directors' report on the appointment of members to the Board of Directors and to the Board of Statutory Auditors;
- II. from 23 March 2018:
  - i) the Board of Directors' report on the supplement of the remuneration paid to Deloitte & Touche S.p.A. in relation to the appointment as audit firm for the 2017-2021 financial years; proposal of Deloitte & Touche S.p.A. to perform the limited examination of the non-financial consolidated statement;
  - ii) the Board of Directors' report in the amendment to Directors' severance indemnity;
- III. from 30 March 2018:
  - i) the annual financial report and other documents referred to in art.154-bis of Italian Legislative Decree no. 58/1998 and therefore, the draft financial statements and the consolidated financial statements as at 31 December 2017, accompanied by the reports of the Board of Directors, the Statutory Board of Auditors and the Auditing firm Deloitte & Touche S.p.A.;
  - ii) the annual report on corporate governance and ownership structures;
  - iii) the remuneration report;
  - iv) the report on non-financial information;



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- v) the Board of Director's report on the authorisation granted to the Board of Directors to purchase and dispose up to a maximum of 2,000,000 treasury shares;
- vi) the Board of Director's report on the power granted to the Board of Directors under art. 2443 of the Italian Civil Code to increase the share capital, in one or several tranches, free of charge and/or against payment, up to a maximum of Euro 15,600,000 for a period of five years; proposal to amend article 4 of the Company By-laws;

IV. from 9 April 2018 the following will be made available only at the registered office of the Company:

documentation related to the financial statements of subsidiary companies as per art. 77, subsection 2-*bis* of the CONSOB Regulations.

Lainate, 14 March 2018

The Chairman of the Board of Directors

Mr. Massimo della Porta