

*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.*

**Directors' Report drawn up pursuant to art. 125-ter of the Consolidated Finance Law on item 3 (ordinary part) of the agenda of the Ordinary and Extraordinary Meeting of the Shareholders of SAES Getters S.p.A. convened on single call for 24 April 2018 at 10.30 at the registered office of the Company in Lainate, Viale Italia 77.**

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**Appointment of the Board of Statutory Auditors for the 2018-2020 financial years and determination of its remuneration;**

Dear Shareholders,

with the approval of the financial statements for the year ending on 31 December 2017, the mandate of the Board of Statutory Auditors appointed by the Meeting of Shareholders of 28 April 2015 will expire, and we therefore invite you: (i) to appoint three Statutory Auditors (including the Chairperson of the Board) and two Substitute Auditors, for the 2018-2020 period, pursuant to article 22 of the Company By-Laws; and (ii) to determine their remuneration.

In this regard and pursuant to article 125-ter, first paragraph of Italian Legislative Decree no. 58/1998 (hereinafter also the "Consolidated Finance Law"), we provide you with information on these matters below.

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1. With reference to the above, it is to be noted, first of all, that, pursuant to aforesaid article 18 of the Company By-laws, the Board of Statutory Auditors shall consist of three Statutory Auditors and two Substitute Auditors, appointed using a slate system and with methods that guarantee compliance with gender balance regulations pursuant to article 148, paragraph 1-bis, of the Consolidated Finance Law. In particular, as this is the second mandate after one year from the entry into force of Italian Law no.121/2011 (which introduced the aforesaid paragraph 1-bis), at least one third of the members of the Board must belong the less-represented gender, with the rounding up, in the case of a fractional number, to the higher number.

It is also to be noted that, pursuant to article 22 of the Company By-laws, the members of the Board of Statutory Auditors must possess the integrity and experience requirements laid down in article 148, par-

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agraph 4, of the Consolidated Finance Law for members of the Board of Statutory Auditors and in particular the requirements referred to in Italian Ministerial Decree no.162 of 30 March 2000 ("*Regulations laying down rules on the fixing of the experience and integrity requirements of members of the Board of Statutory Auditors of Listed Companies to be issued on the basis of article 148 of Italian Legislative Decree no.58 of 24 February 1998*"). With regard specifically to experience requirements, it is to be noted that, pursuant to article 22 of the Company By-Laws, activities related to the Company shall be deemed all the activities relating back to the business objectives set forth in article 7 of the Company By-laws and the activities related to engineering sector, the production and marketing of equipment, products and materials mentioned in article 7 of the Company By-laws, and to scientific and industrial research. Competence in the areas of commercial law, tax law, business administration and finance are also considered to be closely related to the activity of the Company.

Furthermore, the persons that find themselves in the situations of incompatibility provided for by law and other applicable provisions and those that exceed the limits on the maximum number of management and control positions that can be held as established by CONSOB pursuant to article 148-*bis*, paragraph 1, of the Consolidated Finance Law cannot be appointed Auditors. Finally, each candidate may appear on only one list, under penalty of ineligibility.

Under article 22 of the Company By-laws, a Shareholder may not submit nor vote for more than one list (even through intermediaries or trust companies). Shareholders that are part of the same group and Shareholders who entered a shareholders agreement concerning the shares of the Company (the existence of which the Company is unaware to the present date) cannot submit nor vote for more than one list (even through intermediaries or trust companies). In light of the above, only those Shareholders who, with reference to the shares registered in their account on the day of deposit of the lists at the Company offices alone or together with other shareholders, own voting shares representing at least 4.5% of the voting capital as determined by CONSOB in resolution no.20273 of 24 January 2018 (adopted pursuant to article 148-*ter*, paragraph 2, of the Consolidated Finance Law), are entitled to present lists for the appointment of members of the Board of Statutory Auditors.

The lists, to be signed by all those that submitted them, must be lodged at the registered office of the Company at least twenty-five days prior to the Meeting convened to resolve upon the appointment of the Auditors (i.e. by Friday, 30 March 2018). The lists that have been submitted properly, therefore, will be made available to the public by 3 April 2018 at the registered office in Lainate, Viale Italia 77, on the Company website ([www.saesgetters.com](http://www.saesgetters.com)) and on the IInfo storage system (at the address [www.linfo.it](http://www.linfo.it)). Please note that, pursuant to article 144-*sexies*, paragraph 5, of the Regulations for Issuers adopted by CONSOB with resolution no.11971 of 14 May 1999, 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 on single call or only lists have been submitted by Shareholders that are connected to one another under article 145-*quinquies* of the Regulations for Issuers, other lists can be submitted up to the third day following the expiry date of the aforesaid deadline. In this case, the minimum threshold of 4.5% for the submission of lists, as stated above, shall be reduced by half.

As anticipated, the lists must contain the names of one or more candidates for the position of Statutory Auditor and of one or more candidates for the position of Substitute Auditor, in compliance with gender balance regulations pursuant to article 148, paragraph 1-*bis*, of the Consolidated Finance Law. To this end, the lists that contain a number of candidates equal or greater than three must guarantee the presence of both genders on the board, so that the less-represented gender - on the present date - represents at least one third of the total members, with the rounding up, in the case of a fractional number, to the higher number.

The names of the candidates must be marked in each section (i.e. in both the Statutory Auditors section and the Substitute Auditors section) by a progressive number and in numbers not exceeding the members of the Board of Statutory Auditors to be elected.

The lists also contain, as an annex:

- a) information on the identity of the Shareholders that have submitted the lists, with the information on the total percentage of the overall shareholding owned: this indication must be proven by a special certificate issued by the intermediary to be submitted also subsequent to the deposit of the list, but in any case within the time limits provided for the publication of the lists by the Company;
- b) a declaration of the Shareholders other than those that hold, jointly or severally, a controlling or majority shareholding, certifying the absence of the relationships provided for by article 144-*quinquies* of the Regulations for Issuers with the aforesaid parties;
- c) an exhaustive report on the personal and professional characteristics of the candidates accompanied by the list of the management and control positions held in other companies;
- d) a declaration of the candidates certifying that non-existence of causes for ineligibility and incompatibility, as well as the possession of the requirements provided for by *pro tempore* laws and regulations in force, and their acceptance of the candidature;
- e) any other further or different declaration, information and/or document provided for by law and applicable regulations.

Emphasis is to be placed on the importance of accompanying the information referred to in letter c) of the above list for each candidate with the list of the management and control positions held in other companies, which must be updated up to the date of the Meeting of Shareholders, in order to facilitate

the notification referred to in article 2400, paragraph 4, of the Italian Civil Code at the time of the appointment on the part of the Meeting of Shareholders and prior to the acceptance of the office, without prejudice in any event to the provisions of article 148-*bis*, paragraph 2, of the Consolidated Finance Law.

Without prejudice to the obligation to file the statement referred to in letter b) of the list stated above, in order to guarantee greater transparency in the relationships between the persons that submit the "minority lists" and the controlling or majority Shareholders, it is recommended that the Shareholders that submit a "minority list" for the election of the Board of Statutory Auditors provide the following information in the aforesaid statement:

- the description of any significant relationships with the Shareholders that, jointly or severally, possess a controlling or majority shareholding, if this can be identified on the basis of notifications of relevant shareholdings as per article 120 of the Consolidated Finance Law or the publication of shareholders' agreements under article 122 of the Consolidated Finance Law (agreements which the Company is unaware of to the present date). Alternatively, the absence of significant relationships must be indicated;
- the reasons why these relationships have not been considered decisive for the existence of the relationships referred to in article 148, paragraph 2, of the Consolidated Finance Law and article 144-*quinquies* of the Regulations for Issuers.

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

The minority - that are not party of a relevant connection, even indirectly, as per article 148, paragraph 2, of the Consolidated Finance Law and article 144-*quinquies* of the Regulation for Issuers - are entitled to elect one Statutory Auditor, who is the Chairperson of the Board, and one Substitute Auditor. The election of the Auditors by the minority Shareholders takes place at the same time as the election of the other members of the control body, with the exception of cases of replacement, as regulated in article 22 of the Company By-laws.

Therefore, members of the Board of Statutory Auditors are elected as follows: (i) 2 statutory Auditors and 1 substitute Auditor are selected from the list that has obtained the highest number of votes ("Majority List"), in the order of priority they appear on the list; (ii) 1 statutory Auditor, who will be the Chairman of the Board of Statutory Auditors ("Minority Auditor"), and 1 substitute Auditor ("Minority Substitute Auditor") are selected from the second list that has obtained the highest number of votes and that is not connected directly or indirectly with the Shareholders that have submitted or voted for the

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Majority List pursuant to the applicable provisions (“Minority List”), in the order of priority they appear on the list - all, in any event, in compliance with the rules on gender balance in the corporate bodies of listed companies referred to in Italian Law no.120/2011. If the composition of the board or the category of substitute auditors does not enable the gender balance to be respected and taking into account the order in which candidates are listed, the last candidates elected in the Majority List of the most represented gender shall forfeit their office in a number necessary to ensure the fulfilment of the gender balance requirement, and they shall be replaced by the first non-elected candidates of the less-represented gender contained on the same list. If there is not a sufficient number of candidates of the less-represented gender on the relevant section of the Majority List to make the aforesaid replacement, the Meeting of Shareholders shall appoint the missing statutory auditors or substitutes with the majority required by law, ensuring that the requirement is met.

If one or more lists receive the same number of votes, the one presented by Shareholders owning the highest shareholding when the list is submitted shall prevail or, subordinately, the one submitted by the highest number of Shareholders. If only one list is presented, the Meeting of Shareholders will vote on this list and if it obtains the majority of voters, without taking abstentions into account, all the candidates listed for these positions will be elected Statutory and Substitute Auditors, in compliance with the rules on gender balance in the corporate bodies of listed companies referred to in Italian Law no.120/2011. In this case, the Chairperson of the Board of Statutory Auditors will be the first candidate voted as Statutory Auditor. If no lists are submitted, the Board of Statutory Auditors and its Chairperson are appointed by the Meeting of Shareholders with the majority required by law, once again in compliance with the rules on gender balance in the corporate bodies of listed companies referred to in Italian Law no.120/2011.

Finally, reference is to be made to article 22 of the Company By-laws for all further information. 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), in the section “*Investor Relations-Corporate Governance-Company By-laws*”.

Taking the above into account, we hereby invite you to submit candidate lists, using the methods and within the time limits set forth in article 22 of the Company By-laws and indicated above. These lists will then be used as a basis for voting.

Pursuant to article 2400, paragraph 1, of the Italian Civil Code and article 22 of the Company By-laws, the Board of Statutory Auditors, appointed in accordance with the above methods, shall remain in office until the Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2020.

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2. It is to be noted that, under article 2402 of the Italian Civil Code and article 22 of the Company By-laws, the annual remuneration of the Board of Statutory Auditors is to be determined by the Meeting of Shareholders at the time of the appointment of the Board for the whole term of office. In this regard, it is to be noted that the Meeting of Shareholders of 28 April 2015 determined the aforesaid annual remuneration at EUR 40,000.00 (forty thousand/00) for the Chairperson and EUR 29,000,00 (twenty-nine thousand/00) for each of the other Statutory Auditors.

In view of the above, we hereby invite you to determine the annual remuneration of the new Board of Statutory Auditors for the whole term in office pursuant to article 2402 of the Italian Civil Code and article 22 of the Company By-laws, on the basis of any proposals made by the Shareholders.

3. Finally, we wish to inform you that each point of the previous resolutions, as well as the other proposals that shall be submitted to the Meeting of Shareholders for approval, will be put to a separate vote in order to allow voting rights holders (and the parties appointed by them with voting instructions) to vote separately on each of the previous points (and possibly on the basis of specific voting instructions received).

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Lainate, 14 March 2018

for the Board of Directors

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Mr. Massimo della Porta

Chairman