

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 7 (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.

Amendment to severance indemnity for executive directors

Dear Shareholders,

The Board of Directors has summoned you to meet in ordinary session to discuss the proposal to amend the severance indemnity for executive directors ("TFM"), instituted by the meeting of shareholders of 27 April 2006 and subsequently amended and supplemented.

As specified in more detail in the remuneration Report drawn up by the Board of Directors pursuant to art.123-ter of the Consolidated Finance Law and filed on the occasion of this Meeting of Shareholders, beneficiaries of the TFM shall be the Chairman and the Managing Directors, as well as any other directors with operative/executive appointments, identified on each occasion by the Board of Directors, after having examined the remuneration and social contribution status of each Director.

TFM is aimed at guaranteeing beneficiaries a sufficient retirement fund at the end of their working careers, in line with Italian and international standards, which is conventionally fixed at 50% of the last salary received. The TFM is implemented through the stipulation and purchasing of a specific policy in compliance with the requirements of law, funded by an annual premium equal to a percentage of the accrual to be applied to the total annual (fixed and variable) remuneration paid by the Company to the entitled directors, as resolved by the Board of Directors pursuant to article 2389 of the Italian Civil Code.

In particular, the Meeting of Shareholders of 27 April 2017 resolved to raise the aforesaid percentage from the previous 18% to the current 20% and today we propose that you increase this again from 20% to 22%, starting from the current financial year and also taking into account the financial position of the Company, the activities carried out by the entitled Directors and the increasing responsibilities associated with their respective roles. Taking the year 2017 as a reference, the percentage increase can be estimated at between EUR 25,000-30,000 more for each entitled director.

The reason for this further increase is to enable the entitled directors to obtain a sufficient retirement fund at the end of their working careers, in line with Italian and international standards, which is conventionally fixed at 50% of the last global compensation received.

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Taking the above into consideration, we hereby submit the following resolution proposal for your approval:

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

- having examined the Directors' report;

resolves

1. with reference to the severance indemnity established by the Meeting of Shareholders of 27 April 2006 and to which the Chairman and the Managing Directors, as well as other directors with operative/executive appointments identified by the Board of Directors, are entitled, to increase the accrual percentage to be applied to the total annual (fixed and variable) remuneration paid to the entitled directors, as resolved by the Board of Directors pursuant to art.2389 of the Italian Civil Code, to 22%, starting from the current financial year (1 January to 31 December 2018);

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, also approving, insofar as necessary, all action taken so far by the Board of Directors in view of the adoption of this resolution”.

Lainate, 14 March 2018

for the Board of Directors

Mr. Massimo della Porta
Chairman