

SAES GETTERS S.p.A. – Ordinary Shareholders' Meeting October, 1, 2018
Proxy form and Voting instructions to Computershare S.p.A.

Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** of **SAES GETTERS S.p.A. (the Company)** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), shall collect proxies for the Ordinary Shareholders' Meeting convened on October 1, 2018 in single call, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website www.saesgetters.com. The proxy and voting instructions, to be conferred by **September 27, 2018**, may be revoked within the same date with the procedures used for the conferral. **Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.**

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as **Appointed Representative**, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, **Computershare does not intend to vote in a manner incompatible with the instructions received.**

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned *		Place of birth *	
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Telephone no. *		e-mail	
entitled to vote at the close of business of 09/20/2018		(record date) as (2):	
<input type="checkbox"/> legal representative or agent with authority to sub-delegate		<input type="checkbox"/> Pledgee	
<input type="checkbox"/> official receiver <input type="checkbox"/> manager <input type="checkbox"/> other (specify)		<input type="checkbox"/> registered shareholder	
		<input type="checkbox"/> Taker-in <input type="checkbox"/> Beneficial interest holder	
for no. * Ordinary shares Saes Getters S.p.A.			
(3) registered in the name of		Place of birth *	
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Registered in the securities account (4) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (5)		Made by (Bank)	

DELEGATES the above Appointed Representative to attend and vote at the above mentioned meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that he/she is aware that the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.

DATE _____ Form of identification (6) (type)* _____ Issued by * _____ no. * _____ SIGNATURE _____

It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website <https://www.saesgetters.com/investor-relations/area-investors/shareholding> and voting instruction form can be requested by phone at no. +390246776811.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS <i>Section A: F (for), C (against), A (abstain)</i> <i>Section B/C: Confirm, Cancel, Modify previous instructions</i>
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1. Approval of a long-term incentive plan for executive directors and members of the management with the assignment of a certain number of phantom shares under article 114-bis of Italian Legislative Decree no.58/1998.						
Section A – vote for resolution proposed by the Board of Directors (9)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A		
F	C	A				
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A		
F	C	A				
Sections B and C (11)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td colspan="3" style="text-align: center;">Mod voting instructions</td> </tr> </table>	Conf	Canc	Mod voting instructions		
Conf	Canc	Mod voting instructions				
B – vote for unknown circumstances	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Canc	F	C	A
Conf	Canc	F	C	A		
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Canc	F	C	A
Conf	Canc	F	C	A		
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Canc	F	C	A
Conf	Canc	F	C	A		
C3 – vote for amendment/integration proposed by holder of minority interest (12)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 16.6%; text-align: center;">Conf</td> <td style="width: 16.6%; text-align: center;">Canc</td> <td style="width: 16.6%; text-align: center;">F</td> <td style="width: 16.6%; text-align: center;">C</td> <td style="width: 16.6%; text-align: center;">A</td> </tr> </table>	Conf	Canc	F	C	A
Conf	Canc	F	C	A		

DATE

SIGNATURE

SAES GETTERS S.p.A. – Ordinary Shareholders' Meeting October, 1, 2018 Proxy form and Voting instructions to Computershare S.p.A.

Instructions for filling in and submitting the form

1. The **Proxy form** must be notified to the Company (together with the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him** within **September, 27, 2018**, using one of the following alternative methods:
 - in original to Computershare S.p.A., Via Lorenzo Mascheroni, 19 20145 Milano MI, eventually anticipating by fax no. 02 46776850
 - as an attachment in PDF format to an e-mail sent to ufficiomilano@pecserviziotitoli.it provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian “digital code law” or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.saesgetters.com.

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won’t be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.

Particularly, if a motion that take the place of the published one is put to a vote or if an alternative resolution to the previously that did not obtain the majority of for-votes required for its approval is proposed, the delegating party shall give voting instructions in Section C which replace or integrate those of Section A.
12. The various voting intentions expressed in relation to the proponents’ identity may be identical to each other but such instructions are binding on the Appointed Representative who shall vote only if the proponent’s identity is as indicated in the relevant voting instructions.

In the absence of a proposal presented by the board of directors, an integrative proposal presented to the meeting shall be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as solely vote instruction on the proposals presented to the meeting by the proponents specified in that section.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

- Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135595-bis.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
 3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
 4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
 5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1

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INFORMATION ON DATA PROCESSING

Processing of Personal Data Holder

Computershare SpA, with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "Computershare" or the "Data Controller"), as data controller, will process the Personal Data (as defined below) in compliance with the provisions of the law applicable in the matter of protection of personal data (articles 13 and 14 of Regulation (EU) No. 679/2016 - "GDPR" and subsequent national legislation for adaptation) and this information.

Person in charge of personal data protection (DPO)

The Owner has appointed a Personal Data Protection Manager who can contact the following e-mail address info@computershare.it.

Object and methods of treatment

The Owner, as the representative designated pursuant to art. 135-*undecies* of the Legislative Decree 24.2.1998, n. 58 ("TUF"), will process the identifying personal data of the delegators (eg name, surname, domicile, shareholding) by the said communiques ("Personal Data") in execution of the obligations concerning the representation in the assembly and the expression of the vote on behalf of the delegators in accordance with the instructions given by them to Computershare and in fulfillment of the obligations provided for by laws, regulations and Community legislation, or provisions issued by Authorities and Supervisory Bodies or administrative practices.

Computershare processes the Personal Data of the delegators in a lawful and correct manner and in such a way as to ensure their confidentiality and security. Treatment - which includes collection and any other transaction contemplated in the definition of "treatment" pursuant to art. 4 of the Code (including, but not limited to, the registration, organization, processing, communication, storage, destruction of data) - is performed using manual, computerized and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated below.

Purpose and legal basis of the processing

The purpose of the processing by the Data Controller is to allow the correct expression of votes at the meeting on behalf of the delegators, as appointed representative, in compliance with the provisions of the aforementioned art. 135-*undecies* of the TUF.

The legal basis of the processing is represented by the legal obligation, under the Data Controller, to guarantee the exercise by the delegators entitled to vote in the meeting for which the delegation is issued - also through delegated subjects or sub-delegates for the intervention and exercise of voting rights in the Shareholders' Meeting, as required by current legislation on the subject-the rights recognized by the applicable legislation in relation to the execution of the assignment.

The provision of Personal Data and the processing of the same is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage this relationship.

Recipients of Personal Data

In accordance with the principle of data minimization, the Personal Data will be made accessible, for the purposes mentioned above, to the employees and collaborators of the Data Controller who are in charge of processing before, during and after the Shareholders' Meeting;

Transfer of Personal Data

Personal Data will be processed within the European Union and stored on servers located within the European Union.

Retention period of personal data

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Rights of the interested parties

Pursuant to the applicable law, in relation to the Personal Data communicated, the following rights can be exercised

(i) access and request a copy;(ii) request the correction;(iii) request cancellation, before the meeting for which the proxy is issued;(iv) obtain the limitation of the treatment before the meeting for which the delegation is issued;(v) oppose the processing, before the meeting for which the proxy is issued;(vi) receive them in a structured format, in common use and legible by an automatic device for the purposes of exercising the right to portability and request the transmission without impediment to another data controller; where technically possible.

For the exercise of the aforementioned rights, write to the following e-mail address info@computershare.it.

For more information regarding Personal Data, please contact the Data Protection Officer of Computershare.

Please note that pursuant to applicable law, the right to lodge a complaint with the Data Protection Authority, based in Rome, via di Monte Citorio, 121 is assured; Tel. (+39) 06.696771, email: garante@gpdp.it.

Computershare S.p.A.