

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

SAES GETTERS S.p.A.

Registered office Lainate (Milan), Viale Italia, 77

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

Companies Registry of Milan, Tax Code and VAT No. 00774910152

Company website: [www.saesgetters.com](http://www.saesgetters.com)

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

The Shareholders are convened to the ordinary and extraordinary Shareholders' Meeting in single call also via audio-video conference at the offices in Viale Italia 77, Lainate, on 21 April 2020, 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 2019; financial statements as at 31 December 2019; related resolutions; presentation of the consolidated financial statements as at 31 December 2019; resolutions on allocation of the profit/loss for the year;
2. Report on Remuneration Policy and the compensation paid:
  - 2.1. approval of the remuneration policy pursuant to art. 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998;
  - 2.2. resolutions on the "second section" of the report, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998;
3. Supplement of Deloitte & Touche S.p.A.'s fee for the audit assignment for the year 2019; supplement of Deloitte & Touche S.p.A.'s fee for the assignment for limited review of the consolidated non-financial statement for the year 2019; consequent and related resolutions.

##### Extraordinary Part

1. Adjustment of art. 11 of the articles of association in accordance with Consob (Communication no.0214548 of April 18, 2019);

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

It is to be noted that by reason of COVID-19 emergency, therefore pursuant to fundamental principles to safeguard the health of shareholders, employees, managers and consultants of the Company, in addition to Law Decree no. 18 of 17 March 2020, the meeting will take place by allowing the attendance of the individuals admitted also by audio-video conferencing tools and that the capital will be able to attend only through the Appointed Representative as per article 135-undecies Italian Legislative Decree 24 February 1998, no. 58 (Consolidated Finance Law), with the technicalities indicated below, being forbidden to shareholders or representative different from the Appointed Representative the access to the facilities where the meeting takes place.

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

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 30 March 2020), 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 communication certifying ownership of the aforesaid stake issued by the intermediaries who keep the accounts on which the shares are recorded, must be submitted in an original signed copy, by the aforesaid deadline, at the Company's registered office (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 reference telephone number). By the aforesaid deadline and using the same procedures, a report must be sent by the proposing Shareholders, stating the reasons for the draft resolutions on the new points whose discussion is proposed as an addition to the agenda or the reasons for the further draft resolutions submitted on points already on the agenda. Any addition to the list of points on the Meeting's agenda or presentation of further draft resolutions on points already on the agenda will be notified by the Company, in the same form required 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 resolu-

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

tions/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 Shareholders' Meeting deliberates, in accordance with the law, on a proposal by the directors or on the basis of a project or report prepared by them (other than the one on the points on the agenda required by Article 125-ter of Italian Legislative Decree no. 58/1998).

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

Those entitled to vote can ask questions on the points on the agenda by the end of the fifth market trading day before the date scheduled for the Meeting in single call (i.e. no later than 14 April 2020), by sending a registered letter with return receipt to the Company's 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](mailto:saes-ul@pec.it).

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

The requests received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, specifying that the answers made available on the Company's website before the beginning of the Meeting are deemed to be provided during the Meeting.

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

Those holding voting rights at the close of the accounting day of the seventh market trading day before the date scheduled for the Shareholders' Meeting in single call, i.e. 8 April 2020 (referred to as the "record date"), and for which the Company received the related notification from the intermediary, have the right to speak and to vote in the Shareholders' Meeting. Therefore, those who will be holders of shares after 8 April 2020 will not have the right to attend and vote at the Shareholders' Meeting.

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

The notification from the intermediary above must be received by the Company by the close of the third market trading day before the date scheduled for the Shareholders' Meeting in single call (16 April 2020). However if the notification is received by the Company after the above deadline, the person will still 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 provided by the intermediary at the request of the person entitled to vote.

**Attendance and voting by proxy - Appointed Representative**

Those holding voting rights at the close of the accounting day of 8 April 2020 (referred to as the "record date"), and for which the Company received the related notification from the intermediary, have the right to attend the Shareholders' Meeting.

Pursuant to article 106 to Law Decree no. 18 of 17 March 2020 (so called "Cura Italia" Decree), the Meeting will take place also by audio-video conference tools and the attendance to the Meeting by the vote-holders is allowed exclusively by mean of the Appointed Representative.

Therefore the Company asked Computershare S.p.A. - with registered offices at Via Lorenzo Mascheroni 19, 20145 Milan – to represent shareholders pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58/1998 and the above mentioned Law Decree acting as sole Appointed Representative. Shareholders who then want to participate to the Meeting will have to give proxy to the Appointed Representative, with voting instructions on all or some of the proposals concerning the points on the agenda, by using the specific proxy form available, also available in an electronic version, as prepared by the Appointed Representative in agreement with the Company, available on the website [www.saesgetters.com](http://www.saesgetters.com) where a link to a procedure to send it electronically is posted too.

The proxy with voting instructions will have to be sent in compliance with the instructions included in the proxy form and on the Company website by the close of the second market trading day before the date scheduled for the Shareholders' Meeting in single call (i.e. no later than 17 April 2020). The proxy and the voting instructions may be revoked within the same deadline above. The proxy is effective only if voting instructions are given.

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

Pursuant to law, the shares for which the proxy was granted, partial or otherwise, are counted to determine whether the Meeting is quorate 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 resolutions. It must be clarified that the Appointed Representative can be entrusted with proxies or sub-proxies pursuant to article 135-novies of Consolidated Finance Law, notwithstanding article 135-undecies, paragraph 4 of Consolidated Finance Law with the technicalities and within the terms indicated in the above mentioned Company's website.

The Appointed Representative is available for clarification and information at phone no. +39 02 46776826 or [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it)

Shareholders are kindly informed that the Company reserves the right to amend and/or change the instructions above in case of need due to the epidemic situation "COVID-19" and its developments, currently unforeseeable.

#### **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 have been met by the right holder.

As at the date of publication of this notice the total number of voting rights that can be exercised is equal to 17,491,919.

#### **Shareholders' Meeting documents**

The following documents will be made available to the public at the Company's registered office (Viale Italia, 77 – Lainate, Milan) as well as at the website [www.saesgetters.com](http://www.saesgetters.com) and in the lInfo storage system at the address [www.linfo.it](http://www.linfo.it):

I. from 20 March 2020:

the Board of Directors' report and attached substantiated proposal of the Board of Statutory Auditors regarding Supplement of Deloitte & Touche S.p.A.'s fee for the audit assignment for the year 2019; supplement of Deloitte & Touche S.p.A.'s fee for the assignment for limited review of the consolidated non-financial statement for the year 2019; consequent and related resolutions;

II. from 30 March 2020:

*The present is the English translation of the Italian official report approved by the Board of Directors on March 12, 2020. For any difference between the two texts, the Italian text shall prevail.*

- i) the annual financial report and the other documents referred to in Article 154-ter of Italian Legislative Decree no. 58/1998 and therefore, the draft financial statements and the consolidated financial statements as at 31 December 2019, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Auditing firm Deloitte & Touche S.p.A.;
  - ii) the annual report on corporate governance and ownership structures;
  - iii) the report on Remuneration Policy and the compensation paid;
  - iv) the report on non-financial information;
  - v) the Board of Directors' report on the Adjustment of art. 11 of the articles of association in accordance with Consob (Communication no.0214548 of April 18, 2019);
- III. from 6 April 2020 the documentation relating to the financial statements of the subsidiary companies referred to in Article 77(2-bis) of Consob Regulations the following will be available only at the Company's registered office.

The instructions to attend the Meeting in audio-video conference will be provided by the Company to its directors, statutory auditors and Computershare, and to any other individual entitled to be present different from the vote-holders.

The Company would like to thank in advance the shareholders who will cooperate to the exact execution of the present notice and of the regulations, even special ones, that caused it.

The Company will communicate any further change or supplement of information included in the present notice, to meet new provisions of laws or regulations, and in any event in the interest of the Company and of its shareholders.

Lainate, 20 March 2020

The Chairman of the Board of Directors

Mr. Massimo della Porta