

The present is the English translation of the Italian official text. For any difference between the two texts, the Italian one shall prevail.

Explanatory Report by the Directors on point 6 of the agenda for the sole call of the ordinary General Shareholders' Meeting of SAES Getters S.p.A., at the offices in Milano, piazza Castello 13, on 20 April 2021 at 10.30 a.m.

Addition to the fees paid to Deloitte & Touche S.p.A. in relation to its appointment as the audit firm for the 2020 financial year; Addition to the fees paid to Deloitte & Touche S.p.A. relating to the limited examination of the consolidated declaration of a non-financial nature for the 2020 financial year; consequent and related resolutions.

Dear Shareholders,

On 23 April 2013, the General Shareholders' Meeting of SAES Getters S.p.A. ("SAES Getters" or the "Company") engaged Deloitte & Touche S.p.A. ("Deloitte") to carry out the audit of the separate and consolidated annual financial statements in accordance with Italian Legislative Decree 39/2010 and Italian Legislative Decree 58/1998 and for the limited audit of the interim condensed consolidated financial statements of the SAES Getters Group for the nine-year period 2013-2021 ("Appointment as the Audit firm").

The Appointment as the Audit firm provides - in the *Update of Fees* section of the related Offer - that, if circumstances should occur that increase the work-times estimated and indicated by the audit firm (and more specifically, in relation to changes in the law, accounting standards and/or audit standards or the performance of additional activities), Deloitte would have the right to request the resulting additional fees.

In application of said provision, on 24 April 2018, the General Shareholders' Meeting approved, upon the reasoned proposal of the Board of Statutory Auditors of SAES Getters, an adjustment to the fees to pay Deloitte (in accordance with what it requested with letter dated 11 December 2017) in view of the amendments introduced into the applicable regulatory framework which led to, starting from the audit of the financial statements as at 31 December 2017, new and further obligations for the auditors in the performance of their professional duties.

The present is the English translation of the Italian official text. For any difference between the two texts, the Italian one shall prevail.

Subsequently, on 18 April 2019, the General Shareholders' Meeting of the Company approved, at the reasoned proposal of the Board of Statutory Auditors of SAES Getters, a further adjustment of the fees to pay Deloitte (in accordance with what it had requested with a letter dated 11 January 2019) in view of the entry into effect of the new accounting standard IFRS 9 regarding the classification and measurement of financial instruments and the assets connected to the sale of a company branch relating to the gas purification and management systems (and consequent application of accounting standard IFRS 5).

Finally, on 21 April 2020, the General Shareholders' Meeting of the Company approved, at the reasoned proposal of the Board of Statutory Auditors of SAES Getters, a further adjustment of the fees to pay Deloitte (in accordance with what it had requested with a letter dated 2 August 2019) in view of the entry into effect of the new accounting standard IFRS 16 - *Leases* and the need to carry out specific and further audit activities in order to check for the effects of its first application (known as FTA) and the completeness of the disclosure required to that end, and in view of the activities necessary, following the establishment of the company SAES Investments S.A., to prepare the limited audit procedures on the *reporting package* it prepared within the scope of the limited audit on the interim report of the SAES Group as at 30 June 2019.

In view of the above, with letter dated 5 June 2020 (attached to this report), Deloitte requested, for the year 2020, a new adjustment to its fees relating to the Appointment for the Audit, noting that:

in consideration of the recommendations of ESMA and CONSOB regarding the impacts of the Coronavirus (COVID-19) on the financial statements of the Company, there was a need to carry out additional procedures with regard to the interim consolidated financial statements of SAES Getters S.p.A. as at 30 June 2020;

following the establishment of SAES Investments S.A., where the audit of the separate financial statements and the *reporting package* was assigned, with a separate letter of appointment, to Deloitte Audit Société à responsabilité limitée, it was necessary to also carry out the limited audit of the interim *reporting package* prepared by said company.

The aforesaid letter by Deloitte is attached to this report and the audit firm asked for the following with said letter:

the payment of a *one-off* fee, for the year 2020 only, in relation to the increased activities required to check the impacts of the Coronavirus (COVID-19) on the interim consolidated financial statements, of Euro 15,000.00; or

the payment of a fee, for the year 2020, in relation to the limited audit of the interim *reporting package* prepared by the company SAES Investments S.A., of Euro 4,000.00.

Additionally, at the above-mentioned General Shareholders' Meeting of SAES Getters on 24 April 2018, following implementation of the directive EU 2014/95 through Italian Legislative Decree 254/2016, the appointment of Deloitte was approved, in accordance with its proposal

The present is the English translation of the Italian official text. For any difference between the two texts, the Italian one shall prevail.

and the determination of the fee for the audit firm, at the reasoned proposal of the control body, the best practices provide that also (i) the adjustment of the above-mentioned fee, and (ii) the attribution to the audit firm of further connected activities - or, to the extent set out herein, the adjustment of the related fees - are approved in the same way.

The Board of Directors therefore submits the following proposal of the Board of Statutory Auditors regarding the matters set out above for your approval.

REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS OF SAES GETTERS S.P.A. REGARDING THE ADJUSTMENT OF THE FEE DUE TO DELOITTE & TOUCHE S.P.A. FOR THE 2020 FINANCIAL YEAR WITH REFERENCE (I) TO THE APPOINTMENT AS AUDIT FIRM AND (II) TO THE LIMITED EXAMINATION OF THE CONSOLIDATED DECLARATION OF A NON-FINANCIAL NATURE

Dear Shareholders,

The Board of Directors called you to an ordinary general meeting to decide, specifically and among other things, on (i) an adjustment, for the 2020 financial year, of the fees to pay the company Deloitte & Touche S.p.A., regarding its appointment as the audit firm at the time for the financial years from 2013 to 2021 by decision of the ordinary General Shareholders' Meeting of 23 April 2013 (the "Appointment as the Audit Firm 2013-2021") and (ii) the adjustment, for the 2020 financial year, of the fees to pay Deloitte & Touche S.p.A. in relation to the appointment relating to the limited examination of the consolidated declaration of a non-financial nature of SAES Getters S.p.A. and its subsidiaries assigned at the time for the financial years from 2017 to 2021 by decision of the ordinary General Shareholders' Meeting of 24 April 2018 (the Assignment to carry out a Limited Examination of the Consolidated Declaration of a Non-Financial Nature 2017-2021").

With reference to the adjournment for 2020 of the fees to pay to Deloitte & Touche S.p.A., the Board of Statutory Auditors acknowledge that the Appointment as the Audit Firm for 2013-2021 provides, in particular, that, if there are circumstances leading to an increase in the work-times indicated by the audit firm, the latter can ask for an increase to its fees. By communication dated 5 June 2020, Deloitte & Touche S.p.A. reported the need to adjust the fees that had been established at the time. Firstly, Deloitte & Touche S.p.A. noted that in consideration of the recommendations of ESMA and CONSOB regarding the impacts of the Coronavirus (COVID-19) on the financial statements of the Company, it would be necessary to carry out additional procedures regarding the consolidated interim financial statements of SAES Getters S.p.A. as at 30 June 2020. Additionally, following the establishment of SAES Investments S.A., where it was engaged to carry out the audit of the separate financial statements and the reporting package with a separate letter of engagement to Deloitte Audit Société à responsabilité limitée, it is necessary to carry out the limited audit of the interim reporting package prepared by said company.

Within this framework, Deloitte & Touche S.p.A. therefore requested:

The present is the English translation of the Italian official text. For any difference between the two texts, the Italian one shall prevail.

- *the payment of a one-off fee, for the year 2020 only, in relation to the increased activities to check the impacts of the Coronavirus (COVID-19) on the interim consolidated financial statements, of Euro 15,000.00;*
- *the payment of a fee, for the year 2020, in relation to the limited audit of the interim reporting package prepared by the company SAES Investments S.A., of Euro 4,000.00.*

In accordance with what was specified for the Appointment as the Audit firm for 2013-2021, the Appointment to carry out the Limited Examination of the Consolidated Declaration of a Non-Financial Nature 2017-2021 also provides that if there are circumstances leading to an increase in the work-times indicated by the audit firm, it can ask for an increase to its fees. By communication dated 30 October 2020, Deloitte & Touche S.p.A. then reported the need to adjust the fees that had been established at the time, also with reference to this job. Deloitte & Touche S.p.A. noted that the further activities planned by the Company with reference to the preparation of the Non-Financial Declaration for the 2020 financial year (that regards in particular the update of the analysis of materiality with the involvement of the external stakeholders (Research Centres and Universities) and the top management of SAES, and the consequent update of the matrix of materiality and the initiation of the preliminary activities aimed at preparing a sustainability plan in order to align with the best practices in the sector, would make the involvement by Deloitte & Touche S.p.A. necessary to carry out additional auditing activities. Therefore, in this framework, Deloitte & Touche S.p.A. asked for payment of an additional fee of Euro 11,000.00 for the 2020 financial year.

Considering the above, the Board of Statutory Auditors considers it advisable to propose the approval by the General Shareholders' Meeting of the request to adjust the fees made by Deloitte & Touche S.p.A. for the 2020 financial year, both with reference to the Appointment as the Audit Firm for 2013-2021 and with reference to the Appointment for the Limited Examination of the Consolidated Declaration of a Non-Financial Nature 2017-2021 for the following reasons:

(a) the additional activities pursuant to this request for an addition to the fee of Deloitte & Touche S.p.A. as the Audit Firm for 2013-2021 are necessary in order to properly carry out the audit of the separate and consolidated financial statements, and the interim financial report of SAES Getters S.p.A.;

(b) the further activities pursuant to the request to add to the fees of Deloitte & Touche S.p.A. for the Limited Examination of the Consolidated Declaration of a Non-Financial Nature 2017-2021 are needed in order to allow SAES Getters S.p.A. to align with best practices in the sector;

(c) in formulating the requests to add to the fees, the company Deloitte & Touche S.p.A. provided suitable valuation elements in relation to the assumptions to add to the fees and the changed economic conditions, indicating adequate additional commitment and hourly costs that are in line with those provided for when it was Appointed as the Audit Firm for 2013-2021 and the Limited Examination of the Consolidated Declaration of a Non-Financial Nature 2017-2021.

Finally, the Board of Statutory Auditors confirms the technical suitability of Deloitte & Touche S.p.A. to carry out the assignments, along with the suitability of its organisation in relation to the complexity and size of the Company and the Group.

In view of the above, the Board of Statutory Auditors of SAES Getters S.p.A. proposes to the General Shareholders' Meeting

The present is the English translation of the Italian official text. For any difference between the two texts, the Italian one shall prevail.

- to approve the adjustment to the fees for Deloitte & Touche S.p.A. for the 2020 financial year, as it requested to carry out the audit of the accounts on 5 June 2020, as referred to above and attached hereto; and

- to also approve the adjustment to the fees of Deloitte & Touche S.p.A. for the 2020 financial year, as it requested to carry out the limited examination of the consolidated declaration of a non-financial nature on 30 October 2020, as referred to above and attached hereto.

Milan, 24 February 2021

The Board of Statutory Auditors

Mr. Vincenzo Donnataria (Chairman)

Mr Maurizio Civardi (Standing Auditor)

Ms Sara Anita Speranza (Standing Auditor)“.

Dear Shareholders,

In view of the above, please approve, in accordance with the reasoned proposal by the Board of Statutory Auditors:

- the addition to the fee relating to the appointment as the Audit Firm for the 2020 financial year, requested by Deloitte & Touche S.p.A. in accordance with the terms described above and indicated in the reasoned proposal of the Board of Statutory Auditors; and

- the addition to the fee relating to the Examination of the Non-Financial Declaration for the 2020 financial year in accordance with the terms set out above and indicated in the reasoned proposal of the Board of Statutory Auditors.

Lainate, 11 March 2021

On behalf of the Board of Directors

Mr. Massimo della Porta
Chairman

October 30, 2020

Messrs.
SAES Getters S.p.A.
Viale Italia, 77
20020 Lainate MI

Dear Sirs,

Following the recent contacts between us, we hereby submit an integration of the fees provided for carrying out additional activities in relation to the limited assurance engagement on the consolidated Non Financial Statement (hereinafter also referred to as the "Non Financial Statement") as indicated in the proposal we issued on 19 December 2017 (hereinafter also referred to as the "Contract") signed between your Company (SAES Getters S.p.A) and our company (Deloitte & Touche S.p.A).

REQUIREMENT AND CONDUCT OF THE DUTY

Deliverables of the assignment

As per the Decree 254/2016, in which the EU Directive 2014/95 on non-financial information was implemented in the Italian legal system, starting from financial year 2017, SAES Group is required to prepare and publish the consolidated Non Financial Statement.

SAES Getters S.p.A. at the end of the financial year 2019 has prepared the third consolidated Non Financial Statement in compliance with the "Global Reporting Initiative Sustainability Reporting Standards" defined in 2016 by the GRI - Global Reporting Initiative.

In regards to the preparation by the Company of the Non Financial Statement relating to the financial year 2020, SAES Getters S.p.A has decided to undertake a process of continuous improvement and alignment with industry best practice, starting the following project areas:

- Update the materiality analysis by involving the Group's stakeholders. In particular, the activities will include:
 - the involvement of Universities and Research Centers (as external stakeholders) through the compilation of a questionnaire;

- the involvement of SAES Getters S.p.A.'s Top Management through the compilation of a questionnaire;
 - the update of the materiality matrix.
-
- startup of the preliminary phase of the process for developing the Group sustainability plan

Delivery method of the assignment

The aim of the assignment is to carry out the additional assurance activities listed above and conducted by your Company. In particular, these activities will be carried out through the analysis and verification of the activities related to the update the materiality analysis and stakeholder engagement, and of the approach adopted by the Company in setting up the preliminary activities of the process for developing the sustainability plan, with particular reference to the areas of focus identified.

FEES

The determination of our fees for the performance of the assignment included in this proposal is based on an estimate of the working times for each professional category and the related hourly rates.

On the basis of the information received from you, the planned activities and the resources identified for the delivery of the activities reported above, the fees included in the Contract will be integrated for the financial year 2020 by an amount equal to **Euro 11.000**.

The estimate of our fees is based on the assumption that we will be able to rely on the collaboration of the Company's personnel for the provision of all the data, documents and processing that will be necessary to carry out our tasks, as well as on the assumption that our personnel can rely on the assistance necessary to address and resolve the problems connected with the successful delivery of the task assigned to us.

Reimbursement will be added to the above-mentioned fees for the expenses incurred for the performance of the work, such as expenses for the stay away from home and transfers to the same extent as they are incurred. In addition, the ancillary costs relating to technology (databases, software, etc.) and secretarial and communication services will be charged at a flat rate of 7% and VAT.

The billing of the fees will take place in the following ways: 40% at the beginning of the verification activity, 55% at the beginning of the verification phase carried out after the end of the fiscal year and 5% upon completion of the work.

Payment must be made upon presentation of the relevant invoices.

All amounts referred to taxes and / or fees due in connection with this Agreement will be charged to the Customer.

Except as expressly modified by this Agreement, all other terms and conditions of the Contract dated 19 December 2017 remain unaffected.

If you agree with the above, please return the attached copy of the Modifications Document, signed by you for acceptance and confirmation.

Kind Regards,

DELOITTE & TOUCHE S.p.A.

Signed by
Carlo Laganà
Partner

For acceptance:

SAES Getters S.p.A.

Date: _____

This letter has been translated into the English language solely for the convenience of international readers.