



PRESS RELEASE

Milan, October 17, 2018

IMPLEMENTATION OF THE “2018 PHANTOM SHARES PLAN”

The Shareholders' Meeting of SAES Getters S.p.A., convened on October 1, 2018, approved, pursuant to and for the purposes of article 114-*bis* of the TUF, the adoption of an incentive plan based on phantom shares, called “**2018 Phantom Shares Plan**”, aimed at executive directors and selected strategic managers, to be identified by the Board of Directors, whose terms, conditions and methods of implementation are described in the report of the Board of Directors and in the draft regulations and in the information document attached to it.

As of today, the Board of Directors of SAES Getters S.p.A. formally approved the regulations of the plan, without making any modifications to the draft already attached to the report to the Shareholders' Meeting of SAES Getters S.p.A., and initiated the implementation of the plan, by identifying, on the proposal of the Remuneration and Appointment Committee, the beneficiaries of the plan by name and determining the number of phantom shares to be assigned free of charge to each beneficiary.

In compliance with the criteria established by the plan regulations, the assignment value of each phantom share was determined in Euro 16.451, equal to the weighted average of the official prices of the Company's ordinary shares recorded on the Italian Stock Exchange (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana S.p.A., in the trading days which fall within the 36 (thirty-six) months prior to today's date.

The terms and conditions of the plan are described in the information document, drawn up pursuant to article 84-*bis*, paragraph 1, of the Issuers' Regulation and in compliance with Scheme no. 7 of Annex 3A, and in the plan regulations published on the Company's website.

Table no. 1, Schedule 7 of Annex 3A, Issuers' Regulations, is attached hereunder.

SAES Group

A pioneer in the development of getter technology, the SAES® Group is the world leader in a variety of scientific and industrial applications where stringent vacuum conditions are required. In more than 70 years of activity, the Group's getter solutions have been supporting innovation in the information display and lamp industries, in sophisticated high vacuum systems and in vacuum thermal insulation, in technologies spanning from large vacuum power tubes to miniaturized silicon-based microelectronic and micromechanical devices.

Starting in 2004, by leveraging the core competencies in special metallurgy and in the materials science, the SAES Group has expanded its business into the advanced material markets, in particular the market of shape memory alloys, a family of materials characterized by super elasticity and by the property of assuming predefined forms when subjected to heat treatment. These special alloys, which today are mainly applied in the biomedical sector, are also perfectly suited to the realization of actuator devices for the industrial sector (domotics, white goods industry, consumer electronics and automotive sector).

More recently, SAES has expanded its business by developing a technological platform that integrates getter materials in a polymeric matrix. These products, initially developed for OLED displays, are currently used in new application sectors, among which implantable medical devices and solid-state diagnostics imaging. Among the new applications, the advanced food packaging is a significantly strategic one, in which SAES aims to compete with an offering of new solutions for active packaging.

A total production capacity distributed in ten facilities, a worldwide-based sale & service network and almost 1,000 employees allow the Group to combine multicultural skills and expertise to form a truly global enterprise.

SAES Group is headquartered in the Milan area (Italy).

SAES Getters S.p.A. is listed on the Italian Stock Exchange Market, STAR segment, since 1986.

More information on the SAES Group are available in the website www.saesgetters.com.

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COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

2018 Phantom Shares Plan

Table no. 1 - Scheme no. 7 of Attachment 3A to the Issuers' Regulations no. 11971/1999

NAME AND SURNAME	TITLE ⁱ	Framework 1						
		FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS						
		SECTION 2						
		Instruments of new assignment according to the decision of the competent body for the implementation of the resolution of the Shareholders' Meeting						
		DATE OF THE SHAREHOLDERS' MEETING APPROVAL	TIPOLOGY OF FINANCIAL INSTRUMENTS ⁱⁱ	NUMBER OF ASSIGNED FINANCIAL INSTRUMENTS	Assignment Date	Possible purchasing price of the instruments	Assignment value	Vesting period ⁱⁱⁱ
Massimo della Porta	President and Managing Director	10/1/2018	Phantom Shares	513,497.5	10/17/2018	Free	Euro 16.451	n.a.
Giulio Canale	Managing Director	10/1/2018	Phantom Shares	366,783.5	10/17/2018	Free	Euro 16.451	n.a.
Filippo Cutillo	HR Director (CMC Member)	10/1/2018	Phantom Shares	195,618	10/17/2018	Free	Euro 16.451	n.a.
Patrizia Carrozza	General Counsel (CMC Member)	10/1/2018	Phantom Shares	195,618	10/17/2018	Free	Euro 16.451	n.a.
Fabrizio Doni	Operations Director (CMC Member)	10/1/2018	Phantom Shares	195,618	10/17/2018	Free	Euro 16.451	n.a.

ⁱ In a first phase, in addition to the Executive Directors, Strategic Managers may be identified only among those reporting directly to the Executive Directors who are members of the so called Corporate Management Committee in charge of a global service for at least three years.

ⁱⁱ According to the 2018 Phantom Shares Plan, each phantom share gives the right to receive the provision of a gross cash incentive, parameterized at the increase in the ordinary stock price of the Company within the reference period, with respect to the assignment value. The premium will therefore be equal to the difference between the value of the stock exchange price of the shares recorded on the Event Date (or, in the event of a Change of Control following a public purchase offer, of the price of the public tender offer), with respect to the assignment value. The amount for the sole beneficiaries who are Strategic Managers, the amount of the incentive will be:

- (i) decreased by 50% if the beneficiary, having regard to the Event Date, has a Global Service Age of less than 10 years;
- (ii) increased by 10% if the beneficiary, having regard to the Event Date, has a Global Service Age exceeding 15 years;
- (iii) increased by 20% if the beneficiary, having regard to the Event Date, has a Global Service Age exceeding 20 years;
- (iv) increased by 30% if the beneficiary, having regard to the Event Date, has a Global Service Age exceeding 25 years;
- (v) increased by 50% if the beneficiary, having regard to the Event Date, has a Global Service Age exceeding 30 years.

ⁱⁱⁱ Not applicable because the incentive matures at events (described below) not in the control of the beneficiaries.

The events which, under the terms and conditions of the plan, may give rise to the provision of an incentive in favor of, depending on the circumstances, the Executive Directors or one of them (or his heirs) are as follows:

- change of control;
- failure to renew the office of Director upon expiry of the mandate;
- dismissal without just cause of the office of Director by the Shareholders' Meeting;
- revocation of the office of Chairman or Deputy Chairman or substantial change in the related powers or substantial change in the role or organizational position of such offices, in all previous cases without the occurrence of a just cause;
- resignation of the Executive Director for a just cause, due, by way of example and not exhaustively, to a change in the powers, the organizational position and the role of the Executive Director without a just cause;
- death of the Executive Director;
- permanent disability such as to prevent the exercise of the office of Chairman of the Board of Directors or Deputy Chairman of the Board of Directors;
- termination of office for the attainment, in accordance with applicable law, of the retirement age.

The events that, according to the terms and conditions of the plan, may give rise to the provision of the incentive in favor of, depending on the case, the Strategic Managers or one of them (or his heirs) are the following:

- change of control;
- resignation for just cause;
- dismissal for justified objective reasons;
- death;
- permanent disability that prevents the continuation of the employment relationship;
- delisting;
- termination of the employment relationship for the achievement, pursuant to the applicable legislation, of the retirement age.