



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

SAES GETTERS S.p.A.

Registered office in Lainate (Milan), Viale Italia, 77

Share capital Euro 12,220,000.00 fully paid-in

Registered with the Milan Companies Register,

Tax code and VAT reg. no. 00774910152

Website of the Company www.saesgetters.com

Call of the ordinary and extraordinary general meeting

The shareholders are convened to the ordinary and extraordinary general meeting in single call at the offices in Milan, Piazza Castello 13, scheduled for 28 April 2023, at 2:30 p.m., to pass resolutions on the following

Agenda:

Ordinary session:

1. Report by the Board of Directors for the year ended 31 December 2022; financial statements as at 31 December 2022. Presentation of the consolidated financial statements as at 31 December 2022; related resolutions:
 - 1.1. Approval of the financial statements as at 31 December 2022;
 - 1.2. Decisions on how to allocate the profit for the year;
 - 1.3. Proposal to distribute part of the reserve "Retained earnings";
2. Report on the remuneration policy and the payments made:
 - 2.1 approval of the remuneration policy in accordance with article 123-ter, paragraph 3-bis, of Italian Legislative Decree no. 58/1998;
 - 2.2 decisions on the second section of the report in accordance with article 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998;



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

3. Appointment of an (independent) director pursuant to article 2386, first paragraph, of the civil code civ., and article 14 of the Articles of Association; related and consequent resolutions;
4. Integration of the Board of Statutory Auditors (appointment of alternate auditor) pursuant to and by effect of art. 2401 civil code.

Extraordinary session:

1. Proposal to grant the Board of Directors, pursuant to art.2443 of the Italian Civil Code, the power to increase, on one or several occasions, with or without consideration, the share capital up to a maximum amount of EUR 15,600,000 for a period of five years; consequent and related resolutions, plus the amendment of the Company By-laws (article 4).

It should be noted that - in application of art. 106 of Legislative Decree no. 18 of 17 March 2020, converted with amendments into law no. 27 of 24 April 2020 and its subsequent amendments and additions, extended until 31 July 2023 with law no. 14 of 24 February 2023 (art. 3 paragraph 10 -undecies), which converted, integrating it, the Legislative Decree 198/22 - the meeting will take place with the participation in the meeting, for the persons admitted, also by means of telecommunication and that the share capital may intervene exclusively through the designated representative pursuant to art. 135-undecies Legislative Decree no. 58 of 24 February 1998 ("TUF") in the manner described below, with the exclusion of access to the meeting rooms by shareholders or delegates other than the aforementioned Appointed Representative.

Right to attend the General Meeting

Anyone who has the right to vote at the end of the accounting day of the seventh trading day prior to the date scheduled for the sole call of the General Meeting will have the right to attend and vote at the General Meeting, i.e. 19 April 2023 (the *record date*) and for whom the related communication by the intermediary has been sent to



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

the Company. Anyone found to own shares after 19 April 2023 will not have the right to attend or vote at the General Meeting.

The communication of the intermediary pursuant to the above will have to reach the Company by the end of the third trading day (25 April 2023) prior to the date scheduled for the sole call of the General Meeting. However, there will still be the right to attend and vote if the communication reaches the Company after said deadline provided that it arrives before the General Meeting starts. The communication to the Company will be made by the intermediary at the request of the party who has the right to vote.

Participation in the General Meeting and granting of power of attorney to the Designated Representative

As specified above, participation in the Shareholders' Meeting by those who have the right to vote is only permitted through the designated representative.

Therefore, the Company has engaged Computershare S.p.A. – with registered office in Milan, Via Mascheroni 19, 20145 – to represent the shareholders in accordance with article 135-*undecies* of Italian Legislative Decree no. 58/98 and the above-mentioned Law Decree (the “Exclusive Designated Representative”). The Shareholders who wish to participate in the General Meeting will therefore have to give the Exclusive Designated Representative the proxy – with the voting instructions – on all or some of the proposals for resolution regarding the topics on the agenda, using the specific proxy form, also electronic, prepared by the Exclusive Designated Representative in agreement with the Company, available on the website of the Company at the address www.saesgetters.com where the connection to a procedure is shown for sending the proxy via electronic means.

The proxy form with the voting instructions must be sent by following the instructions on the form and on the website of the Company within the second trading day before



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

the General Meeting, i.e. 26 April 2023, and the proxy may be revoked within the same deadline.

The proxy given this way will only be valid for the proposals in relation to which the voting instructions were given.

The shares for which the proxy was given, even in part, are calculated in order to determine whether the General Meeting is quorate. In relation to the proposals for which no voting instructions are given, the shares are not calculated in order to calculate the majority and the capital percentage required to approve the resolutions.

The Exclusive Designated Representative may also be given proxies or sub-proxies in accordance with article 135-*novies* of Italian Legislative Decree no. 58/98, as an exception to article 135-*undecies*, paragraph 4 of Italian Legislative Decree no. 58/98 with the mechanisms and within the deadline indicated in the above-mentioned website of the Company.

The Exclusive Designated Representative will be available for clarifications or information at the number +39 02-46776831-14 or at the email address ufficiomi@computershare.it.

The Shareholders are hereby informed that the Company reserves the right to add to and/or amend the above instructions in accordance with the actions needed to be taken following the current epidemiological emergency situation regarding Covid-19 and its developments which cannot be predicted at the moment.

Submission of proposals for decisions/additions to the agenda

Shareholders that, even jointly, represent at least a fortieth of the share capital with voting rights may request, within ten days from publication of this notice (i.e. by 8 April 2023), to add to the list of matters to be discussed at the General Meeting, indicating any further topics proposed in the request, or submitting proposals for decision on matters already on the agenda of the General Meeting.



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

Such request, along with the communication proving the ownership of said percentage of shares, issued by the intermediaries who hold the accounts on which the shares are registered, must be submitted signed in original within the above-mentioned deadline, to the registered office of the Company (Viale Italia, 77 Lainate (Milan) - to the Legal Department), or a communication must be sent by certified email to the address saes-ul@pec.it, along with information that allows the submitting Shareholders to be identified (to that end, please also provide a reference telephone number for contact). Within said deadline, and using the same methods, any proposing Shareholders must also send a report showing the reasons behind the proposals for decisions on the new matters that they propose to be dealt with as an addition to the agenda, or the reasons for the further proposals for decision submitted on matters already on the agenda. With respect to any additions of the list of matters on the agenda of the General Meeting or the submission of further proposals to be decided upon on the matters already on the agenda, notice will be given by the Company, in the same form provided for publication of this notice calling the meeting, at least fifteen days prior to the date scheduled for the sole call of the General Meeting 6 April 2022). At the same time as publication of the notice adding to the agenda or presenting further proposals for decision to the matters already on the agenda, the above-mentioned proposals to add to/decide, and the reports prepared by the Shareholders, accompanied by any evaluations by the Board of Directors, will be made available to the public using the same methods as set out under article 125-ter, paragraph 1 of Italian Legislative Decree no. 58/1998.

It will not be permitted to add topics to the agenda for which the General Meeting will decide, in accordance with the law, on proposals of the directors or on the basis of a project or a report prepared by the directors (as opposed to the matters on the agenda provided for under article 125-ter of Italian Legislative Decree no. 58/1998).



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

Right to ask questions on the items on the agenda

Anyone who has the right to vote may ask questions on the items on the agenda by the end of the seventh trading day prior to the date of the sole call of the general meeting (i.e. by 19 April 2023) by sending a registered letter with notice of receipt to the registered office of the Company (Viale Italia 77, Lainate (Milan) - to the Legal Department), or by communication sent by certified email to the address saes-ul@pec.it

Documentation will have to be attached to the questions that allows for identification of the Shareholder and the certifications confirming the right to exercise the right; if the Shareholder has asked his or her intermediary for the communication to attend the General Meeting, it will be enough to state the communication references or at least the name of the intermediary in the request.

Questions received before the Shareholders' Meeting will be answered no later than 12 noon two days before the Shareholders' Meeting, by means of publication on the Company's website..

The Company may provide a single answer to questions with the same content. It should be noted that no reply will be given if the requested information is already available in the "frequently asked questions" in the appropriate section of the Company website or if the response is already published in that section.

Faculty of individually presenting proposed resolutions before the meeting

It is recalled that, in order to facilitate the conduct of the meeting and the exercise of voting by proxy through the Designated Representative of the Company, Shareholders who intend to submit any individual proposals are invited, also with reference to the candidacies regarding the appointment of a director and an alternate auditor to do so well in advance and in any case by 11 April 2023, by: (i) depositing at the registered



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

office of SAES Getters S.p.A. (in Lainate, Viale Italia n. 77 - Milan); or (ii) electronic communication to the certified email address saes-ul@pec.it.

In the case of presentation of the proposals and candidatures of the members by certified e-mail, a copy of a valid identity document of the presenters must also be sent.

Still with reference to the third and fourth item on the Agenda, any individual proposals for candidacies for the office of independent director and/or alternate auditor to supplement the current Board of Statutory Auditors may be presented by full shareholders, alone or together with others, of a stake equal to at least 2.5% (two point five percent) of the Company's capital.

Shareholders who present proposals must legitimize their right by sending the Company specific documentation issued pursuant to the applicable provisions by the intermediary who keeps the account in which the ordinary shares are registered.

The proposed candidates for the appointment of the director must indicate a candidate belonging to the same gender (i.e. female) as the outgoing director and in possession of the independence requirements pursuant to the combined provisions of articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance and recommendation 7 of the Corporate Governance Code as supplemented by the provisions of the Regulation of the Board of Directors¹ and be accompanied: (i)

¹ With the approval of the CDA Regulation, the Board for the purposes of the provisions of art. 2, Recommendation 7, second paragraph, of the Corporate Governance Code, established that for:

- "significant commercial, financial or professional relationship" - referred to in letter c) of Recommendation no. 7 of the Code - means a commercial, financial or professional relationship whose total value is greater than: (i) 20% of the turnover of the legal person, organization or professional firm of which the Director has control or is a significant representative or partner, or (ii) 20% of the annual income of the Director as a natural person or of the annual turnover generated directly by the Director in the context of the activity carried out for the legal person, organization or professional studio, of which the Director has control or is a significant representative or partner.

- "significant additional remuneration" - pursuant to letter d) of Recommendation no. 7 of the Code – means a remuneration for professional or consultancy assignments higher than double the fixed remuneration received in the reference year for the performance of the office of Director, subject to a verification to be carried out on a case-by-case basis on the basis of the concrete circumstances. For the purposes of calculating the significant additional remuneration, the fees for participation in the Committees are excluded and the positions held in the other companies of the SAES Group are considered included.

It should be noted that the fact of being a close family member of a person in one of the aforementioned situations also constitutes a circumstance capable of compromising the independence of a Director.



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

by the in- information relating to the identity of the shareholders who presented the candidatures, with an indication of the overall percentage held; (ii) exhaustive information on the personal and professional characteristics of the candidates; (iii) by a declaration from the candidates certifying the absence of causes of ineligibility and incompatibility, the possession of the requisites established by the law and the pro tempore regulatory provisions in force, as well as the possession of the requisites to be qualified as "Independent Director" and their acceptance of the application; (iv) from any other further or different declaration, information and/or document required by law and applicable regulatory standards.

Candidacies for the office of alternate auditor must be accompanied by: (i) information relating to the identity of the shareholders who presented the candidacies, with an indication of the overall percentage held; (ii) by exhaustive information on the personal and professional characteristics of the candidates accompanied by the list of administrative and control positions they hold in other companies; (iii) by a declaration from the candidates certifying the absence of causes of ineligibility and incompatibility, as well as the possession of the requisites established by the law and by the pro tempore regulatory provisions in force, and their acceptance of the candidacy; (iv) from any other further or different declaration, information and/or document required by law and applicable regulations.

Pursuant to art. 2386 code civ., of the art. 2401 code civ. and of the articles 14 and 22 of the Articles of Association, the appointment of the independent director and the alternate auditor must be resolved without applying the list vote according to the majorities established by law.

The candidatures received by the Company within the deadline and in the manner illustrated above will be published on the Company's website by 13 April 2023, so that holders of voting rights can view them for the purpose of conferring proxies and/or or



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

sub-proxies, with related voting instructions, to the Designated Representative. For the purposes of the foregoing, the Company reserves the right to verify the adequacy of the proposed candidates, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

The independent director and alternate auditor thus appointed will cease upon expiry of the current board of directors and board of statutory auditors and therefore with the approval of the financial statements as at 31 December 2024.

For any other information regarding items 3 and 4 on the agenda, please refer to the explanatory reports of the Board of Directors on the respective items on the agenda published on the same date at the following link <https://www.saesgetters.com/investor-relations/area-investors/shareholders-meeting>

Share Capital and Shares with voting rights

The share capital is Euro 12,220,000.00 divided into 14,671,350 ordinary shares and 7,378,619 savings shares, all without any nominal value. Each ordinary share is assigned one vote, or two votes, as provided by article 11 of the Articles of Association in relation to the "increased vote", where the person with the right to vote is found to fulfil all the legal assumptions and the provisions of said article 11.

At the date of publication of this notice calling the meeting, the total voting rights that can be exercised amount to 19,689,836.

As of the date of publication of this call notice, the Company owns 3,900,000 treasury shares.

General meeting documentation

The following shall be available to the public at the registered office of the Company (Viale Italia 77, Lainate (Milan)) and at the web address www.saesgetters.com and at the storage mechanism 1Info at the address www.1info.it :



The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

I. from 29 March 2023:

- the explanatory report of the directors, drawn up pursuant to art. 125-ter, of the TUF, relating to the appointment of an (independent) director pursuant to article 2386, first paragraph, of the civil code. civ., and article 14 paragraph 17 of the Articles of Association; inherent and consequent resolutions;
- the explanatory report of the directors, drawn up pursuant to art. 125-ter, of the TUF, relating to the proposed integration of the Board of Statutory Auditors;
- the explanatory report of the directors, drawn up pursuant to article 72 of the Issuers' Regulation, in compliance with Annex 3A, scheme 3, relating to the amendments to the Articles of Association;

II. from 31 March 2023:

- i) the annual financial report and the other documents pursuant to art. 154-ter of Legislative Decree 58/1998 and therefore, the draft financial statements and the consolidated financial statements as at 31 December 2022, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the independent auditors KPMG SpA;
- ii) the explanatory report of the Board of Directors pursuant to art. 125-ter of the TUF regarding the first item on the agenda relating to: (a) the approval of the financial statements as at 31 December 2022; (b) the allocation of the result for the year; (c) the distribution of a portion of the available "retained earnings" reserve;
- ii) the annual report on corporate governance and ownership structures;
- iii) the Non-Financial Statement as at 31 December 2022 drawn up pursuant to Legislative Decree no. 254 of 30 December 2016
- iv) the report on the remuneration policy and fees paid pursuant to art. 123-ter, Legislative Decree 58/98;

The logo for Saes, consisting of the word "saes" in white lowercase letters on a red square background.

The present is the English translation of the Italian official report approved by the Board of Directors on March 14, 2023. For any difference between the two texts, the Italian text shall prevail.

III. from 13 April 2023 the documentation relating to the financial statements of the subsidiaries pursuant to article 77, paragraph 2-*bis* of the Consob Regulation will be filed at the registered office of the Company only.

Lainate, 29 March 2023

The Chairman of the Board of Directors

Mr Massimo della Porta