

# **SAES GETTERS S.p.A.**

## **Shareholders' Meeting Regulation**

### **Chapter I**

#### **PRELIMINARY RULES**

##### **Article 1**

###### **Scope of application**

1. These Regulation shall govern the proceedings of ordinary and extraordinary Meetings of the Shareholders, and, where compatible, the Saving Shareholders' Meeting, and, if needed, the Meeting of the Company's Bond Holders.

### **CHAPTER II**

#### **COSTITUTION**

##### **Article 2**

###### **Intervention, participation, and assistance during the Meeting**

1. Any Shareholder who wishes to intervene or exercise his voting right at the Meeting must previously communicate said intention to the Company, through an intermediary, within the terms and in the manner provided by the applicable laws and regulations.

2. The Meeting of the Shareholders may be attended by the Company and the SAES Group's Executive Officers, Directors, Auditors, and representatives of the independent auditors' firm hired by the Company or the Group. The Meeting may also be attended by employees of the Company and other persons whose presence is deemed useful by the Chairman of the Meeting for the carrying out of the proceedings.

3. Experts, financial analysts, accredited journalists and other categories of persons may attend the meeting with the Chairman's consent and upon his discretion.

4. Prior to outlining the items on the agenda, the Chairman shall inform the Shareholders' Meeting of the participation in and attendance of the meeting by the persons referred to in paragraphs 2 and 3 of this article.

##### **Article 3**

###### **Verification of entitlement to attend the Meeting of the Shareholders and access to meeting premises**

1. Verification of entitlement to attend the Meeting of the Shareholders shall commence in the premises where the meeting is to be held at least 1 hour before the time scheduled for the Meeting, unless otherwise provided in the notice of call.

2. Those entitled to intervene in the Meeting must show the company's authorized personnel at the entrance to the premises where the Meeting is to be held, some form of personal identification, and the certification specified in the notice of call. The company's authorized personnel shall issue a special document which must be kept for the duration of the Shareholders' Meeting proceedings.
3. In order to facilitate the verification of entitlement to participate in the Meeting, Shareholders may have the documentation proving such entitlement delivered to the Company secretary, beforehand, and according to the procedures and within the terms outlined in the notice of call.
4. In order to facilitate the verification of representation powers with which they are vested, those attending the Shareholders' Meeting as legal or voluntary representative of Shareholders or other holders of voting rights may have the documentation proving such title delivered to the Company secretary, beforehand, and according to the procedures and within the terms outlined in the notice of call.
5. Unless otherwise determined by the Chairman of the Meeting, no photographic, video, voice recording or other such devices of any kind whatsoever, including mobile telephones with such features, may be used during the Meeting. The Chairman shall determine the terms and limitations of application of said devices in case he has approved their utilization during the Meeting.

#### **Article 4**

##### **Constitution of the shareholders' meeting and opening of the proceedings**

1. At the time set in the notice of call, the Chair of the Meeting shall be taken by the person indicated in the Company's Bylaws.
2. The Meeting Chairman shall be assisted by a Secretary, who may or may not be a Shareholder. The Meeting Chairman may use the assistance of said Secretary including when the task of drawing the minutes is entrusted to a Notary Public. The Secretary and the Notary Public may enlist the assistance of persons trusted by them, and may use recording devices only for their personal use in drawing the minutes.
3. The Chairman may enlist the assistance of other persons, duly authorized to participate in the meeting, calling on them to explain the items on the agenda and to respond to questions raised in connection with specific points.
4. The Chairman may also enlist the assistance of outside experts specially invited for such purpose.
5. The Chairman shall, also upon indication of the authorized personnel, settle any dispute which may arise with regard to entitlement to participate in the Meeting.
6. The Chairman shall announce the number of Shareholders and the other holders of voting rights in attendance, also indicating the percentage of share capital represented by the aforesaid persons. The Chairman, having ascertained that the Shareholders' Meeting is duly constituted, shall declare the commencement of the proceedings.
7. Should the quorum required for the constitution of the Shareholders' Meeting not be reached, the Chairman shall duly inform the Meeting attendees and provides the obligations required for a new call of the Shareholders' Meeting pursuant to the current regulations.

## **CHAPTER III DISCUSSION**

### **Article 5 Agenda**

1. The Chairman and, upon his invitation, all the persons assisting him, shall illustrate the items on the agenda and the proposals submitted for the approval of the Shareholders. While discussing such items and proposals, the Chairman may, provided that there is no objection by the Shareholders, follow a different order from that which is set out in the notice of call, and may decide for all or some of the items on the agenda to be combined within one single discussion.

### **Article 6 Interventions and Responses**

1. The Meeting Chairman shall regulate the discussion, giving the floor to Directors, Auditors, and all those who have asked for the floor compliant with this article.
2. Any person entitled to exercise voting rights, the Saving Shareholders and Bond Holders' common representative, if any, with regard to the meeting of his category, may ask for the floor with regard to the items on the agenda only once, making comments and requesting information. Any person entitled to exercise voting rights may also submit proposals. Said request may be put forward until such time as the Chairman declares the discussion of the item in question closed.
3. The request to intervene on single items may be submitted to the Chairman's office starting on the moment of constitution of the Meeting until such time as the Chairman shall have opened the floor for discussion on each item. The Chairman shall give the floor to those who wish to intervene following the order in which the intervention requests were submitted. Any person entitled with voting rights may intervene only once, combining, if needed, more than question on the items in the agenda.
4. The Chairman and, upon his invitation, those assisting him, shall respond to the speakers at the end of all the interventions on the matters on the agenda, or, alternatively, after each intervention taking into account also of possible questions raised by Shareholders prior to the meeting in case the answer has not been responded in advance by the Company.
5. The Chairman, taking into account the object and relevance of the single items to be discussed, as well as the number of persons asking for the floor, shall decide in advance the length of interventions and responses, so as to ensure that the Shareholders' Meeting may conclude its proceedings in one single session. Prior to expiry of the time allowed for each intervention or response, the Chairman shall invite the speaker to conclude.
6. The Meeting Chairman may interrupt, in order to prepare to respond to each intervention, the proceedings for a reasonable time, with regard to the number and object of the questions posed. Once the responses to each question or intervention have been illustrated, the Chairman shall declare the proceedings closed. No rebuttal interventions shall be allowed.
7. In any case, the Company, in order to facilitate the participation of the Shareholders in the Meeting, shall allow all the holders of voting rights to submit their questions on the items in the agenda also before the Meeting, by sending a Registered Letter with Return Receipt to the Company's registered offices attention to "Legal Department", or through certified electronic mail to the Company's account at: saes-ul@pec.it. Any question submitted before the Meeting shall be provided a response published on the Company's corporate website, or, at the latest, during the Shareholder Meeting. The Company may combine more than one question with the same content by

providing a unitary response. Response is not due when the information required are already made available in “Question & Answer” format posted in a specific section of the Company website.

**Article 7**  
**Suspension of proceedings**

1. During the course of the Meeting, where deemed opportune by the Chairman, and upon motivating said decision, the Chairman may suspend the proceedings for a brief period time.

**Article 8**  
**Powers of the Chairman**

1. In order to ensure the correct course of the proceedings and the exercise of rights on the part of all attendees, the Chairman may interrupt any participant not entitled to intervene or continuing to speak even after the maximum time for intervention, as established by the Chairman, has elapsed.
2. The Chairman may interrupt, subject to prior warning, in case an intervention is clearly irrelevant with respect to the item being discussed.
3. The Chairman may interrupt in all cases where any speaker uses a language or adopts a behavior that is inappropriate or offensive, or in the event of threat, instigation to violence or disorder.
4. If one or more attendees should prevent others from participating in the discussion, or should their behavior clearly prevent the regular course of the meeting, the Chairman shall call to order and observance of these rules. Should such warning prove ineffective, the Chairman may have the persons, previously warned, removed from the meeting room for the entire duration of the discussion.

**CHAPTER IV**  
**VOTING**

**Article 9**  
**Preliminary operations**

1. Before starting voting operations, the Chairman shall allow those persons removed, pursuant to article 8 of these regulations, to return to the meeting.
2. The Chairman may decide, prior to opening the discussion, whether the voting on each individual item is to take place after the completion of the discussion on each item, or upon conclusion of the discussion of all or some of the items on the agenda.

**Article 10**  
**Voting**

1. The Chairman shall establish, prior to opening the discussion, the procedures for expressing, recording, and calculating the votes, and may set a maximum term within which the vote must be expressed.
2. Upon conclusion of the voting procedure a vote count shall be taken, upon termination of which the Chairman, through the assistance of the Secretary or the Notary Public, shall announce to the Shareholders the results of their vote.

## **CHAPTER V CONCLUSION**

### **Article 11 Conclusion of proceedings**

1. Having concluded the discussion of all items on the agenda, and once the relevant voting has been completed, the Chairman shall declare the meeting closed.

## **CHAPTER VI FINAL RULES**

### **Article 12**

1. In addition to the regulation set forth herein, the Chairman may adopt any and all measures deemed appropriate in order to ensure the correct course of the proceedings of the Shareholders' Meeting, and the exercise of rights by the attendees.
2. This regulation is approved by resolution of the ordinary Shareholders' Meeting.
3. For any provision not covered by this regulation, Italian Civil Code, Italian Laws and Company's Bylaws shall apply.