

The present is the English translation of the Italian official document approved by the Board of Directors on September 12, 2022. For any difference between the two texts, the Italian text shall prevail.

**SAES Getters S.p.A.**  
**Registered Office in Lainate (MI), viale Italia 77**  
**Share Capital Euro 12.220.000,00**  
**Tax code and Company Registry number of Milan**  
**00774910152**

**SAES International S.r.l.**  
**Registered Office in Milan, piazza Castello 13**  
**Share Capital Euro 34.791.813,00**  
**Tax code and Company Registry number of Milan**  
**12470050969**

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**Joint plan of merger by incorporation of the company "SAES International S.r.l. " into the company "SAES Getters S.p.A. ", drawn up pursuant to Article 2501-ter of the Italian Civil Code.**

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## 1. Premises

Gentlemen members,

with this joint merger project (hereinafter also referred to as the "**Project**"), we hereby illustrate the proposed transaction involving the merger by incorporation (hereinafter also referred to as the "**Merger**") of SAES International S.r.l. " (hereinafter also referred to as "**SAES International**" or the "**Merged Company**") into "SAES Getters S.p.A. " (hereinafter also referred to as "**SAES GETTERS**" or the "**Merging Company**"). It should be noted that the Merger transaction under review does not fall within the scope of the provisions of Article 2501-*bis* of the Italian Civil Code (i.e., merger following acquisition with indebtedness) since the legal requirements are not met, given that none of the companies participating in the Merger has contracted debts to acquire control of the other. For this reason, neither the experts' report pursuant to Article 2501-*bis*, paragraph four, of the Italian Civil Code, nor the report of the independent auditor pursuant to Article 2501-*bis*, paragraph five, of the Italian Civil Code, which is not present in this case, are approved along with this Merger plan. Article 2505, Civil Code (*merger of wholly-owned companies*) will then apply.

The merger will be carried out by means of the incorporation of SAES International into SAES GETTERS; since the Merging Company owns the entire capital of the Merged Company, at the time of the merger the Merging Company itself will proceed to the cancellation of the shareholding held in SAES International against the cancellation of the latter's net assets.

This Project:

- was drawn up by the Board of Directors of SAES GETTERS and the Board of Directors of SAES International and therefore represents the common merger plan of the companies involved in the transaction;
- contains all the information required by Article 2501-*ter* of the Italian Civil Code except to the extent not applicable, pursuant to Article 2505 of the Italian Civil Code;
- will be filed for registration in the competent Company Registers of the companies participating in the Merger, pursuant to Article 2501-*ter*, third paragraph, of the Italian Civil Code;
- will also be filed at the registered offices of the companies participating in the Merger, pursuant to Article 2501 *septies*, first paragraph, no. 1), of the Italian Civil Code, together with the other documents required by the aforementioned provision of law;
- will be published on the website of SAES GETTERS (Section Investor Relations/Investors Area/Corporate Transactions Section) and disseminated through the authorised storage mechanism *Info, managed by Computershare S.p.A.* ([www.1info.it](http://www.1info.it)), pursuant to Article 70 of the Consob Regulation on Issuers.

Furthermore, the following is acknowledged:

- since the capital of the Merged Company is wholly owned by the Merging Company, the simplifications provided for in Article 2505 of the Italian Civil Code concerning the merger of wholly owned companies are applicable; consequently, in the absence of an exchange of shareholdings, the provisions of No. 3), 4) and 5) of Article 2501 - *ter*, first paragraph, of the Italian Civil Code do not apply to the proposed merger and therefore neither the report of the administrative body referred to in Article 2501 - *quinquies*, of the Italian Civil Code nor the report of the expert referred to in Article 2501 - *sexies*, Civil Code, nor, as also clarified by the Principle No. 180 drawn up by the Companies Commission established at the Notary Council of Milan, the financial statements referred to in Article 2501 - *quater*,
- since this is a merger between a listed issuer and a company wholly controlled by it, it is not necessary to prepare the information document pursuant to Article 70, paragraph 6, of the Consob Regulation on Issuers, as provided for in Annex 3B of the Consob Regulation on Issuers (Consob Resolution No. 11971 of 14/05/1999);
- as there are no significant interests (as also clarified by Consob Communication no. 10078683 of 24 September 2020) of other parties related to the Merging Company with respect to the merger, the proposed transaction integrates a hypothesis of exclusion from the application of the Procedure on Related Party Transactions of SAES GETTERS (the "**OPC Procedure**") pursuant to art. 2391 - *bis*, Civil Code (as implemented by the Consob Regulation adopted by resolution No. 17221 of 12 March 2010, updated by resolution No. 21624 of 10 December 2021) and Article 13.2, letter d) of the OPC Procedure in force as of 1 July 2021.

## **2. Economic profile, reasons for the operation and intended objectives**

The merger by incorporation of SAES International into SAES GETTERS represents the final step of a process of rapprochement of the two companies that began with the transfer of the Merged Company's registered office from Luxembourg to Italy, which since 2022 has been the Merged Company's decision-making centre. It should also be noted that the aforesaid transfer of registered office took place in legal continuity, without entailing any interruption of the legal personality of the Merged Company, and without its dissolution and/or liquidation. SAES International was registered at the Milan Companies' Register on 1 July 2022.

The Merged Company operates as a pure management *holding* company for certain operating interests held in the US, Korea and the UK, and the transfer of seat to Italy makes its existence more efficient.

Therefore, the merger of the two entities into a single corporate entity will allow for overall savings in terms of management and administration, thanks to a reduction in decision-making levels and operational synergies, consistent with the project to simplify and streamline the Group's structure. The proposed Merger therefore also qualifies as a rationalisation operation aimed at bringing together in a single legal entity, the Merging Company SAES GETTERS, the assets and financial resources available to the Merged Company SAES International.

Since this is a transaction between parties under common control, IFRS 3 will not apply.

**3. Companies participating in the Merger (Article 2501-ter, paragraph 1, no. 1, Civil Code)**

Merging Company:

Name	SAES GETTERS S.p.A.
Typology	società per azioni – listed at Euronext Star of Milan
Registered Office	Viale Italia, 77 - Lainate (MI)
Share Capital	Euro 12.220.000,00 fully paid-up
TAX code	00774910152
REA	MI - 317232

Incorporated Company:

Name	SAES International S.r.l.
Typology	società a responsabilità limitata
Registered Office	Piazza Castello, 13 - Milano
Share Capital	Euro 34.791.813,00 fully paid -up
Tax code	12470050969
REA	MI - 2664089

**4. Articles of Association of the Merging Company with any amendments resulting from the Merger (Article 2501-ter, paragraph 1, no. 2, Civil Code)**

The Articles of Association of the Merging Company will not be changed as a result of this Merger.

**5. Exchange ratio, possible cash adjustment, method of allocation of the Merging Company's shareholdings and date from which those shareholdings participate in profits (Article 2501-ter, paragraph 1, no. 3, 4 and 5, Civil Code)**

No exchange ratio is determined since the capital of the Merging Company (SAES International) at the date of the merger deed is wholly owned by the Merging Company (SEAS GETTERS).

Therefore, there is no basis for a cash settlement.

**6. Statutory, accounting and tax effects of the merger (Article 2501-ter, paragraph 1, no.6, Civil Code)**

Pursuant to Article 2504-*bis*, paragraph 2, of the Italian Civil Code, the legal effects of the Merger shall take place as of the date set forth in the deed of merger, which, as of now, is identified with the end of the accounting day of 30 December 2022, provided that, by such date, the last of the registrations required by Article 2504 of the Italian Civil Code has been performed. Pursuant to Article 2504-*bis*, paragraph 3, of the Civil Code, the transactions of the Merging Company SAES International will be recorded in the financial statements of the Merging Company SAES GETTERS as of January 1 of the year in which the last of the registrations required by Article 2504 of the Italian Civil Code will be executed (with the same timing as in the preceding paragraph), and from the same date the tax effects of the Merger will also be effective, pursuant to Article 172, paragraph 9, of Presidential Decree No. 917 of 22 December 1986 (TUIR).

Pursuant to Article 2505 paragraph 3 of the Civil Code, shareholders of the Merging Company representing at least 5% of the share capital may request that the decision to approve the Merger by the Merging Company be adopted in a shareholders' meeting, by sending a specific request addressed to the Company at saes-ul@pec.it within eight days from the filing of the merger plan or from the publication on the Company's website referred to in the third paragraph of Article 2501-*ter* of the Civil Code.

**7. Treatment of special categories of shareholders and holders of securities other than shareholdings (Art. 2501-*ter*, paragraph 1, of the Civil Code)**

Neither the Merging Company nor the Merged Company have issued securities, other than shares, to which any special treatment may be reserved in the context of the Merger. Likewise, there are no particular categories of shareholders to which the Merging Company's articles of association attribute rights, pursuant to Article 2468.3 of the Civil Code, to which special treatment may be reserved.

**8. Any special advantages proposed in favour of the directors of the merging companies (Art. 2501-*ter* paragraph 1, No. 8 of the Civil Code.**

This Merger transaction will not give rise to any particular advantage in favour of the persons in charge of the administration of the companies participating in the Merger, pursuant to Article 2501-*ter*, paragraph 1, no. 8, of the Italian Civil Code.

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Variations to this Project required in the course of further legal controls are subject to the limits set forth in Article 2502, paragraph 2, of the Civil Code.

Lainate (MI)  
12 September 2022

Milano (MI)  
12 September 2022

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**SAES Getters S.p.A.**  
The legal representative

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(Mr. Massimo della Porta)

**SAES International S.r.l.**  
The legal representative

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(Mr. Giulio Canale)