



PRESS RELEASE

Notice pursuant to Article 84 of Consob Regulation No. 11971/1999

REGISTRATION IN THE COMPANIES REGISTER OF THE RESOLUTION OF THE SPECIAL MEETING OF THE SAVINGS SHAREHOLDERS OF SAES GETTERS S.P.A., WHICH APPROVED THE MANDATORY CONVERSION OF SAVINGS SHARES INTO ORDINARY SHARES.

PROCEDURES AND TIME LIMITS TO EXERCISE THE RIGHT OF WITHDRAWAL.

Lainate (MI), 8 June 2023 - SAES Getters S.p.A. ("**SAES Getters**" or the "**Company**") announces that on 8 June 2023 (the "**Registration Date**") the resolution by which the special meeting of the Company's savings shareholders held on 31 May 2023 (the "**Special Meeting**") (following the approval of the extraordinary shareholders' meeting whose resolution was registered on the same date) approved the mandatory conversion of the Company's savings shares (the "**Savings Shares**") into ordinary shares of the Company, with related and/or subsequent amendments to its by-laws (the "**Mandatory Conversion**") was registered in the Companies Register of Milan - Monza - Brianza - Lodi.

The Mandatory Conversion is one component of a single transaction which also includes the promotion of a partial voluntary public tender offer pursuant to article 102 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated ("**TUF**"), concerning 1,364,721 Savings Shares with no indication of nominal value, fully paid, listed on Euronext Milan, Euronext STAR Milan segment, organised and managed by Borsa Italiana S.p.A, at the price of Euro 29.31 per Savings Share (the "**Offer**" and, together with the Mandatory Conversion, the "**Transaction**"), as better described in the press release published on 31 May 2023 pursuant to Article 102 of the TUF and Article 37 of Consob Regulation No. 11971 of 14 May 1999, as subsequently amended and integrated (the "**Issuers' Regulation**").

Right of Withdrawal and entitled parties

Since the Mandatory Conversion entails an amendment to the Company's by-laws in connection with the participation and voting rights of the savings shareholders, the savings shareholders who do not take part in the approval of the relevant resolution of the Special Meeting (the "**Entitled**

Shareholders") have the right to withdraw, for all or part of their shares, pursuant to Article 2437, paragraph 1, letter g), of the Italian Civil Code (the "**Right of Withdrawal**").

It should be noted that, in accordance with the provisions of Article 127-bis, paragraph 2, of the TUF, those who did not take part in the approval of the resolution of the Special Meeting, and who are therefore entitled to exercise their Right of Withdrawal, also include those in favour of whom the registration of the Savings Shares has been made after the record date of the Special Meeting (*i.e.* 22 May 2023) and before the opening of the proceedings of the Special Meeting.

Liquidation value

The liquidation value of each Savings Share has been calculated in accordance with Article 2437-ter of the Italian Civil Code and set by the Board of Directors at Euro 21.46, based on the arithmetic average of closing prices of the Savings Shares on the market in the six months prior to the date of publication of the call notice of the Special Meeting whose resolutions trigger the Right of Withdrawal (*i.e.* 26 April 2023), rounded up to the second decimal.

Relationship between the Right of Withdrawal and acceptance of the Offer

As already communicated to the market, please note that:

(i) the consideration for the Offer is Euro 29.31 for each of the 1,364,721 Savings Shares subject to the Offer;

(ii) savings shareholders who exercise their Right of Withdrawal will not be able to tender into the Offer with the Savings Shares in relation to which they have exercised the Right of Withdrawal;

(iii) since the effects of any withdrawals are conditional upon the effects of the Mandatory Conversion, which - in turn - is conditional, *inter alia*, upon the transfer of ownership and the payment of the consideration for the Savings Shares subject to the Offer (transfer and payment which shall take place after the end of the acceptance period of the Offer), the Savings Shares of the withdrawing shareholders, even if purchased in the context of the liquidation procedure implemented by the Company, may not be tendered into the Offer.

Procedures and time limits to exercise the Right of Withdrawal

It is recalled that pursuant to Article 2437-bis of the Italian Civil Code, the Right of Withdrawal may be exercised by the Entitled Shareholders, for all or part of the Savings Shares held, by means of a registered letter or certified e-mail to be sent, respectively, to the Company's registered office or to the PEC address (saes-ul@pec.it) (the "**Notice of Withdrawal**"), within fifteen days from the Registration Date - and, therefore, by 23 June 2023 (the "**Deadline**").

Please note that in case of a Notice of Withdrawal transmitted by registered letter, the registered letter shall be sent in a sealed envelope to the address Viale Italia n. 77, 20045 Lainate (MI) – to the attn. of "Mr. Giulio Canale, CFO", also bearing the indication "**Withdrawal of Savings Shareholders**"

and in case of a Notice of Withdrawal transmitted by certified e-mail, the communication shall be sent to the certified e-mail address saes-ul@pec.it and shall state in the subject "**Withdrawal of Savings Shareholders**".

The Notice of Withdrawal shall contain the following information:

- i. the identifying data (the personal data, tax code and domicile, for natural persons, and the name, LEI or other identifying corporate data and registered office, for legal persons) of the withdrawing Entitled Shareholder (the "**Withdrawing Shareholder**") and, if possible, a telephone number or e-mail address of the Withdrawing Shareholder for any communications relating to the Right of Withdrawal;
- ii. the number of Savings Shares for which the Right of Withdrawal is being exercised;
- iii. the details of the bank account (including the IBAN details) of the Withdrawing Shareholder to which the liquidation value of the Savings Shares shall be credited;
- iv. the indication of the intermediary with whom the account on which the Savings Shares for which the Right of Withdrawal is being exercised are registered, with the details of said account;
- v. a statement that the Savings Shares are not subject to a pledge, beneficial interest or other encumbrance.

A template of the Notice of Withdrawal form is available on the Company's website <https://www.saesgetters.com/investor-relations/area-investors/shareholders-meeting>.

In addition to the above, pursuant to Article 43, paragraph 1, of the single provision on post-trading adopted by Consob and the Bank of Italy on 13 August 2018 (as subsequently amended) (the "**Single Provision**"), the Withdrawing Shareholder - in addition to sending the Notice of Withdrawal to the Company in the manner and within the terms indicated above - must request, pursuant to Article 41 of the Single Provision, the intermediary with whom the account on which the Company's Savings Shares for which the Right of Withdrawal is being exercised are registered, to send the Company an appropriate communication certifying (i) the uninterrupted ownership, in the hands of the Withdrawing Shareholder, of the Savings Shares in relation to which the Right of Withdrawal is being exercised, starting from the date of the Special Meeting whose resolutions have triggered the withdrawal until the date of exercise of the Right of Withdrawal itself, taking into account the provisions of art. 127-bis, paragraph 2, of the TUF; and (ii) the absence of any pledge, beneficial interest or other encumbrance on the Savings Shares in relation to which the Right of Withdrawal is being exercised (if this is not the case, the Withdrawing Shareholder must provide the Company, as a condition for the admissibility of the Notice of Withdrawal, with a specific declaration made by the pledgee, beneficial owner, or the person in whose favour another encumbrance exists on the Savings Shares, whereby such person irrevocably and unconditionally consents to the liquidation of the

Savings Shares subject to the Right of Withdrawal in accordance with the instructions of the Withdrawing Shareholder).

The Withdrawing Shareholders must ensure the accuracy of the information contained in the Notice of Withdrawal and send it no later than the Deadline. Notices of Withdrawal sent after the aforementioned Deadline and/or lacking the necessary information and/or not accompanied in due time by the relevant notice will be deemed inadmissible.

Since the Right of Withdrawal follows the Mandatory Conversion and the related resolutions are subject to the conditions set forth in the minutes of the extraordinary shareholders' meeting of the Company held on 31 May 2023 and briefly described in Paragraph 8 of the press release published on 31 May 2023 pursuant to Article 102 of the TUF and Article 37 of the Issuers' Regulations, the exercised withdrawals will become effective only upon the occurrence of the aforementioned conditions. Therefore, if such conditions do not occur, the exercised withdrawals will be ineffective.

To this end, please note that, in addition to being subject to the condition precedent of the Offer becoming effective, the Mandatory Conversion is conditional upon the fact that the amount to be paid by the Company to the saving shareholders who have exercised their Right of Withdrawal, by the end of the option right and right of first refusal period set forth by Article 2347-*quater* of the Italian Civil Code, does not exceed the amount of Euro 5 million, unless this condition is waived by the Company by means of a resolution of the Board of Directors. It is understood, for the sake of clarity, that if the liquidation value of the Savings Shares with respect to which the withdrawal is exercised is equal to or lower than Euro 5 million, the Company may ascertain the fulfillment of this condition precedent starting from the Deadline, whereas if the liquidation value of the Savings Shares with respect to which the Right of Withdrawal is exercised is greater than Euro 5 million, the Company will ascertain whether or not this condition precedent (if not waived) has been fulfilled only upon the outcome of the exercise period for the option right and the right of first refusal pursuant to Article 2347-*quater* of the Italian Civil Code.

Unavailability of the shares subject to withdrawal

Please note that, pursuant to Article 2437-*bis*, paragraph 2, of the Italian Civil Code and Article 43, paragraph 2, of the Single Provision, the Savings Shares in relation to which the Right of Withdrawal has been legitimately exercised will be rendered unavailable and may not be tendered into the Offer, sold or otherwise be subject to acts of disposal by the Withdrawing Shareholder.

Liquidation procedure

Notwithstanding the foregoing, should one or more savings shareholders exercise their Right of Withdrawal in the manner indicated in this press release, the liquidation procedure will be carried out in accordance with applicable laws (i.e. Article 2437-*quater* of the Italian Civil Code).

The terms and conditions of the liquidation procedure (including the number of Savings Shares in relation to which the Right of Withdrawal has been exercised, the pre-emptive right and right of first

refusal offers as well as the offer on the market) will be announced in accordance with applicable laws and regulations, *inter alia*, on the Company's website (www.saesgetters.com) and on the 1Info storage mechanism (www.1info.it).

Since the exercised Right of Withdrawal only becomes effective upon the fulfillment of the conditions indicated in the minutes of the extraordinary shareholders' meeting of the Company held on 31 May 2023 and briefly described in Section 8 of the press release published on 31 May 2023 pursuant to Article 102 of the TUF and Article 37 of the Issuers' Regulations, the effectiveness of the offer pursuant to the pre-emptive right of the Savings Shares of the Withdrawing Shareholders described above will also be subject to the same conditions.

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