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S.G.G. HOLDING S.P.A.

Sede in Via Santa Maria Fulcorina, 2 – 20123 Milano

Capitale sociale Euro 25.000.001,00 i.v.

Registro delle Imprese di Milano, Codice Fiscale e Partita Iva n. 06705891007

REA – C.C.I.A.A. di Milano n. 1676394

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TOTAL VOLUNTARY TENDER OFFER PROMOTED BY S.G.G. HOLDING S.P.A. CONCERNING ORDINARY SHARES OF SAES GETTERS S.P.A.

PRESS RELEASE PURSUANT TO ARTICLE 102, PARAGRAPH 1, OF ITALIAN LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "**TUF**") AND ARTICLE 37 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF MAY 14, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "**ISSUERS' REGULATION**")

Milan, 16th April 2024

Pursuant to and for the purposes of Article 102, paragraph 1, of the TUF and Article 37 of the Issuers' Regulation, with this communication (the "**Communication**"), S.G.G. Holding S.p.A. (the "**Offeror**" or "**SGGH**"), with registered office in Milan (MI), via Santa Maria Fulcorina 2 (20123), tax code, VAT no. and registration number with the Register of Companies of Milan - Monza Brianza - Lodi: 06705891007, fully subscribed and paid-up share capital of Euro 25,000,001, hereby announces that it has today taken the decision to promote a voluntary tender offer pursuant to Articles 102 et seq. of the TUF (the "**Offer**" or the "**VTO**") aimed at:

- (i) acquiring all of the outstanding ordinary shares of SAES Getters S.p.A. (the "**Issuer**" or "**SAES Getters**" or "**SAES**") (the "**SAES Shares**" or the "**Shares**") - less no. 5,053,486 Shares held by SGGH, representing approximately 30.1% of the Issuer's share capital (the "**Initial Holding**") - amounting to a total of no. 11,731,762 Shares, representing approximately 69.9% of the Issuer's share capital (the "**Shares Subject to the Offer**"); and
- (ii) obtaining the delisting of the Shares from listing and trading on Euronext Milan ("**EXM**"), a market organized, regulated and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), Euronext STAR Milan segment (the "**Delisting**").

The cash consideration for each Share tendered to the VTO and purchased by the Offeror is Euro 26.3 (*ex* 2023 Dividend, as defined below) (the "**Consideration**").

The Offeror will promote the Offer in the manner and within the timeframe provided for by applicable laws and will, within the terms prescribed by law, in accordance with Article 102,

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paragraph 3, of the TUF, transmit to the National Commission for Companies and the Stock Exchange ("**Consob**") a copy of the offer document (the "**Offer Document**") intended for publication, to which reference should be made for further details on the VTO.

In view of the decision to promote the Offer, the Offeror specifies that it will vote against the proposals submitted to the SAES shareholders' meeting convened for April 23, 2024 concerning the authorization to purchase (and consequently cancel) up to no. 5,700,325 SAES treasury shares at a price equal to Euro 24.56 per share (*ex* 2023 Dividend) through a partial voluntary tender offer (the "**Proposed Partial Tender Offer on Treasury Shares**"), while it will vote in favour of the proposals to approve the financial statements as of December 31, 2023 and to distribute a dividend for the year 2023 equal to Euro 12.51 per share (the "**2023 Dividend**").

1. SUBJECTS PARTICIPATING IN THE TRANSACTION

1.1 OFFEROR

The Offer is promoted by S.G.G. Holding S.p.A.

The Offeror is a joint-stock company under Italian law, with registered office in Milan, Via Santa Maria Fulcorina No. 2, tax code, VAT number and registration number with the Milan-Monza Brianza-Lodi Companies' Register: 06705891007, R.E.A. number MI-1676394, active in the purchase, sale and management of shares, stocks, public or private securities or financial instruments and holdings in general of companies, consortia, associations or entities of any nature, both in Italy and abroad. The duration of the Offeror is set until December 31, 2030.

As of the date of this Communication, the Offeror's share capital amounts to Euro 25,000,001, fully subscribed and paid up, divided into no. 5,962,456 ordinary shares, with no express par value. The Offeror does not hold treasury shares.

The Offeror is not controlled by any of its shareholders and its shareholding structure is represented as follows (% refers to share capital):

Shareholder	Full ownership ("piena proprietà")		Usufruct ("usufrutto")		Bare ownership ("nuda proprietà")	
	No. shares	% share cap.	No. shares	% share cap.	No. shares	% share cap.
Baldi Annalisa	101,910	1.7%	73,288	1.2%	-	-
Baroncelli Giulia S.p.A.	699,293	11.7%	-	-	-	-
Canale Andrea	112,634	1.9%	-	-	-	-
Canale Giulio	288,114	4.8%	-	-	325,334	5.5%
Canale Maria Maddalena	101,649	1.7%	-	-	-	-
Canale Orietta	3,066	0.1%	155,463	2.6%	-	-
Corberi Ferdinando	-	-	-	-	36,644	0.6%
Corberi Francesca Donatella	-	-	-	-	36,644	0.6%
Della Porta Alessandra	-	-	153,916	2.6%	-	-
Della Porta Anna	21,600	0.4%	-	-	-	-
Della Porta Carola Rita	-	-	153,916	2.6%	-	-
Della Porta Ginevra	120,000	2.0%	-	-	504,609	8.5%

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Della Porta Giulio	70,000	1.2%	-	-	350,285	5.9%
Della Porta Giuseppe	33,200	0.6%	270,000	4.5%	-	-
Della Porta Livia	70,000	1.2%	-	-	350,285	5.9%
Della Porta Lorenzo	120,000	2.0%	-	-	504,609	8.5%
Della Porta Luigi Lorenzo	220,285	3.7%	820,570	13.8%	-	-
Della Porta Massimo Lorenzo	-	-	1,009,218	16.9%	-	-
Della Porta Paolo	70,000	1.2%	-	-	120,000	2.0%
Dia S.A.	606,000	10.2%	-	-	-	-
Dogliotti Andrea	1,000	0.02%	-	-	51,821	0.9%
Dogliotti Beatrice	222	0.004%	-	-	11,516	0.2%
Dogliotti Giulia	222	0.004%	-	-	11,516	0.2%
Dogliotti Luisa	1,000	0.02%	-	-	51,821	0.9%
Dogliotti Paolo	222	0.004%	-	-	11,516	0.2%
Lissoni Elena Alessandra	-	-	-	-	234,458	3.9%
Lissoni Michele	-	-	-	-	234,458	3.9%
Magi Irene Maria Vittoria	-	-	-	-	234,458	3.9%
Magi Sofia	-	-	-	-	234,458	3.9%
Profumo Marta	334	0.01%	-	-	17,273	0.3%
Rice Judith	-	-	325,334	5.5%	-	-
Strambio de Castillia Patrizia	-	-	360,000	6.0%	-	-
Subtotal	2,640,751	44.3%	3,321,705	55.7%	3,321,705	55.7%
Total capital	5,962,456					

As of the date of this Communication, the Offeror holds the Initial Holding, i.e., no. 5,053,486 SAES Shares, representing approximately 30.1% of the Issuer's share capital and approximately 46.2% of the voting rights exercisable at the Issuer's shareholders' meetings, given the increased voting rights provided for in SAES Getters' by-laws pursuant to Article 127-*quinquies* of the TUF.

1.2 Agreement between the Offeror's Shareholders

Today, an agreement (the "**Offeror Shareholders' Agreement**") was entered into between the full owners, bare owners and usufructuaries of the Offeror¹ holding stakes representing (by way of full ownership and/or bare ownership) approximately 99.4% of the Offeror's share capital and thus with the sole exception of some shareholders who may eventually enter into the Offeror Shareholders' Agreement upon obtaining the relevant authorizations².

In summary, the Offeror Shareholders' Agreement provides, in the event that the Issuer's shareholders' meeting approves the 2023 Dividend and the Offeror promotes the Offer:

- (i) the commitment of the signatory shareholders who hold, directly or indirectly, SAES Shares, to tender to, and to cause the companies controlled by them to tender to the Offer

¹ Namely, Carola Rita della Porta, Alessandra della Porta, Luigi Lorenzo della Porta, Giulio della Porta, Livia della Porta, Massimo Lorenzo della Porta, Lorenzo della Porta, Ginevra della Porta, Maria Maddalena Canale, Andrea Canale, Orietta Canale, Luisa Dogliotti, Andrea Dogliotti, Marta Profumo, Giulia Dogliotti, Beatrice Dogliotti, Paolo Dogliotti, Giulio Canale, Annalisa Baldi, Ferdinando Corberi, Francesca Donatella Corberi, DIA S.A., Baroncelli Giulia S.p.A., Anna della Porta, Paolo della Porta, Sofia Magi, Irene Maria Vittoria Magi, Michele Lissoni, Elena Alessandra Lissoni.

² Namely, Giuseppe della Porta, Patrizia Strambio de Castillia and Judith Rice.

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all the Shares held, which, according to the Offeror Shareholders' Agreement, as of today are no. 494,095 Shares, equal to approximately 2.9% of the Issuer's share capital and 2.3% of the voting rights exercisable at the Issuer's shareholders' meetings (the "**Shares Subject to Tender Commitment**");

- (ii) the commitment of the signatory shareholders not to carry out, directly or indirectly, any transactions relating to the Shares; and
- (iii) provided that upon completion of the Offer (including any fulfillment of the purchase obligation under Article 108 of the TUF and/or the purchase right under Article 111 of the TUF) the Offeror becomes the owner of all SAES Shares and the Delisting is achieved:
 - (a) the approval, as soon as possible, of a merger of the Offeror into the Issuer (the "**Merger**"); and
 - (b) the sale by Giulio Canale, Andrea Canale, Maria Maddalena Canale, Luisa Dogliotti, Andrea Dogliotti, Marta Profumo, Beatrice Dogliotti, Giulia Dogliotti, Paolo Dogliotti, Orietta Canale, Dia S.A, Annalisa Baldi, Ferdinando Corberi and Francesca Corberi (the "**Selling Shareholders**") to the company resulting from the Merger, as soon as it is technically feasible also in light of the requirements of Art. 2357, paragraph 1, of the Italian Civil Code, of the full ownership, bare ownership and/or usufruct of all the shares held by the Selling Shareholders in the company resulting from the Merger, at a consideration for the full ownership of each share equal to Euro 7.3942 per SAES post-Merger share (an amount that corresponds to a valuation of the Offeror calculated on the basis of a price per share of the Issuer of Euro 24.56 - an amount which is equal to the consideration for the purchase of treasury shares of the Proposed Partial Tender Offer on Treasury Shares). Therefore, the consideration recognized to the Selling Shareholders pursuant to the Offeror Shareholders' Agreement is lower than the Consideration recognized in the context of the Offer.

For more information, please refer to the essential information of the Offeror Shareholders' Agreement, which will be published within the terms and in the manner prescribed by Articles 122 of the TUF and 130 of the Issuers' Regulation.

1.3 Persons acting in concert with the Offeror

The persons who could be considered to be acting in concert with the Offeror in connection with the Offer are (i) Carola Rita della Porta, Alessandra della Porta, Sofia Magi, Irene Maria Vittoria Magi, Elena Alessandra Lissoni, Michele Lissoni, Luigi Lorenzo della Porta, Annalisa Baldi, Orietta Canale, Andrea Dogliotti, Luisa Dogliotti, Marta Profumo, Giulia Dogliotti, Beatrice Dogliotti, Paolo Dogliotti, Francesca Donatella Corberi, Baroncelli Giulia S.p.A, Andrea Canale e Maria Maddalena Canale, as parties to the Offeror Shareholders' Agreement and holders of SAES Shares and (ii) Tommaso Nizzi, as a director of the Offeror and holder of SAES Shares (collectively, the "**Persons Acting in Concert**").

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In any case, also in accordance with the provisions of the Offeror Shareholders' Agreement, the Offeror will be the only party to acquire the Shares Subject to the Offer that will be tendered to the Offer.

1.4 ISSUER

The Issuer is SAES Getters S.p.A., a joint-stock company under Italian law with its registered office in Lainate (MI), Viale Italia No. 77, tax code, VAT number and registration number with the Milan - Monza Brianza - Lodi Register of Companies: 00774910152, R.E.A. number MI-317232, active, together with its subsidiaries, in a variety of scientific and industrial applications, including in high vacuum conditions. The duration of the Issuer is set until December 31, 2050.

As of the date of this Communication, the Issuer's share capital amounts to Euro 12,220,000, fully subscribed and paid up, divided into no. 16,785,248 ordinary shares with no express par value. The Issuer does not hold any treasury shares.

The Shares are admitted to trading on the EXM - Euronext STAR Milan segment.

The following table shows the shareholders who, as of the date of this Communication, based on publicly available information, hold SAES Shares with voting rights equal to or greater than 5% of the share capital (represented by voting shares) of the Issuer:

Declarant i.e., person at the top of the chain of ownership	Direct shareholder	Number of SAES Shares	% of share capital	Exercisable voting rights	% exercisable voting rights ⁽¹⁾
S.G.G. Holding S.p.A.	S.G.G. Holding S.p.A.	5,053,486	30.1%	10,071,972	46.2%

⁽¹⁾ Please note that the Issuer's by-laws provide for the increase of voting rights pursuant to Article 127-quinquies of the TUF. As of the date of this Communication, the total number of exercisable voting rights, as resulting from the latest communication made by the Issuer pursuant to Article 85-bis, paragraph 4-bis, of the Issuers' Regulation, is no. 21,803,734.

2. LEGAL REQUIREMENTS OF AND REASONS FOR THE OFFER

2.1. Legal requirements of the Offer

The Offer consists of a total voluntary tender offer promoted pursuant to and for the purposes of Article 102, paragraph 1, of the TUF and the relevant implementing provisions contained in the Issuers' Regulation.

The Offer is subject to the fulfillment of the Conditions of the Offer (as defined below) set forth in Section 3.3 of this Communication.

The decision to promote the Offer was taken today by resolution of the board of directors of the Offeror.

2.2. Reasons for the Offer

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The Offer is aimed at acquiring the entirety of the Shares Subject to the Offer and, consequently, at achieving the Delisting. Therefore, upon the occurrence of the relevant prerequisites, the Offeror will not restore a sufficient free float to ensure the regular trading of SAES Shares.

The Offeror, after the extraordinary transactions of SAES Getters that took place in 2023 and the significant downsizing of the business and in view of a generational transition, believes, also consistently with what the Issuer has communicated to the market, that an industrial reorganization of the Issuer is appropriate, an activity that is more easily pursued as an unlisted company, also in view of the timing and possible risks and complexities of such reorganization.

Indeed, the Delisting would enable the Issuer to pursue its purposes in a context and legal framework characterized by greater managerial and organizational flexibility, with faster decision-making and performance times and also benefiting from a possible reduction in operating costs.

Through the Offer, SAES Getters' shareholders are given the opportunity to monetize their investment at particularly advantageous terms, which are more favourable than those currently offered by the market and those provided by the Proposed Partial Tender Offer on Treasury Shares.

The Consideration is also higher than the consideration for exiting the Offeror provided in favour of some historical shareholders of the Offeror following the success of the Offer, as better described in Section 1.2 above.

The Offeror will also, upon completion of the Offer, resolve (and cause the Issuer to resolve) the Merger with the Issuer also in order to fully repay the Financing (as defined below) by using part of the Issuer's available resources.

For more information about the Delisting, please refer to Section 3.6 of this Communication.

3. ESSENTIAL ELEMENTS OF THE OFFER

3.1 Categories and quantity of the Shares Subject to the Offer

The Offer is promoted exclusively in Italy and concerns up to no. 11,731,762 SAES Shares, representing approximately 69.9% of SAES Getters' share capital and 53.8% of the voting rights exercisable at the Issuer's shareholders' meetings.

The Shares Subject to the Offer correspond to the entirety of the Shares, less the Initial Holding, consisting of no. 5,053,486 Shares held by the Offeror, representing approximately 30.1% of the Issuer's share capital and approximately 46.2% of the voting rights exercisable at the Issuer's shareholders' meetings, taking into account the increased voting rights provided for in SAES Getters' by-laws pursuant to Article 127-*quinquies* of the TUF.

Please note that the Shares Subject to Tender Commitment amount to no. 494,095 Shares, representing approximately 2.9% of the Issuer's share capital and approximately 4.2% of the Shares Subject to the Offer.

The sum of the Initial Holding and the Shares Subject to Tender Commitment amounts to no. 5,547,581 Shares, representing approximately 33.1% of the Issuer's share capital.

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Following the publication of this Communication, as well as during the Acceptance Period (as defined below), as extended or reopened pursuant to applicable laws, the Offeror reserves the right to purchase Shares outside of the Offer, within the limits set forth by applicable laws. Such purchases will be communicated to the market in accordance with Article 41, paragraph 2(c) of the Issuers' Regulation. The number of Shares Subject to the Offer may be automatically reduced as a result of any purchases made by the Offeror and/or Persons Acting in Concert outside of the Offer.

The Offer is addressed, indiscriminately and on equal terms, to all holders of Shares Subject to the Offer.

The Shares tendered to the VTO must be freely transferable to the Offeror and free from constraints and encumbrances of every kind and nature, whether real, mandatory or personal.

3.2 Offered price per Share and total consideration of the Offer

3.2.1 Offered price per Share and its determination

The Offeror will pay, on the Payment Date (as defined below), the cash Consideration of Euro 26.3 (*ex* 2023 Dividend) for each of the Shares Subject to the Offer tendered to the VTO and purchased by the Offeror.

The Consideration is net of stamp duty, registration tax and Italian financial transaction tax, if due, and fees, commissions and expenses that will be borne by the Offeror. Conversely, any income tax, withholding tax, or substitute tax, if due, on the income potentially realised, will be borne by the shareholders tendering the Shares to the Offer. Please note that the ordinary shareholders' meeting of SAES Getters convened for April 23, 2024 for the approval of the financial statements as of December 31, 2023, is also called to approve, among other things, the 2023 Dividend, equal to Euro 12.51 per Share, which will be paid on May 2, 2024.

The Consideration, therefore, is net of the amount per Share of the 2023 Dividend, on the assumption that the 2023 Dividend is approved by the ordinary shareholders' meeting of SAES Getters on April 23, 2024, and is paid on May 2, 2024.

It should be noted that for the determination of the Consideration, no expert reports prepared by independent parties or aimed at assessing the fairness of the same were obtained and/or carried out.

3.2.2 Quotation price on the day before the Announcement Date and volume-weighted averages in different time periods

The Consideration incorporates a premium of 7.5% over the Issuer's official share price, adjusted for the 2023 Dividend, recorded on April 15, 2024, i.e., the last trading day prior to today's date (the "**Announcement Date**"), as well as a premium of 12.5%, 15.9%, 19.1% and 25.9% over the volume-weighted averages of the official prices of the SAES Shares traded on the EXM market, adjusted for the 2023 Dividend, during the periods of 1 (one) month, 3 (three) months, 6 (six) months and 12 (twelve) months prior to the Announcement Date (excluded), respectively, as further illustrated in the table below:

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Time period prior to the Announcement Date (excluded)	Volume-weighted averages of official Share prices "ex 2023 Dividend" ¹ (Eu)	Premium implied in the Consideration (ex 2023 Dividend) (%)
April 15, 2024	24.46	7.5%
1 month prior to April 15, 2024	23.38	12.5%
3 months prior to April 15, 2024	22.70	15.9%
6 months prior to April 15, 2024	22.08	19.1%
12 months prior to April 15, 2024	20.88	25.9%

Source: Elaborations on Bloomberg data. Note: 1) Calculated for each time period by subtracting the amount of Eu 12.51 (equal to the 2023 Dividend, which is scheduled to be approved by the Issuer's ordinary shareholders' meeting on April 23, 2024) from the volume-weighted average of the official prices of SAES Shares traded on the EXM market.

The Consideration also incorporates a premium of approximately 7.1% over the consideration of the Proposed Partial Tender Offer on Treasury Shares (amounting to Euro 24.56 per SAES Share, ex 2023 Dividend) and 28.5% over the official price of the Issuer's shares recorded on the day prior to the announcement of the Proposed Partial Tender Offer on Treasury Shares submitted to the Issuer's shareholders' meeting.

For completeness, the table below shows the premia implied in the Consideration with respect to the official price of SAES Shares, adjusted for the 2023 Dividend, recorded on September 29, 2023 (the last trading day prior to the publication of the first announcement of the Proposed Partial Tender Offer on Treasury Shares and, therefore, the last day on which stock market prices did not reflect its effects), as well as the implied premia over the volume-weighted averages of the official prices of SAES Shares traded on the EXM market, adjusted for the 2023 Dividend, in the 1-month, 3-month, 6-month, and 12-month periods prior to September 29, 2023 (included), respectively.

Time period prior to the announcement date of the Proposed Partial Tender Offer on Treasury Shares (October 2, 2023)	Volume-weighted averages of official Share prices "ex 2023 Dividend" ¹ (Eu)	Premium implied in the Consideration (ex 2023 Dividend) (%)
September 29, 2023	20.47	28.5%
1 month prior to September 29, 2023	20.08	31.0%
3 months prior to September 29, 2023	18.65	41.0%
6 months prior to September 29, 2023	17.83	47.5%
12 months prior to September 29, 2023	17.94	46.6%

Source: Elaborations on Bloomberg data. Note: 1) Calculated for each time period by subtracting the amount of Eu 12.51 (equal to the 2023 Dividend, which is scheduled to be approved by the Issuer's ordinary shareholders' meeting on April 23, 2024) from the volume-weighted averages of the official prices of SAES Shares traded on the EXM market.

3.2.3 Total consideration and financing of the Offer

The maximum disbursement to be borne by the Offeror in the event that all the Shares Subject to the Offer are tendered to the Offer would be Euro 308,545,340.60 (the "**Maximum Disbursement**").

The Offeror declares that it has put itself in a position to fully meet its financial commitments to pay the Consideration up to the Maximum Disbursement.

In particular, the Offeror will meet the financial commitments necessary for the payment of the Consideration, up to the Maximum Disbursement, by means of financial indebtedness and in this regard, on April 16, 2024 the Offeror received from Mediobanca - Banca di Credito Finanziario S.p.A. a commitment letter, including the relevant term sheet relating to the aforementioned financing (the "**Financing**").

The Offeror will obtain and deliver to Consob, no later than the day prior to the publication of the Offer Document, certification of the confirmed establishment of the necessary guarantees, in accordance with Article 37-*bis*, paragraph 3, of the Issuers' Regulation.

3.3 Conditions for the effectiveness of the Offer

The effectiveness of the Offer is subject to:

- A. reaching a threshold of subscriptions to the Offer such as to enable the Offeror, jointly with the Persons Acting in Concert, to hold in aggregate at least 95% of the Issuer's capital, also counting: (i) the Shares held by the Persons Acting in Concert, and (ii) any Shares acquired by the Offeror and/or the Persons Acting in Concert after the date of this Communication outside of the Offer in accordance with applicable laws (the "**Threshold Condition**");
- B. the non-adoption and/or publication, by the second trading day prior to the Payment Date, by competent institutions, entities or authorities, of legislative, administrative (including therein tender offer obligations pursuant to Articles 106 et seq. of the TUF) or judicial decision or measures such as to preclude, limit or make more onerous, in whole or in part, even temporarily, the completion of the Offer (the "**Burden Condition**");
- C. the non-occurrence, by the second trading day prior to the Payment Date, of (i) events or situations, not known as of today to the Offeror and/or the market, which entail significant changes in the political, financial, economic, currency or market situation, national and/or international, that cause or could reasonably cause substantially detrimental effects on the conditions of the assets and/or on the equity, economic and/or financial conditions of SAES Getters and/or the related group - as reflected in SAES Getters' annual and consolidated financial statements as of December 31, 2023 - and/or on the Offer; and/or (ii) events or situations, not known as of today's date to the Offeror and/or the market, concerning SAES Getters and/or the related group that cause or could reasonably be expected to cause materially adverse effects on the condition of the assets and/or on the equity, economic and/or financial condition of SAES Getters and/or the related group - as reflected in SAES Getters' annual and consolidated financial statements as of December 31, 2023 - and/or on the Offer. It is understood that this condition also includes, *inter alia*, all circumstances listed in (i) and (ii) above that may arise as a result of, or in connection with, the conflict between

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Russia and Ukraine, political-military tensions between China and the U.S., conflicts in the Middle East, and additional international tensions (which, although they are known phenomena and in the public domain, may result in consequences that are not currently foreseeable for the condition of SAES Getters' and/or the related group's assets, economic and/or financial condition and/or the OPA) (the "**MAC Condition**").

(The Threshold Condition, the Burden Condition and the MAC Condition, jointly, the "**Conditions of the Offer**").

The Offeror has identified the Threshold Condition with the intention of achieving the Delisting of the Issuer with no minority shareholders remaining, through the exercise of the Right to Purchase (as defined below). In the event that the Threshold Condition has not been satisfied, the Offeror reserves the right to waive the Threshold Condition and purchase a smaller amount of Shares.

The Offeror also reserves the right to waive the MAC Condition and/or the Burden Condition, and to modify in whole or in part, at any time and at its sole discretion, within the limits and in the manner provided for in Article 43 of the Issuers' Regulation, the Conditions of the Offer.

In the event that even one of the Conditions of the Offer is not met and the Offeror does not exercise its right to waive it, the Offer will not be completed. In such a scenario, any Shares tendered to the Offer will be returned to their respective holders, no later than the trading day following the date on which the Offeror notifies that the Offer has not been completed. The Shares will be returned to their respective holders, without charge or expense to them, and adherents will not be prejudiced in any way with respect to the voting increment that has accrued or is in the process of accruing.

3.4 Acceptance Period

The acceptance period for the Offer (the "**Acceptance Period**") will be agreed with Borsa Italiana between a minimum of 15 (fifteen) and a maximum of 40 (forty) trading days pursuant to Article 40, paragraph 2, letter b), of the Issuers' Regulation, unless extended, in which case the Offeror will give notice of it pursuant to applicable laws.

The payment of the Consideration will take place, against the simultaneous transfer of ownership of the Shares tendered and purchased by the Offeror, no later than the fifth trading day (the "**Payment Date**") following (i) the closing date of the Acceptance Period, subject to any extensions or amendments to the Offer that may occur in accordance with applicable laws, and (ii) any Reopening of the Terms (as defined below).

3.5 Application of Articles 39-bis (Opinion of independent directors) and 40-bis (Reopening of the terms of the Offer) of the Issuers' Regulation

As the Initial Shareholding exceeds the 30% threshold provided for in Article 106, paragraph 1 of the TUF, Articles 39-bis (*Opinion of independent directors*) and 40-bis (*Reopening of the terms of the offer*) of the Issuers' Regulation apply to the Offer pursuant to which:

- (i) prior to the approval of the announcement pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers' Regulation, by the board of directors of SAES Getters, the independent directors, who are not related parties of the Offeror, shall prepare a reasoned

opinion containing their assessments on the Offer and the fairness of the Consideration, being able to rely on the assistance of an independent expert identified by themselves for this purpose; and

- (ii) by the trading day following the Payment Date, the Acceptance Period may be reopened for 5 (five) trading days upon the occurrence of the circumstances set forth in Article 40-bis, paragraph 1(a) of the Issuers' Regulation, provided that the cases set forth in Article 40-bis, paragraph 3 of the Issuers' Regulation do not apply (the "**Reopening of the Terms**").

3.6 Possible scenarios upon completion of the Offer and the Delisting

3.6.1 Purchase obligation under Article 108, paragraph 1 of the TUF and exercise of the right to purchase under Article 111 of the TUF

The Offer is aimed at the Delisting of the Issuer with no minority shareholders remaining.

In the event that, as a result of the Offer, including any Reopening of the Terms or any extension of the Acceptance Period pursuant to applicable laws, the Offeror (jointly with the Persons Acting in Concert) holds in aggregate - as a result of (i) subscriptions to the Offer as well as (ii) any purchases made on the market, directly or indirectly, by the Offeror and/or the Persons Acting in Concert, subsequent to the date of this Communication and outside of the Offer, pursuant to applicable laws, by the end of the Acceptance Period, as potentially reopened following the Reopening of the Terms or extended pursuant to applicable laws - a shareholding of at least 95% of the Issuer's share capital, the Offeror hereby declares that it will avail itself of the right to purchase the remaining Shares pursuant to Article 111 of the TUF (the "**Right to Purchase**").

The Offeror, if the conditions are met, by exercising the Right to Purchase will also fulfill the purchase obligation under Article 108, paragraph 1, of the TUF, with respect to the Issuer's shareholders who have requested it (the "**Purchase Obligation under Article 108, paragraph 1, of the TUF**"), thus giving rise to a single procedure to be agreed upon with Consob and Borsa Italiana pursuant to the Issuers' Regulation (the "**Joint Procedure**").

The Right to Purchase will be exercised according to terms and procedures to be agreed with Borsa Italiana and Consob in accordance with applicable laws, by depositing the total consideration of the purchase price for the Shares subject to the Joint Procedure.

The consideration due for the Shares purchased through the exercise of the Right to Purchase and the fulfillment of the Purchase Obligation pursuant to Article 108, paragraph 1, of the TUF will be determined pursuant to Article 108, paragraph 3 or 4, of the TUF.

The Offeror will disclose, pursuant to applicable laws, whether or not the prerequisites for the exercise of the Right to Purchase have been met. If so, indications will also be provided regarding (i) the amount of the remaining Shares; (ii) the manner and terms by which the Offeror will exercise the Right to Purchase and simultaneously fulfill the Purchase Obligation pursuant to Article 108, paragraph 1, of the TUF, giving effect to the Joint Procedure; and (iii) the manner and timing of the Delisting.

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Pursuant to Article 2.5.1, paragraph 6, of the regulation of the markets organized and managed by Borsa Italiana (the "Borsa Italiana **Regulation**"), in the event of the exercise of the Right to Purchase, Borsa Italiana will order suspension from trading and/or the Delisting, taking into account the timeframe for the exercise of the Right to Purchase.

3.6.2 Purchase obligation pursuant to Article 108, paragraph 2, of the TUF

In the event that, as a result of the Offer, including any Reopening of the Terms or any extension of the Acceptance Period pursuant to applicable laws, the Offeror (jointly with the Persons Acting in Concert) holds in aggregate - as a result of (i) subscriptions to the Offer as well as (ii) any purchases made on the market, directly or indirectly, by the Offeror and/or the Persons Acting in Concert, subsequent to the date of this Communication and outside of the Offer, pursuant to applicable laws, by the end of the Acceptance Period, as potentially reopened as a result of the Reopening of the Terms or extended pursuant to applicable laws - a shareholding of more than 90% but less than 95% of the Issuer's share capital and the Offer would nevertheless be completed subject to the waiver of the Threshold Condition, the Offeror hereby declares that it will not reconstitute a free float sufficient to ensure the regular trading of the Shares. Consequently, upon the occurrence of the aforementioned circumstance, the Offeror will proceed, pursuant to Article 108, paragraph 2, of the TUF, to purchase the remaining Shares from each shareholder who so requests in accordance with the provisions of the aforementioned article (the "**Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF**").

Should it occur, the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF will be fulfilled by the Offeror for a consideration per Share to be determined pursuant to Article 108, paragraph 3 or 4, of the TUF.

The Offeror will disclose, pursuant to applicable laws, whether the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF have been met. If so, the Offeror will also provide information about (i) the amount of the remaining Shares; (ii) the manner and terms by which the Offeror will fulfill the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF; and (iii) the manner and timing of the Delisting.

It should be noted that, following the occurrence of the conditions of the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF, Borsa Italiana - pursuant to Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation - will order the delisting of the Shares from listing and trading on EXM as of the trading day following the date of payment of the consideration paid by the Offeror to fulfill the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF. Therefore, following the fulfillment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the TUF, the Shares will be delisted and those shareholders of the Issuer who have decided not to tender their Shares and who have not requested the Offeror to purchase them, will be holders of financial instruments that are not traded on any regulated market, resulting in difficulties in liquidating their investment in the future.

3.6.3 Possible scarcity of free float - direct merger

In the event that, as a result of the Offer, including any Reopening of the Terms or any extension of the Acceptance Period pursuant to applicable laws, and including as a result of any purchases made

by the Offeror outside of the Offer pursuant to applicable law, the Offeror (jointly with the Persons Acting in Concert) holds an aggregate shareholding not higher than 90% of the Issuer's share capital and the Offer is nevertheless completed subject to the waiver of the Threshold Condition,

(i) where there is a scarcity of free float such as not to ensure the regular course of trading, Borsa Italiana may order the suspension of the Shares from trading and/or the Delisting pursuant to Article 2.5.1 of the Borsa Italiana Regulation. The Offeror declares that, should such a scarcity of free float become apparent, it will not put in place measures aimed, in terms of timing and modalities, at restoring the minimum conditions of free float for regular trading of the Shares;

(ii) the Offeror reserves, in any case, the opportunity to consider and submit to the competent corporate bodies of the Issuer, as a further way to carry out the Delisting, the direct merger of the Issuer into the Offeror.

In the event of the Delisting, holders of Shares who did not tender their Shares to the Offer will own financial instruments that are not traded on any regulated market, resulting in difficulties in liquidating their investment.

3.7 Offering market

The Offer is promoted exclusively in Italy, as the Shares are listed exclusively on the EXM - Euronext STAR Milan segment, and is addressed equally to all shareholders holding Shares Subject to the Offer.

The Offer has not been and will not be promoted or disseminated, directly or indirectly, in the United States of America, Canada, Japan, and Australia, as well as in any other state in which such a Tender Offer is not permitted in the absence of authorization by the competent authorities or other compliance by the Offeror or is in violation of local rules or regulations (the "**Other Countries**") or by using means of communication or international trade (including, without limitation, the postal network, facsimile, telex, electronic mail, telephone and Internet) of the United States of America, Canada, Japan, Australia or the Other Countries, nor through any facility of any of the financial intermediaries of the United States of America, Canada, Japan, Australia or the Other Countries, nor in any other manner. Copies of this Communication, the Offer Document, or portions thereof, as well as copies of any documents relating to the Offer, are not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the United States of America, Canada, Japan, Australia or the Other Countries. Any person who receives the aforesaid documents shall not distribute, send, or dispatch them (either by mail or by any other means or instrument of communication or international commerce) in the United States of America, Canada, Japan, Australia, or the Other Countries.

Any Share tendered to the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

This Communication, the Offer Document, as well as any other document relating to the Offer, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or the Other Countries. No instrument may be offered or purchased or sold in the United States of America,

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Canada, Japan, Australia or the Other Countries in the absence of specific authorization in accordance with the applicable provisions of the local law of those states or the Other Countries or waiver from those provisions.

Participation to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions under applicable laws. It is the sole responsibility of the holders of Shares Subject to the Offer to comply with such regulations and, therefore, before tendering their Shares the Offer, to verify their existence and applicability by contacting their advisors.

3.8 Changes to the Offer

Subject to the limits provided by applicable laws, the Offeror reserves the right to make changes to the Offer by the trading day prior to the scheduled closing of the Acceptance Period.

If the Offeror exercises its right to make changes to the Offer on the last day available to it, the closing of the Acceptance Period may not occur in a period of less than 3 (three) trading days from the date of publication of the changes made in accordance with applicable laws.

4. COMMUNICATIONS OR APPLICATIONS FOR AUTHORIZATION REQUIRED BY APPLICABLE LAW

The Offer is not subject to authorizations.

5. WEBSITE FOR THE PUBLICATION OF PRESS RELEASES AND DOCUMENTS RELATED TO THE OFFER

Press releases and documents related to the Offer will be available on the Issuer's website at the address www.saesgetters.com.

Press releases and documents related to the Offer will also be available for consultation at the Offeror's registered office in Milan (MI), via Santa Maria Fulcorina 2 (20123).

6. TRANSACTION ADVISORS AND INTERMEDIARY IN CHARGE OF COORDINATING THE COLLECTION OF SUBSCRIPTIONS

SGGH is assisted for the purposes of the Offer by Intermonte and Mediobanca, as financial advisors, and by De Lorenzi Miccichè Scalera Spada - Avvocati Associati, as legal advisor.

Intermonte is also the intermediary in charge of coordinating the collection of subscriptions to the Offer.

This press release does not constitute nor is it intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of SAES Getters S.p.A. will be made in any country in violation of the laws applicable therein. The Offer will be carried out by means of the publication of the relevant Offer Document, subject to CONSOB approval. The Offer Document will contain the full description of the terms and conditions of the Offer, including the terms and conditions of acceptance.

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The publication or dissemination of this communication in countries other than Italy may be subject to restrictions under applicable law, and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information about any restrictions under applicable laws and regulations and ensure compliance with them. Any failure to comply with such restrictions could constitute a violation of the applicable law of the relevant country. To the fullest extent permitted by the applicable laws, the persons involved in the Offer shall be considered exempt from any liability or detrimental consequences that may arise from the violation of the aforementioned restrictions by the aforementioned persons involved. This notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed had the notice been prepared in accordance with the laws of countries other than Italy.

No copy of this press release or any other document relating to the Offer shall be, nor may it be, sent by post or otherwise transmitted or distributed in any or from any country where provisions of local law may result in civil, criminal or regulatory risks where information concerning the Offer is transmitted or made available to shareholders of SAES Getters S.p.A. in such country or in other countries where such conduct would constitute a violation of the laws of such country, and any person receiving such documents (including as custodian, fiduciary or trustee) is required not to send by post or otherwise transmit or distribute them to or from such country.