

Courtesy translation – for convenience only

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

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

PRESS RELEASE¹

PRESS RELEASE PURSUANT TO ARTICLE 41, PARAGRAPH 6, OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF MAY 14, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “ISSUERS’ REGULATIONS”)

FINAL RESULT OF THE OFFER

ACHIEVEMENT OF A STAKE GREATER THAN 95% OF THE SHARE CAPITAL OF SAES GETTERS S.P.A

WAIVER OF THE BURDEN CONDITION AND OF THE MAC CONDITION

THE OCCURRENCE OF THE LEGAL REQUIREMENTS FOR THE EXERCISE OF THE SQUEEZE OUT PURSUANT TO ARTICLE 111 OF THE TUF AND FOR THE FULFILMENT OF THE SELL-OUT PROCEDURE PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE TUF IS CONFIRMED

July 2nd, 2024

The Offeror makes the following announcement with respect to the total voluntary public tender offer (the “Offer” or the “Tender Offer”) pursuant to Articles 102 et seq. of Legislative Decree No. 58/1998 (the “TUF”) promoted by S.G.G. Holding S.p.A. (the “Offeror”) on maximum no. 11,731,762 SAES Shares, representing approx. 69.9% of the share capital of SAES Getters S.p.A. (the “Issuer” or “SAES Getters” or “SAES”).

Capitalized terms used in this press release, unless otherwise defined, are courtesy translations from the Italian language of the same definitions used in the offer document approved by Consob by resolution No. 23118 of May 21, 2024 (the “Offer Document”) published on May 23, 2024 and available on the Issuer’s website www.saesgetters.com.

FINAL RESULTS OF THE OFFER

Based on the final results communicated by Intermonte SIM S.p.A (in its capacity as the Intermediary in Charge of Coordinating the Collection of Subscriptions), no. 10,621,026 SAES Shares, representing approx. 90.53% of the Shares Subject to the Offer and approx. 63.28% of the Issuer’s share capital, have been tendered to the Offer, for an overall amount (based on the Consideration of Euro 28,0 for each Share Subject to the Offer) equal to Euro 297,388,728.00.

Compared to the data announced by the Offeror in the Press Release on the Provisional Results of the Offer, the number of Shares Subject to the Offer tendered to the Offer during the Acceptance Period is therefore increased by no. 47 Shares.

¹ The release, publication or distribution of this communication is not permitted in the United States of America, Canada, Japan, Australia and in any country where such communication would violate the relevant applicable regulation.

During the Acceptance Period, the Offeror has carried out purchase transactions on no. 477,871 SAES Shares, representing approx. 2.85% of the Issuer's share capital, at a price per Share not exceeding the Consideration (as announced pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulations) (the average price per Share was equal to approx. Euro 27.9987).

Therefore, based on the final results and taking into account (i) the no. 5,531,357 SAES Shares held by the Offeror, representing 32.95% of the Issuer's share capital and (ii) the no. 10,621,026 SAES Shares tendered to the Offer, representing approx. 63.28% of the Issuer's share capital, the Offeror and the Persons Acting in Concert, upon completion of the Offer, will hold no 16,152,383 SAES Shares, representing approx. 96.23% of the Issuer's share capital.

In light of the foregoing, the Offeror confirms that:

- (i) pursuant to Article 40-*bis*, paragraph 3, letter b), of the Issuers' Regulations, the Reopening of the Terms of the Acceptance Period will not take place;
- (ii) the Threshold Condition has been fulfilled;
- (iii) since the Offeror, together with the Persons Acting in Concert, has achieved a shareholding in excess of 95% of the Issuer's share capital, the legal requirements for the Squeeze Out pursuant to Article 111 of the TUF and for the Sell-Out Procedure pursuant to Article 108, paragraph 1, of the TUF on the remaining no. 632,865 SAES Shares, representing approx. 3.77% of the Issuer's share capital, have occurred.

WAIVER OF THE BURDEN CONDITION AND THE MAC CONDITION

The Offeror hereby announces its waiver of the Burden Condition and the MAC Condition, it being understood that the Offeror is not aware of any event or circumstance that could have affected their fulfilment as at the date of this press release.

Therefore, the Offer is unconditional and fully effective and may be completed.

PAYMENT DATE OF THE CONSIDERATION OF THE OFFER

The Consideration of Euro 28.0 for each Share Subject to the Offer tendered to the Offer, will be paid on July 5, 2024, against the simultaneous transfer to the Offeror of the ownership over such Shares Subject to the Offer.

Based on the reported final results of the Offer, the overall amount that will be paid by the Offeror on the Payment Date is equal to Euro 297,388,728.00.

The Consideration will be paid in cash by the Offeror to the account indicated by the Intermediary in Charge of Coordinating the Collection of Subscriptions and then transferred by the latter to the Appointed Intermediaries, who will transfer the amounts to the Depository Intermediaries, for crediting to the account of their respective clients, in accordance with the instructions provided by the Subscribers to the Offer in the Tender Form.

The Offeror's obligation to pay the Consideration shall be deemed fulfilled as soon as the amounts are transferred to the Appointed Intermediaries. The risk that the Appointed Intermediaries, or the Depository Intermediaries, fail to transfer such amounts or delay their transfer will be exclusively borne by the Subscribers.

OCCURRENCE OF THE LEGAL REQUIREMENTS FOR THE EXERCISE OF THE SQUEEZE OUT PURSUANT TO ARTICLE 111 OF THE TUF AND FOR THE FULFILMENT OF THE SELL-OUT PROCEDURE PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE TUF

In light of the foregoing, the Offeror confirms that the legal requirements for the exercise of the Squeeze Out pursuant to Article 111 of the TUF – which the Offeror has already declared its intention to exercise it in Section A.9 of the Offer Document – and of the Sell-Out Procedure pursuant to Article 108, paragraph 1, of the TUF, of the remaining no. 632,865 SAES Shares, representing approx. 3.77% of the Issuer's share capital (the "Residual Shares") are met, and that the Joint Procedure will be carried out at a consideration per SAES Share equal to the Consideration of the Offer, for an overall amount equal to Euro 17,720,220.00.

The Joint Procedure will take place on July 9, 2024, when the Offeror will notify the Issuer the deposit and availability of the amounts for the payment of the consideration of the Joint Procedure. Therefore, on the same date, the transfer to the Offeror of the ownership of the Residual Shares will become effective.

The Squeeze Out is exercised in respect of all the Residual Shares and therefore, regardless of the request for payment of the consideration of the Joint Procedure, the transfer to the Offeror of the ownership of the Residual Shares will become effective from the date of the communication to the Issuer of the deposit of the amounts for the payment of the consideration of the Joint Procedure, with the consequent recordings in the shareholders register by the Issuer, pursuant to Article 111, paragraph 3, of the TUF.

Holders of the Residual Shares will obtain the payment of the consideration of the Joint Procedure directly from the Depository Intermediaries. The Offeror's obligation to pay the consideration of the Joint Procedure shall be deemed fulfilled as soon as the amounts are transferred to the Appointed Intermediaries from which the Residual Shares subject to the Joint Procedure are delivered.

The risk that the Appointed Intermediaries or the Depository Intermediaries fail to transfer such amounts or delay their transfer shall be borne exclusively by the shareholders.

Pursuant to Article 2949 of the Italian Civil Code, upon expiry of the statute of limitations period of five years from the deposit of the amounts for the payment of the consideration of the Joint Procedure, the Offeror shall be entitled to obtain the return of the amounts deposited as consideration of the Joint Procedure not collected by the holders of the Residual Shares.

DELISTING OF SAES SHARES FROM THE EURONEXT MILAN

Pursuant to Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation, Borsa Italiana will order the suspension of SAES Shares from listing on Euronext Milan in the days of July 5, 2024 and July 8 2024, and the Delisting starting from the day of July 9, 2024.

The VTO has been promoted exclusively in Italy, as the Shares are listed exclusively on the Euronext Milan – Euronext STAR Milan segment. The VTO 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 the VTO is not permitted in the absence of authorisation by the competent authorities or other obligations 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, by way of example, the postal network, fax, telex, e-mail, telephone and internet) of the United States of America, Canada, Japan, Australia or of the Other Countries, or through any structure of any of the financial intermediaries of the United States of America, Canada, Japan, Australia or the Other Countries, or in any other way. A copy of the Offer Document,

or portions thereof, as well as a copy of any document relating to the VTO, are not and must not be sent, nor in any way transmitted, or in any case distributed, directly or indirectly, in the United States of America, Canada, Japan, Australia or Other Countries. Anyone who receives the aforementioned documents must not distribute or send them (either by post or by any other means or instrument of communication or international trade) in the United States of America, Canada, Japan, Australia or Other Countries.

The Offer Document, as well as any other document relating to the VTO, do not constitute and may not be interpreted as an offer of financial instruments addressed to parties domiciled and/or resident in the United States of America, Canada, Japan, Australia or Other Countries. No instrument may be offered or sold in the United States of America, Canada, Japan, Australia or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local law of those states or of the Other Countries or in derogation from the same provisions.

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