

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 ARTICLES 36 AND 41, PARAGRAPH 2, LETTER C), OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF MAY 14, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “ISSUERS’ REGULATIONS”)

FULFILMENT OF THE THRESHOLD CONDITION - DELISTING

Milan, 25th June 2024

With reference 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 the shares of SAES Getters S.p.A. (the “Issuer” or “SAES Getters” or “SAES”), the Offeror makes the following announcement.

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.

The Offeror announces that on the date hereof, through Mediobanca – Banca di Credito Finanziario S.p.A., has carried out the following purchase transactions on no. 178,000 Shares, to be disclosed pursuant to article 41, paragraph 2, letter c), of the Issuer’s Regulations:

Date of the transaction	Trading venue	Type of transaction	Number of SAES Shares	Price (Euro)
June 25, 2024	Euronext Milan	Purchase	1,434	28.00
June 25, 2024	Euronext Milan	Purchase	8,083	28.00
June 25, 2024	Euronext Milan	Purchase	1,450	28.00
June 25, 2024	Euronext Milan	Purchase	599	28.00
June 25, 2024	Euronext Milan	Purchase	30,000	28.00
June 25, 2024	Euronext Milan	Purchase	30,000	28.00
June 25, 2024	Euronext Milan	Purchase	225	28.00
June 25, 2024	Euronext Milan	Purchase	192	28.00
June 25, 2024	Euronext Milan	Purchase	700	28.00
June 25, 2024	Euronext Milan	Purchase	1,500	28.00
June 25, 2024	Euronext Milan	Purchase	750	28.00
June 25, 2024	Euronext Milan	Purchase	67	28.00

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.

June 25, 2024	Euronext Milan	Purchase	419	28.00
June 25, 2024	Euronext Milan	Purchase	1,639	28.00
June 25, 2024	Euronext Milan	Purchase	4,000	28.00
June 25, 2024	Euronext Milan	Purchase	1,996	28.00
June 25, 2024	Euronext Milan	Purchase	1,380	28.00
June 25, 2024	Euronext Milan	Purchase	250	28.00
June 25, 2024	Euronext Milan	Purchase	3,251	28.00
June 25, 2024	Euronext Milan	Purchase	2,500	28.00
June 25, 2024	Euronext Milan	Purchase	983	28.00
June 25, 2024	Euronext Milan	Purchase	4,000	28.00
June 25, 2024	Euronext Milan	Purchase	31,086	28.00
June 25, 2024	Euronext Milan	Purchase	3,919	27.95
June 25, 2024	Euronext Milan	Purchase	4,680	28.00
June 25, 2024	Euronext Milan	Purchase	29,968	28.00
June 25, 2024	Euronext Milan	Purchase	4,012	28.00
June 25, 2024	Euronext Milan	Purchase	5,000	28.00
June 25, 2024	Euronext Milan	Purchase	262	28.00
June 25, 2024	Euronext Milan	Purchase	306	28.00
June 25, 2024	Euronext Milan	Purchase	259	28.00
June 25, 2024	Euronext Milan	Purchase	100	28.00
June 25, 2024	Euronext Milan	Purchase	50	28.00
June 25, 2024	Euronext Milan	Purchase	50	28.00
June 25, 2024	Euronext Milan	Purchase	45	28.00
June 25, 2024	Euronext Milan	Purchase	2,000	28.00
June 25, 2024	Euronext Milan	Purchase	360	28.00
June 25, 2024	Euronext Milan	Purchase	485	28.00

The above purchase transactions have been carried out for a consideration not exceeding Euro 28.0 per SAES Share (*i.e.*, the Consideration of the Offer).

As a result of the above purchase transactions, as of today's date, the Offeror holds no. 5,231,486 Shares, representing approx. 31.17% of the Issuer's share capital.

The Offeror announces that the condition regarding the achievement of a minimum number of Shares tendered to the Offer such as to enable the Offeror, jointly with the Persons Acting in Concert, to hold – as a result of the Shares tendered to the Offer and of any purchases made outside the Offer, directly or indirectly, by the Offeror and/or the Persons Acting in Concert, in accordance with applicable laws – an aggregate shareholding of more than 90% of the Issuer's share capital has occurred.

Specifically, taking into account (i) the no. 5,231,486 Shares held by the Offeror, representing approx. 31.17% of the Issuer's share capital and (ii) the no. 10,010,171 Shares tendered to the Offer until the 24th June 2024 (included), representing approx. 59.64% of the Issuer's share capital, the Offeror and the Persons Acting in Concert, upon completion of the Offer, will hold no. 15,241,657 Shares, representing approx. 90.80% of the Issuer's share capital.

Therefore, the Offer announces that, pursuant to Article 40-bis, paragraph 3, letter b), of the Issuer's Regulation, the Reopening of the Terms will not take place, and therefore June 28, 2024, at 5.30 p.m. (Italian time), will be the last day of the Acceptance Period.

Without prejudice to the Burden Condition and the MAC Condition, the fulfilment of the Threshold Condition will allow the Offeror, upon completion of the Offer, to proceed with the Delisting, according to procedure and timing that will be announced by the Offeror after the end of the Acceptance Period.

The VTO is promoted exclusively in Italy, as the Shares are listed exclusively on the Euronext Milan – Euronext STAR Milan segment, and is addressed, under equal conditions, to all shareholders holding Shares. 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.

Any acceptance of the VTO resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

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.

Participation in the VTO by parties residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the VTO to comply with these rules and, therefore, before joining the VTO, to verify their existence and applicability, by contacting their advisors.

Any acceptance of the VTO carried out in violation of the above limitations will not be accepted.

For more information:

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