

*Courtesy translation – for convenience only*

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

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

**PRESS RELEASE<sup>1</sup>**

PRESS RELEASE PURSUANT TO ARTICLE 36, OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF MAY 14, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “ISSUERS’ REGULATIONS”)

**PROVISIONAL RESULTS OF THE OFFER**

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

**SAES SHARES WILL BE DELISTED FROM LISTING AND TRADING**

Milan, 28<sup>th</sup> 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 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”), 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](http://www.saesgetters.com).

The Offeror announces that the Acceptance Period ended on the date hereof and that, based on the provisional results communicated by Intermonte SIM S.p.A. (in its capacity as the Intermediary in Charge of Coordinating the Collection of Subscriptions), no. 10,620,979 SAES Shares, representing approx. 63.28% of the Issuer’s share capital and approx. 90.53% of the Shares Subject to the Offer, have been tendered to the Offer, for an overall amount (based on the Consideration of Euro 28,0 per SAES Share) equal to Euro 297,387,412.00.

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 provisional results reported above, and taking into account (i) the no. 5,531,357 SAES Shares held by the Offeror, representing approx. 32.95% of the Issuer’s share capital, and (ii) the no. 10,620,979 SAES Shares tendered to the Offer up to today’s date (included), representing approx. 63.28% of the Issuer’s share capital, should the reported provisional results be confirmed, the Offeror and the Persons Acting in Concert will hold no. 16,152,336 SAES Shares, representing approx. 96.23% of the Issuer’s share capital.

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<sup>1</sup> 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.

In light of the foregoing, the Offeror announces that:

- (i) pursuant to Article 40-*bis*, paragraph 3, letter b), of the Issuer's Regulations, the Reopening of the Terms of the Acceptance Period will not take place;
- (ii) 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 and for the Sell-Out Procedure pursuant to Article 108, paragraph 1, of the Issuers' Regulations of the remaining no. 632,912 SAES Shares, representing approx. 3.77% of the Issuer's share capital, have occurred.

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

The final results of the Offer will be announced with a separate press release pursuant to Article 41, paragraph 6, of the Issuers' Regulations, no later than 7.29 a.m. (Italian time) of the Trading Day prior to the Payment Date of the Shares tendered to the Offer, *i.e.* on July 4, 2024. The same press release will also contain information on the timing and procedure for the Squeeze Out and the for the Sell-Out Procedure pursuant to Article 108, paragraph 1, of the TUF, as well as on the suspension and the Delisting of the SAES Shares from trading on the Euronext Milan market.

#### Conditions of the Offer

As indicated in paragraph A.1. of the Offer Documents, the effectiveness of the Offer was subject to:

- (A) the Threshold Condition, as amended by the press release published on June 9, 2024, consisting of the achievement of a quantity of subscriptions to the Offer that would 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;
- (B) the Burden Condition, consisting of 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;
- (C) the MAC Condition, consisting of the non-occurrence, by the second Trading Day prior to the Payment Date, of (i) events or situations, not known to the Offeror and/or the market as of the date of the Offer Document, 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 to the Offeror and/or the market as of the date of the Offer Document, 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 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 Offer).

The Threshold Condition has been fulfilled on June 25, 2025.

The Offer remains subject to the Burden Condition and the MAC Condition. The occurrence or the non-occurrence of the Burden Condition and the MAC Condition, or the decision to waive them, will be communicated in the Press Release on the Final Results of the Offer that will be published pursuant to Article 41, paragraph 6, of the Issuers' Regulations.

Should the Burden Condition and the MAC Condition not be met and the Offeror not exercise its right to waive them, 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, no later than the first Trading Day following the press release that will announce the non-effectiveness of the Offer.

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*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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