



**PROVISIONAL RESULT OF THE PARTIAL VOLUNTARY PUBLIC TENDER OFFER  
PROMOTED BY SAES GETTERS S.P.A. ON ORDINARY SHARES OF SAES GETTERS S.P.A.  
(the “Shares”)**

ANNOUNCEMENT PURSUANT TO ARTICLE 36 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 DATED 14 MAY 1999 AS AMENDED AND SUPPLEMENTED

**Milan, May 24, 2019**

SAES Getters S.p.A. (“**SAES Getters**” or the “**Company**”) announces the end, on the date hereof, of the tender period (began on May 6, 2019) of the partial voluntary public tender offer (the “**Offer**”) promoted by SAES Getters on maximum no. 3,900,000 Shares.

Capitalized words in Italian, unless otherwise defined, have the meaning ascribed to them in the offer document approved by Consob resolution no. 20905 of 30 April 2019 and published on 2 May 2019 (the “**Offer Document**”).

Based on the provisional results of the Offer communicated by Intermonte SIM S.p.A. in its capacity as intermediary appointed to coordinate the collection of acceptances, as of the end of the tender period, no. 6,475,263 Shares have been tendered, corresponding to 166.032% of the Shares subject of the Offer, 44.135% of the Shares and 29.366% of the SAES Getters share capital, for a total amount, before the application of the proration factor (“*Coefficiente di Riparto*”), of Euro 148,931,049.00.

As indicated in the Offer Document, since the number of Shares tendered to the Offer exceeds the maximum Shares subject to the Offer (as above indicated), a proration will be applied according to the “*pro-rata*” method described in the Offer Document.

Based on the provisional results of the Offer, the applicable proration factor (“*Coefficiente di Riparto*”) is 60.229%.

After completion of the Offer, SAES Getters will acquire, and therefore will hold, overall no. 3,900,000 Shares, corresponding to approximately 26.6% of the Shares and to approximately 17.7% of the SAES Getters share capital.

Please note that, during the tender period of the Offer, SAES Getters did not acquire Shares beyond the Offer, neither directly nor indirectly.

As indicated in the Offer Document, the effectiveness of the Offer was not subject to a minimum number of tendered Shares, but it is still subject to (A) to the non-occurrence, by the first open

trading day after the end of the tender period of the Offer, of (i) extraordinary events or situations at national and/or international level involving serious changes to the political, financial, economic, currency or market situation that have substantially prejudicial effects on the Offer, on the business conditions and/or on the capital, economic and/or financial conditions of SAES Getters and/or on other companies of the SAES Group ("*Gruppo SAES*"), or of (ii) acts, facts, circumstances, events or situations such to determine a prejudice that significantly affects the Offer, the business conditions and/or the capital, economic or financial conditions of SAES Getters and/or of other companies of the SAES Group ("*Gruppo SAES*"), as resulting from the most recent accounting document approved by the Company, and/or (B) the lack of adoption and/or publication, by the first open trading day after the end of the tender period of the Offer, by competent institutions, entities or authorities, of legislative, administrative (therein including public offering obligations in accordance with Articles 106 et seq. of the consolidated finance law (*i.e.*, Legislative Decree 58/1998)) or judicial acts or legislative measures that preclude, limit or render more onerous, in whole or in part, even transitionally, the possibility for SAES Getters and/or the SAES Group ("*Gruppo SAES*") to finalize the Offer ((A) and (B), jointly, the "**Offer Conditions**").

The Company may waive, or modify in the terms, at any time and at its sole discretion, in whole or in part, the Offer Conditions.

The fulfilment of or failure to meet the Offer Conditions or the potential decision to waive them, the definitive results of the Offer and the proration factor ("*Coefficiente di Riparto*") applied will be communicated in the announcement issued by SAES Getters before 7.59 a.m. on May 28, 2019.

No. 2,575,263 excess Shares as a result of the proration will be made available to the tendering shareholders within the first open trading day subsequent to the first announcement declaring the effectiveness of the Offer.

Please note that in case of effectiveness of the Offer, the consideration payable to the holders of Shares tendered to the Offer and bought by SAES Getters, equal to Euro 23 per Share (ex 2018 dividend), will be paid on May 31, 2019, for an aggregate amount of Euro 89,700,000.00, against the simultaneous transfer of ownership of the Shares acquired by the Company.

In case of lack of fulfillment of any of the Conditions of the Offer and of the Company's decision not to exercise its waiver right, with subsequent ineffectiveness of the Offer itself, the Shares submitted to the Offer shall be returned to their respective holders, without charge of fees and expenses, within the first open trading day subsequent to the first announcement declaring the ineffectiveness of the Offer.

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