Filed by Entegris, Inc. Pursuant to Rule 425 Under the Securities Act of 1933 And Deemed Filed Pursuant to Rule 14a-12 Under the Securities Exchange Act of 1934 Subject Company: Mykrolis Corporation Commission File No. 001-16611

This filing relates to the proposed merger of equals transaction pursuant to the terms of that certain Agreement and Plan of Merger, dated as of March 21, 2005 (the "Merger Agreement"), by and among Entegris, Inc., a Minnesota corporation ("Entegris"), Mykrolis Corporation, a Delaware corporation ("Mykrolis"), and Eagle DE, Inc., a Delaware corporation and a wholly-owned subsidiary of Entegris ("Eagle Delaware"). The Merger Agreement is on file with the Securities and Exchange Commission (the "SEC") as an exhibit to the Current Report on Form 8-K filed by each of Entegris and Mykrolis on March 21, 2005, and is incorporated by reference into this filing.

The following is a slide set to be used in presentations given by Mykrolis' and Entegris' management to the investment community.







**Investor Presentation** 

March 2005

### **Forward-Looking Statements/ Risk Factors**

This presentation contains "forward-looking statements" as defined under the Federal Securities Laws. The actual results of Entegris and Mykrolis could differ materially from those projected in the forward-looking statements as a result of certain risk factors, including but not limited to: (i) risks associated with strategic investments and acquisitions, including the challenges and costs of closing, integration, restructuring and achieving anticipated synergies associated with the acquisition; (ii) adverse changes in general economic or market conditions; (iii) delays or reductions in semiconductor industry spending; (iv) the transition to new products, the uncertainty of customer acceptance of new product offerings, and rapid technological and market change; (v) insufficient, excess or obsolete inventory; (vi) competitive factors, including but not limited to pricing pressures; (vii) component quality and availability; (viii) the relative and varying rates of product price and component cost declines and the volume and mixture of product revenues; (ix) war or acts of terrorism; (x) the ability to attract and retain highly qualified employees; (xi) fluctuating currency exchange rates; and (xii) other one-time events and other important factors disclosed previously and from time to time in the filings of Entegris and Mykrolis with the U.S. Securities and Exchange Commission.





# **Transaction Overview**

Overview	<ul> <li>\$1.3 billion merger-of-equals transaction</li> <li>Mykrolis holders receive 1.39 shares of Entegris for each share</li> <li>Post-transaction ownership split: 44% Mykrolis / 56% Entegris</li> </ul>
Company Name	Entegris, Inc.
Operations	<ul> <li>Headquarters in Chaska, Minnesota</li> <li>More than 2,700 combined full-time employees</li> </ul>
Board of Directors	5 Directors from each company and 1 new independent
Management	<ul> <li>CEO: Gideon Argov</li> <li>Non-Executive Chairman: Jim Dauwalter</li> <li>CFO: John Villas</li> </ul>
NewCo Exchange	NASDAQ
Transaction Timing	Expected to close in calendar Q3 2005



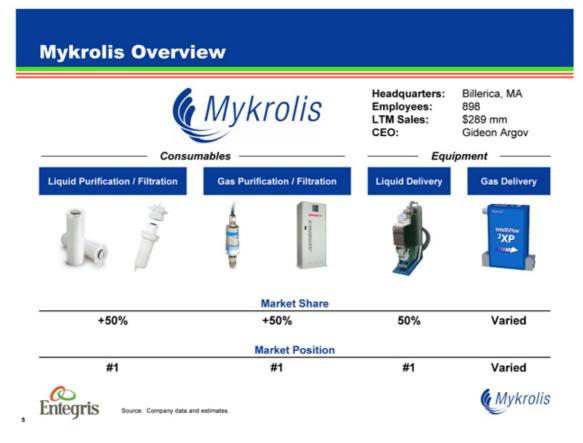


### **NewCo Strategic Vision**

- The Leading Materials Integrity Management platform
  - Purify, protect, and transport critical materials used in semiconductor, microelectronics and other high technology manufacturing processes
  - · Strong market position in core product lines
- Above-market organic growth fueled by technology / customer synergies and geographic leverage
- Balanced portfolio + broad customer base = strength and stability
  - · High exposure to unit-driven products cushions from semi cycle
  - Geographical diversity
  - Customer base not concentrated
- Global footprint + scale = significant operating leverage







Entegris Overview				
	Ente	gris	Headquarters: Employees: LTM Sales: CEO:	Chaska, MN 1,829 \$374 mm James Dauwalter
Raw Wafer Handling	Wafer Processing	Fluid Handling Components	Sensing and Control	Disk Substrate and Media Handling
		Market Share		
+50%	+80%	30-40%	40-50%	+80%
		Market Position		
#1	#1	#1	#1	#1
Entegris 500	irce: Company data and estimates.			Mykrolis

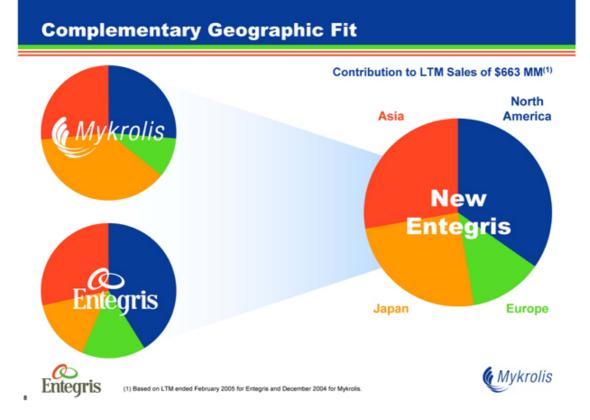
### **Overview of NewCo**

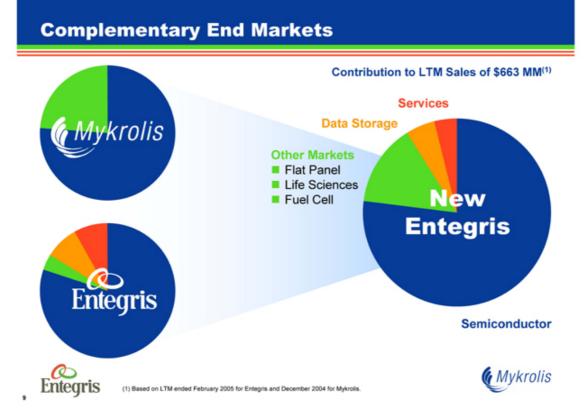
NewCo is the global leader in Materials Integrity Management to purify, protect, and transport critical materials used in semiconductor, microelectronics and other high technology manufacturing

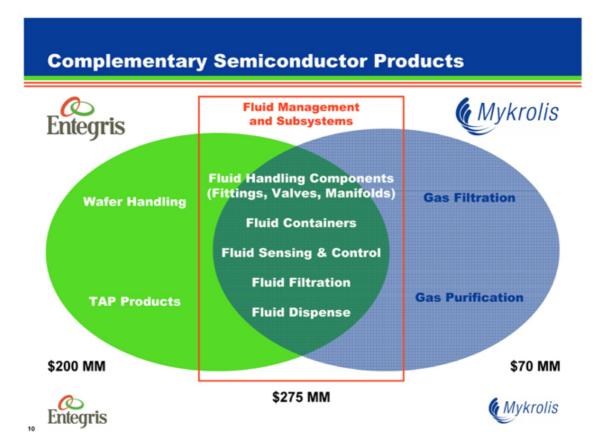


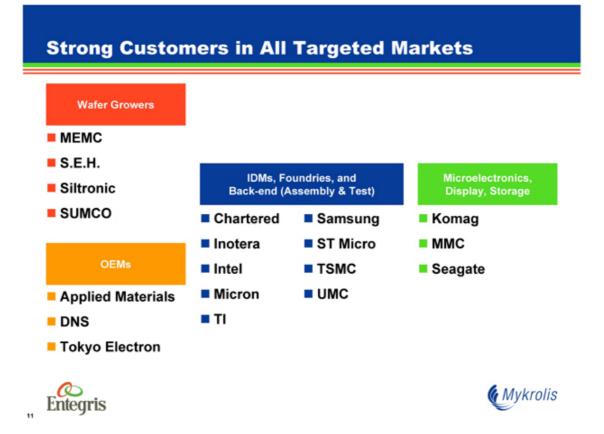


(Mykrolis





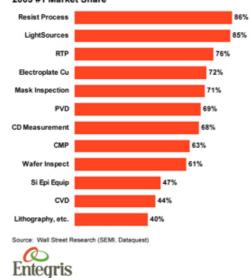




### While the Semiconductor Industry is Consolidating ...

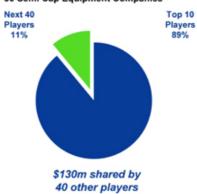
# Semi and semi-cap equipment industries have seen significant share consolidation ...

SC Front End Equipment 2003 #1 Market Share



## ... and industry profits have concentrated in market leaders





Source: Wafer News, July 12, 2004





### ... The Subsystems, Components and Materials Market Remains Fragmented

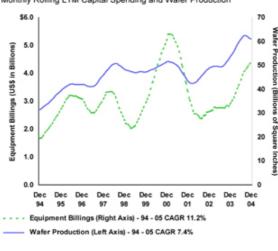
### NewCo Positioned to Benefit from Attractive, Wafer-Driven Consumables Market

Equipment Billing and Wafer Production Monthly Rolling LTM Capital Spending and Wafer Production



Capex Driven 35%

Based on TTM Sales of \$663 MM





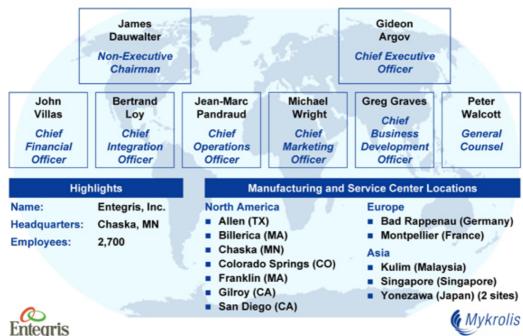


Consumables represent a stable and recurring revenue stream driven by wafer starts, fab utilization rates and preventive maintenance

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Unit Driven 65%

## **NewCo Organization**



## **NewCo Integration Plan**

#### Integration Planning Process Already Well Under Way

- Bertrand Loy named full-time Chief Integration Officer
- Experienced senior integration team members already in place
- Three Key Elements to Integration Plan
  - Ensure limited customer disruption
  - · Achieve planned cost synergies
  - Grow revenue through complementary product, customer and geographic strengths
- Significant incentives tied to delivery of specific results





## **Key Financial Highlights**

#### Highly attractive pro forma financial profile

- · Enhanced financial scale and operating leverage
- · Attractive mix of products, customers and geographies
- High percentage of unit-driven revenues
- Significantly accretive to 2006 Cash EPS: \$0.08
  - Pro forma EPS, excl. amortization of intangibles & restructuring
- Tangible, near-term cost savings of \$15 MM+
  - · General and administrative savings and purchasing benefits
  - · Efficiencies in sales and service operations
  - · Elimination of redundant facilities and infrastructure
- Longer-term revenue synergy opportunities
- Strong balance sheet with \$284 MM in combined cash + marketable securities





## **Financial Performance**

Trailing Twelve Months Results US\$ in Millions, Except per Share Amounts	Contegris "	(Mykrolis a)	Pro Forma Combined <sup>(3)</sup>
Revenue	\$374	\$289	\$663
Gross Profit	\$161	\$138	\$298
Gross Margin	43%	48%	45%
Operating Income	\$40	\$37	\$77
Operating Margin	11%	13%	12%
Non-GAAP Net Income <sup>(4)</sup>	\$28	\$30	\$58
Employees <sup>(5)</sup>	1,829	898	2,727

LTM as of February 28, 2005.
 LTM as of December 31, 2004. Does not reflect impact of Extraction Systems acquisition.
 Excludes adjustments for purchase accounting, synergies and retention expenses.
 Non-GAAP Net Income pro forma combined excludes expenses from amortization and restructuring charges.
 Excludes temporary workers.



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Mykrolis

## **Financial Performance**

Balance Sheet as of Latest Quarte US\$ in Millions, Except per Share Amounts	Entegris "	🌘 Mykrolis 🎕
Cash	\$154	\$130
Working Capital <sup>(3)</sup>	\$223	\$171
Total Assets	\$469	\$351
Debt	\$27	\$0
Shareholders' Equity	\$385	\$272



**(**Mykrolis

# **Key Financial Metrics**

#### 2006 EPS Impact

US\$ in Millions, Except per Share Amounts

Item	Street Est.
Current "Street" GAAP EPS	\$0.46
Current Street "Cash EPS"	\$0.50
Combined Cash Net Income	\$74
Transaction synergies (after tax)	\$9
Retention and other Costs (after-tax)	\$(3)
Pro Forma Combined Net Income	\$80
Pro Forma Shares Outstanding (diluted, M)	138
Pro Forma EPS	\$0.58
Change in EPS	\$0.08
% Change	16%

Comments
IBES consensus for Entegris
Adds back amortization expense
"Cash Net Income" adds back amortization
Assumes \$15 MM pre-tax
\$4 MM pre-tax – retention restricted stock

Source: "Current Street EPS" per IBES median consensus, adjusted for calendarization to CY year-end









#### Additional Information and Where to Find It

In connection with the proposed transaction, Entegris, Mykrolis and Eagle DE, Inc. (a newly formed corporation that will merge with Entegris to effect the reincorporation of Entegris in the State of Delaware in connection with the proposed transaction) will file a joint proxy statement/prospectus with the Securities and Exchange Commission. A registration statement on Form S-4 also will be filed with the SEC. Security holders of each company and other investors are urged to read the registration statement and the joint proxy statement/ prospectus (including any amendments or supplements to the joint proxy statement/prospectus) regarding the proposed transaction when they become available because they will contain important information about Entegris, Mykrolis and the proposed transaction. Stockholders will be able to obtain a free copy of the registration statement and the joint proxy statement/prospectus, as well as other filings containing information about Entegris and Mykrolis, without charge, at the SEC's Internet site (http://www.sec.gov). Copies of the registration statement and the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Entegris, 3500 Lyman Blvd, Chaska, MN 55318, Attention: Investor Relations Dept., telephone: (952) 556-8080, or at <u>irelations@entegris.com</u> or to Mykrolis, 129 Concord Road, Billerica, MA 01821, Attention: Investor Relations Dept., telephone (978) 436-6500, or at <u>investor relations@mykrolis.com</u>. In addition, investors and security holders may access copies of the documents filed with the SEC by Mykrolis on Mykrolis' website at <u>www.entegris.com</u>, and investors and security holders may access copies of the documents filed with the SEC by Mykrolis on Mykrolis' website at <u>www.mykrolis.com</u>.

#### Participants in Solicitation

Entegris, Mykrolis and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Entegris' directors and executive officers is available in its Form DEF 14A filed with the SEC by Entegris on December 15, 2004 and in its Form 10-K filed with the SEC on November 12, 2004, and information regarding Mykrolis' directors and executive officers is available in its Form DEF 14A filed with the SEC by Mykrolis on March 26, 2004 and in its Form 10-K filed with the SEC on March 11, 2005. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

#### Forward-Looking Statements

Certain statements in this filing regarding Entegris, Inc., Mykrolis Corporation, the proposed transaction and the combined company after completion of the proposed transaction constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expect", "feel", "believe", "may", "anticipate", "plan", "estimate", "intend", "should" and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Entegris, Mykrolis, and their respective subsidiaries or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include, among others: the risks and factors described in the publicly filed documents of Entegris and Mykrolis, including their most recently filed Forms 10-K; general economic and business conditions and industry trends in the countries in which we operate; currency exchange risks; the continued strength of the industries in which we operate; uncertainties inherent in proposed business strategies and development plans; rapid technological changes; future financial performance, including availability, terms and deployment of capital; availability of qualified personnel; changes in, or the failure or the inability to comply with, government regulation in the countries in which we operate, and adverse outcomes from regulatory proceedings; changes in the nature of key strategic relationships with partners and joint venturers; competitor responses to the products and services of Entegris and Mykrolis, and the overall market acceptance of such products and services, including acceptance of the pricing of such products and services; the ability to achieve the cost savings and synergies contemplated by the proposed merger; the ability to promptly and effectively integrate the businesses of Entegris and Mykrolis; and the diversion of management time on merger-related issues. These forward-looking statements speak only as of the date of this filing. Entegris and Mykrolis expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in the respective expectations of Entegris and Mykrolis with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The transaction is subject to customary closing conditions, including regulatory, stockholder and other thirdparty consents and approvals.