# UNITED STATES <br> SECURITIES AND EXCHANGE COMMISSION <br> Washington, D.C. 20549 

$\qquad$
FORM 8-K
$\qquad$
CURRENT REPORT PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 23, 2018

## Entegris, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

| 001-32598 <br> (Commission <br> File Number) | 41-1941551 <br> (I.R.S. Employer <br> Identification No.) |
| :---: | :---: |
| 129 Concord Road, Billerica, MA <br> (Address of principal executive offices) | 01821 |
| (Zip Code) |  |

## (978) 436-6500

(Registrant's telephone number, including area code)

## N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
$\square$ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
$\square$ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
$\square$ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
$\square$ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 2.02. Results of Operations and Financial Condition.

On July 26, 2018, Entegris, Inc. (the "Company") issued a press release to announce results for the second quarter of 2018, ended June 30, 2018, and will hold a conference call to discuss such results. A copy of this press release and the supplemental slides to which management will refer during the conference call are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

In accordance with General Instructions B. 2 of Form 8-K, the information in this Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. The information set forth herein will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 23, 2018, Sue Lee resigned as the Company’s Senior Vice President, General Counsel and Secretary to pursue other interests.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

## Exhibit

No.

## Description

Press Release, dated July 26, 2018
Second Quarter 2018 Earnings Release Presentation Slides, dated July 26, 2018

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

## ENTEGRIS, INC.

Dated: July 26, 2018

By:/s/ Gregory B. Graves<br>Name: Gregory B. Graves<br>Title: Executive Vice President and Chief Financial Officer

## FOR RELEASE AT 6:00 AM EST

## ENTEGRIS REPORTS RECORD SALES AND EARNINGS IN SECOND QUARTER OF 2018

- Second-quarter revenue of \$383.1 million grew $16 \%$ from prior year
- GAAP net income per diluted share of $\$ 0.38$ increased $36 \%$ from a year ago
- Non-GAAP net income per diluted share of $\$ 0.49$ increased $44 \%$ from a year ago
- First-half 2018 revenue of $\$ 750.2$ million grew 16\%
- Completed acquisition of SAES Pure Gas on June 25, 2018

BILLERICA, Mass., July 26, 2018 - Entegris, Inc. (NasdaqGS: ENTG), a leader in specialty chemicals and advanced materials solutions for the microelectronics industry, today reported its financial results for the Company's second quarter ended June 30, 2018.
Second-quarter sales were $\$ 383.1$ million, an increase of $16 \%$ from the same quarter last year and a $4 \%$ increase sequentially. Second-quarter net income was $\$ 54.3$ million, or $\$ 0.38$ per diluted share, which included $\$ 12.0$ million of amortization of intangible assets, $\$ 6.3$ million of integration costs and transaction expenses associated with the purchase of SAES Pure Gas, as well as a $\$ 0.6$ million tax charge related to the Tax Cuts and Jobs Act. Non-GAAP net income of $\$ 69.8$ million, or $\$ 0.49$ per diluted share, represented an increase of $43 \%$ and $44 \%$, respectively, from the second quarter of 2017.
For the first half of fiscal 2018, sales of $\$ 750.3$ million increased $16 \%$ from the same period a year ago. First-half 2018 net income was $\$ 111.9$ million, or $\$ 0.78$ per share, which included amortization of intangible assets of $\$ 23.7$ million, $\$ 6.3$ million of integration costs and transaction expenses associated with the purchase of SAES Pure Gas, as well as a $\$ 2.1$ million tax charge related to the Tax Cuts and Jobs Act. Non-GAAP net income for the first half of 2018 of $\$ 137.9$ million, or $\$ 0.96$ per diluted share, represented an increase of $54 \%$ and $52 \%$, respectively, from the first half of 2017.
Bertrand Loy, president and chief executive officer, said: "We are very pleased with our record second-quarter performance and the quality of our execution. Through the first half of 2018 we grew our sales by 16 percent from a year ago and achieved strong growth across all three divisions, outpacing our markets and demonstrating the increasing value of our solutions. Thus far this year we grew our profits faster than sales by a substantial margin, and generated adjusted EBITDA of $\$ 215$ million, or 28.7 percent of sales."
Mr. Loy added: "Our conviction in the long-term growth trajectory of the industry is reaffirmed by continued healthy levels of demand for semiconductors across a broadening set of end-markets. We believe that our unique value proposition to solve complex materials and purity challenges, the diversity of our customer base and our strong balance sheet will enable us to continue to outpace our markets by taking advantage of a multitude of growth opportunities across the industry ecosystem. For the full year 2018, we expect to achieve sales of $\$ 1,545$ million to $\$ 1,570$ million, or approximately 16 percent above 2017, including the additional sales from the acquisition of SAES Pure Gas, which we completed on June 25, 2018."

| ENTEGRIS, INC. | 129 Concord Road, Building 2 |
| :---: | :---: |
| entegris.com | T+19784366500 |
|  | F+19784366745 |

Quarterly Financial Results Summary
(in thousands, except per share data)

| GAAP Results | Q2-2018 | Q2-2017 | Q1-2018 |
| :---: | :---: | :---: | :---: |
| Net sales | \$383,059 | \$329,002 | \$367,199 |
| Operating income | \$74,933 | \$59,090 | \$78,473 |
| Operating margin | 19.6\% | 18.0\% | 21.4\% |
| Net income | \$54,349 | \$39,991 | \$57,562 |
| Diluted earnings per share (EPS) | \$0.38 | \$0.28 | \$0.40 |
| Non-GAAP Results |  |  |  |
| Non-GAAP adjusted operating income | \$93,473 | \$73,826 | \$90,142 |
| Non-GAAP adjusted operating margin | 24.4\% | 22.4\% | 24.5\% |
| Non-GAAP net income | \$69,835 | \$48,906 | \$68,015 |
| Non-GAAP EPS | \$0.49 | \$0.34 | \$0.47 |

## Third-Quarter Outlook

For the third quarter ending September 30, 2018, the Company expects sales of $\$ 395$ million to $\$ 410$ million, net income of $\$ 52$ million to $\$ 59$ million (excluding integration costs), and net income per diluted share between $\$ 0.36$ and $\$ 0.41$. On a non-GAAP basis, EPS is expected to range from $\$ 0.46$ to $\$ 0.51$ per diluted share, which reflects net income on a non-GAAP basis in the range of $\$ 66$ million to $\$ 73$ million, which is adjusted for expected amortization expense of approximately $\$ 18$ million, or $\$ 0.10$ per share.

## Segment Results

The Company reports its results in the following segments:
Specialty Chemicals and Engineered Materials (SCEM): SCEM provides high-performance and high-purity process chemistries, gases and materials, as well as safe and efficient delivery systems to support semiconductor and other advanced manufacturing processes.

Microcontamination Control (MC): MC solutions purify critical liquid chemistries and gases used in semiconductor manufacturing processes and other highechnology industries.

Advanced Materials Handling (AMH): AMH develops solutions to monitor, protect, transport, and deliver critical liquid chemistries and substrates for a broad set of applications in the semiconductor industry and other high-technology industries.

## Second-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the second quarter on Thursday, July 26, 2018, at 9:00 a.m. Eastern Time. Participants should dial 800-289-0438 or +1 323-794-2423, referencing confirmation code 4303185. Participants are asked to dial in 5 to 10 minutes prior to the start of the call. For a replay of the call, please Click Here using passcode 4303185. The replay will be available starting at 12:00 p.m. ET on Thursday, July 26 through September 8 at 12:00 p.m. ET.

The call can also be accessed live and on-demand from the Entegris website. Point your web browser to http://investor.entegris.com/events.cfm and follow the link to the webcast. The on-demand playback will be available for six weeks after the conclusion of the teleconference.

Management's slide presentation concerning the results for the second quarter, which may be referred to during the call, will be posted on the investor relations section of www.entegris.com Thursday morning before the call.

## ABOUT ENTEGRIS

Entegris is a leader in specialty chemicals and advanced materials solutions for the microelectronics industry and other high-tech industries. Entegris is ISO 9001 certified and has manufacturing, customer service and/or research facilities in the United States, China, France, Germany, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at www.entegris.com.

Non-GAAP Information
The Company's condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP). Adjusted EBITDA, Adjusted Gross Profit, Adjusted Segment Profit, and Adjusted Operating Income together with related measures thereof, and non-GAAP EPS, are considered "NonGAAP financial measures" under the rules and regulations of the Securities and Exchange Commission. The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. The Company uses these non-GAAP financial measures for financial and operational decision-making, as a means to evaluate period-to-period comparisons, as well as comparisons to our competitors' operating results. Management believes that these non-GAAP financial measures provide meaningful supplemental information regarding our performance and liquidity by excluding certain items that may not be indicative of our recurring business operating results, such as amortization, depreciation and discrete cash charges that are infrequent in nature We believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing and understanding our results and performance and when planning, forecasting, and analyzing future periods. We believe these non-GAAP financial measures are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making and (2) they are used by our institutional investors and the analyst community to help them analyze our business. The reconciliations of GAAP Net Income (Loss) to Adjusted Operating Income and Adjusted EBITDA, and GAAP Net Income (Loss) to Non-GAAP Earnings per Share are included elsewhere in this release.

## Forward-Looking Statements

his press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," "should," "may," "will," "would" or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include statements related to future period guidance; future sales, net income, net income per diluted share, non-GAAP EPS, non-GAAP net income, expenses and other financial metrics; our performance relative to our markets; market and technology trends; the development of new products and the success of their introductions; Company's capital allocation strategy, which may be modified at any time for any reason, including share repurchases, dividends, debt repayments and potential acquisitions; the effect of the Tax Cuts and Jobs Act on our capital allocation strategy; the impact of the acquisitions we have made and commercia partnerships we have established; our ability to execute on our strategies; and other matters. These statements involve risks and uncertainties, and actual results may differ. These risks and uncertainties include, but are not limited to, weakening of global and/or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for our products and solutions; our ability to meet rapid demand shifts; our ability to continue technological innovation and introduce new products to meet our customers' rapidly changing requirements; our concentrated customer base; our ability to identify, effect and integrate acquisitions, joint ventures or other ransactions; our ability to protect and enforce intellectual property rights; operational, political and legal risks of our international operations; our dependence on sole source and limited source suppliers; the increasing complexity of certain manufacturing processes; raw material shortages and price increases; changes in government regulations of the countries in which we operate; fluctuation of currency exchange rates; fluctuations in the market price of Entegris' stock; the level of, and obligations associated with, our indebtedness; and other risk factors and additional information described in our filings with the Securities and Exchange Commission, including under the heading "Risks Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 15,

Net sales
Cost of sales
Gross profit
Selling, general and administrative expenses
Engineering, research and development expenses
Amortization of intangible assets
Operating income
Interest expense, net
Other expense (income), net
Income before income tax expense
Income tax expense
Net income

| Basic net income per common share: | \$0.38 | \$0.28 | \$0.41 |
| :---: | :---: | :---: | :---: |
| Diluted net income per common share: | \$0.38 | \$0.28 | \$0.40 |
| Weighted average shares outstanding: |  |  |  |
| Basic | 141,701 | 141,696 | 141,581 |
| Diluted | 143,238 | 143,508 | 143,652 |

(In thousands, except per share data)
(Unaudited)

Net sales
Cost of sales
Gross profit
Selling, general and administrative expenses
Engineering, research and development expenses
Amortization of intangible assets
Operating income
Interest expense, net
Other expense, net
Income before income tax expense
Income tax expense
Net income

| Six months ended |  |  |
| :---: | ---: | ---: |
| June 30, 2018 | July 1, 2017 |  |
| $\$ 750,258$ | $\$ 646,379$ |  |
| 391,883 | 356,480 |  |
| 358,375 | 289,899 |  |
| 123,469 | 103,477 |  |
| 57,817 | 54,460 |  |
| 23,683 | 21,952 |  |
| 153,406 | 110,010 |  |
| 14,151 | 16,496 |  |
| 4,016 | 856 |  |
| 135,239 | 92,658 |  |
| 23,328 | 20,153 |  |
| $\$ 111,911$ | $\$ 72,505$ |  |


| Basic net income per common share: | $\$ 0.79$ |  |
| :--- | ---: | ---: |
| Diluted net income per common share: | $\$ 0.78$ |  |
| Weighted average shares outstanding: | $\$ 0.51$ |  |
| Basic | 141,641 | 141,599 |
| Diluted | 143,445 | 143,411 |


|  | June 30, 2018 | December 31, 2017 |
| :---: | :---: | :---: |
| ASSETS |  |  |
| Cash and cash equivalents | \$257,106 | \$625,408 |
| Accounts receivable, net | 200,395 | 183,434 |
| Inventories | 265,358 | 198,089 |
| Deferred tax charges and refundable income taxes | 21,647 | 18,012 |
| Other current assets | 29,720 | 32,665 |
| Total current assets | 774,226 | 1,057,608 |
| Property, plant and equipment, net | 380,259 | 359,523 |
| Goodwill | 529,933 | 359,688 |
| Intangible assets | 361,429 | 182,430 |
| Deferred tax assets | 10,980 | 9,103 |
| Other assets | 9,281 | 7,820 |
| Total assets | \$2,066,108 | \$1,976,172 |
|  |  |  |
| LIABILITIES AND SHAREHOLDERS' EQUITY |  |  |
| Long-term debt, current maturities | - | \$100,000 |
| Accounts payable | 71,895 | 68,762 |
| Accrued liabilities | 113,659 | 99,374 |
| Income tax payable | 18,708 | 22,835 |
| Total current liabilities | 204,262 | 290,971 |
| Long-term debt, excluding current maturities | 650,223 | 574,380 |
| Other liabilities | 158,718 | 117,803 |
| Shareholders' equity | 1,052,905 | 993,018 |
| Total liabilities and shareholders' equity | \$2,066,108 | \$1,976,172 |

Entegris, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

|  | Three months ended |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | June 30, 2018 | July 1, 2017 |
| Operating activities: |  |  |  |  |
| Net income | \$54,349 | \$39,991 | \$111,911 | \$72,505 |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |  |  |  |
| Depreciation | 15,802 | 14,411 | 31,699 | 28,388 |
| Amortization | 12,014 | 11,007 | 23,683 | 21,952 |
| Stock-based compensation expense | 4,429 | 4,039 | 8,557 | 7,909 |
| Provision for deferred income taxes | $(1,036)$ | (215) | $(1,757)$ | 3,207 |
| Other | 3,137 | 6,497 | 4,640 | 10,130 |
| Changes in operating assets and liabilities: |  |  |  |  |
| Trade accounts and notes receivable | 8,698 | 4,514 | 2,687 | $(3,032)$ |
| Inventories | $(7,517)$ | $(8,422)$ | $(22,472)$ | $(13,837)$ |
| Accounts payable and accrued liabilities | 19,019 | 10,177 | $(14,966)$ | $(13,313)$ |
| Income taxes payable and refundable income taxes | $(14,207)$ | 4,209 | $(7,515)$ | 2,957 |
| Other | 3,601 | $(1,049)$ | 639 | 1,725 |
| Net cash provided by operating activities | 98,289 | 85,159 | 137,106 | 118,591 |
| Investing activities: |  |  |  |  |
| Acquisition of property and equipment | $(26,390)$ | $(20,000)$ | $(47,437)$ | $(42,492)$ |
| Acquisition of businesses, net of cash acquired | $(342,569)$ | $(20,302)$ | $(380,225)$ | $(20,000)$ |
| Other | 1,759 | 25 | 1,905 | 211 |
| Net cash used in investing activities | $(367,200)$ | $(40,277)$ | $(425,757)$ | $(62,281)$ |
| Financing activities: |  |  |  |  |
| Payments on long-term debt | $(2,000)$ | $(25,000)$ | $(27,000)$ | $(50,000)$ |
| Issuance of common stock | 2,554 | 1,864 | 3,027 | 2,905 |
| Taxes paid related to net share settlement of equity awards | (290) | (664) | $(14,413)$ | $(5,239)$ |
| Repurchase and retirement of common stock | $(10,000)$ | $(4,000)$ | $(20,000)$ | $(8,000)$ |
| Dividend payments | $(9,919)$ | - | $(19,802)$ | - |
| Other | 1,750 | $(1,000)$ | 1,504 | $(1,270)$ |
| Net cash used in financing activities | $(17,905)$ | $(28,800)$ | $(76,684)$ | $(61,604)$ |
| Effect of exchange rate changes on cash | $(6,314)$ | $(1,606)$ | $(2,967)$ | 4,540 |
| (Decrease) increase in cash and cash equivalents | $(293,130)$ | 14,476 | $(368,302)$ | (754) |
| Cash and cash equivalents at beginning of period | 550,236 | 391,159 | 625,408 | 406,389 |
| Cash and cash equivalents at end of period | \$257,106 | \$405,635 | \$257,106 | \$405,635 |

Segment Information
(In thousands)
(Unaudited)

|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Net sales | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Specialty Chemicals and Engineered Materials | \$134,336 | \$121,174 | \$130,743 | \$265,079 | \$235,609 |
| Microcontamination Control | 124,681 | 104,407 | 118,637 | 243,318 | 204,462 |
| Advanced Materials Handling | 124,042 | 103,421 | 117,819 | 241,861 | 206,308 |
| Total net sales | \$383,059 | \$329,002 | \$367,199 | \$750,258 | \$646,379 |


|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Segment profit ${ }^{1}$ | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Specialty Chemicals and Engineered Materials | \$37,316 | \$29,060 | \$31,562 | \$68,878 | \$52,188 |
| Microcontamination Control | 39,054 | 31,796 | 41,991 | 81,045 | 62,783 |
| Advanced Materials Handling | 23,114 | 15,169 | 23,142 | 46,256 | 29,129 |
| Total segment profit | 99,484 | 76,025 | 96,695 | 196,179 | 144,100 |
| Amortization of intangibles | 12,014 | 11,007 | 11,669 | 23,683 | 21,952 |
| Unallocated expenses | 12,537 | 5,928 | 6,553 | 19,090 | 12,138 |
| Total operating income | \$74,933 | \$59,090 | \$78,473 | \$153,406 | \$110,010 |

1Beginning in the first quarter of 2018, the Company has changed its definition of segment profit to include an allocation of certain general and administrative costs for the Company's human resources, finance and information technology functions previously unallocated by the Company. Prior quarter information was recast to reflect the change in the Company's definition of segment profit.

|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Net sales | \$383,059 | \$329,002 | \$367,199 | \$750,258 | \$646,379 |
| Gross profit-GAAP | \$182,378 | \$150,303 | \$175,997 | \$358,375 | \$289,899 |
| Adjustments to gross profit: |  |  |  |  |  |
| Charge for fair value mark-up of acquired inventory sold | 208 | - | - | 208 | - |
| Impairment of equipment | - | 1,966 | - | - | 1,966 |
| Adjusted gross profit | \$182,586 | \$152,269 | \$175,997 | \$358,583 | \$291,865 |
| Gross margin - as a \% of net sales | 47.6\% | 45.7\% | 47.9\% | 47.8\% | 44.8\% |
| Adjusted gross margin - as a \% of net sales | 47.7\% | 46.3\% | 47.9\% | 47.8\% | 45.2\% |

Entegris, Inc. and Subsidiaries
Reconciliation of GAAP Segment Profit to Adjusted Operating Income
(In thousands)
(Unaudited)

| Segment profit-GAAP | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Specialty Chemicals and Engineered Materials | \$37,316 | \$29,060 | \$31,562 | \$68,878 | \$52,188 |
| Microcontamination Control | 39,054 | 31,796 | 41,991 | 81,045 | 62,783 |
| Advanced Materials Handling | 23,114 | 15,169 | 23,142 | 46,256 | 29,129 |
| Total segment profit | 99,484 | 76,025 | 96,695 | 196,179 | 144,100 |
| Amortization of intangible assets | 12,014 | 11,007 | 11,669 | 23,683 | 21,952 |
| Unallocated expenses | 12,537 | 5,928 | 6,553 | 19,090 | 12,138 |
| Total operating income | \$74,933 | \$59,090 | \$78,473 | \$153,406 | \$110,010 |


|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Adjusted segment profit | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Specialty Chemicals and Engineered Materials | \$37,316 | \$29,060 | \$31,562 | \$68,878 | \$52,188 |
| Microcontamination Control 1 | 39,262 | 33,239 | 41,991 | 81,253 | 64,226 |
| Advanced Materials Handling 2 | 23,114 | 17,455 | 23,142 | 46,256 | 31,415 |
| Total adjusted segment profit | 99,692 | 79,754 | 96,695 | 196,387 | 147,829 |
| Amortization of intangible assets ${ }^{3}$ | - | - | - | - | - |
| Unallocated expenses 4 | 6,219 | 5,928 | 6,553 | 12,772 | 12,138 |
| Total adjusted operating income | \$93,473 | \$73,826 | \$90,142 | \$183,615 | \$135,691 |

${ }^{1}$ Adjusted segment profit for Microcontamination Control for the three and six months ended July 1, 2017 excludes charges for impairment of equipment and severance of $\$ 884$ and $\$ 559$,
respectively. Adjusted segment profit for Microcontamination Control for the three and six months ended June 30, 2018 excludes charges for fair value mark-up of acquired inventory sold of $\$ 208$, respectively.
${ }^{2}$ Adjusted segment profit for Advanced Material Handling for the three and six months ended July 1, 2017 excludes charges for impairment of equipment of $\$ 2,286$.
${ }^{3}$ Adjusted amortization of intangible assets excludes amortization expense of $\$ 12,014, \$ 11,007$, and $\$ 11,669$ for the three months ended June 30, 2018, July 1 , 2017, and March 31, 2018, respectively and $\$ 23,683$ and $\$ 21,952$ for the six months ended June 30, 2018 and July 1, 2017, respectively.
${ }^{4}$ Adjusted unallocated expenses for the three and six months ended June 30,2018 exclude deal costs and integration expenses of $\$ 5,121$ and $\$ 1,197$, respectively.

|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Net sales | \$383,059 | \$329,002 | \$367,199 | \$750,258 | \$646,379 |
| Net income | \$54,349 | \$39,991 | \$57,562 | \$111,911 | \$72,505 |
| Adjustments to net income: |  |  |  |  |  |
| Income tax expense | 9,782 | 11,042 | 13,546 | 23,328 | 20,153 |
| Interest expense, net | 6,925 | 8,103 | 7,226 | 14,151 | 16,496 |
| Other expense, net | 3,877 | (46) | 139 | 4,016 | 856 |
| GAAP - Operating income | 74,933 | 59,090 | 78,473 | 153,406 | 110,010 |
| Charge for fair value write-up of acquired inventory sold | 208 | - | - | 208 | - |
| Deal Costs | 5,121 | - | - | 5,121 | - |
| Integration Costs | 1,197 | - | - | 1,197 | - |
| Severance | - | 559 | - | - | 559 |
| Impairment of equipment | - | 3,170 | - | - | 3,170 |
| Amortization of intangible assets | 12,014 | 11,007 | 11,669 | 23,683 | 21,952 |
| Adjusted operating income | 93,473 | 73,826 | 90,142 | 183,615 | 135,691 |
| Depreciation | 15,802 | 14,411 | 15,897 | 31,699 | 28,388 |
| Adjusted EBITDA | \$109,275 | \$88,237 | \$106,039 | \$215,314 | \$164,079 |
|  |  |  |  |  |  |
| Adjusted operating margin | 24.4\% | 22.4\% | 24.5\% | 24.5\% | 21.0\% |
| Adjusted EBITDA - as a \% of net sales | 28.5\% | 26.8\% | 28.9\% | 28.7\% | 25.4\% |


|  | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| GAAP net income | \$54,349 | \$39,991 | \$57,562 | \$111,911 | \$72,505 |
| Adjustments to net income: |  |  |  |  |  |
| Charge for fair value write-up of acquired inventory sold |  |  |  |  |  |
|  | 208 | - | - | 208 | - |
| Deal Costs | 5,121 | - | - | 5,121 | - |
| Integration Costs | 1,197 | - | - | 1,197 | - |
| Severance | - | 559 | - | - | 559 |
| Impairment of equipment | - | 3,170 | - | - | 3,170 |
| Amortization of intangible assets | 12,014 | 11,007 | 11,669 | 23,683 | 21,952 |
| Tax effect of adjustments to net income and discrete items ${ }^{1}$ | $(3,702)$ | $(5,821)$ | $(2,710)$ | $(6,412)$ | $(8,526)$ |
| Tax effect of Tax Cuts and Jobs Act | 648 | - | \$1,494 | \$2,142 | - |
| Non-GAAP net income | \$69,835 | \$48,906 | \$68,015 | \$137,850 | \$89,660 |
|  |  |  |  |  |  |
| Diluted earnings per common share | \$0.38 | \$0.28 | \$0.40 | \$0.78 | \$0.51 |
| Effect of adjustments to net income | \$0.11 | \$0.06 | \$0.07 | \$0.18 | \$0.12 |
| Diluted non-GAAP earnings per common share | \$0.49 | \$0.34 | \$0.47 | \$0.96 | \$0.63 |

${ }^{1}$ The tax effect of pre-tax adjustments to net income was calculated using the applicable marginal tax rate during the respective years.

## \#\#\# END \#\#\#

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JULY 26, 2018

## Earnings Summary <br> Second Quarter 2018



## SAFE HARBOR

This presentation contains, and management may make, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," "should," "may," "will," "would" or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include statements related to future period guidance; projected sales, net income, net income per diluted share, non-GAAP EPS, non-GAAP net income, expenses and other financial metrics; our performance relative to our markets; market and technology trends, including the duration and drivers of any growth trends; the development of new products and the success of their introductions; the focus of our engineering, research and development projects; our business strategies; our capital allocation strategy, which may be modified at any time for any reason, including share repurchases, dividends, debt repayments and potential acquisitions; the effect of the Tax Cuts and Jobs Act on our capital allocation strategy; the Company's expected tax rate; the impact of the acquisitions we have made and commercial partnerships we have established; and other matters. These statements involve risks and uncertainties, and actual results may differ. These risks and uncertainties include, but are not limited to, weakening of global and/or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for our products and solutions; our ability to meet rapid demand shifts; our ability to continue technological innovation and introduce new products to meet our customers' rapidly changing requirements; our ability to execute on our strategies; our concentrated customer base; our ability to identify, effect and integrate acquisitions, joint ventures or other transactions; our ability to protect and enforce intellectual property rights; operational, political and legal risks of our international operations; our dependence on sole source and limited source suppliers; the increasing complexity of certain manufacturing processes; raw material shortages and price increases; changes in government regulations of the countries in which we operate; fluctuation of currency exchange rates; fluctuations in the market price of Entegris' stock; the level of, and obligations associated with, our indebtedness; and other risk factors and additional information described in our filings with the Securities and Exchange Commission, including under the heading "Risks Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 15, 2018, and in our other periodic filings. The Company assumes no obligation to update any forward-looking statements or information, which speak as of their respective dates.

This presentation contains references to "Adjusted EBITDA," "Adjusted EBITDA Margin," "Adjusted Operating Income," "Adjusted Operating Income Margin," "Adjusted Gross Profit" and "Non-GAAP Earnings per Share" that are not presented in accordance GAAP. The non-GAAP financial measures should not be considered in isolation or as a substitute for GAAP financial measures but should instead be read in conjunction with the GAAP financial measures. Further information with respect to and reconciliations of such measures to the most directly comparable GAAP financial measure can be found attached to this presentation.

## 2 Q18 HIGHLIGHTS

- 2Q18 sales of \$383 million grew 16\% from same quarter a year ago and 4\% from 1Q18, outpacing Entegris' markets
- Growth was across all divisions:
- Specialty Chemicals and Engineered Materials sales grew 11\% from prior year and 3\% sequentially
- Microcontamination Control sales grew 19\% from prior year and 5\% sequentially
- Advanced Materials Handling sales were 20\% from prior year and 5\% sequentially
- Demand trends reflected strength from memory fab customers, OEMs, chemical makers, and wafer growers
- Completed the acquisition of SAES Pure Gas (SPG) on June 25, 2018
- 2 Q18 GAAP Earnings Per Share of $\$ 0.38$ increased $36 \%$ from prior year; non-GAAP EPS of $\$ 0.49$ grew $44 \%$ from the prior year
- Generated \$109 million of adjusted EBITDA, or 29\% of sales


## SUMMARY - CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)

| Sin millions, except per share data | 2Q18 | 2Q18 Guidance | 1Q18 | 2Q17 | 2Q18 over <br> 2Q17 | 2Q18 over <br> 1Q18 |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | $\$ 383.1$ | $\$ 370$ to $\$ 385$ | $\$ 367.2$ | $\$ 329.0$ | $16.4 \%$ | $4.3 \%$ |
| Gross Margin | $47.6 \%$ |  | $47.9 \%$ | $45.7 \%$ |  |  |
| Operating Expenses | $\$ 107.4$ | $\$ 101$ to $\$ 104$ | $\$ 97.5$ | $\$ 91.2$ | $17.8 \%$ | $10.2 \%$ |
| Operating Income | $\$ 74.9$ |  | $\$ 78.5$ | $\$ 59.1$ | $26.7 \%$ | $(4.6 \%)$ |
| Operating Margin | $19.6 \%$ |  | $21.4 \%$ | $18.0 \%$ |  |  |
| Tax Rate | $15.3 \%$ |  | $19.0 \%$ | $21.6 \%$ |  |  |
| Net Income | $\$ 54.3$ | $\$ 52$ to $\$ 59$ | $\$ 57.6$ | $\$ 40.0$ | $35.8 \%$ | $(5.7 \%)$ |
| Earnings per diluted share | $\$ 0.38$ | $\$ 0.36$ to $\$ 0.41$ | $\$ 0.40$ | $\$ 0.28$ | $35.7 \%$ | (5.0\%) |

## SUMMARY - CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP) ${ }^{1}$

| \$ in millions, except per share data | $\mathbf{2 Q 1 8}$ | 2Q18 Guidance | 1Q18 | 2Q17 | 2Q18 over <br> 2Q17 | 2Q18 over <br> 1Q18 |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | $\$ 383.1$ | $\$ 370$ to $\$ 385$ | $\$ 367.2$ | $\$ 329.0$ | $16.4 \%$ | $4.3 \%$ |
| Adjusted Gross Margin ${ }^{2}$ | $47.7 \%$ |  | $47.9 \%$ | $46.3 \%$ |  |  |
| Non-GAAP Operating Expenses ${ }^{3}$ | $\$ 89.1$ | $\$ \$ 9$ to $\$ 92$ | $\$ 85.9$ | $\$ 78.4$ | $13.6 \%$ | $3.7 \%$ |
| Adjusted Operating Income | $\$ 93.5$ |  | $\$ 90.1$ | $\$ 73.8$ | $26.7 \%$ | $3.8 \%$ |
| Adjusted Operating Margin | $24.4 \%$ |  | $24.5 \%$ | $22.4 \%$ |  |  |
| Non-GAAP Tax Rate ${ }^{4}$ | $15.5 \%$ |  | $17.8 \%$ | $25.6 \%$ |  |  |
| Non-GAAP Net Income ${ }^{5}$ | $\$ 69.8$ | $\$ 60$ to $\$ 68$ | $\$ 68.0$ | $\$ 48.9$ | $42.7 \%$ | $2.6 \%$ |
| Non-GAAP EPS | $\$ 0.49$ | $\$ 0.42$ to $\$ 0.47$ | $\$ 0.47$ | $\$ 0.34$ | $44.1 \%$ | $4.3 \%$ |

See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.
Adjusted Gross Margin excludes charge for fair value write-up of acquired inventory sold.
Non-GAAP Operating Expenses exclude amortization expense, deal costs, integration costs, severance, and impairment of equipment.
Non-GAAP Fax-Rate refiects the tax effect of non-GAAP adjustments and discrete tax items to GAAP taxes.
5. Non-GAAP Net Income excludes amortization expense, the tax effect of non-GAAP adjustments and discrete tax items to GAAP taxes.

## SUMMARY - CONSOLIDATED STATEMENT OF OPERATIONS (GAAP) - YEAR TO DATE

| \$ in millions, except per share data | $\mathbf{1 H 1 8}$ | $\mathbf{1 H 1 7}$ | 1H18 over <br> 1H17 |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 750.3$ | $\$ 646.4$ | $16.1 \%$ |
| Gross Margin | $47.8 \%$ | $44.8 \%$ |  |
| Operating Expenses | $\$ 205.0$ | $\$ 179.9$ | $14.0 \%$ |
| Operating Income | $\$ 153.4$ | $\$ 110.0$ | $39.5 \%$ |
| Operating Margin | $20.4 \%$ | $17.0 \%$ |  |
| Tax Rate | $17.2 \%$ | $21.7 \%$ |  |
| Net Income | $\$ 111.9$ | $\$ 72.5$ | $54.3 \%$ |
| EPS | $\$ 0.78$ | $\$ 0.51$ | $52.9 \%$ |

## SUMMARY - CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP) - YEAR TO DATE ${ }^{1}$

| \$ in millions, except per share data | $\mathbf{1 H 1 8}$ | $\mathbf{1 H 1 7}$ | 1H18 over <br> $\mathbf{1 H 1 7}$ |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 750.3$ | $\$ 646.4$ | $16.1 \%$ |
| Adjusted Gross Margin ${ }^{2}$ | $47.8 \%$ | $45.2 \%$ |  |
| Non-GAAP Operating Expenses ${ }^{3}$ | $\$ 175.0$ | $\$ 156.2$ | $12.0 \%$ |
| Adjusted Operating Income | $\$ 183.6$ | $\$ 135.7$ | $35.3 \%$ |
| Adjusted Operating Margin | $24.5 \%$ | $21.0 \%$ |  |
| Non-GAAP Tax Rate ${ }^{4}$ | $16.7 \%$ | $24.2 \%$ |  |
| Non-GAAP Net Income ${ }^{5}$ | $\$ 137.9$ | $\$ 89.7$ | $53.6 \%$ |
| Non-GAAP EPS | $\$ 0.96$ | $\$ 0.63$ | $52.4 \%$ |

See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.
Adjusted Gross Margin excludes charge for fair value write-up of acquired inventory sold.
Non-GAAP Operating Expenses exclude amortization expense, deal costs, integration costs, severance, and impairment of equipment
Non-GAAP Tax Rate reflects the tax effect of non-GAAP adjustments and discrete tax items to GAAP taxes
Non-GAAP Net Income excludes amortization expense, the tax effect of non-GAAP adjustments and discrete tax items to GAAP taxes.

## EARNINGS PER SHARE ${ }^{1}$

EPS: 2Q18 vs. 2 Q17


EPS: 2 Q 18 vs. 1 Q18


## RESULTS BY SEGMENT ${ }^{1}$



## REVENUE BY GEOGRAPHY: STRONG GROWTH IN N. AMERICA, KOREA, JAPAN, CHINA AND EUROPE



1H18 vs. 1H17 Growth Rate


## SUMMARY - BALANCE SHEET ITEMS

| \$ in millions | 2Q18 |  | 1Q18 |  | 2Q17 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | \$ Amount | \% Total | \$ Amount | \% Total | \$ Amount | \% Total |
| Cash \& Cash Equivalents | \$257.1 | 12.7\% | \$550.2 | 28.1\% | \$405.6 | 23.5\% |
| Accounts Receivable, net | \$200.4 | 9.9\% | \$195.3 | 10.0\% | \$171.1 | 9.9\% |
| Inventories | \$265.4 | 13.1\% | \$214.1 | 10.9\% | \$194.2 | 11.2\% |
| Net PP\&E | \$380.3 | 18.8\% | \$364.3 | 18.6\% | \$341.1 | 19.7\% |
| Total Assets | \$2,066.1 |  | \$1,961.3 |  | \$1,727.4 |  |
| Current Liabilities ${ }^{1}$ | \$204.3 | 10.1\% | \$266.5 | 13.6\% | \$251.0 | 14.5\% |
| Long-term debt, excluding current maturities | \$650.2 | 32.1\% | \$549.8 | 28.0\% | \$435.9 | 25.2\% |
| Total Liabilities | \$1,013.2 | 48.0\% | \$936.9 | 47.8\% | \$745.1 | 43.1\% |
| Total Shareholders' Equity | \$1,052.9 | 52.0\% | \$1,024.4 | 52.2\% | \$982.3 | 56.9\% |
| AR - DSOs | $47.7$ |  | $48.5$ |  | $47.5$ |  |
| Inventory Turns | $3.3$ |  | 3.7 |  | $3.7$ |  |

1. Current Liabilities in $1 Q 18$ and $2 Q 17$ includes $\$ 100$ million of current maturities of long term debt, respectively.

## ADJUSTED EBITDA MARGIN ${ }^{1}$



## CASH FLOWS

| \$in millions | 2Q18 | 1Q18 | $\mathbf{2 Q 1 7}$ |
| :--- | :---: | :---: | :---: |
| Beginning Cash Balance | $\$ 550.2$ | $\$ 625.4$ | $\$ 391.2$ |
| Cash from operating activities | $\$ 98.3$ | $\$ 38.8$ | $\$ 85.2$ |
| Capital expenditures | $(\$ 26.4)$ | $(\$ 21.0)$ | $(\$ 20.3)$ |
| Acquisition of business | $(\$ 342.6)$ | $(\$ 37.7)$ | $(\$ 20.0)$ |
| Payments on long-term debt | $(\$ 2.0)$ | $(\$ 25.0)$ | $(\$ 25.0)$ |
| Repurchase and retirement of common stock | $(\$ 10.0)$ | $(\$ 10.0)$ | - |
| Dividend payments | $(\$ 9.9)$ | $(\$ 9.9)$ | - |
| Other investing activities | $\$ 1.8$ | $\$ 0.1$ | - |
| Other financing activities | $\$ 4.0$ | $(\$ 13.9)$ | $(\$ 3.8)$ |
| Effect of exchange rates | $(\$ 6.3)$ | $\$ 3.3$ | $(\$ 1.6)$ |
| Ending Cash Balance | $\$ 257.1$ | $\$ 550.2$ | $\$ 405.6$ |
|  |  |  |  |
| Free Cash Flow ${ }^{1}$ | $\$ 71.9$ | $\$ 17.8$ | $\$ 64.9$ |
| Adjusted EBITDA | $\$ 109.3$ | $\$ 106.0$ | $\$ 88.2$ |

1. Free cash flow equals cash from operations less capital expenditures.

## OUTLOOK

| GAAP |  |  |  |
| :--- | :---: | :---: | :---: |
| \$in millions, except per share data | 3Q18 Guidance | 2Q18 Actual | 3Q17 Actual |
| Net Revenue | $\$ 395$ to $\$ 410$ | $\$ 383.1$ | $\$ 345.6$ |
| Operating Expenses ${ }^{1}$ | $\$ 108$ to $\$ 110$ | $\$ 107.4$ | $\$ 94.8$ |
| Net Income | $\$ 52$ to $\$ 59$ | $\$ 54.3$ | $\$ 40.9$ |
| Earnings Per Diluted Share | $\$ 0.36$ to $\$ 0.41$ | $\$ 0.38$ | $\$ 0.28$ |
|  |  |  |  |
|  |  |  |  |
| Non-GAAP |  |  |  |
| Sin millions, except per share data | $\mathbf{3 Q 1 8}$ Guidance | $\mathbf{2 Q 1 8}$ Actual | 3Q17 Actual |
| Net Revenue | $\$ 395$ to $\$ 410$ | $\$ 383.1$ | $\$ 345.6$ |
| Non-GAAP Operating Expenses ${ }^{2}$ | $\$ 90$ to $\$ 92$ | $\$ 89.1$ | $\$ 78.4$ |
| Non-GAAP Net Income | $\$ 66$ to $\$ 73$ | $\$ 69.8$ | $\$ 57.0$ |
| Non-GAAP EPS | $\$ 0.46$ to $\$ 0.51$ | $\$ 0.49$ | $\$ 0.40$ |

GAAP operating expenses in 3Q18 exclude integration costs.
Non-GAAP operating expenses exclude amortization. In 3Q18, amortization is estimated to be approximately $\$ 18$ million, or $\$ 0.10$ per share


## NON-GAAP RECONCILIATION TABLE

## RECONCILIATION OF GAAP GROSS PROFIT TO ADJUSTED GROSS PROFIT

| \$ in thousands | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Net Sales | \$383,059 | \$329,002 | \$367,199 | \$750,258 | \$646,379 |
| Gross profit-GAAP | \$182,378 | \$150,303 | \$175,997 | \$358,375 | \$289,899 |
| Adjustments to gross profit: |  |  |  |  |  |
| Charge for fair value mark-up of acquired inventory sold | 208 | - | - | 208 | - |
| Impairment of equipment | - | 1,966 | - | - | 1,966 |
| Adjusted gross profit | \$182,586 | \$152,269 | \$175,997 | \$358,583 | \$291,865 |
| Gross margin - as a \% of net sales | 47.6\% | 45.7\% | 47.9\% | 47.8\% | 44.8\% |
| Adjusted gross margin - as a \% of net sales | 47.7\% | 46.3\% | 47.9\% | 47.8\% | 45.2\% |

## NON-GAAP RECONCILIATION TABLE RECONCILIATION OF GAAP SEGMENT PROFIT TO ADJUSTED OPERATING INCOME

Sin thousands

Segment profit-GAAP
Specialty Chemicals and Engineered Materials
Microcontamination Control
Advanced Materials Handling
Total segment profit
Amortization of intangible assets
Unallocated expenses
Total operating income

| Three months ended |  |  |
| ---: | ---: | ---: |
| June 30, 2018 | July 1, 2017 | March 30, 2018 |
| $\$ 37,316$ | $\$ 29,060$ | $\$ 31,562$ |
| 39,054 | 31,796 | 41,991 |
| 23,114 | 15,169 | $\mathbf{2 3 , 1 4 2}$ |
| 99,484 | 76,025 | 96,695 |
| 12,014 | 11,007 | 11,669 |
| 12,537 | 5,928 | 6,553 |
| $\$ 74,933$ | $\$ 59,090$ | $\$ 78,473$ |

Six months ended

| June 30, 2018 | July 1, 2017 |
| ---: | ---: |
| $\$ 68,878$ | $\$ 52,188$ |
| 81,045 | 62,783 |
| 46,256 | 29,129 |
| 196,179 | 144,100 |
| 23,683 | 21,952 |
| 19,090 | 12,138 |
| $\$ 153,406$ | $\$ 110,010$ |

Six months ended
Adjusted segment profit
Specialty Chemicals and Engineered Materials
Microcontamination Control ${ }^{1}$
Advanced Materials Handling ${ }^{2}$
Total segment profit
Amortization of intangible assets ${ }^{3}$
Unallocated expenses ${ }^{4}$
Total operating income

| 6,219 | 5,928 | 6,553 |
| ---: | ---: | ---: |
| $\$ 93,473$ | $\$ 73,826$ | $\$ 90,142$ |


| 12,772 | 12,138 |
| ---: | ---: |
| $\$ 183,615$ | $\$ 135,691$ |

[^0]
## NON-GAAP RECONCILIATION TABLE

## RECONCILIATION OF GAAP TO ADJUSTED OPERATING INCOME AND ADJUSTED EBITDA

| \$ in thousands | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| Net sales | \$383,059 | \$329,002 | \$367,199 | \$750,258 | \$646,379 |
| Net income | \$54,349 | \$39,991 | \$57,562 | \$111,911 | \$72,505 |
| Adjustments to net income: |  |  |  |  |  |
| Income tax expense | 9,782 | 11,042 | 13,546 | 23,328 | 20,153 |
| Interest expense, net | 6,925 | 8,103 | 7,226 | 14,151 | 16,496 |
| Other expense (income), net | 3,877 | (46) | 139 | 4,016 | 856 |
| GAAP - Operating income | 74,933 | 59,090 | 78,473 | 153,406 | 110,010 |
| Charge for fair value write-up of acquired inventory sold | 208 | - | - | 208 | - |
| Deal Costs | 5,121 | - | - | 5,121 | - |
| Integration Costs | 1,197 | - | - | 1,197 | - |
| Severance | - | 559 | - | - | 559 |
| Impairment of equipment | - | 3,170 | - | - | 3,170 |
| Amortization of intangible assets | 12,014 | 11,007 | 11,669 | 23,683 | 21,952 |
| Adjusted operating income | 93,473 | 73,826 | 90,142 | 183,615 | 135,691 |
| Depreciation | 15,802 | 14,411 | 15,897 | 31,699 | 28,388 |
| Adjusted EBITDA | \$109,275 | \$88,237 | \$106,039 | \$215,314 | \$164,079 |
| Adjusted operating margin | 24.4\% | 22.4\% | 24.5\% | 24.5\% | 21.0\% |
| Adjusted EBITDA - as a \% of net sales | 28.5\% | 26.8\% | 28.9\% | 28.7\% | 25.4\% |

## NON-GAAP RECONCILIATION TABLE

## RECONCILIATION OF GAAP TO NON-GAAP EARNINGS PER SHARE

\$ in thousands, except per share data

GAAP net income
Adjustments to net income:
Charge for fair value write-up of acquired inventory sold
Deal Costs
Integration Costs
Severance
impairment of equipment
Amortization of intangible assets
Tax effect of adjustments to net income and discrete items

Tax effect of Tax Cuts and Jobs Act
Non-GAAP net income

Diluted earnings per common share
Effect of adjustments to net income
Diluted non-GAAP earnings per common share

| Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: |
| June 30, 2018 | July 1, 2017 | March 31, 2018 | June 30, 2018 | July 1, 2017 |
| \$54,349 | \$39,991 | \$57,562 | \$111,911 | \$72,505 |


| 208 | - | - | 208 |  |  |
| ---: | ---: | ---: | ---: | ---: | ---: |
| 5,121 | - | - | 5,121 | - |  |
| 1,197 | - | - | 1,197 | - |  |
| - | 559 | - | - | 559 |  |
| 12,014 | 3,170 | - | - | 3,170 |  |
|  | - | 11,669 | 23,683 | - |  |
| $(3,702)$ | 11,007 | $(2,710)$ |  | $(6,412)$ | 21,952 |
| 648 | $(5,821)$ | 1,494 | 2,142 | $(8,526)$ |  |
|  | $\$ 48,906$ | $\$ 68,015$ | $\$ 137,850$ | $\$ 89,660$ |  |
| $\$ 035$ |  |  |  |  |  |
| $\$ 0.38$ | $\$ 0.28$ | $\$ 0.40$ | $\$ 0.78$ | $\$ 0.51$ |  |
| $\$ 0.11$ | $\$ 0.06$ | $\$ 0.07$ | $\$ 0.18$ | $\$ 0.12$ |  |
| $\$ 0.49$ | $\$ 0.34$ | $\$ 0.47$ | $\$ 0.96$ | $\$ 0.63$ |  |

## GAAP SEGMENT TREND DATA

| \$ in thousands | Q116 | Q216 | Q316 | Q416 | Q117 | Q217 | Q317 | Q417 | Q118 | Q218 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Sales |  |  |  |  |  |  |  |  |  |  |
| SCEM | \$ 101,107 | \$111,782 | \$104,494 | \$110,945 | \$114,435 | \$121,174 | \$124,522 | \$125,339 | \$130,743 | \$ 134,336 |
| MC | 77,619 | 91,584 | 94,738 | 98,717 | 100,055 | 104,407 | 116,113 | 115,650 | 118,637 | 124,681 |
| AMH | 88,298 | 99,686 | 97,460 | 98,840 | 102,887 | 103,421 | 104,956 | 109,573 | 117,819 | 124,042 |
| Total Sales | \$267,024 | \$303,052 | \$296,692 | \$308,502 | \$317,377 | \$329,002 | \$345,591 | \$350,562 | \$367,199 | \$ 383,059 |
| Segment Profit ${ }^{1}$ |  |  |  |  |  |  |  |  |  |  |
| SCEM | \$ 17,818 | \$ 24,205 | \$ 14,244 | \$ 21,061 | \$ 23,128 | \$ 29,060 | \$ 29,539 | \$ 30,075 | \$ 31,562 | \$ 37,316 |
| MC | 14,181 | 24,511 | 27,684 | 27,535 | 30,987 | 31,796 | 39,302 | 39,328 | 41,991 | 39,054 |
| AMH | 14,697 | 18,203 | 11,192 | 12,190 | 13,960 | 15,169 | 12,483 | 18,226 | 23,142 | 23,114 |
| Total Segment Profit | \$ 46,696 | \$ 66,919 | \$ 53,120 | \$ 60,786 | \$ 68,075 | \$ 76,025 | \$ 81,324 | \$ 87,629 | \$ 96,695 | \$ 99,484 |
| Segment Profit Margin |  |  |  |  |  |  |  |  |  |  |
| SCEM | 17.6\% | 21.7\% | 13.6\% | 19.0\% | 20.2\% | 24.0\% | 23.7\% | 24.0\% | 24.1\% | 27.8\% |
| MC | 18.3\% | 26.8\% | 29.2\% | 27.9\% | 31.0\% | 30.5\% | 33.8\% | 34.0\% | 35.4\% | 31.3\% |
| AMH | 16.6\% | 18.3\% | 11.5\% | 12.3\% | 13.6\% | 14.7\% | 11.9\% | 16.6\% | 19.6\% | 18.6\% |

[^1] are adjusted retrospectively using consistent allocation method.

## NON-GAAP SEGMENT TREND DATA

| \$ in thousands | Q116 | Q216 | Q316 | Q416 | Q117 | Q217 | Q317 | Q417 | Q118 | Q218 |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | :---: |
| Sales |  |  |  |  |  |  |  |  |  |  |
| SCEM | $\$ 101,107$ | $\$ 111,782$ | $\$ 104,494$ | $\$ 110,945$ | $\$ 114,435$ | $\$ 121,174$ | $\$ 124,522$ | $\$ 125,339$ | $\$ 130,743$ | $\$ 134,336$ |
| MC | 77,619 | 91,584 | 94,738 | 98,717 | 100,055 | 104,407 | 116,113 | 115,650 | 118,637 | 124,681 |
| AMH | 88,298 | 99,686 | 97,460 | 98,840 | 102,887 | 103,421 | 104,956 | 109,573 | 117,819 | 124,042 |
| Total Sales | $\$ 267,024$ | $\$ 303,052$ | $\$ 296,692$ | $\$ 308,502$ | $\$ 317,377$ | $\$ 329,002$ | $\$ 345,591$ | $\$ 350,562$ | $\$ 367,199$ | $\$ 383,059$ |

Adjusted Segment Profit ${ }^{1}$

| SCEM $^{2}$ | $\$ 17,818$ | $\$ 24,205$ | $\$ 14,943$ | $\$ 21,061$ | $\$ 23,128$ | $\$ 29,060$ | $\$ 29,553$ | $\$ 30,075$ | $\$ 31,562$ | $\$ 37,316$ |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| MC $^{3}$ | 14,181 | 24,511 | 28,421 | 27,535 | 30,987 | 33,239 | 39,498 | 39,328 | 41,991 | 39,262 |  |
| AMH $^{4}$ | 14,697 | 18,203 | 17,987 | 12,190 | 13,960 | 17,455 | 17,704 | 18,226 | 23,142 | 23,114 |  |
| Total Adj. Segment Profit | $\$ 46,696$ | $\$ 66,919$ | $\$ 61,351$ | $\$ 60,786$ | $\$ 68,075$ | $\$ 79,754$ | $\$ 86,755$ | $\$ 87,629$ | $\$ 96,695$ | $\$$ | 99,692 |

Adjusted Segment Profit Margin

| SCEM | $17.6 \%$ | $21.7 \%$ | $14.3 \%$ | $19.0 \%$ | $20.2 \%$ | $24.0 \%$ | $23.7 \%$ | $24.0 \%$ | $24.1 \%$ | $27.8 \%$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| MC | $18.3 \%$ | $26.8 \%$ | $30.0 \%$ | $27.9 \%$ | $31.0 \%$ | $31.8 \%$ | $34.0 \%$ | $34.0 \%$ | $35.4 \%$ | $31.5 \%$ |
| AMH | $16.6 \%$ | $18.3 \%$ | $18.5 \%$ | $12.3 \%$ | $13.6 \%$ | $16.9 \%$ | $16.9 \%$ | $16.6 \%$ | $19.6 \%$ | $18.6 \%$ |

[^2]
[^0]:    Adjusted segment profit for Microcontamination Control for the three and six months ended July 1,2017 excludes charges for impairment of equipment and severance of $\$ 884 \mathrm{~K}$ and $\$ 559 \mathrm{~K}$, respectively. Adjusted segmen profit for Microcontamination Control for the three and six months ended June 30,2018 excludes charges for fair value mark-up of acquired inventory sold of $\$ 208 K$, respectively.
    2 Adjusted segment profit for Advanced Material Handling for the three and six months ended july 1, 2017 excludes charges for impairment of equipment of $\$ 2,286 \mathrm{~K}$.
    3 Adjusted amortization of intangible assets excludes amortization expense of $\$ 12,014 \mathrm{~K}, \$ 11,007 \mathrm{~K}$, and $\$ 11,669 \mathrm{~K}$ for the three months ended June 30, 2018, July 1,2017 , and March 31,2018 , respectively and $\$ 23,683 \mathrm{~K}$ and

[^1]:    1. Segment profit excludes amortization of intangibles and unallocated expenses. Corporate cost related to HR, Finance, and iT are charged back to the Segments starting 1Q18. Prior quarter results
[^2]:    1. Seement profit excludes amortization of intangbles and unallocated expenses. Corporate cost related to HR, Finance, and IT are charged back to the Segments starting 1018. Prior quarter results are adjusted
    
    3 Adjusted segment profit for MC for 0316 excludes charges for severance of 5737 K . Adjusted segment profit for MC for 2017 excludes charges for impairment of equilpment and severance of 5884 K and $\$ 559 \mathrm{~K}$,
    
    2017 excludes charges for impairment of equipment of $\$ 2,286 \mathrm{~K}$. Adjusted segment profit for AMH for Q 317 excludes charges for impaliment of equipment and severance related to organizational realignment of $\$ 3,364 \mathrm{~K}$
    21 and $\$ 1,857 \mathrm{~K}$, respectively.
