# UNITED STATES <br> SECURITIES AND EXCHANGE COMMISSION 

Washington, D.C. 20549

## 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) October 25, 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 |  |
| (Address of principal executive offices) | $\mathbf{0 1 8 2 1}$ |
| (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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ( $\$ 230.405$ of this chapter) or Rule $12 \mathrm{~b}-2$ of the Securities Exchange Act of 1934 ( $\$ 240.12 \mathrm{~b}-2$ of this chapter).

Emerging growth company
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On October 25, 2018, Entegris, Inc. (the "Company") issued a press release to announce results for the third quarter of 2018, ended September 29, 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 9.01. Financial Statements and Exhibits.
(d) Exhibits

## Exhibit

No.

## Description

Press Release, dated October 25, 2018
Third Quarter 2018 Earnings Release Presentation Slides, dated October 25, 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: October 25, 2018

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

## ENTEGRIS REPORTS SOLID RESULTS IN THIRD QUARTER OF 2018

- Record third-quarter revenue of $\$ 398.6$ million grew $15 \%$ from prior year
- GAAP net income per diluted share of $\$ 0.34$ increased $21 \%$ from a year ago
- Non-GAAP net income per diluted share of \$0.46 increased 15\% from a year ago

BILLERICA, Mass., October 25, 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 third quarter ended September 29, 2018.
Third-quarter sales were $\$ 398.6$ million, an increase of $15 \%$ from the same quarter last year and a $4 \%$ increase sequentially. Third-quarter net income was $\$ 48.1$ million, or $\$ 0.34$ per diluted share, which included $\$ 21.4$ million of amortization of intangible assets, a $\$ 3.3$ million charge for fair value write-up of acquired inventory sold, a $\$ 2.6$ million net tax effect related to the Tax Cuts and Jobs Act, $\$ 0.8$ million of integration costs and transaction expenses associated with the purchase of SAES Pure Gas and $\$ 0.5$ million of a loss on the sale of a cleaning services business based in France. Non-GAAP net income of $\$ 65.6$ million, or $\$ 0.46$ per diluted share, both increased $15 \%$, compared to the third quarter of 2017

For the first nine months of fiscal 2018, sales of $\$ 1.1$ billion increased $16 \%$ from the same period a year ago. For the first nine months of 2018 , net income was $\$ 160.0$ million, or $\$ 1.12$ per share, which included $\$ 45.1$ million of amortization of intangible assets, a $\$ 0.4$ million net tax effect related to the Tax Cuts and Jobs Act, $\$ 7.1$ million of integration costs and transaction expenses associated with the purchase of SAES Pure Gas, a $\$ 3.5$ million charge for fair value write-up of acquired inventory sold, and $\$ 0.5$ million of a loss on the sale of a cleaning services business based in France. Non-GAAP net income for the first nine months of 2018 of $\$ 203.5$ million, or $\$ 1.42$ per diluted share, both increased $39 \%$ compared to the first nine months of 2017.
Bertrand Loy, president and chief executive officer, said: "In the third quarter we demonstrated the value and resilience of our broad unit driven business platform, as we achieved record sales and delivered solid performance in a mixed environment. Our recent acquisition of SAES Pure Gas is performing well and its sales have exceeded our expectations during the quarter, reflecting key secular demand drivers for higher process purity."

Mr. Loy added: "Our unique capability to address the industry's increasing materials complexity and purity challenges is driving our long-term growth prospects and our ability to outperform the market. For the full year 2018 we expect to leverage our sales growth of approximately 15 percent into growth of our non-GAAP earnings per share of approximately 30 percent."

| ENTEGRIS, INC. |  |
| ---: | ---: |
| entegris.com | T+19 Concord Road, Building 2 9784366500 |

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

| GAAP Results | Q3-2018 | Q3-2017 | Q2-2018 |
| :--- | ---: | ---: | ---: |
| Net sales | $\$ 398,597$ | $\$ 345,591$ | $\$ 383,059$ |
| Operating income | $\$ 67,975$ | $\$ 60,655$ | $\$ 74,933$ |
| Operating margin | $17.1 \%$ | $17.6 \%$ | $19.6 \%$ |
| Net income | $\$ 48,060$ | $\$ 40,902$ | $\$ 54,349$ |
| Diluted earnings per share (EPS) | $\$ 0.34$ | $\$ 0.28$ |  |
| Non-GAAP Results |  |  |  |
| Non-GAAP adjusted operating income | $\$ 0.38$ |  |  |
| Non-GAAP adjusted operating margin | $23.6 \%$ | $\$ 81,077$ |  |
| Non-GAAP net income | $\$ 65,621$ | $23.5 \%$ | $\$ 93,473$ |
| Non-GAAP EPS | $\$ 0.46$ | $\$ 56,989$ | $24.4 \%$ |

## Fourth-Quarter Outlook

For the fourth quarter ending December 31, 2018, the Company expects sales of $\$ 380$ million to $\$ 400$ million, net income of $\$ 43$ million to $\$ 53$ million and net income per diluted share between $\$ 0.30$ and $\$ 0.37$. On a non-GAAP basis, EPS is expected to range from $\$ 0.41$ to $\$ 0.48$ per diluted share, which reflects net income on a non-GAAP basis in the range of $\$ 59$ million to $\$ 69$ million, which is adjusted for expected amortization and integration expenses of approximately $\$ 21$ million, or $\$ 0.11$ 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.

## Third-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the third quarter on Thursday, October 25, 2018, at 9:00 a.m. Eastern Time. Participants should dial 888-204-4368 or +1 323-794-2423, referencing confirmation code 1918715. 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 1918715. The replay will be available starting at 12:00 p.m. ET on Thursday, October 25 through December 8, 2018 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 third 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

This 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, 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.

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
ncome tax expense
Net income

| Basic net income per common share: | $\$ 0.34$ | $\$ 0.29$ |
| :--- | :--- | :--- |
| Diluted net income per common share: | $\$ 0.38$ |  |
| Cash dividends declared per common share: | $\$ 0.34$ | $\$ 0.07$ |
|  | - |  |
| Weighted average shares outstanding: | $\$ 0.38$ |  |
| Basic | 141,556 | 141,684 |
| Diluted | 143,033 | 143,594 |

(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

| Nine months ended |  |
| ---: | ---: |
| September 29, 2018 | September 30, 2017 |
| $\$ 1,148,855$ | $\$ 991,970$ |
| 608,764 | 546,664 |
| 540,091 | 445,306 |
| 185,827 | 161,176 |
| 87,781 | 80,462 |
| 45,102 | 33,003 |
| 221,381 | 170,665 |
| 21,829 | 24,095 |
| 4,826 | 3,762 |
| 194,726 | 142,808 |
| 34,755 | 29,401 |
| $\$ 159,971$ | $\$ 113,407$ |


| Basic net income per common share: | $\$ 1.13$ | $\$ 0.80$ |
| :--- | :---: | :---: |
| Diluted net income per common share: | $\$ 1.12$ | $\$ 0.79$ |
| Cash dividends declared per common share: | $\$ 0.21$ | - |
|  |  |  |
| Weighted average shares outstanding: | 141,613 | 141,627 |
| Basic | 143,308 | 143,472 |


|  | September 29, 2018 | December 31, 2017 |
| :---: | :---: | :---: |
| ASSETS |  |  |
| Cash and cash equivalents | \$294,893 | \$625,408 |
| Accounts receivable, net | 212,729 | 183,434 |
| Inventories | 264,090 | 198,089 |
| Deferred tax charges and refundable income taxes | 25,191 | 18,012 |
| Other current assets | 24,043 | 32,665 |
| Total current assets | 820,946 | 1,057,608 |
| Property, plant and equipment, net | 393,706 | 359,523 |
| Goodwill | 542,235 | 359,688 |
| Intangible assets | 323,379 | 182,430 |
| Deferred tax assets | 11,735 | 9,103 |
| Other assets | 11,455 | 7,820 |
| Total assets | \$2,103,456 | \$1,976,172 |
| LIABILITIES AND SHAREHOLDERS' EQUITY |  |  |
| Long-term debt, current maturities | - | \$100,000 |
| Accounts payable | 74,590 | 68,762 |
| Accrued liabilities | 116,285 | 99,374 |
| Income tax payable | 20,137 | 22,835 |
| Total current liabilities | 211,012 | 290,971 |
| Long-term debt, excluding current maturities | 650,625 | 574,380 |
| Other liabilities | 158,148 | 117,803 |
| Shareholders' equity | 1,083,671 | 993,018 |
| Total liabilities and shareholders' equity | \$2,103,456 | \$1,976,172 |

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

|  | Three months ended |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | September 29, 2018 | September 30, 2017 |
| Operating activities: |  |  |  |  |
| Net income | \$48,060 | \$40,902 | \$159,971 | \$113,407 |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |  |  |  |
| Depreciation | 16,537 | 14,785 | 48,236 | 43,173 |
| Amortization | 21,419 | 11,051 | 45,102 | 33,003 |
| Stock-based compensation expense | 4,170 | 3,548 | 12,727 | 11,457 |
| Provision for deferred income taxes | 691 | $(2,953)$ | $(1,066)$ | 254 |
| Other | 5,944 | 13,898 | 10,584 | 24,028 |
| Changes in operating assets and liabilities: |  |  |  |  |
| Trade accounts and notes receivable | $(11,400)$ | $(12,313)$ | $(8,713)$ | $(15,345)$ |
| Inventories | $(6,316)$ | $(1,047)$ | $(28,788)$ | $(14,884)$ |
| Accounts payable and accrued liabilities | 5,526 | 20,911 | $(9,440)$ | 7,598 |
| Income taxes payable and refundable income taxes | $(1,678)$ | $(1,293)$ | $(9,193)$ | 1,664 |
| Other | 1,190 | 1,552 | 1,829 | 3,277 |
| Net cash provided by operating activities | 84,143 | 89,041 | 221,249 | 207,632 |
| Investing activities: |  |  |  |  |
| Acquisition of property and equipment | $(27,900)$ | $(25,447)$ | $(75,337)$ | $(67,939)$ |
| Acquisition of businesses, net of cash acquired | (43) |  | $(380,268)$ | $(20,000)$ |
| Other | 3,109 | 863 | 5,014 | 1,074 |
| Net cash used in investing activities | $(24,834)$ | $(24,584)$ | $(450,591)$ | $(86,865)$ |
| Financing activities: |  |  |  |  |
| Payments on long-term debt | - | $(25,000)$ | $(27,000)$ | $(75,000)$ |
| Issuance of common stock | 2 | 677 | 3,029 | 3,582 |
| Taxes paid related to net share settlement of equity awards | (139) | (168) | $(14,552)$ | $(5,407)$ |
| Repurchase and retirement of common stock | $(10,000)$ | $(10,000)$ | $(30,000)$ | $(18,000)$ |
| Dividend payments | $(9,899)$ | - | $(29,701)$ | - |
| Other | (250) |  | 1,254 | $(1,270)$ |
| Net cash used in financing activities | $(20,286)$ | $(34,491)$ | $(96,970)$ | $(96,095)$ |
| Effect of exchange rate changes on cash | $(1,236)$ | (404) | $(4,203)$ | 4,136 |
| Increase (Decrease) in cash and cash equivalents | 37,787 | 29,562 | $(330,515)$ | 28,808 |
| Cash and cash equivalents at beginning of period | 257,106 | 405,635 | 625,408 | 406,389 |
| Cash and cash equivalents at end of period | \$294,893 | \$435,197 | \$294,893 | \$435,197 |

Segment Information
(In thousands)
(Unaudited)

| Net sales | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Specialty Chemicals and Engineered Materials | \$131,234 | \$124,522 | \$134,336 | \$396,313 | \$360,131 |
| Microcontamination Control | 151,345 | 116,113 | 124,681 | 394,663 | 320,575 |
| Advanced Materials Handling | 116,018 | 104,956 | 124,042 | 357,879 | 311,264 |
| Total net sales | \$398,597 | \$345,591 | \$383,059 | \$1,148,855 | \$991,970 |


| Segment profit ${ }^{1}$ | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Specialty Chemicals and Engineered Materials | \$31,860 | \$29,539 | \$37,316 | \$100,738 | \$81,727 |
| Microcontamination Control | 44,530 | 39,302 | 39,054 | 125,575 | 102,085 |
| Advanced Materials Handling | 19,494 | 12,483 | 23,114 | 65,750 | 41,612 |
| Total segment profit | 95,884 | 81,324 | 99,484 | 292,063 | 225,424 |
| Amortization of intangibles | 21,419 | 11,051 | 12,014 | 45,102 | 33,003 |
| Unallocated expenses | 6,490 | 9,618 | 12,537 | 25,580 | 21,756 |
| Total operating income | \$67,975 | \$60,655 | \$74,933 | \$221,381 | \$170,665 |

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 |  |  |
| :--- | ---: | ---: | ---: |
|  | September 29, 2018 | September $\mathbf{3 0 , 2 0 1 7}$ | June 30, 2018 |
| Net sales | $\$ 398,597$ | $\$ 345,591$ | $\$ 383,059$ |
| Gross profit-GAAP | $\$ 181,716$ | $\$ 155,407$ | $\$ 182,378$ |
| Adjustments to gross profit: |  |  |  |
| Severance related to organizational realignment | - | 740 | - |
| Charge for fair value mark-up of acquired inventory sold | 3,281 | - | 208 |
| Impairment of equipment | - | 3,364 | - |
| Adjusted gross profit | $\$ 184,997$ | $\$ 159,511$ | $\$ 182,586$ |
|  |  |  |  |
| Gross margin - as a $\%$ of net sales | $45.6 \%$ | $45.0 \%$ | $47.6 \%$ |
| Adjusted gross margin - as a $\%$ of net sales | $46.4 \%$ | $46.2 \%$ | $47.7 \%$ |


| Nine months ended |  |
| :---: | ---: |
| September 29, <br> 2018 | September 30, <br> 2017 |
| $\$ 1,148,855$ | $\$ 991,970$ |
| $\$ 540,091$ | $\$ 445,306$ |
|  |  |
| - | 740 |
| 3,489 | - |
| - | 5,330 |
| $\$ 543,580$ | $\$ 451,376$ |
|  |  |
|  | $47.0 \%$ |
| $47.3 \%$ | $45.5 \%$ |

# Entegris, Inc. and Subsidiaries 

## Reconciliation of GAAP Segment Profit to Adjusted Operating Income

(In thousands)
(Unaudited)

| Segment profit-GAAP | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Specialty Chemicals and Engineered Materials | \$31,860 | \$29,539 | \$37,316 | \$100,738 | \$81,727 |
| Microcontamination Control | 44,530 | 39,302 | 39,054 | 125,575 | 102,085 |
| Advanced Materials Handling | 19,494 | 12,483 | 23,114 | 65,750 | 41,612 |
| Total segment profit | 95,884 | 81,324 | 99,484 | 292,063 | 225,424 |
| Amortization of intangible assets | 21,419 | 11,051 | 12,014 | 45,102 | 33,003 |
| Unallocated expenses | 6,490 | 9,618 | 12,537 | 25,580 | 21,756 |
| Total operating income | \$67,975 | \$60,655 | \$74,933 | \$221,381 | \$170,665 |


| Adjusted segment profit | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Specialty Chemicals and Engineered Materials ${ }^{1}$ | \$31,860 | \$29,553 | \$37,316 | \$100,738 | \$81,741 |
| Microcontamination Control 2 | 47,811 | 39,498 | 39,262 | 129,064 | 103,724 |
| Advanced Materials Handling 3 | 19,960 | 17,704 | 23,114 | 66,216 | 49,119 |
| Total adjusted segment profit | 99,631 | 86,755 | 99,692 | 296,018 | 234,584 |
| Amortization of intangible assets ${ }^{4}$ | - | - | - | - | - |
| Unallocated expenses5 | 5,738 | 5,678 | 6,219 | 18,510 | 17,816 |
| Total adjusted operating income | \$93,893 | \$81,077 | \$93,473 | \$277,508 | \$216,768 |

${ }^{1}$ Adjusted segment profit for Specialty Chemicals and Engineered Materials for the three months and nine months ended September 30, 2017 excludes charges for severance related to organizational realignment of \$14.
 $\$ 3,281$ and $\$ 208$, respectively. Adjusted segment profit for Microcontamination Control for the nine months ended September 29 , 2018 excludes charges for fair value mark-up of acquired
 $\$ 1,639$ for the three and nine months ended September 30, 2017, respectively.

 ended September 30, 2017, respectively
 2018, respectively and $\$ 45,102$ and $\$ 33,003$ for the nine months ended September 29, 2018 and September 30, 2017, respectively.
 2018 exclude deal costs and integration expenses of $\$ 5,121$ and $\$ 1,197$, respectively
 excludes charges for impairment of intangibles and severance related to organizational realignment of $\$ 3,940$ for the three and nine months ended September 30 , 2017, respectively,

|  | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Net sales | \$398,597 | \$345,591 | \$383,059 | \$1,148,855 | \$991,970 |
| Net income | \$48,060 | \$40,902 | \$54,349 | \$159,971 | \$113,407 |
| Adjustments to net income: |  |  |  |  |  |
| Income tax expense | 11,427 | 9,248 | 9,782 | 34,755 | 29,401 |
| Interest expense, net | 7,678 | 7,599 | 6,925 | 21,829 | 24,095 |
| Other expense, net | 810 | 2,906 | 3,877 | 4,826 | 3,762 |
| GAAP - Operating income | 67,975 | 60,655 | 74,933 | 221,381 | 170,665 |
| Charge for fair value write-up of acquired inventory sold | 3,281 | - | 208 | 3,489 | - |
| Deal Costs | - | - | 5,121 | 5,121 | - |
| Integration Costs | 752 | - | 1,197 | 1,949 | - |
| Severance | - | 2,141 | - | - | 2,700 |
| Impairment of equipment and intangibles ${ }^{1}$ | - | 7,230 | - | - | 10,400 |
| Loss on sale of subsidiary | 466 | - | - | 466 | - |
| Amortization of intangible assets | 21,419 | 11,051 | 12,014 | 45,102 | 33,003 |
| Adjusted operating income | 93,893 | 81,077 | 93,473 | 277,508 | 216,768 |
| Depreciation | 16,537 | 14,785 | 15,802 | 48,236 | 43,173 |
| Adjusted EBITDA | \$110,430 | \$95,862 | \$109,275 | \$325,744 | \$259,941 |
| Adjusted operating margin | 23.6\% | 23.5\% | 24.4\% | 24.2\% | 21.9\% |
| Adjusted EBITDA - as a \% of net sales | 27.7\% | 27.7\% | 28.5\% | 28.4\% | 26.2\% |

${ }^{1}$ Includes product line impairment charges of $\$ 3,364$ and $\$ 5,330$ classified as cost of sales for the three and nine months ended September 30, 2017, respectively.
Includes Jetalon intangible impairment charge of $\$ 3,866$ classified as selling general and administrative expense for both the three and nine months ended September 30,2017 . Includes product line impairment charge of $\$ 320$ classified as selling general and administrative expense for the nine months ended September 30, 2017.

Includes product line impairment charge of $\$ 884$ classified as engineering, research and development expense for the nine months ended September 30, 2017.

# Entegris, Inc. and Subsidiaries 

Reconciliation of GAAP Net Income to Non-GAAP Earnings per Share
(In thousands, except per share data)
(Unaudited)

|  | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30, 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| GAAP net income | \$48,060 | \$40,902 | \$54,349 | \$159,971 | \$113,407 |
| Adjustments to net income: |  |  |  |  |  |
| Charge for fair value write-up of acquired inventory sold |  |  |  |  |  |
|  | 3,281 | - | 208 | 3,489 | - |
| Deal Costs | - | - | 5,121 | 5,121 | - |
| Integration Costs | 752 | - | 1,197 | 1,949 | - |
| Severance | - | 2,141 | - | - | 2,700 |
| Impairment of equipment and intangibles ${ }^{1}$ | - | 10,030 | - | - | 13,200 |
| Loss on sale of subsidiary | 466 | - | - | 466 | - |
| Amortization of intangible assets | 21,419 | 11,051 | 12,014 | 45,102 | 33,003 |
| Tax effect of adjustments to net income and discrete items ${ }^{2}$ | $(5,797)$ | $(7,135)$ | $(3,702)$ | $(12,209)$ | $(15,661)$ |
| Tax effect of Tax Cuts and Jobs Act | $(2,560)$ | - | \$648 | (418) | - |
| Non-GAAP net income | \$65,621 | \$56,989 | \$69,835 | \$203,471 | \$146,649 |
|  |  |  |  |  |  |
| Diluted earnings per common share | \$0.34 | \$0.28 | \$0.38 | \$1.12 | \$0.79 |
| Effect of adjustments to net income | \$0.12 | \$0.11 | \$0.11 | \$0.30 | \$0.23 |
| Diluted non-GAAP earnings per common share | \$0.46 | \$0.40 | \$0.49 | \$1.42 | \$1.02 |

${ }^{1}$ Includes product line impairment charges of $\$ 3,364$ and $\$ 5,330$ classified as cost of sales for the three and nine months ended September 30, 2017, respectively. Includes Jetalon intangible impairment charge of $\$ 3,866$ classified as selling general and administrative expense for both the three and nine months ended September 30,2017 . ncludes product line impairment charge of $\$ 320$ classified as selling general and administrative expense for the nine months ended September 30, 2017
ncludes product line impairment charge of $\$ 884$ classified as engineering, research and development expense for the nine months ended September 30, 2017 .
Includes product line impairment charge of $\$ 2,800$ classified as other expense for both the three and nine months ended September 30, 2017. ${ }^{2}$ The tax effect of pre-tax adjustments to net income was calculated using the applicable marginal tax rate during the respective years.

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



## 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.

## 3Q18 HIGHLIGHTS

Year-to-date' sales of $\$ 1.1$ billion million grew $16 \%$ from the same period in 2017
3Q18 sales of $\$ 399$ million grew $15 \%$ from same quarter a year ago and $4 \%$ from 2Q18
Specialty Chemicals and Engineered Materials sales grew 5\% from prior year and declined 2\% sequentially
Microcontamination Control sales grew $30 \%$ from prior year and $21 \%$ sequentially (includes $\$ 29$ million in sales from SAES Pure Gas (SPG))
Advanced Materials Handling sales grew $11 \%$ from prior year and declined $6 \%$ sequentially Integration of SAES Pure Gas (SPG) is proceeding well, sales exceeded expectations

3Q18 GAAP and non-GAAP tax rate of $19 \%$ and $23 \%$, higher than expectations (equal to approximately 2 cents per share)

Year-to-date' GAAP Earnings Per Share of $\$ 1.12$; non-GAAP EPS of $\$ 1.42$ grew $39 \%$ from the prior year

3Q18 GAAP Earnings Per Share of \$0.34; non-GAAP EPS of $\$ 0.46$ grew $15 \%$ from the prior year Generated $\$ 110$ million of adjusted EBITDA, or $28 \%$ of sales

## SUMMARY - CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)

| \$ in millions, except per share <br> data | 3Q18 | 3Q18 <br> Guidance | 2Q18 | 3Q17 | 3Q18 over <br> 3Q17 | 3Q18 over <br> 2Q18 |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | $\$ 398.6$ | $\$ 395$ to $\$ 410$ | $\$ 383.1$ | $\$ 345.6$ | $15.3 \%$ | $4.0 \%$ |
| Gross Margin | $45.6 \%$ |  | $47.6 \%$ | $45.0 \%$ |  |  |
| Operating Expenses | $\$ 113.7$ | $\$ 108$ to $\$ 110$ | $\$ 107.4$ | $\$ 94.8$ | $19.9 \%$ | $5.9 \%$ |
| Operating Income | $\$ 68.0$ |  | $\$ 74.9$ | $\$ 60.7$ | $12.0 \%$ | $(9.2 \%)$ |
| Operating Margin | $17.1 \%$ |  | $19.6 \%$ | $17.6 \%$ |  |  |
| Tax Rate | $19.2 \%$ |  | $15.3 \%$ | $18.4 \%$ |  | $17.6 \%$ |
| Net Income | $\$ 48.1$ | $\$ 52$ to $\$ 59$ | $\$ 54.3$ | $\$ 40.9$ | $11.4 \%)$ |  |
| Earnings per diluted share | $\$ 0.34$ | $\$ 0.36$ to $\$ 0.41$ | $\$ 0.38$ | $\$ 0.28$ | $21.4 \%$ | $(10.5 \%)$ |

4

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

| \$ in millions, except per share data | 3Q18 | 3Q18 Guidance | 2Q18 | 3Q17 | $\begin{gathered} \text { 3Q18 over } \\ \text { 3Q17 } \end{gathered}$ | $\begin{gathered} \text { 3Q18 over } \\ \text { 2Q18 } \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | \$398.6 | \$395 to \$410 | \$383.1 | \$345.6 | 15.3\% | 4.0\% |
| Adjusted Gross Margin ${ }^{2}$ | 46.4\% |  | 47.7\% | 46.2\% |  |  |
| Non-GAAP Operating Expenses ${ }^{3}$ | \$91.1 | \$90 to \$92 | \$89.1 | \$78.4 | 16.2\% | 2.2\% |
| Adjusted Operating Income | \$93.9 |  | \$93.5 | \$81.1 | 15.8\% | 0.4\% |
| Adjusted Operating Margin | 23.6\% |  | 24.4\% | 23.5\% |  |  |
| Non-GAAP Tax Rate ${ }^{4}$ | 23.2\% |  | 15.5\% | 22.3\% |  |  |
| Non-GAAP Net Income ${ }^{5}$ | \$65.6 | \$66 to \$73 | \$69.8 | \$57.0 | 15.1\% | (6.0\%) |
| Non-GAAP EPS | \$0.46 | \$0.46 to \$0.51 | \$0.49 | \$0.40 | 15.0 \% | (6.1\%) |

1. 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 GAAD Operating Expenses exclude amortization expense, deal costs, integration costs, severance, loss on sale of subsidiary, and impairment of equipment and intangibles
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

|  | Nine Months <br> Ended <br> Sepember 29, <br> 2018 | Nine Months <br> Ended <br> September <br> 2017 <br> data | Year-over-Year |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 1,148.9$ | $\$ 992.0$ | $15.8 \%$ |
| Gross Margin | $47.0 \%$ | $44.9 \%$ |  |
| Operating Expenses | $\$ 318.7$ | $\$ 274.6$ | $16.1 \%$ |
| Operating Income | $\$ 221.4$ | $\$ 170.7$ | $29.7 \%$ |
| Operating Margin | $19.3 \%$ | $17.2 \%$ |  |
| Tax Rate | $17.8 \%$ | $20.6 \%$ |  |
| Net Income | $\$ 160.0$ | $\$ 113.4$ | $41.1 \%$ |
| EPS | $\$ 1.12$ | $\$ 0.79$ | $41.8 \%$ |

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

|  | Nine Months <br> Ended <br> September 29, <br> 2018 millions, except per share <br> data | Nine Months <br> Ended <br> September 30, <br> $\mathbf{2 0 1 7}$ | Year-over-Year |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 1,148.9$ | $\$ 992.0$ | $15.8 \%$ |
| Adjusted Gross Margin ${ }^{2}$ | $47.3 \%$ | $45.5 \%$ |  |
| Non-GAAP Operating Expenses ${ }^{3}$ | $\$ 266.1$ | $\$ 234.6$ | $13.4 \%$ |
| Adjusted Operating Income | $\$ 277.5$ | $\$ 216.8$ | $28.0 \%$ |
| Adjusted Operating Margin | $24.2 \%$ | $21.9 \%$ |  |
| Non-GAAP Tax Rate ${ }^{4}$ | $18.9 \%$ | $23.5 \%$ |  |
| Non-GAAP Net Income ${ }^{5}$ | $\$ 203.5$ | $\$ 146.6$ | $38.8 \%$ |
| Non-GAAP EPS | $\$ 1.42$ | $\$ 1.02$ | $39.2 \%$ |

[^0]Adjusted Gross Margin excludes charge for fair value write-up of acquired inventory sold.
Non-GAAP Operating Exnenses evelude amortization evmense decl costs, intercotion costs, severance, loss on sale of subsidiary, and impairment of equipment and intangbles. Non-GAAP Tax Rate reflects the tax effect of non-GAAP odjustments and discrete fox items to GAAP toxes.
5. 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: 3Q18 vs. 3Q17


EPS: 3Q18vs. 2Q18


1. Represents diluted earnings per share. See Reconciliation of GAAP Net Income to Non-GAAP Earnings per Share in the appendix of this presentation.

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



[^1]REVENUE BY GEOGRAPHY: STRONG GROWTH IN N. AMERICA, KOREA, JAPAN, CHINA AND EUROPE



## SUMMARY - BALANCE SHEET ITEMS

| \$ in millions | 3Q18 |  | 2Q18 |  | 3Q17 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | \$ Amount | \% Total | \$ Amount | \% Total | \$ Amount | \% Total |
| Cash \& Cash Equivalents | \$294.9 | 14.0\% | \$257.1 | 12.4\% | \$435.2 | 24.8\% |
| Accounts Receivable, net | \$212.7 | 10.1\% | \$200.4 | 9.7\% | \$183.4 | 10.4\% |
| Inventories | \$264.1 | 12.6\% | \$265.4 | 12.8\% | \$193.3 | 11.0\% |
| Net PP\&E | \$393.7 | 18.7\% | \$380.3 | 18.4\% | \$346.7 | 19.7\% |
| Total Assets | \$2,103.5 |  | \$2,066.1 |  | \$1,757.7 |  |
| Current Liabilities ${ }^{1}$ | \$211.0 | 10.0\% | \$204.3 | 9.9\% | \$269.9 | 15.4\% |
| Long-term debt, excluding current maturities | \$650.6 | 30.9\% | \$650.2 | 31.5\% | \$411.5 | 23.4\% |
| Total Liabilities | \$1,019.8 | 48.5\% | \$1,013.2 | 49.0\% | \$739.4 | 42.1\% |
| Total Shareholders' Equity | \$1,083.7 | 51.5\% | \$1,052.9 | 51.0\% | \$1,018.4 | 57.9\% |
| AR - DSOs | 48.7 |  | 47.7 |  | 48.4 |  |
| Inventory Turns | 3.3 |  | 3.3 |  | 3.9 |  |

1. Current Liabilities in 3Q17 includes $\$ 100$ million of current maturities of long term debt.

11

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



Adjusted EBITDA and EBITDA Margin

Adjusted TTM EBITDA


1. See Reconciliation of GAAP Income to Adjusted Operating Income and Adjusted EBIIDA in the appendix of this presentation.

## CASH FLOWS

| $\$$ in millions | 3Q18 | 2Q18 | 3Q17 |
| :--- | :---: | :---: | :---: |
| Beginning Cash Balance | $\$ 257.1$ | $\$ 550.2$ | $\$ 405.6$ |
| Cash from operating activities | $\$ 84.1$ | $\$ 98.3$ | $\$ 89.0$ |
| Capital expenditures | $(\$ 27.9)$ | $(\$ 26.4)$ | $(\$ 25.4)$ |
| Acquisition of business | - | $(\$ 342.6)$ | - |
| Payments on long-term debt | - | $(\$ 2.0)$ | $(\$ 25.0)$ |
| Repurchase and retirement of common <br> stock | $(\$ 10.0)$ | $(\$ 10.0)$ | $(\$ 10.0)$ |
| Dividend payments | $(\$ 9.9)$ | $(\$ 9.9)$ | - |
| Other investing activities | $\$ 3.1$ | $\$ 1.8$ | $\$ 0.9$ |
| Other financing activities | $(\$ 0.4)$ | $\$ 4.0$ | $\$ 0.5$ |
| Effect of exchange rates | $(\$ 1.2)$ | $(\$ 6.3)$ | $(\$ 0.4)$ |
| Ending Cash Balance | $\$ 294.9$ | $\$ 257.1$ | $\$ 435.2$ |
|  |  |  |  |
| Free Cash Flow' | $\$ 56.2$ | $\$ 71.9$ | $\$ 63.6$ |
| Adjusted EBITDA | $\$ 110.4$ | $\$ 109.3$ | $\$ 95.9$ |

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

## OUTLOOK

GAAP

| \$ in millions, except per share data | 4Q18 Guidance | 3Q18 Actual | 4Q17 Actual |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 380$ to $\$ 400$ | $\$ 398.6$ | $\$ 350.6$ |
| Operating Expenses | $\$ 111$ to $\$ 114$ | $\$ 113.7$ | $\$ 92.5$ |
| Net Income | $\$ 43$ to $\$ 53$ | $\$ 48.1$ | $(\$ 28.3)$ |
| Earnings Per Diluted Share | $\$ 0.30$ to $\$ 0.37$ | $\$ 0.34$ | $(\$ 0.20)$ |

Non-GAAP

| \$ in millions, except per share data | 4Q18 Guidance | 3Q18 Actual | 4Q17 Actual |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 380$ to $\$ 400$ | $\$ 398.6$ | $\$ 350.6$ |
| Non-GAAP Operating  <br> Expenses  |  |  |  |
| Non-GAAP Net Income $^{2}$ | $\$ 90$ to $\$ 93$ | $\$ 91.1$ | $\$ 81.5$ |
| Non-GAAP EPS | $\$ 59$ to $\$ 69$ | $\$ 65.6$ | $\$ 59.7$ |

1. Non-GAAP operating expenses exclude amortization and integration costs. In 4Q18, amortization is estimated to be approximately $\$ 20.5$ million, or $\$ 0.11$ per share, and integration costs are estimated to be approximately $\$ 0.6$ million, or $\$ 0.00$ per approx
shore.

14


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## NON-GAAP RECONCILIATION TABLE

## RECONCILIATION OF GAAP GROSS PROFIT TO ADJUSTED GROSS PROFIT

| \$ in thousands | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { September } 29, \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September 30, } \\ 2017 \\ \hline \end{gathered}$ | $\begin{gathered} \text { June } 30, \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September } 29, \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September 30, } \\ 2017 \\ \hline \end{gathered}$ |
| Net Sales | \$398,597 | \$345,591 | \$383,059 | \$1,148,855 | \$991,970 |
| Gross profit-GAAP | \$181,716 | \$155,407 | \$182,378 | \$540,091 | \$445,306 |
| Adjustments to gross profit: |  |  |  |  |  |
| Charge for fair value mark-up of | 3.281 | - | 208 | 3.489 |  |
| Severance related to organizational realignment | 3,281 | 740 | 208 | 3,489 | 740 |
| Impairment of equipment | - | 3,364 | - | - | 5,330 |
| Adjusted gross profit | \$184,997 | \$159,511 | \$182,586 | \$543,580 | \$451,376 |
| Gross margin - as a \% of net sales | 45.6\% | 45.0\% | 47.6\% | 47.0\% | 44.9\% |
| Adjusted gross margin - as a \% of net sales | 46.4\% | 46.2\% | 47.7\% | 47.3\% | 45.5\% |

## NON-GAAP RECONCILIATION TABLE

## RECONCILIATION OF GAAP SEGMENT PROFIT TO ADJUSTED OPERATING INCOME

| $\$$ in thousands <br> Segment profit-GAAP | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | September 29, 2018 | September 30 . 2017 | June 30, 2018 | September 29, 2018 | September 30, 2017 |
| Specialty Chemicals and Engineered Materials | \$31,860 | \$29,539 | \$37,316 | \$100,738 | \$81,727 |
| Microcontamination Control | 44,530 | 39.302 | 39,054 | 125.575 | 102,085 |
| Advanced Materials Handling | 19.494 | 12.483 | 23.114 | 65.750 | 41.612 |
| Total segment profit | 95.884 | 81.324 | 99.484 | 292.063 | 225.424 |
| Amortization of intangible assets | 21.419 | 11.051 | 12.014 | 45,102 | 33,003 |
| Unallocated expenses | 6.490 | 9.618 | 12.537 | 25,580 | 21.756 |
| Total operating income | \$67,975 | \$60,655 | \$74,933 | \$221,381 | \$170,665 |
| Adjusted segment profit | $\begin{gathered} \text { September } 29 \text {, } \\ 2018 \\ \hline \end{gathered}$ | e months ended September 30 , 2017 | June 30, 2018 | $\begin{gathered} \text { Nine mo } \\ \text { September } 29, \\ 2018 \\ \hline \end{gathered}$ | ths ended September 30, 2017 |
| Specialty Chemicals and Engineered Materials ${ }^{\text {' }}$ | \$31,860 | \$29.553 | \$37,316 | \$100,738 | \$81.741 |
| Microcontamination Control ${ }^{2}$ | 47.811 | 39.498 | 39.262 | 129.064 | 103.724 |
| Advanced Materials Handling ${ }^{3}$ | 19.960 | 17,704 | 23,114 | 66.216 | 49.119 |
| Total segment profit | 99.631 | 86.755 | 99.692 | 296.018 | 234,584 |
| Amortization of intangible assets ${ }^{4}$ | - | - | - | - | - |
| Unallocated expenses ${ }^{5}$ | 5,738 | 5.678 | 6.219 | 18,510 | 17,816 |
| Total operating income | \$93,893 | \$81,077 | \$93,473 | \$277,508 | \$216,768 |

. Affisted segment profit for Specialty Chemicals and Engineered Materials for the three months and nine months ended September 30.2017 excludes charges for severance telated to organizational realignment 1
of Al 14.4
Adust Adjusted segment profit for Mcrocontamination Contro for the thee months ended September 29,2018 and June 30,2018 excludes charges for fair value mark-up of acquired inventory sold of $\$ 3,281$ and $\$ 208$,
 2. Adifsted segment profit for Advanced Material Handiling exciudes loss on sole of subsidiary of \$ $\$ 66$ for the three and nine montits ended September 29 , 2018, respectively. Adjusted segment profif tor Advanced Materiol Handing excludes charges tor impairment of equipment and severance reatad to organizational realignment of $\$ 5.221$ ond $\$ 7.507$ tor the tivee and nine months ended September 30, 2017, respectively.
 7 respectively. Adjusted unoliocated expenses excludes charges for impaiment of intangbles and severance related to arganizational realignment of $\$ 3,940$ tor the tivee and nine months ended September 30,201 )

## NON-GAAP RECONCILIATION TABLE

RECONCILIATION OF GAAP TO ADJUSTED OPERATING INCOME AND ADJUSTED EBITDA

| \$ in thousands | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \hline \text { September 29, } \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September 30, } \\ 2017 \\ \hline \end{gathered}$ | June 30, 2018 | $\begin{gathered} \text { September } 29, \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { September 30, } \\ 2017 \\ \hline \end{gathered}$ |
| Net sales | \$398,597 | \$345,591 | \$383,059 | \$1,148,855 | \$991,970 |
| Net income | \$48,060 | \$40,902 | \$54,349 | \$159,971 | \$113,407 |
| Adjustments to net income: |  |  |  |  |  |
| Income tax expense | 11,427 | 9.248 | 9.782 | 34,755 | 29,401 |
| Interest expense, net | 7.678 | 7.599 | 6.925 | 21,829 | 24,095 |
| Other expense, net | 810 | 2.906 | 3.877 | 4.826 | 3.762 |
| GAAP - Operating income <br> Charge for fair value write-up of acquired inventory sold | 67.975 3.281 | 60.655 | 74.933 208 | 221,381 3.489 | 170.665 |
| Deal Costs | - | - | 5.121 | 5.121 | - |
| Integration Costs | 752 | - | 1.197 | 1.949 | - |
| Severance | - | 2,141 | - | - | 2,700 |
| Impairment of equipment and intangibles ${ }^{1}$ | - | 7.230 | - | - | 10,400 |
| Loss on sale of subsidiary | 466 | - | - | 466 | - |
| Amortization of intangible assets | 21,419 | 11,051 | 12,014 | 45,102 | 33,003 |
| Adjusted operating income | 93,893 | 81,077 | 93,473 | 277,508 | 216,768 |
| Depreciation | 16,537 | 14,785 | 15,802 | 48,236 | 43,173 |
| Adjusted EBITDA | \$110,430 | \$95.862 | \$109,275 | \$325.744 | \$259,941 |
| Adjusted operating margin | 23.6\% | 23.5\% | 24.4\% | 24.2\% | 21.9\% |
| Adjusted EBITDA - as a \% of net sales | 27.7\% | 27.7\% | 28.5\% | 28.4\% | 26.2\% |

1. Includes product line impairment charges of $\$ 3,364$ and $\$ 5,330$ classified as cost of sales for the three and nine months ended September 30.2017 , respectively. includes Jetalon intangible impairment charge of $\$ 3,866$ classified as selling general and administrative expense for both the three and nine months ended September 30 . 2017 18

NON-GAAP RECONCILIATION TABLE

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

| \$ in thousands, except per share data | Three months ended |  |  | Nine months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \hline \text { September } 29 \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September } 30 \\ 2017 \\ \hline \end{gathered}$ | June 30, 2018 | $\begin{gathered} \hline \text { September 29, } \\ 2018 \\ \hline \end{gathered}$ | $\begin{gathered} \text { September 30, } \\ 2017 \\ \hline \end{gathered}$ |
| GAAP net income | \$48,060 | \$40,902 | \$54.349 | \$159.971 | \$113,407 |
| Adjustments to net income: <br> Charge for fair value write-up of acquired inventory sold | 3.281 | - | 208 | 3,489 | - |
| Deal Costs | - | - | 5,121 | 5,121 | - |
| Integration Costs | 752 | - | 1.197 | 1.949 | - |
| Severance | - | 2,141 | - | - | 2,700 |
| Impairment of equipment and intangibles ${ }^{\text {' }}$ | - | 10.030 | - | - | 13,200 |
| Loss on sale of subsidiary | 466 | - | - | 466 | - |
| Amortization of intangible assets <br> Tax effect of adjustments to net income and discrete | 21.419 | ${ }^{-}$ | 12.014 | 45.102 | ${ }^{-}$ |
| items ${ }^{2}$ Tax effect of Tax Cuts and Jobs Act | $\begin{aligned} & (5.797) \\ & (2.560) \end{aligned}$ | $\begin{aligned} & 11,051 \\ & (7,135) \end{aligned}$ | $\begin{array}{r} (3.702) \\ 648 \\ \hline \end{array}$ | (12.209) <br> (418) | $\begin{array}{r} 33.003 \\ (15,661) \end{array}$ |
| Non-GAAP net income | \$65.621 | \$56.989 | \$69,835 | \$203.471 | \$146.649 |
| Diluted earnings per common share | \$0.34 | \$0.28 | \$0.38 | \$1.12 | \$0.79 |
| Effect of adjustments to net income | \$0.12 | \$0.11 | \$0.11 | \$0.30 | \$0.23 |
| Diluted non-GAAP earnings per common share | \$0.46 | \$0.40 | \$0.49 | \$1.42 | \$1.02 |

## GAAP SEGMENT TREND DATA

| \$ in thousands | Q116 | Q216 | Q316 | Q416 | Q117 | Q217 | Q317 | Q417 | Q118 | Q218 | Q318 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Sales |  |  |  |  |  |  |  |  |  |  |  |
| SCEM | \$101,107 | \$111,782 | \$104,494 | \$110,945 | \$114,435 | \$121,174 | \$124,522 | \$125,339 | \$130,743 | \$ 134,336 | \$ 131,234 |
| MC | 77,619 | 91,584 | 94,738 | 98,717 | 100,055 | 104,407 | 116,113 | 115,650 | 118,637 | 124,681 | 151,345 |
| AMH | 88,298 | 99,686 | 97,460 | 98,840 | 102,887 | 103,421 | 104,956 | 109,573 | 117,819 | 124,042 | 116,018 |
| Total Sales | \$267,024 | \$303,052 | \$296,692 | \$308,502 | \$317,377 | \$329,002 | \$345,591 | \$350,562 | \$ 367,199 | \$ 383,059 | \$ 398,597 |

Segment Profit ${ }^{1}$

| SCEM | \$ | 17,818 | \$ | 24,205 | \$ | 14,244 | \$ | 21,061 | \$ | 23,128 | \$ | 29,060 | \$ | 29,539 | \$ | 30,075 | \$ | 31,562 | \$ | 37,316 | \$ | 31,860 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| MC |  | 14,181 |  | 24,511 |  | 27,684 |  | 27,535 |  | 30,987 |  | 31,796 |  | 39,302 |  | 39,328 |  | 41,991 |  | 39,054 |  | 44,530 |
| AMH |  | 14,697 |  | 18,203 |  | 11,192 |  | 12,190 |  | 13,960 |  | 15,169 |  | 12,483 |  | 18,226 |  | 23,142 |  | 23,114 |  | 19,494 |
| Total Segment Profit | \$ | 46,696 | \$ | 66,919 | \$ | 53,120 | \$ | 60,786 | \$ | 68,075 | \$ | 76,025 | \$ | 81,324 | \$ | 87,629 | \$ | 96,695 | \$ | 99,484 | \$ | 95,884 |

Segment Profit Margin

| SCEM | $17.6 \%$ | $21.7 \%$ | $13.6 \%$ | $19.0 \%$ | $20.2 \%$ | $24.0 \%$ | $23.7 \%$ | $24.0 \%$ | $24.1 \%$ | $27.8 \%$ | $24.3 \%$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| MC | $18.3 \%$ | $26.8 \%$ | $29.2 \%$ | $27.9 \%$ | $31.0 \%$ | $30.5 \%$ | $33.8 \%$ | $34.0 \%$ | $35.4 \%$ | $31.3 \%$ | $29.4 \%$ |
| AMH | $16.6 \%$ | $18.3 \%$ | $11.5 \%$ | $12.3 \%$ | $13.6 \%$ | $14.7 \%$ | $11.9 \%$ | $16.6 \%$ | $19.6 \%$ | $18.6 \%$ | $16.8 \%$ |

[^2]
## NON-GAAP SEGMENT TREND DATA

| \$ in thousands | Q116 | Q216 | Q316 | Q416 | Q117 | Q217 | Q317 | Q417 | Q118 | Q218 | Q318 |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | :---: | :---: | :---: |
| Sales |  |  |  |  |  |  |  |  |  |  |  |
| SCEM | $\$ 101,107$ | $\$ 111,782$ | $\$ 104,494$ | $\$ 110,945$ | $\$ 114,435$ | $\$ 121,174$ | $\$ 124,522$ | $\$ 125,339$ | $\$ 130,743$ | $\$ 134,336$ | $\$ 131,234$ |
| MC | 77,619 | 91,584 | 94,738 | 98,717 | 100,055 | 104,407 | 116,113 | 115,650 | 118,637 | 124,681 | 151,345 |
| AMH | 88,298 | 99,686 | 97,460 | 98,840 | 102,887 | 103,421 | 104,956 | 109,573 | 117,819 | 124,042 | 116,018 |
| Total Sales | $\$ 267,024$ | $\$ 303,052$ | $\$ 296,692$ | $\$ 308,502$ | $\$ 317,377$ | $\$ 329,002$ | $\$ 345,591$ | $\$ 350,562$ | $\$ 367,199$ | $\$ 383,059$ | $\$ 398,597$ |


| 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 | \$ | 31,860 |
| $M C^{3}$ |  | 14,181 |  | 24,511 |  | 28,421 |  | 27,535 |  | 30,987 |  | 33,239 |  | 39,498 |  | 39,328 |  | 41,991 |  | 39,262 |  | 47,811 |
| AMH ${ }^{4}$ |  | 14,697 |  | 18,203 |  | 17,987 |  | 12,190 |  | 13,960 |  | 17,455 |  | 17,704 |  | 18,226 |  | 23,142 |  | 23,114 |  | 19,960 |
| Total Adj. Segment Profit | \$ | 46,696 | \$ | 66,919 | \$ | 61,351 | \$ | 60,786 | \$ | 68,075 | \$ | 79,754 | \$ | 86,755 | \$ | 87,629 | \$ | 96,695 | \$ | 99,692 | \$ | 99,631 |

## Adjusted Segment Profit Margin

| SCEM | $17.6 \%$ | $21.7 \%$ | $14.3 \%$ | $19.0 \%$ | $20.2 \%$ | $24.0 \%$ | $23.7 \%$ | $24.0 \%$ | $24.1 \%$ | $27.8 \%$ | $24.3 \%$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| MC | $18.3 \%$ | $26.8 \%$ | $30.0 \%$ | $27.9 \%$ | $31.0 \%$ | $31.8 \%$ | $34.0 \%$ | $34.0 \%$ | $35.4 \%$ | $31.5 \%$ | $31.6 \%$ |
| AMH | $16.6 \%$ | $18.3 \%$ | $18.5 \%$ | $12.3 \%$ | $13.6 \%$ | $16.9 \%$ | $16.9 \%$ | $16.6 \%$ | $19.6 \%$ | $18.6 \%$ | $17.2 \%$ |

1. Segment proft excludes amocrization of intangibles and unallocated expenses, Capporate cost related to HR, Finance, and IT are charged back to the Segments starting 1 Qi8. Prior quarter results are



21

[^0]:    See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.

[^1]:    1. Adjusted segment operating margin excludes amortization of intangibles and unallocated expenses. Corporate cost related to HR , Finance, and it are charged back to the Segments starting IQ18. Prior quarter results are adjusted retrospectively using consistent allocation method.
    .Segment profit for SCEM for 3Q17 includes a charge for severance of \$14K.
    3.Segment profit for MC for $Q 317$ includes a charge for severance of $\$ 196 \mathrm{~K}$. Segment profit for MC for $Q 318$ and $Q 218$ excludes charges for fair value mark-
    2. Segment profit for AMH for 3 Q17 includes charges for impairment of equipment and severance totaling $\$ 5.221 \mathrm{~K}$. Segment profit for AMH excludes loss on sale of subsidiary of $\$ 466 \mathrm{~K}$ for Q318.
[^2]:    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 IQ18. Prior quarter results are adjusted retrospectively using consistent allocation method
