



ENTEGRIS, INC.

CHARTER OF GOVERNANCE AND NOMINATING COMMITTEE

PURPOSE

The purpose of the Governance and Nominating Committee (the "Committee") of the Board of Directors of Entegris, Inc. (the "Company") is to assist the Board of Directors in developing, periodically reviewing and revising appropriate principles relating to corporate governance and corporate responsibility for the Company including the oversight of the relationships among the Board of Directors, the stockholders and management in determining the direction and performance of the Company. In addition the Committee shall: **[a]** recommend to the Board of Directors the criteria for the selection of nominees as directors; **[b]** evaluate individuals meeting these criteria proposed to the Committee for nomination to the Board of Directors in accordance with procedures established by the Committee; and **[c]** recommend to the Board of Directors candidates to be selected by a majority of the Independent Directors as nominees for election as directors at each Annual Meeting of Stockholders. The Committee shall undertake such additional duties and responsibilities as the Board of Directors from time to time prescribes.

STATEMENT OF PHILOSOPHY

An effective and independent corporate governance and nominating committee is central to the effective functioning of the Board of Directors. The Committee should take a leadership role in shaping the corporate governance structure of the Company. The nomination of new directors and the appointment of directors to committees of the Board of Directors are among the most critical functions of the Board of Directors; by focusing on these tasks the Committee can enhance the independence and quality of the Board of Directors.

MEMBERSHIP

The Committee's membership shall be determined by the Board of Directors and shall consist of not less than three independent directors. "Independent" shall mean that the director: **[a]** is not an employee of the Company; **[b]** is not an affiliated person of the Company (as that term is defined in SEC rules); **[c]** does not accept any consulting, advisory or other compensatory fee from the Company in any capacity other than as a director of the Company or a member of a committee thereof; **[d]** has no other material relationship with the Company; and **[e]** for the preceding five (5) year period shall not: **[i]** have been an employee of the Company; **[ii]** have been affiliated or employed by the Company's independent registered public accounting firm; **[iii]** be subject to an interlocking directorate whereby such member is employed by a company on whose compensation committee an executive officer of the Company serves; **[iv]** have an immediate family member who meets any of the conditions set forth in clauses [i] through [iii] above. In addition, the members of the Committee shall meet all other independence standards specified, from time to time, by S.E.C., listing and NASDAQ requirements.

AUTHORITY

Committee members shall be appointed and removed by the full Board of Directors in accordance with the Company's By-Laws.

The Committee shall have the sole authority to retain, supervise and terminate any outside search firm to advise the Committee with respect to potential director candidates, or other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

ROLES AND RESPONSIBILITIES: The responsibilities of the Committee include:

1. Corporate Governance Responsibilities:

- a. Periodically review and assess the effectiveness of the Company's Corporate Governance Guidelines, and recommend to the Board of Directors proposed revisions thereto.
- b. Periodically review and report to the Board of Directors concerning matters of corporate responsibility such as environmental, workplace or stakeholder issues, as appropriate, the Company's response thereto, and the Company's public reporting concerning these topics.
- c. Make recommendations to the Board of Directors with respect to the size and composition of the Board of Directors and establish procedures for the nomination process.
- d. Review with the Board of Directors from time to time the appropriate skills, characteristics and other qualification criteria required of Board members in the context of the current make-up of the Board of Directors, including issues of diversity, age, skills such as understanding of manufacturing, technology, finance and marketing, and international background.
- e. Review the continued appropriateness of membership on the Board of Directors of directors who retire or change from the positions they held when they were last elected to the Board of Directors.
- f. Review and recommend to the Board of Directors, as appropriate, changes to the number of committees of the Board of Directors and their functions; the frequency and content of meetings of the Board of Directors, and the frequency, timing and location of executive sessions of the Board of Directors and of the Independent Directors.
- g. Recommend to the Board of Directors and periodically review the retirement age for directors and undertake succession planning for members of the Board of Directors, as appropriate.
- h. Review and report to the Board of Directors with respect to stockholder proposals properly submitted for consideration at a meeting of the stockholders of the Company.
- i. Periodically receive a report and recommendation by the General Counsel as to the need for amendments of the By-Laws and to evaluate and recommend to the Board of Directors any amendments recommended by such report.

2. Nominating Responsibilities:

- a. Review, evaluate against the qualification criteria established by the Committee, and interview candidates proposed to be nominated for election to the Board of Directors.
- b. Recommend candidates to be selected by a majority of the Independent Directors of the Board of Directors as nominees for election to the Board of Directors.
- c. Annually nominate an independent director to be elected as Chairman of the Board of Directors by the Board of Directors
- d. Annually nominate candidates to be elected as corporate officers of the Company by the Board of Directors.
- e. Recommend to the Board of Directors the membership of directors on the various committees of the Board of Directors and recommend the director to serve as chairman of each such committee.

3. Other Responsibilities

- a. Review the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
- b. Conduct an annual performance evaluation of the Committee as a part of the Board self-evaluation process.
- c. Establish and administer a periodic assessment procedure for use by the Board of Directors to evaluate the performance of the Board of Directors as a whole and of the committees of the Board of Directors.

MEETINGS

The Committee shall hold meetings at such frequency as shall be determined by the Committee, subject to the review of the Board of Directors and compliance with applicable S.E.C. or NASDAQ requirements. The Committee shall meet in executive session attended only by Independent directors, from time to time, as determined by the Committee. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee.

MINUTES

The Company Secretary shall maintain written minutes of Committee meetings which shall be filed with the minutes of the Board of Directors but may be kept in a separate binder if the Secretary so determines.

REPORTS

The Committee shall report to the Board of Directors regarding its proceedings, determinations, actions and recommendations.