



ENTEGRIS, INC.

CHARTER OF MANAGEMENT DEVELOPMENT & COMPENSATION COMMITTEE

PURPOSE

The purpose of the Management Development & Compensation Committee (the Committee") of the Board of Directors of Entegris, Inc. (the "Company") is to aid the Board of Directors in meeting its responsibilities with regard to oversight and determination of the Company's compensation practices, policies and programs. Among other things, the Committee reviews and recommends the salary and other compensation of the Company's CEO and reviews, recommends and approves salaries and other compensation of each senior executive officer who reports directly to the CEO ("Senior Executives"), reviews and administers the Company's short term incentive programs and long term equity incentive programs (including reviewing, recommending and approving stock option and other equity incentive grants to the CEO and Senior Executives). The Committee also reviews, approves and advises the Board of Directors with respect to organizational development and succession planning activities. The Committee shall undertake such additional duties and responsibilities as the Board of Directors from time to time prescribes.

STATEMENT OF PHILOSOPHY

The goals of the Company's compensation programs are to attract and retain individuals who will strive for excellence and to motivate those individuals to achieve sustainable superior performance by providing them with rewards and developmental opportunities in return for assisting the Company in meeting revenue, growth and profitability targets and demonstrating the Company's corporate values. The Committee considers the total current and potential long-term compensation of the CEO and of each Senior Executive in establishing each element of compensation. Compensation for outside directors consists of market competitive payment for services in cash and equity.

MEMBERSHIP

The Committee's membership shall be determined by the Board of Directors and shall consist exclusively of 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.

All members of the Committee shall qualify as a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and shall satisfy the requirements of “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

AUTHORITY

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

In the event that compensation consultants are required to assist in the evaluation of the compensation of the directors, the Chief Executive Officer or Senior Executives of the Corporation, the Committee shall have the sole authority to retain and terminate such compensation consultants and to approve the fees and other terms of retention.

ROLES AND RESPONSIBILITIES: The responsibilities of the Committee include:

1. Compensation Practices and Policies

- a. Review compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased shareholder value.
- b. Oversee the administration of the Company’s stock and deferred compensation programs, and determine the employees who receive awards and the size of those awards under the Company’s equity incentive programs.
- c. Annually review and approve the formulas for calculating performance based short term incentive and/or cash bonus awards and performance based long term incentive equity awards, including, in either case, determining the performance objectives and evaluation criteria for any such awards.
- d. Review, approve and recommend to the Board of Directors the adoption, amendment or termination of equity compensation programs for the Company.
- e. Review, approve and recommend to the Board of Directors the adoption, amendment and termination of incentive compensation and deferred compensation programs for employees, executives and directors of the Company.
- f. Review, approve and recommend to the Board of Directors the adoption and amendment of the Company’s 401(k) Plan.
- g. Oversee the administration of the Company’s 401(k) Plan, incentive compensation and deferred compensation plans and programs and report to the Board of Directors concerning the effectiveness of those plans and programs at achieving the identified objectives.

- h.** Examine on a periodic basis the total compensation structure (both short-term and long-term, including fringe benefits) of the Company to determine that the Company is properly rewarding its personnel at a competitive level.
- i.** Evaluate the implications of shareholder votes on executive compensation, and assess the results of the Corporation's most recent advisory vote on executive compensation to determine whether a change in the compensation policies is appropriate.
- j.** Recommend to the Board of Directors the compensation to be paid to directors for serving on the Board of Directors and on its Committees.

2. Executive Compensation

- a.** Periodically survey the executive compensation practices of other similarly situated companies.
- b.** Annually review and approve: (i) the annual base salary, (ii) awards under the Company's short term incentive and cash bonus programs, and (iii) stock option grants and other stock awards under the Company's equity incentive programs for Senior Executives of the Company.
- c.** Review and approve guidelines with respect to employment agreements, severance arrangements, change-in-control arrangements and any special or supplemental benefits for the Senior Executives of the Company.
- d.** Establish and certify the satisfaction of performance goals for performance-based compensation to the extent required under Section 162(m) of the Internal Revenue Code.
- e.** Review any shareholder proposals relating to executive compensation matters that may be received in proper form and recommend to the Board of Directors the Company's response to such proposals.

3. CEO Compensation

- a.** Review and recommend for approval the annual corporate goals and objectives for the CEO as well as the goals and objectives for CEO compensation.
- b.** The Chairman of the Committee shall lead the discussion of the CEO's performance against such goals and objectives with the Committee and shall communicate the evaluation to the Company's Board of Directors. After discussion by the Board of Directors, the Chairman of the Board of Directors shall communicate the Board's evaluation to the CEO. The Chairman of the Board shall report to the independent directors of the Board of Directors concerning the results of this discussion with the CEO.
- c.** Annually review and approve (based on the foregoing evaluation), subject to ratification by the independent directors of the Board of Directors, (i) the CEO's annual base salary, (ii) awards to the CEO under the Company's short term incentive and/or cash bonus programs, and (iii) stock option grants and

other stock awards to the CEO under the Company's equity incentive programs. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at other similarly situated companies, and the awards given to the CEO in past years.

- d. Approve, subject to ratification by the independent directors of the Board, CEO employment agreements, severance arrangements, change-in-control arrangements and any special or supplemental benefits.

4. Development Responsibilities

- a. Assess the Company's organization concepts, the development and potential for promotion of the senior levels of the Company's management, the availability of replacements for such management positions and the Company's succession plans.

5. Other Responsibilities

- a. Produce an annual report on executive compensation for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders, in accordance with applicable rules and regulations.
- b. Conduct an annual Committee performance self-evaluation as a part of the Board self-evaluation process.
- c. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board of directors for approval.

MEETINGS

The Committee shall hold regular 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.