

Entegris and Versum Materials Merger of Equals

*Creation of a Premier Specialty
Materials Company*

January 28, 2019



Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties and are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1993, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Where a forward-looking statement expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. The words “believe,” “continue,” “could,” “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 are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Entegris’ and Versum Materials’ control. Statements in this communication regarding Entegris, Versum Materials and the combined company that are forward-looking, including projections as to the anticipated benefits of the proposed transaction, the impact of the proposed transaction on Entegris’ and Versum Materials’ business and future financial and operating results, the amount and timing of synergies from the proposed transaction, and the closing date for the proposed transaction, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Entegris’ and Versum Materials’ control. These factors and risks include, but are not limited to, (i) weakening of global and/or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for Entegris’ and Versum Materials’ products and solutions; (ii) the ability to meet rapid demand shifts; (iii) the ability to continue technological innovation and introduce new products to meet customers’ rapidly changing requirements; (iv) the concentrated customer base; (v) the ability to identify, effect and integrate acquisitions, joint ventures or other transactions; (vi) the ability to protect and enforce intellectual property rights; (vii) operational, political and legal risks of Entegris’ and Versum Materials’ international operations; (viii) Entegris’ dependence on sole source and limited source suppliers; (ix) the increasing complexity of certain manufacturing processes; (x) raw material shortages and price increases; (xi) changes in government regulations of the countries in which Entegris and Versum Materials operate; (xii) the fluctuation of currency exchange rates; (xiii) fluctuations in the market price of Entegris’ stock; (xiv) the level of, and obligations associated with, Entegris’ and Versum Materials’ indebtedness; and (xv) other risk factors and additional information. In addition, material risks that could cause actual results to differ from forward-looking statements include: the inherent uncertainty associated with financial or other projections; the prompt and effective integration of Entegris’ businesses and the ability to achieve the anticipated synergies and value-creation contemplated by the proposed transaction; the risk associated with Entegris’ and Versum Materials’ ability to obtain the approval of the proposed transaction by their shareholders required to consummate the proposed transaction and the timing of the closing of the proposed transaction, including the risk that the conditions to the transaction are not satisfied on a timely basis or at all and the failure of the transaction to close for any other reason; the risk that a consent or authorization that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; unanticipated difficulties or expenditures relating to the transaction, the response of business partners and retention as a result of the announcement and pendency of the transaction; and the diversion of management time on transaction-related issues. For a more detailed discussion of such risks and other factors, see Entegris’ and Versum Materials’ filings with the Securities and Exchange Commission, including under the heading “Risks Factors” in Item 1A of Entegris’ Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 15, 2018, and Versum Materials’ Annual Report on Form 10-K for the fiscal year ended September 30, 2018, filed on November 21, 2018 and in other periodic filings, available on the SEC website or www.entegris.com or www.versummaterials.com. Entegris and Versum Materials’ assume no obligation to update any forward-looking statements or information, which speak as of their respective dates, to reflect events or circumstances after the date of this communication, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued “forward-looking statement” constitutes a reaffirmation of that statement.

Legal Disclosures

Additional Information about the Merger and Where to Find It

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between Entegris and Versum Materials. In connection with the proposed transaction, Entegris intends to file with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 that will include a joint proxy statement of Entegris and Versum Materials that also constitutes a prospectus of Entegris. Each of Entegris and Versum Materials also plan to file other relevant documents with the SEC regarding the proposed transaction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Any definitive joint proxy statement/prospectus (if and when available) will be mailed to stockholders of Entegris and Versum Materials. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents containing important information about Entegris and Versum Materials, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Entegris will be available free of charge on Entegris’ website at <http://www.entegris.com> or by contacting Entegris’ Investor Relations Department by email at irelations@entegris.com or by phone at 978-436-6500. Copies of the documents filed with the SEC by Versum Materials will be available free of charge on Versum Materials’ website at investors.versummaterials.com or by phone at 484-275-5907.

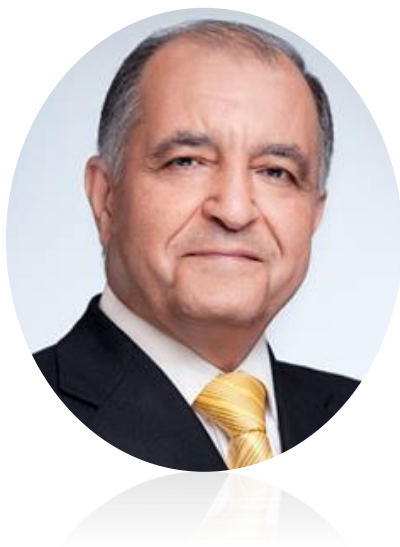
Participants in the Solicitation

Entegris, Versum Materials and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Entegris is set forth in Entegris’ proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on March 28, 2018, and Entegris’ Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 15, 2018. Information about the directors and executive officers of Versum Materials is set forth in its proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on December 20, 2018, and Versum Materials’ Annual Report on Form 10-K for the fiscal year ended September 30, 2018, which was filed with the SEC on November 21, 2018. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when such materials become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Entegris or Versum Materials using the sources indicated above.

Today's Speakers

Seifi Ghasemi

Chairman of the Board of Directors
Versum Materials



Bertrand Loy

President & Chief Executive Officer
Entegris



Guillermo Novo

President & Chief Executive Officer
Versum Materials



Increasing Scale and Driving Shareholder Value

~\$9Bn

ENTERPRISE VALUE

~\$3Bn

REVENUE

~\$1Bn

ADJ. EBITDA

\$75MM+

COST SYNERGIES

~\$170MM

R&D SPEND

~33%

ADJ. EBITDA
MARGIN

Combined Company to Have Strong and Flexible Balance Sheet

Compelling Strategic and Financial Rationale

Yielding Significant Value to Shareholders and Customers



Enhanced
product
portfolio
diversity



World class
technology
capabilities



Global
scale and
operational
excellence



Financial
scale,
strength,
stability, and
flexibility

A True Merger of Equals



2018 REVENUE

\$1.6Bn

\$1.4Bn

2018 ADJUSTED EBITDA

\$436MM

\$453MM

INTELLECTUAL PROPERTY

2,000+ patents

1,700+ patents

GLOBAL OPERATIONS

10+ countries

10+ countries

CORE CAPABILITIES

- Filtration and Purification
- Safe and Clean Packaging
- Material Science
- Fluid Management Solutions

- Advanced Deposition
- Specialty Gases
- Planarization
- Systems and Services

Transaction Overview

TRANSACTION STRUCTURE

- All stock merger-of-equals
- Versum Materials stockholders receive 1.120 shares of Entegris for each existing share
- Post-transaction ownership split: 52.5% Entegris / 47.5% Versum Materials*

LEADERSHIP

Chairman: Seifi Ghasemi **CEO:** Bertrand Loy **CFO:** Greg Graves **GC:** Michael Valente

BOARD OF DIRECTORS

- 5 from existing Entegris Board (including CEO)
- 4 from existing Versum Board (including Chairman)

EXPECTED SYNERGIES

- \$75MM+ in annual cost synergies
- Further potential upside from capex and commercial synergies

CLOSING CONSIDERATIONS

- Expected transaction closing in second half of 2019
- Approval by Entegris and Versum Materials stockholders
- Regulatory approvals and other customary closing conditions

*Ownership based on fully diluted shares outstanding including exercisable options, only. See page 17 for details.

Emerging Mega Trends Reshaping the Semiconductor Industry

THEN

Singular drivers  Slower growth and greater volatility

NOW

Multiple new drivers



Accelerated growth and stability

Wafer Start Growth
2x GDP*

As a unit driven company, combined entity ideally positioned to benefit

Combined Company Delivers Semiconductor Performance That Digital Transformation Demands



New device architecture enabled by



More Precision Materials

Number of elements from the Periodic Table used to make advanced semiconductors has quadrupled since the 1990's



Greater Purity

Drives higher device speed, device energy efficiency, device reliability and wafer yield

Served addressable market expansion

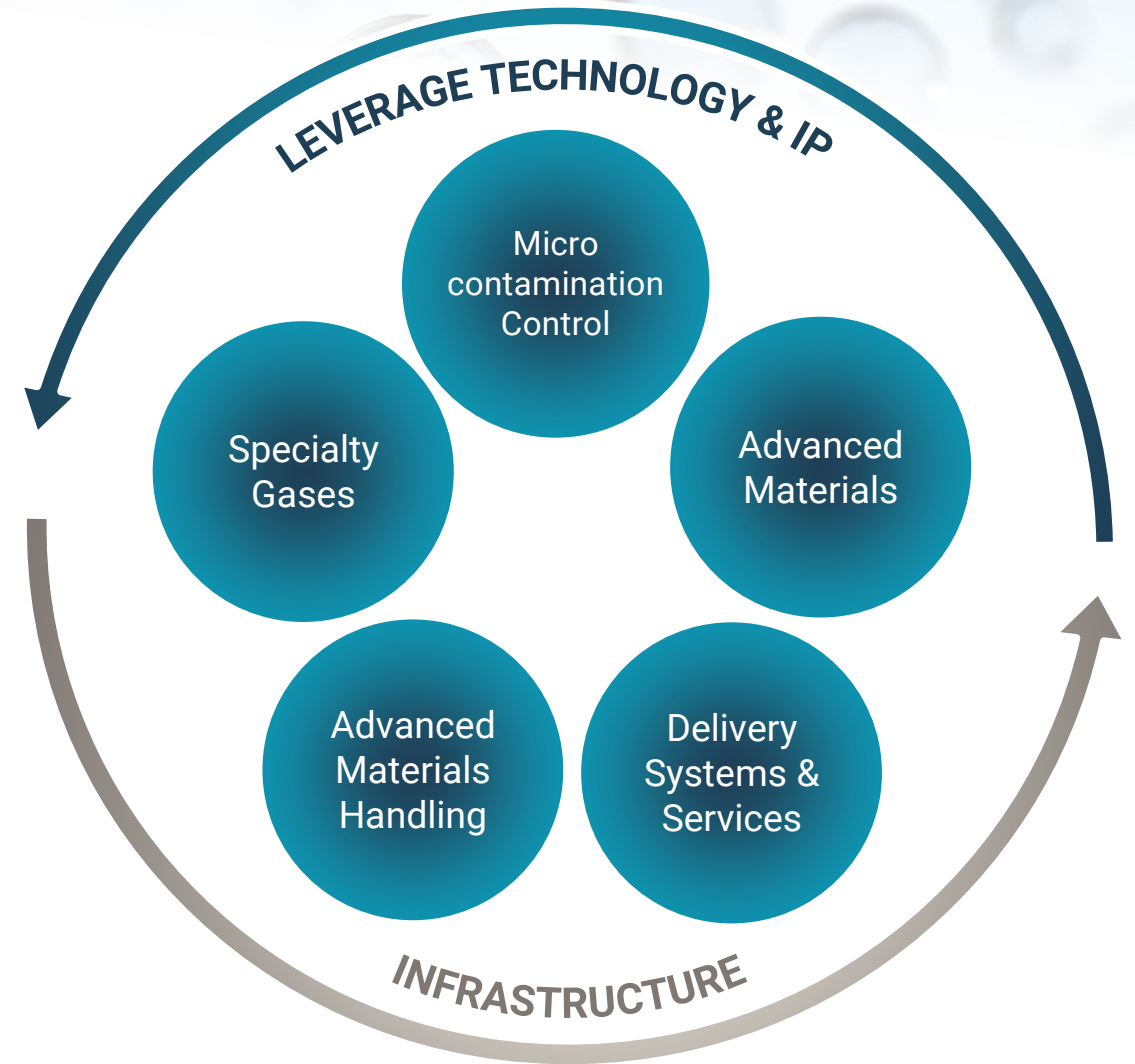
Unique Value Proposition for Customers

Key Technologies

- Separation technology
- Polymer science
- Synthesis capability
- Sensing and Control

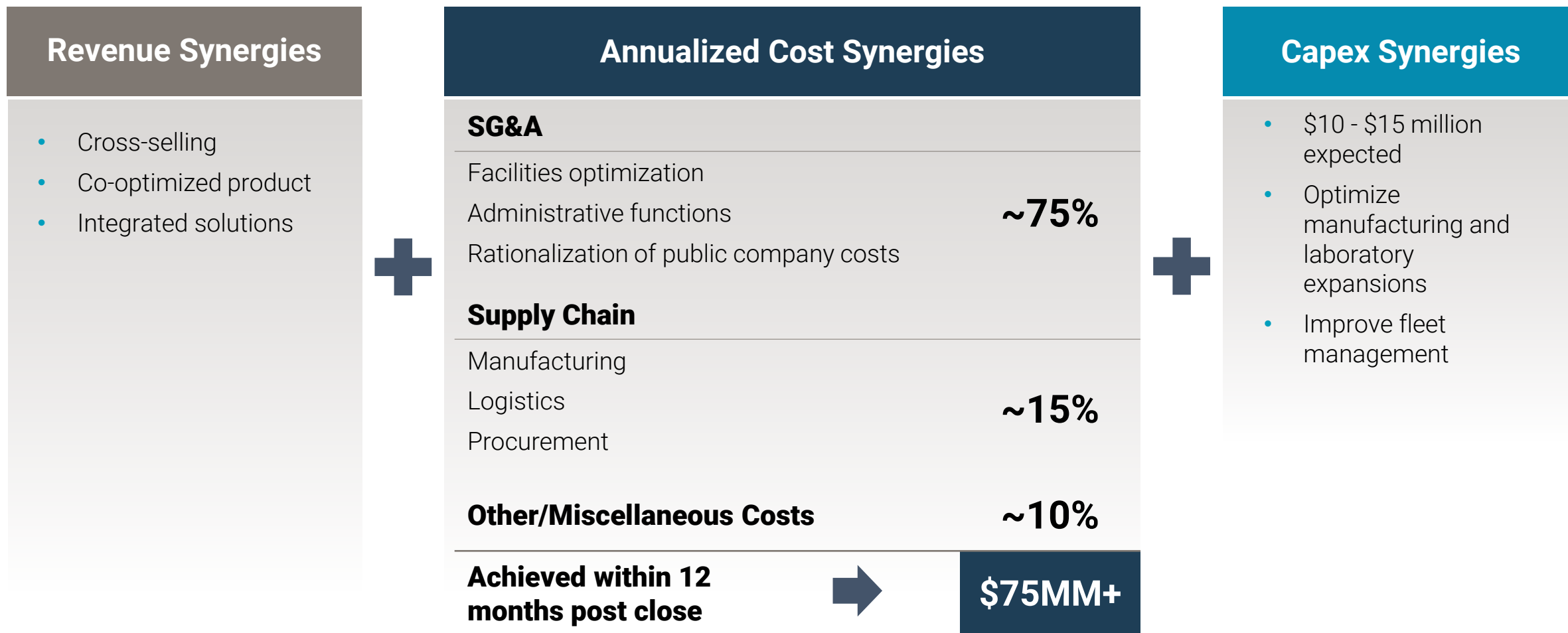
Greater Capabilities and Scale

- Unparalleled global laboratories infrastructure
- Best in class metrology capabilities
- Expanded global manufacturing footprint
- World class operational excellence
- Most talented team in industry



Faster time to solution

Significant Value Creation from Synergies



Integration and Execution

Planning underway

- Integration strategy and key metrics
- Integration goals and objectives

Post-closing immediate steps

- Culture diagnostics and shaping
- Synergies finalized and action plans developed
- Talent management and organizational planning

Key elements to integration plan

- Set clear goals
- Focus on customers, quality and results
- Make communication our priority

Management team has proven track record of timely and effective integration

A Compelling Global Specialty Materials Company

Delivering Significant Value for Shareholders and Customers

Shareholders

- ✓ Attractive Growth Profile
- ✓ Diversified Portfolio
- ✓ Attractive and Stable Margins
- ✓ Strong Cash Flow and Balance Sheet
- ✓ Enhanced Scale

Customers

- ✓ Global Manufacturing and Laboratory Infrastructure
- ✓ Unique Product Breadth and Depth
- ✓ Unwavering Commitment to R&D
- ✓ Enhanced Technical Capabilities
- ✓ Faster Time to Solutions

Appendix

Strong and Flexible Financial Profile

Capital Allocation Optionality

LTM December 2018
Financials (\$MM)



Revenue	\$1,550	\$1,381	\$2,931
ADJ. EBITDA	436	453	965
<i>EBITDA Margin</i>	28%	33%	33%
Cash	482	408	890
Gross Debt	950	987	1,937
Net Leverage	1.1x	1.3x	1.1x

¹ LTM financials as of December 31, 2018; Includes \$75MM of synergies.

Supplemental Share Count Information

As of January 25, 2019

	Entegris	Versum @ 1.120x
Basic Shares Outstanding	135MM	122MM ¹
Fully Diluted Shares Outstanding (including exercisable options only)	135MM	122MM
Fully Diluted Shares Outstanding (including all outstanding equity instruments) ²	137MM	124MM

1. Versum Materials basic shares outstanding of 109.1 million shares.

2. Options dilution based on \$31.32 Entegris share price as of 1/25/2019 and Transaction Exchange Ratio of 1.120x. Reflects treasury stock method.