



## ENTEGRIS, INC.

### **CORPORATE GOVERNANCE GUIDELINES**

*(As adopted August 10, 2005 and amended February 21, 2008, December 17, 2008, May 4, 2011, May 8, 2013, May 17, 2016, February 6, 2019, and May 1, 2019)*

The Board of Directors (the “Board”) of Entegris, Inc. (“Entegris” or the “Company”) has adopted these guidelines, which, in conjunction with the Certificate of Incorporation, By-Laws and the charters of the committees of the Board, form the framework for governance of the Company.

#### **A. THE ROLES OF THE BOARD OF DIRECTORS AND MANAGEMENT**

1. *The Board of Directors* - The business of the Company is conducted under the oversight of the Board of Directors. The Board selects the Chairman of the Board and the President & Chief Executive Officer (“CEO”) and delegates to the CEO the authority and responsibility to manage the Company’s operations. The Board of Directors serves as elected representatives of the stockholders, acts as an advisor and counselor to the CEO and senior management, and oversees management performance on behalf of stockholders. The Board also oversees the Company’s strategic and business planning process and reviews and assesses management’s approach to addressing significant risks facing the Company.

2. *Management* - The CEO and senior management are responsible for running the Company’s business operations.

#### **B. BOARD COMPOSITION AND LEADERSHIP**

1. *Chairman of the Board and Chief Executive Officer* - The Board has the authority to decide whether the positions of Chairman of the Board and CEO should be held by the same person and shall determine the best arrangement for the Company and its stockholders in light of all relevant and changing circumstances. The Board currently believes that these positions should be split between two individuals and that, effective with the 2008 Annual Meeting of the Board of Directors, the position of Chairman should be held by an independent director. The Chairman of the Board shall be an *ex officio* member of each Committee of the Board of Directors.

2. *Size of the Board* - The number of Directors should not exceed a number that can function efficiently. The Governance and Nominating Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the Board.

3. *Board Independence* - The Board believes in having a substantial majority of independent Directors on the Entegris Board. A Director is “Independent” if the Board affirmatively determines that the Director has no material relationship with the Company directly or as a partner, shareholder or officer of an organization that has a relationship with the Company and otherwise meets the requirements for independence of the listing standards of the NASDAQ (and/or the requirements of any other stock exchange or over-the-counter market on which the securities of the Company are traded). The Independent Directors will make the Board decisions on corporate governance matters.

*4. Majority Voting in Director Elections* - The By-Laws of the Company require that each nominee for election as a director, as a condition of nomination, tender his or her irrevocable resignation in advance of the meeting for the election of directors, to be effective if, **(a)** the director does not receive the required majority vote at the next meeting for the election of directors and **(b)** the Board of Directors accepts such resignation. The By-Laws provide that in the event that any incumbent director standing for re-election fails to receive a majority of the votes cast with respect to that director then the Governance and Nominating Committee shall make a recommendation to the Board of Directors as to whether to accept the director's resignation, and as to whether other action should be taken. In considering this recommendation the Governance & Nominating Committee shall evaluate all factors deemed relevant, including, without limitation, the underlying reasons for the failure to receive the required majority vote, the length of service and qualifications of the director whose resignation is under evaluation, the contributions that the director in question has made to the Company, the overall composition of the Board of Directors, the availability of other qualified director candidates, the percentage of outstanding shares represented by the "withhold" vote, whether acceptance of the resignation would cause the Company to breach any material contract to which the Company is a party, compliance with applicable listing standards, and compliance with these guidelines. The Independent Directors will act upon the recommendation of the Governance & Nominating Committee in accordance with the Company's By-Laws, which action may include, without limitation, acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the failure to receive the required majority vote, or rejection of the tendered resignation. The action of the Independent Directors shall be publicly disclosed in accordance with the Company's By-Laws.

*5. Board Membership Criteria* - The Governance and Nominating Committee periodically reviews with the Board the appropriate skills and characteristics required of Board members given the current Board composition. It is the intent of the Board that the Board, itself, will be a high performance organization creating competitive advantage for the Company. To perform as such, the Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations and effectively represent the interests of all stockholders. The Board's assessment of Board candidates includes, but is not limited to, consideration of: **(i)** roles and contributions valuable to the business community, **(ii)** personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards, **(iii)** experience in the semiconductor/microelectronics industry or in other industries in which the Company operates; **(iv)** relevant knowledge and diversity of background and experience in such things as business, manufacturing, technology, finance and accounting, marketing, international business, government and the like; **(v)** candor and willingness to operate on a team and to seek consensus; **(vi)** diversity with respect to race, ethnicity, gender, and geography; and **(vii)** whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings. A Director's qualifications in light of these criteria is considered at least each time the Director is re-nominated for Board membership.

*6. Selection of New Director Candidates* - The Governance and Nominating Committee considers qualified director candidates from several sources, including stockholders, and evaluates

candidates against the current Board membership criteria described above. In addition to these minimum requirements, the Committee will also evaluate whether the candidate's skills are complementary to the existing Board members' skills, the Board's needs for particular expertise in fields of relevance to the Company, and will assess the candidate's impact on Board dynamics and effectiveness. The Committee selects candidates that best suit the Board's current needs and recommends one or more of such individuals to the Board. The Board is committed to actively seeking out women and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Company undertakes. Exacting membership criteria and a rigorous selection process help ensure that candidates recommended to the Board will effectively represent the balanced best interests of all stockholders.

*7. Director Orientation and Continuing Education* - The Company will provide newly elected Directors with an orientation and education program to familiarize them with the Company's business operations and plans, industry trends and corporate governance practices, as well as ongoing education on issues facing the Company and on subjects that would assist the Directors in discharging their duties.

*8. Directors Who Experience Change in Present Job Responsibilities or Other Relevant Circumstances* – When a Director's principal occupation or business affiliation changes, or other circumstances arise which may raise questions about the Director's continuing qualifications in relation to the Board membership criteria set forth above, then the Director will tender her/his resignation, or the Governance and Nominating Committee will ask for such tender. The Governance and Nominating Committee will consider the tendered resignation and recommend to the Board the action to be taken.

*9. Service on Other Boards of Directors* - Directors are encouraged to evaluate carefully the time required to serve on other boards of directors taking into account the requirements for attendance, preparation and effective participation on these boards. Directors must advise the Corporate Secretary of the Company before accepting an invitation to serve on another board to enable the Governance and Nominating Committee to determine whether (i) any regulatory issues or potential conflicts are raised by the Director accepting such an invitation and (ii) the Director will have the time required for preparation, attendance and effective participation at Entegris Board meetings. Directors who serve on the boards of directors of other public companies should limit the number of those other public company directorships to four. The Board expects that these limits will be maintained by existing directors and that new directors will achieve compliance with these limits by the second Annual Meeting following the meeting at which the director was elected. In addition, the Chief Executive Officer shall limit his/her participation on other public company boards of directors to a maximum of two (2), after consultation with the Committee which shall evaluate any such participation in light of the foregoing principles.

*10. Retirement Policy* - Each non-employee Director must tender her/his resignation at the Board of Directors meeting prior to the issue of the Corporation's proxy statement for the annual meeting following her or his 75<sup>th</sup> birthday. If circumstances dictate, the Governance and Nominating Committee may recommend to the Board of Directors that it ask a Director to continue to serve on the Board past age 75.

*11. Board Compensation Review* - The Management Development & Compensation Committee will periodically receive reports on the status of Board compensation in relation to other comparable companies and is responsible for recommending to the Board changes in compensation for non-employee Directors.

*12. Board's Interaction with Stakeholders* - The President & CEO is responsible for establishing effective communications with the Company's stakeholders, including shareholders, customers, employees, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Board that management speaks for the Company. This policy does not preclude independent Directors from meeting with stakeholders, but management where appropriate should be present at such meetings. A dedicated Post Office Box and dedicated email address shall be established for communication by stakeholders directly with the Independent Directors; the addresses for these communication channels shall be published in the Company's proxy statement each year and in other appropriate locations.

### **C. BOARD OPERATIONS**

*1. Selection of Agenda Items for Board Meetings* – The Board of Directors will adopt a Standing Agenda listing items of business needed to be accomplished by the Board of Directors throughout the year; this Standing Agenda shall be subject to periodic review and revision by the Board, as required. Agenda items for each Board meeting shall be determined based upon the Standing Agenda and may include such other matters that the President & CEO and/or the Chairman of the Board deem to be appropriate to come before the meeting. Proposed agenda items not on the Standing Agenda that fall within the scope of responsibilities of a Board Committee shall be reviewed with the chairman of that Committee prior to inclusion on the final agenda. Any Board member may ask to include items on the agenda.

*2. Board Materials Distributed in Advance* - Board members receive materials related to agenda items in advance of Board meetings so that the Directors may prepare to discuss the items at the meeting. Sensitive subjects may be discussed at the meeting without distributing written materials in advance or at the meeting.

*3. Director Responsibilities* - Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. In discharging this obligation, Directors reasonably may rely on the Company's senior executives and its advisors and auditors. Directors are expected to attend the Annual Meeting of Stockholders and attend and participate in all meetings of the Board and of committees on which they serve and to spend the time needed and prepare for and meet as frequently as necessary to discharge their responsibilities.

*4. Board Presentations and Access to Employees* - Members of senior management may be invited to attend part or all of a Board meeting in order to participate in discussions. Generally, the executive responsible for an area of the Company's operations the Board is to consider makes the presentation. Board members have complete access to all other members of management and Company employees.

5. *Board Access to Independent Advisors* - The Board and its committees may seek advice from outside advisors as appropriate. The Board shall have sole authority to approve related fees and retention terms.

6. *Executive Sessions* - An executive session of the Board shall be an agenda item at the conclusion of all Board of Directors regular meetings, unless the Independent Directors determine otherwise. An executive session shall mean a meeting of the independent members of the Board from which management and the non-Independent directors are excused. The fact that the directors shall invite a member of management or a non-Independent director to participate in an executive session shall not prevent the session from being deemed to be an executive session.

7. *Presiding Director at Executive Sessions* – At any time that the position of Chairman of the Board is held by a director other than an Independent Director, the Independent Directors may select a Director to preside over the executive session either on a meeting by meeting basis or for all executive sessions generally. Any such presiding director shall serve at the pleasure of the Independent Directors.

#### **D. BOARD COMMITTEES**

1. *Committees* - The current committees of the Board of Directors are Audit & Finance Committee, the Management Development & Compensation Committee and the Governance and Nominating Committee.

2. *Assignment and Term of Service of Committee Members* - The Board is responsible for the appointment of Committee members and a Committee Chairman, based on recommendations of the Governance and Nominating Committee. The Board at its first meeting following the annual meeting of stockholders shall elect the members of each Committee.

3. *Agenda, Frequency, Length and Reports of Committee Meetings* - The chair of each committee approves the agenda, length of and attendance at each committee meeting and determines the frequency of meetings. Materials related to agenda items are given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairs report a summary of their meeting to the Board following each regular committee meeting.

4. *Membership* - Only Independent Directors may serve on the Audit & Finance, the Management Development & Compensation and the Governance and Nominating Committees.

5. *Responsibilities* - The Board periodically reviews the responsibilities of each Committee and approves the Committee Charters, copies of which shall be posted on the Company's website.

#### **E. BOARD AND MANAGEMENT EVALUATION**

1. *Formal Evaluation of the CEO* - The Management Development & Compensation Committee, in consultation with the CEO and with the Board, shall recommend the annual and long-term performance goals for the CEO. The Chairman of the Board shall lead the discussion of the CEO's performance against such goals with the Independent Directors and shall communicate the Board's

evaluation to the CEO. The Management Development & Compensation Committee will use the results of this evaluation when recommending the compensation of the CEO.

2. *Board Self-Assessment* - The Board will conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. Based on input from management and the comments of Directors during this discussion, the Board will make an assessment specifically reviewing areas in which the Board and/or the management believe improvements could be made to increase the effectiveness of the Board and its Committees.

3. *Succession Planning* - The Board plans the succession to the position of CEO. To assist the Board, the CEO annually will assess senior managers and their succession potential. The CEO also will provide the Board with an assessment of persons considered potential successors to certain senior management positions.

4. *Management Development* - The CEO annually should report to the Board on the Company's program for management development.